

**QUARTERLY STATEMENT**

**OF THE**

**AMERIGROUP Tennessee, Inc.**

**of**

**Nashville**

**in the state of**

**Tennessee**

**TO THE**

**Insurance Department**

**OF THE STATE OF**

**Tennessee**

**FOR THE QUARTER ENDED**  
**SEPTEMBER 30, 2014**

**2014**

**HEALTH**

**2014**



# HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

## AMERIGROUP Tennessee, Inc.

NAIC Group Code 0671 0671 NAIC Company Code 12941 Employer's ID Number 20-4776597  
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

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

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

Main Administrative Office 4425 Corporation Lane  
(Street and Number)  
Virginia Beach, VA, US 23462 757-490-6900  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

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

Primary Location of Books and Records 4425 Corporation Lane  
(Street and Number)  
Virginia Beach, VA, US 23462 757-490-6900  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.amerigroup.com

Statutory Statement Contact Bette Lou Gronseth, 757-518-3638  
(Name) (Area Code) (Telephone Number)  
Bette.Gronseth@amerigroup.com 757-557-6742  
(E-mail Address) (FAX Number)

### OFFICERS

Chairperson Charles Brian Shipp Vice President/COO Edna Laverne Willingham  
President/CEO Alvin Brock King Vice President/Assistant Secretary Jack Louis Young

### OTHER

Kathleen Susan Kiefer Secretary Robert David Kretschmer Treasurer Eric (Rick) Kenneth Noble Assistant Treasurer  
Kendall Benjamin Edwards Vice President, Finance Mark Daniel Justus Valuation Actuary

### DIRECTORS OR TRUSTEES

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

State of Tennessee SS:  
County of Nashville

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

Alvin Brock King Robert David Kretschmer Kathleen Susan Kiefer  
President/CEO Treasurer Secretary

Subscribed and sworn to before me this 30th day of October 2014  
Barbara C. McLean

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



My Commission Expires MAR. 6, 2018

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	179,941,744		179,941,744	183,667,162
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	21,111,050		21,111,050	20,516,142
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
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 (\$ .....38,236,996 ), cash equivalents (\$ ..... ) and short-term investments (\$ .....13,599,733 ) .....	51,836,729		51,836,729	3,590,558
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....			0	0
9. Receivables for securities .....			0	0
10. Securities lending reinvested collateral assets .....	6,650,851		6,650,851	7,167,817
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	259,540,374	0	259,540,374	214,941,679
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	1,356,803		1,356,803	1,414,583
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	19,351,660		19,351,660	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 .....	847,130		847,130	118,307
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset .....	1,937,337		1,937,337	1,934,053
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....	956		956	1,704
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	285,839	285,839	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....			0	0
24. Health care (\$ .....2,922,053 ) and other amounts receivable .....	9,569,170	6,647,117	2,922,053	2,312,931
25. Aggregate write-ins for other than invested assets .....	127,279	127,279	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	293,016,548	7,060,235	285,956,313	236,720,888
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	293,016,548	7,060,235	285,956,313	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 through 1103 plus 1198)(Line 11 above) .....	0	0	0	0
2501. Prepaids .....	127,279	127,279	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 through 2503 plus 2598)(Line 25 above) .....	127,279	127,279	0	0

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded) .....	74,833,420		74,833,420	74,472,028
2. Accrued medical incentive pool and bonus amounts .....	841,697		841,697	407,493
3. Unpaid claims adjustment expenses .....	2,481,720		2,481,720	2,511,745
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	13,589,046		13,589,046	11,688,880
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....			0	0
9. General expenses due or accrued .....	3,227,881		3,227,881	152,717
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....	6,948,211		6,948,211	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 .....	7,288,564		7,288,564	11,966,120
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	3,353,662		3,353,662	1,456,086
16. Derivatives .....			0	0
17. Payable for securities .....	804,694		804,694	0
18. Payable for securities lending .....	6,650,851		6,650,851	7,167,817
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... 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 .....	817,587		817,587	0
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	14,338,422	0	14,338,422	13,360,626
24. Total liabilities (Lines 1 to 23) .....	135,175,755	0	135,175,755	128,645,752
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	18,561,208	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
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	21,408,918	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	150,780,558	108,075,136
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	285,956,313	236,720,888
<b>DETAILS OF WRITE-INS</b>				
2301. Accrued Premium Tax .....	14,030,271		14,030,271	13,155,500
2302. Escheat Liability .....	171,651		171,651	205,126
2303. Penalties and Fines .....	136,500		136,500	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above) .....	14,338,422	0	14,338,422	13,360,626
2501. Estimated 2015 ACA health insurer fee .....	XXX	XXX	18,561,208	
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 through 2503 plus 2598)(Line 25 above) .....	XXX	XXX	18,561,208	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 through 3003 plus 3098)(Line 30 above) .....	XXX	XXX	0	0

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	1,922,497	1,825,393	2,434,601
2. Net premium income ( including \$ non-health premium income)	XXX	723,391,359	690,799,514	917,635,709
3. Change in unearned premium reserves and reserve for rate credits	XXX	(1,900,166)	(62,986)	(616,991)
4. Fee-for-service (net of \$ medical expenses)	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	11,639,979	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	733,131,172	690,736,528	917,018,718
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits		437,630,977	445,889,664	588,057,264
10. Other professional services		37,322,743	19,063,360	25,110,419
11. Outside referrals				0
12. Emergency room and out-of-area		42,267,555	39,052,907	50,188,010
13. Prescription drugs		5,312,925	6,003,553	7,534,807
14. Aggregate write-ins for other hospital and medical	0	50,095,940	66,823,386	86,730,076
15. Incentive pool, withhold adjustments and bonus amounts		1,021,315	516,170	510,827
16. Subtotal (Lines 9 to 15)	0	573,651,455	577,349,040	758,131,403
<b>Less:</b>				
17. Net reinsurance recoveries			(142,524)	(142,524)
18. Total hospital and medical (Lines 16 minus 17)	0	573,651,455	577,491,564	758,273,927
19. Non-health claims (net)				0
20. Claims adjustment expenses, including \$ 32,112,853 cost containment expenses		39,720,967	19,625,727	48,550,186
21. General administrative expenses		73,437,630	76,370,026	76,382,472
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22)	0	686,810,052	673,487,317	883,206,585
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	46,321,120	17,249,211	33,812,133
25. Net investment income earned		3,202,981	2,466,859	3,592,353
26. Net realized capital gains (losses) less capital gains tax of \$ (41,797)		181,455	(111,006)	(282,808)
27. Net investment gains (losses) (Lines 25 plus 26)	0	3,384,436	2,355,853	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	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	49,705,556	19,605,064	37,121,678
31. Federal and foreign income taxes incurred	XXX	20,192,360	6,754,575	13,292,908
32. Net income (loss) (Lines 30 minus 31)	XXX	29,513,196	12,850,489	23,828,770
<b>DETAILS OF WRITE-INS</b>				
0601. Health Insurer Fee Reimbursement	XXX	11,639,979		
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	11,639,979	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401. DME, Home Health Care, Ambulance, Other LTSS		50,095,940	66,823,386	86,730,076
1402.				0
1403.				0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	50,095,940	66,823,386	86,730,076
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

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

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	108,075,136	106,079,845	106,079,845
34. Net income or (loss) from Line 32.....	29,513,196	12,850,489	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 \$ ..... 208,218	386,690	1,591,508	2,491,550
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	211,502	(73,940)	1,414,792
39. Change in nonadmitted assets.....	(2,405,966)	839,224	(1,739,821)
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	15,000,000	0	0
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....		(24,000,000)	(24,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	42,705,422	(8,792,719)	1,995,291
49. Capital and surplus end of reporting period (Line 33 plus 48)	150,780,558	97,287,126	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	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

## STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	731,677,309	691,232,589	920,160,306
2. Net investment income .....	4,820,561	4,248,910	5,734,707
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	736,497,870	695,481,499	925,895,013
5. Benefit and loss related payments .....	575,873,449	570,607,817	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 .....	109,875,999	94,088,467	124,005,700
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	18,664,592	6,470,319	10,425,523
10. Total (Lines 5 through 9) .....	704,414,040	671,166,603	891,440,506
11. Net cash from operations (Line 4 minus Line 10) .....	32,083,830	24,314,896	34,454,507
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	49,111,574	32,163,421	39,979,023
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	(1,053)	(1,053)
12.7 Miscellaneous proceeds .....	1,321,660	723,012	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	50,433,234	32,885,380	39,977,970
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	46,806,298	90,364,577	97,855,533
13.2 Stocks .....	0	0	820,726
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	270,459	7,167,817
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	46,806,298	90,635,036	105,844,076
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	3,626,936	(57,749,656)	(65,866,106)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	15,000,000	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	24,000,000	24,000,000
16.6 Other cash provided (applied) .....	(2,464,595)	(682,146)	4,291,092
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	12,535,405	(24,682,146)	(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) .....	48,246,171	(58,116,906)	(51,120,507)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	3,590,558	54,711,065	54,711,065
19.2 End of period (Line 18 plus Line 19.1) .....	51,836,729	(3,405,841)	3,590,558
<b>Note: Supplemental disclosures of cash flow information for non-cash transactions:</b>			
20.0001. Depreciation .....	148,695	439,190	497,685

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<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							5,459	217,728	
5. Current Year	0									
6. Current Year Member Months	1,922,497							45,339	1,877,158	
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	1,041,619							63,633	977,986	
8. Non-Physician .....	1,316,407							39,310	1,277,097	
9. Total	2,358,026	0	0	0	0	0	0	102,943	2,255,083	0
10. Hospital Patient Days Incurred	120,862							13,825	107,037	
11. Number of Inpatient Admissions	17,366							1,432	15,934	
12. Health Premiums Written (a) .....	723,391,359							47,891,061	675,500,298	
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	721,491,193							47,801,798	673,689,395	
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services.....	572,855,859							38,523,821	534,332,038	
18. Amount Incurred for Provision of Health Care Services	573,651,455							40,592,100	533,059,355	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....47,891,061





**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE**

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 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 .....	5,233,025	36,069,479	138,965	7,131,053	5,371,990	5,335,339
7. Title XIX - Medicaid .....	65,937,481	472,822,804	1,711,185	65,852,217	67,648,666	69,136,689
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8) .....	71,170,506	508,892,283	1,850,150	72,983,270	73,020,656	74,472,028
10. Healthcare receivables (a) .....	2,283,334	5,510,707			2,283,334	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	587,111		166,055	675,642	753,166	407,493
13. Totals (Lines 9-10+11+12)	69,474,283	503,381,576	2,016,205	73,658,912	71,490,488	74,879,521

(a) Excludes \$ 1,775,129 loans or advances to providers not yet expensed.

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## NOTES TO FINANCIAL STATEMENTS

*For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2013. This presentation addresses only significant events occurring since the last Annual Statement.*

### 1. Summary of Significant Accounting Policies

#### A. Accounting Practices

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

For the nine months ended September 30, 2014 and the year ended December 31, 2013, there were no differences between the Company's statutory basis capital and surplus and net income under NAIC SAP and practices prescribed or permitted by the state of Tennessee.

	<b>State of Domicile</b>	<b>September 30, 2014</b>	<b>December 31, 2013</b>
<b><u>Net Income</u></b>			
(1) AMERIGROUP Tennessee Inc. (Page 4, Line 32, Columns 2 & 4)	Tennessee	\$ 29,513,196	\$ 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	\$ 29,513,196	\$ 23,828,770
<b><u>Surplus</u></b>			
(5) AMERIGROUP Tennessee Inc. (Page 3, Line 33, Columns 3 & 4)	Tennessee	\$ 150,780,558	\$ 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	\$ 150,780,558	\$ 108,075,136

#### B. - C.

No significant change.

### 2. Accounting Changes and Corrections of Errors

No significant change.

### 3. Business Combinations and Goodwill

Not applicable.

### 4. Discontinued Operations

Not applicable.

### 5. Investments

#### A. - C.

Not applicable.

#### 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 during the nine months ended September 30, 2014.
3. The Company did not hold other-than-temporarily impaired loan-backed securities at September 30, 2014.
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 September 30, 2014.
5. The Company had no impaired loan-backed securities at September 30, 2014.

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

1. No significant change.
2. No significant change.
3. Collateral Received:
  - a. No significant change.
  - b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged \$6,651,403
  - c. No significant change.
4. Not applicable.
5. No significant change.
6. Not applicable.
7. Not applicable.

**F. - G.**

Not applicable.

**H. Restricted Assets**

No significant change.

**I. Working Capital Finance Investments**

Not applicable.

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

Not applicable.

**7. Investment Income**

No significant change.

**8. Derivative Instruments**

Not applicable.

**9. Income Taxes**

No significant change.

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

**A. Nature of the relationship**

No significant change.

**B. Significant transactions for each period**

The Company received a \$15,000,000 capital contribution from its parent on September 25, 2014.

**C. Intercompany Management and Service Arrangements**

See note F below for changes to intercompany management and service arrangements.

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

At September 30, 2014, the Company reported \$3,353,662 due to affiliates. The balance represents intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

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

No significant change.

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

Effective January 1, 2014, the Company entered into the WellPoint, Inc. Master Services Agreement, 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. – L.**

No significant change.

**11. Debt**

Not applicable.

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

No significant change.

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

The Company received a \$15,000,000 capital contribution from its parent on September 25, 2014.

**14. Contingencies**

No significant change.

**15. Leases**

No significant change.

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

No significant change.

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

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

Not applicable.

**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 September 30, 2014, the fair value of securities loaned was \$6,483,409 and the carrying value of securities loaned was \$6,457,580.

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 September 30, 2014, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

**A. Administrative Services Only Plans**

Not applicable.

**B. Administrative Services Contract Plans**

Not applicable.

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

Not applicable.

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

Not applicable.

**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. Asset at fair value				
Common Stock				
Industrial and Misc	\$ 21,111,050	\$ -	\$ -	\$ 21,111,050
Total Common Stocks	\$ 21,111,050	\$ -	\$ -	\$ 21,111,050
Total assets at fair value	\$ 21,111,050	\$ -	\$ -	\$ 21,111,050

2. As of September 30, 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.

5. The Company did not have any derivative assets or liabilities as of the nine months ended September 30, 2014.

**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	\$ 182,575,572	\$ 179,941,744	\$ -	\$ 182,575,572	\$ -	\$ -
Common Stock	21,111,050	21,111,050	21,111,050	-	-	-
Short Term Inv & MMFs	13,599,733	13,599,733	13,599,733	-	-	-
	<u>217,286,355</u>	<u>214,652,527</u>	<u>34,710,783</u>	<u>182,575,572</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. – G.**

No significant change.

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

The Company did not have any offsetting or netting of assets and liabilities at September 30, 2014.

**I. Joint and Several Liabilities**

Not applicable.

**J. Risk Sharing Provisions of the Affordable Care Act**

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.

**22. Events Subsequent**

There were no other events occurring subsequent to September 30, 2014 requiring disclosure. Subsequent events have been considered through November 14, 2014 for the statutory statement issued on November 14, 2014.

**23. Reinsurance**

No significant change.

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

No significant change.

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

The estimated cost of claims attributable to insured events of prior years increased by \$321,893 during 2014. This is approximately 0.4% of unpaid claims of \$77,391,266 as of December 31, 2013. The deficiency reflects the increases in estimated claims expenses as a result of claim payments 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.

**26. Intercompany Pooling Arrangements**

Not applicable.

**27. Structured Settlements**

Not applicable.

**28. Health Care Receivables**

No significant change.

**29. Participating Policies**

Not applicable.

**30. Premium Deficiency Reserves**

No significant change.

**31. Anticipated Salvage and Subrogation**

No significant change.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [ X ]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 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 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 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [ X ]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [ X ]
- 4.2 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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ X ] No [ ] N/A [ ]  
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2012
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2010
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 11/09/2011
- 6.4 By what department or departments?  
State of Tennessee Department of Commerce and Insurance TennCare Division
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ ] No [ ] N/A [ X ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [ X ]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [ X ]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ ] No [ X ]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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



## GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [  ] No [  ]
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? ..... Yes [  ] No [  ]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
Effective January 2014, the Company adopted WellPoint's Standards of Ethical Business Conduct and were approved by the Board of Directors.
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes [  ] No [  ]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

### FINANCIAL

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

### INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [  ] No [  ]
- 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... \$ .....
13. Amount of real estate and mortgages held in short-term investments: ..... \$ .....
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [  ] No [  ]
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ ..... 0	\$ .....
14.22 Preferred Stock .....	\$ ..... 0	\$ .....
14.23 Common Stock .....	\$ ..... 0	\$ .....
14.24 Short-Term Investments .....	\$ ..... 0	\$ .....
14.25 Mortgage Loans on Real Estate .....	\$ ..... 0	\$ .....
14.26 All Other .....	\$ ..... 0	\$ .....
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	\$ ..... 0	\$ ..... 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [  ] No [  ]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [  ] No [  ]
- If no, attach a description with this statement.

**GENERAL INTERROGATORIES**

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....\$ .....6,651,403
  - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....\$ .....6,650,851
  - 16.3 Total payable for securities lending reported on the liability page .....\$ .....6,650,851

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

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon Corporation .....	New York, NY .....

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

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

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

- 17.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
105006 .....	Deutsche Asset Management .....	New York, NY .....
113878 .....	McDonnell Investment Management, LLC .....	Oak Brook, IL .....

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

- 18.2 If no, list exceptions:

# GENERAL INTERROGATORIES

## PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent .....82.6 %
  - 1.2 A&H cost containment percent .....4.4 %
  - 1.3 A&H expense percent excluding cost containment expenses .....11.1 %
- 2.1 Do you act as a custodian for health savings accounts? ..... Yes [ ] No [ X ]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date .....\$ .....
- 2.3 Do you act as an administrator for health savings accounts? ..... Yes [ ] No [ X ]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date .....\$ .....

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
<b>NONE</b>								

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
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		47,891,061	675,500,298				723,391,359		
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 Aliens OT	XXX	0	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	47,891,061	675,500,298	0	0	0	723,391,359	0	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 1	0	47,891,061	675,500,298	0	0	0	723,391,359	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

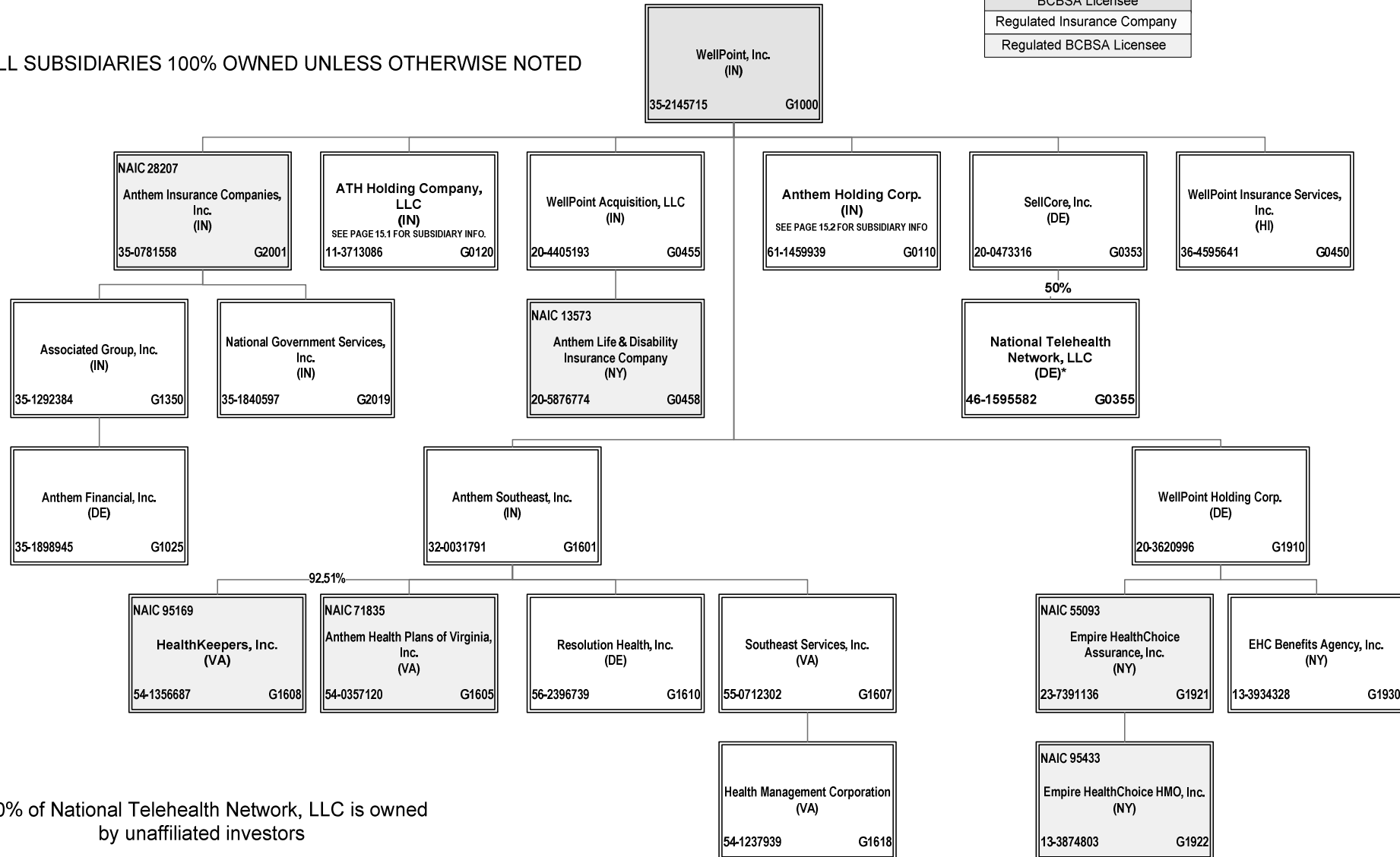
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

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

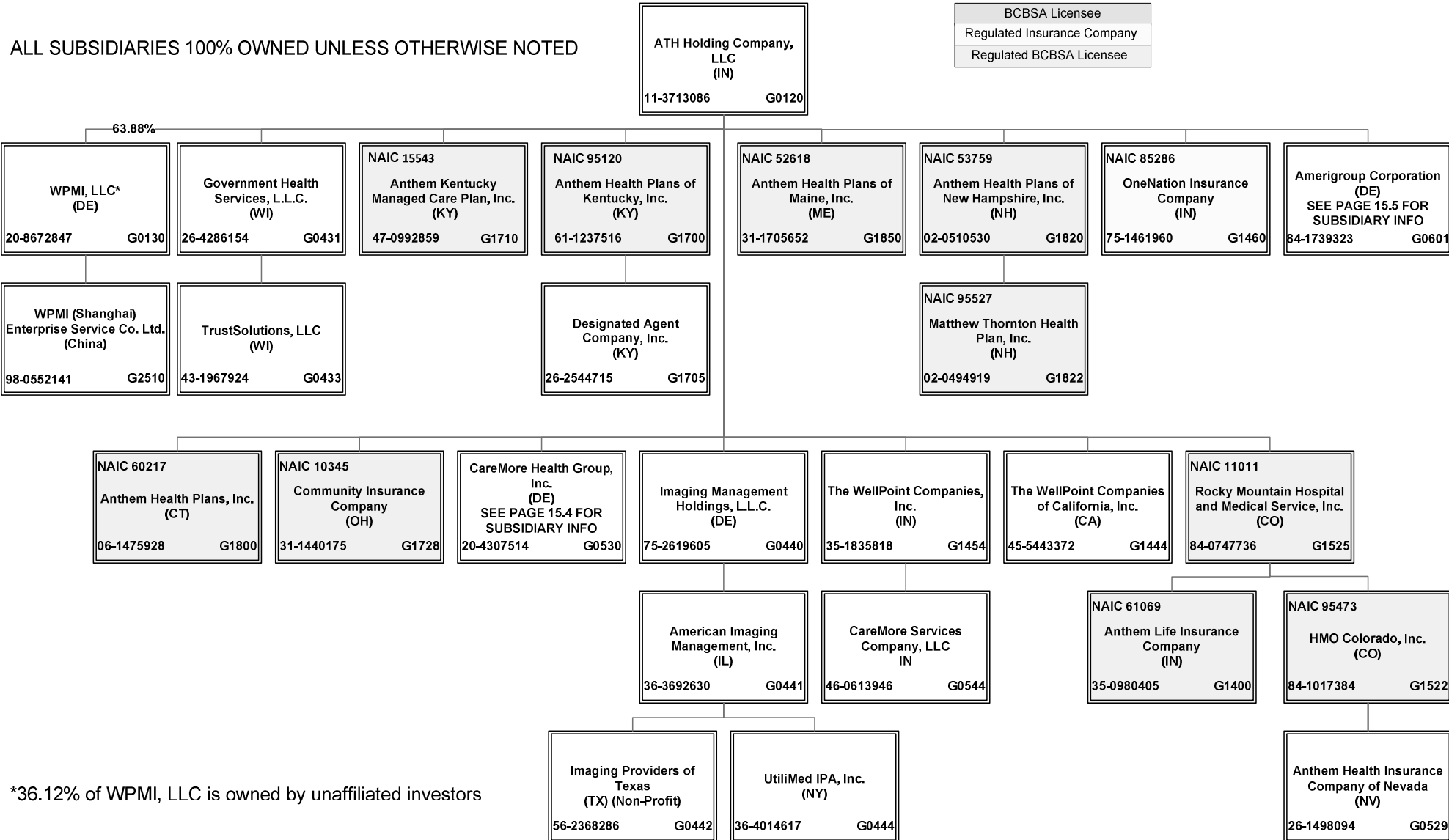
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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

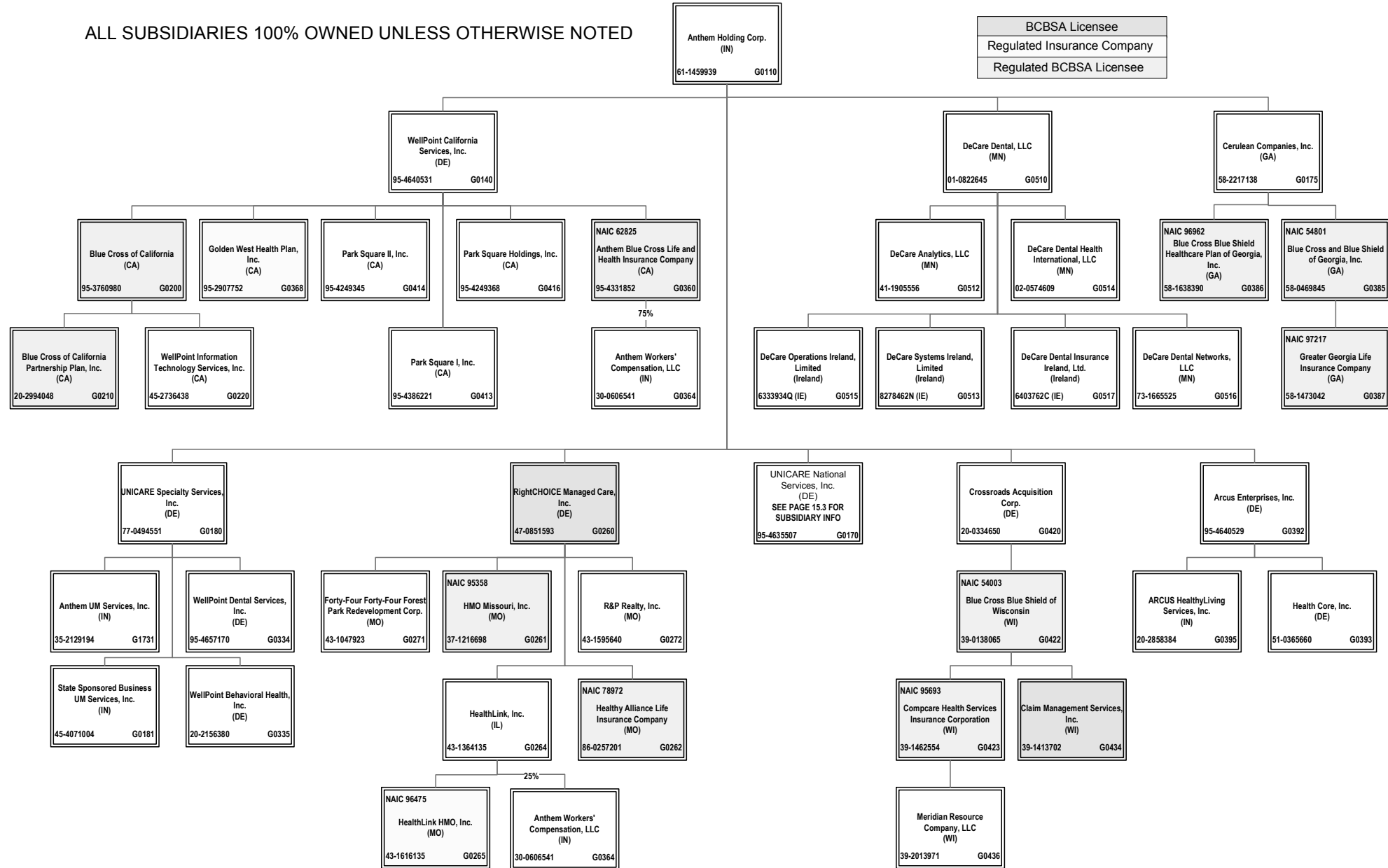
**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART**



15.1

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

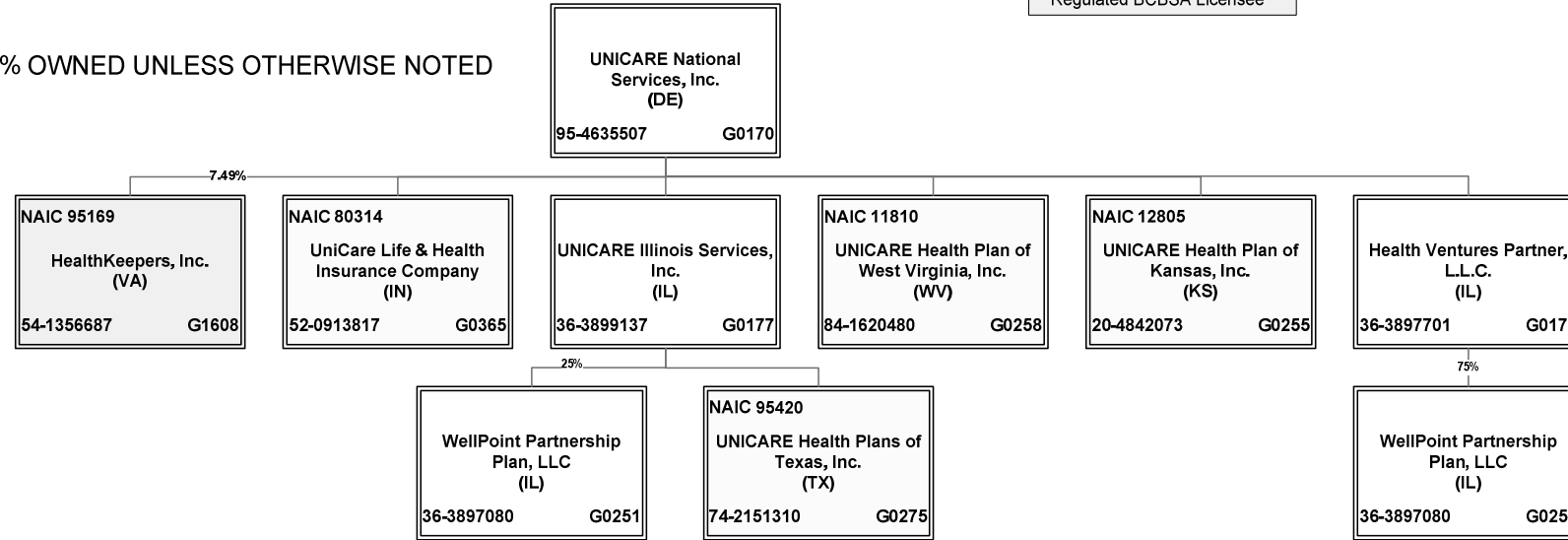




**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART**

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

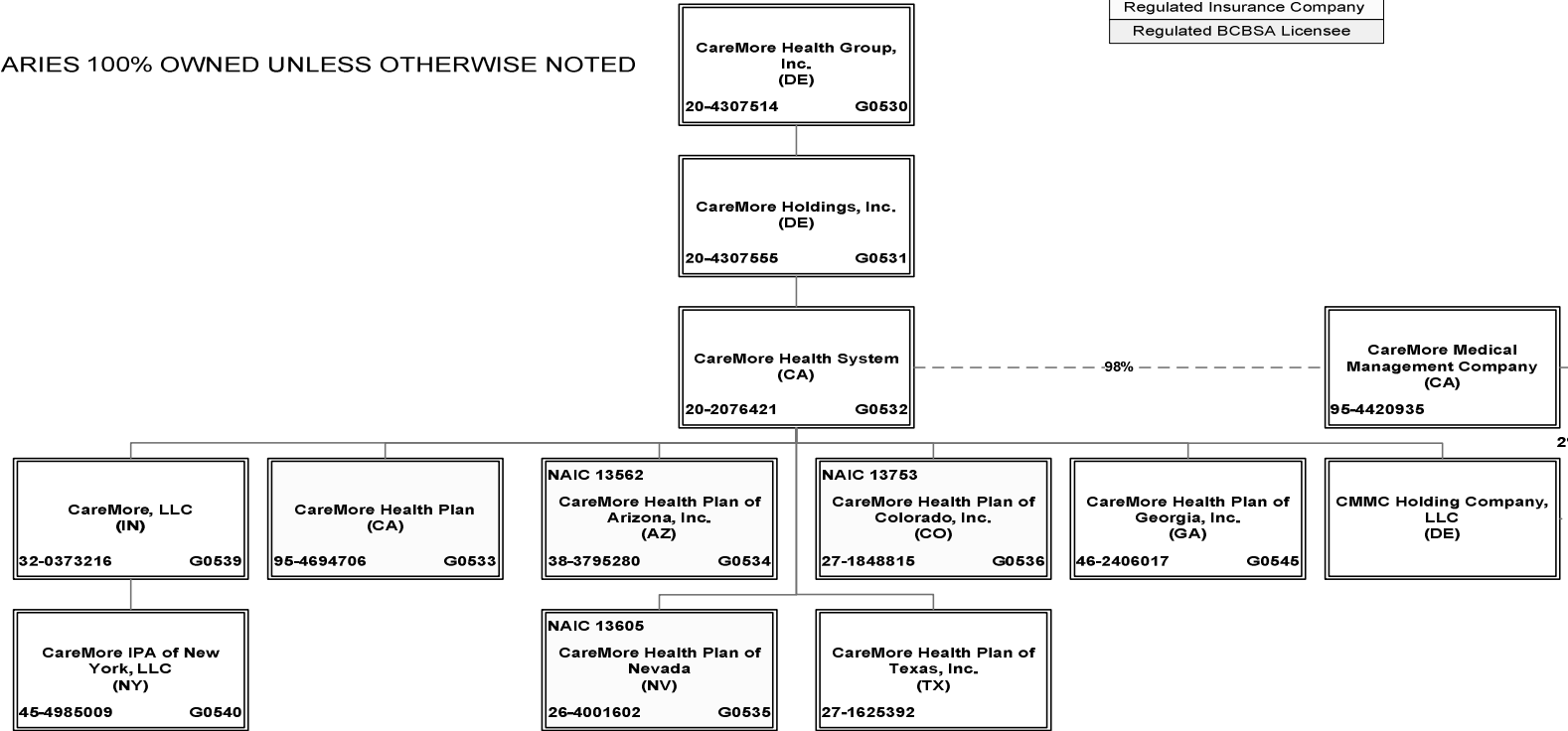
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

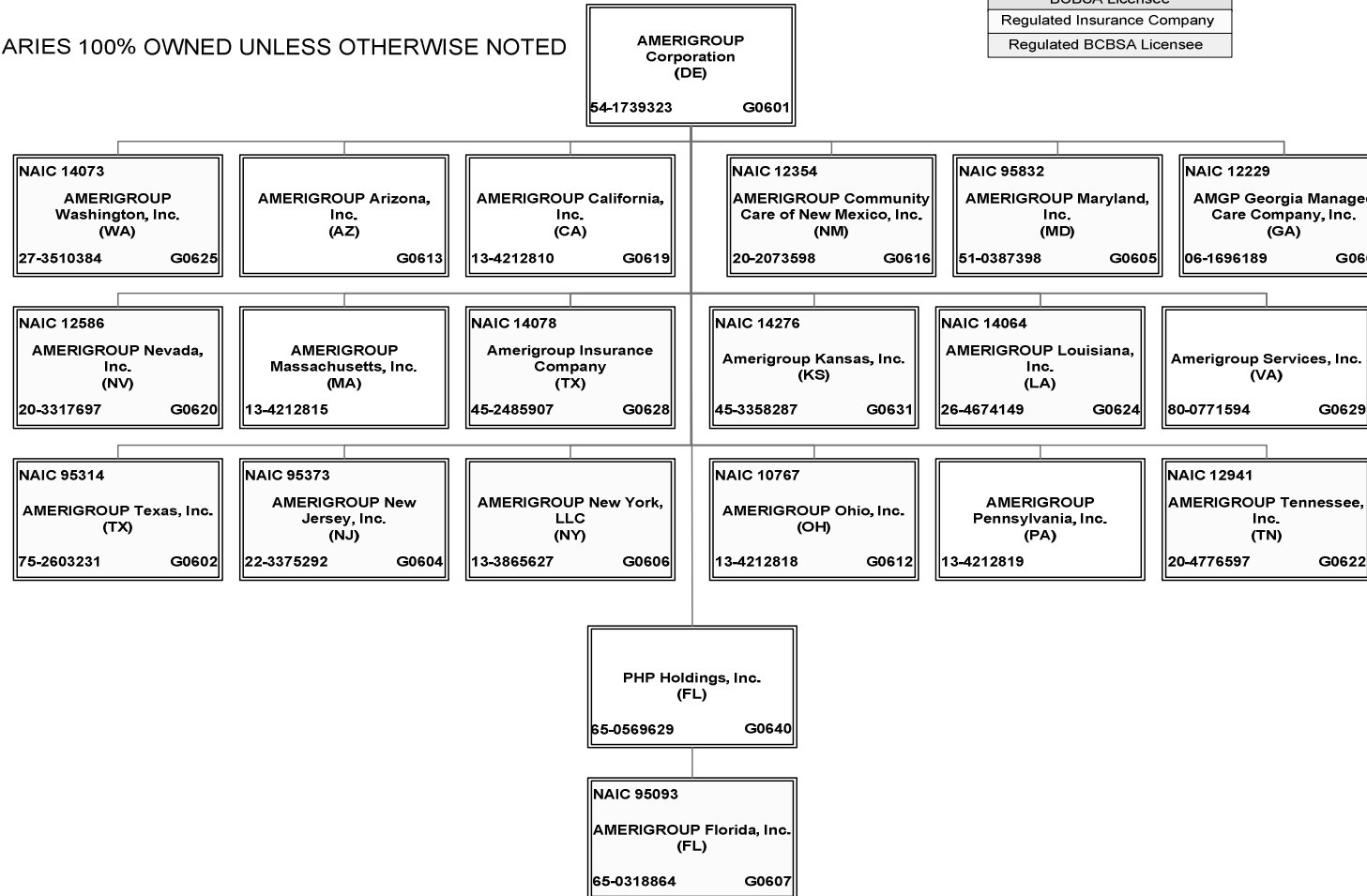
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



**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



STATEMENT AS OF SEPTEMBER 30, 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	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0671	WellPoint, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212810				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Corporation	DE	UDP	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212815				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	0100
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	RE	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		61-1459939				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		47-0992859				Anthem Kentucky Managed Care Plan, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.000	WellPoint, Inc.	
0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		11-3713086				ATH Holding Company, LLC	IN	UIP	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	

STATEMENT AS OF SEPTEMBER 30, 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	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	0101
0671	WellPoint, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.000	WellPoint, Inc.	0102
0671	WellPoint, Inc.		20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	0103
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		46-2406017				CareMore Health Plan of Georgia, Inc.	GA	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CMC Holding Company, LLC	Ownership	2.000	WellPoint, Inc.	
0671	WellPoint, Inc.		58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						CMC Holding Company, LLC	DE	NIA	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						DeCare Dental Insurance Ireland, Ltd.	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						DeCare Operations Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						DeCare Systems Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	0104
0671	WellPoint, Inc.		26-4286154				Government Health Services, LLC	WI	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.510	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.490	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	

STATEMENT AS OF SEPTEMBER 30, 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	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		39-2013971				Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.000	WellPoint, Inc.	0105
...0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		43-1595640				PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		56-2396739				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		47-0851593				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	

STATEMENT AS OF SEPTEMBER 30, 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	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671 ...	WellPoint, Inc. ....	.....	98-0552141 .....	.....	.....	.....	WPMI (Shanghai) Enterprise Service Co. Ltd. ....	...CHN.....	.....NIA.....	WPMI, LLC .....	Ownership.....	..100.000 .....	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-8672847 .....	.....	.....	.....	WPMI, LLC .....	...DE.....	.....NIA.....	ATH Holding Company, LLC .....	Ownership.....	..63.880 .....	WellPoint, 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 .....

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]





**OVERFLOW PAGE FOR WRITE-INS**

**NONE**

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE A - VERIFICATION**

Real Estate

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

**NONE**

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**NONE**

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**NONE**

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	204,183,304	144,175,378
2. Cost of bonds and stocks acquired .....	46,806,298	98,676,259
3. Accrual of discount .....	16,228	53,920
4. Unrealized valuation increase (decrease) .....	594,908	3,833,154
5. Total gain (loss) on disposals .....	139,658	2,026
6. Deduct consideration for bonds and stocks disposed of .....	49,111,574	39,979,023
7. Deduct amortization of premium .....	1,576,028	2,307,951
8. Total foreign exchange change in book/adjusted carrying value .....		0
9. Deduct current year's other than temporary impairment recognized .....		270,459
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	201,052,794	204,183,304
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11) .....	201,052,794	204,183,304

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a) .....	176,250,015	18,405,682	20,687,035	916,886	179,720,915	176,250,015	174,885,548	175,164,569
2. NAIC 2 (a) .....	16,184,284	4,106,169	220,037	(1,414,487)	15,890,365	16,184,284	18,655,929	15,861,588
3. NAIC 3 (a) .....	0				0	0	0	0
4. NAIC 4 (a) .....	0				0	0	0	0
5. NAIC 5 (a) .....	0				0	0	0	0
6. NAIC 6 (a) .....	0				0	0	0	0
7. Total Bonds	192,434,299	22,511,851	20,907,072	(497,601)	195,611,280	192,434,299	193,541,477	191,026,157
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0				0	0	0	0
9. NAIC 2 .....	0				0	0	0	0
10. NAIC 3 .....	0				0	0	0	0
11. NAIC 4 .....	0				0	0	0	0
12. NAIC 5 .....	0				0	0	0	0
13. NAIC 6 .....	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	192,434,299	22,511,851	20,907,072	(497,601)	195,611,280	192,434,299	193,541,477	191,026,157

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

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**SCHEDULE DA - PART 1**

## Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	13,599,733	xxx	13,599,733	130	0

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	7,358,995	47,760,197
2. Cost of short-term investments acquired .....	54,654,125	226,971,346
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals .....		(1,053)
6. Deduct consideration received on disposals .....	48,413,387	267,332,230
7. Deduct amortization of premium .....		39,265
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) .....	13,599,733	7,358,995
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	13,599,733	7,358,995

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)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	.662,893
2. Cost of cash equivalents acquired .....		14,017,290
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals .....		0
6. Deduct consideration received on disposals .....		14,676,866
7. Deduct amortization of premium .....		3,317
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) .....	0	0
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

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 2 - Mortgage Loans Acquired

**N O N E**

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

**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

**N O N E**

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

**N O N E**

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
026874-CZ-8	AMERICAN INTERNATIONAL GROUP 2.300% 07/16/19		.07/09/2014	Goldman Sachs & Co		533,919	535,000	.0	2FE
032095-AD-3	AMPHENOL CORP 1.550% 09/15/17		.09/09/2014	Chase		724,261	725,000	.0	2FE
075896-AA-8	BED BATH AND BEYOND INC 3.749% 08/01/24		.07/14/2014	J P Morgan		704,993	705,000	.0	2FE
14912L-6D-8	CATERPILLAR FINANCE SE SERIES MTN 1.250% 08/18/17		.08/13/2014	Citigroup Global Markets		259,870	260,000	.0	1FE
172967-HY-0	CITIGROUP INC 1.550% 08/14/17		.08/07/2014	Citigroup Global Markets		868,782	870,000	.0	1FE
384780-AA-0	GRAIN SPECTRUM FUNDING II SERIES 144A 3.290% 10/10/19		.09/16/2014	Morgan Stanley		445,000	445,000	.0	1FE
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	1FE
61166W-AS-0	MONSANTO CO 2.125% 07/15/19		.07/02/2014	Citigroup Global Markets		1,038,762	1,040,000	.430	1FE
615369-AD-7	MOODY'S CORPORATION 2.750% 07/15/19		.07/07/2014	J P Morgan		334,457	335,000	.0	2FE
69353R-DY-1	PNC BANK NA 1.500% 10/18/17		.09/15/2014	Citigroup Global Markets		1,659,685	1,660,000	.0	1FE
842587-CK-1	SOUTHERN CO 1.300% 08/15/17		.08/19/2014	Chase		244,922	245,000	.0	1FE
87165B-AA-1	SYNCHRONY FINANCIAL 1.875% 08/15/17		.08/06/2014	J P Morgan		155,865	156,000	.0	2FE
871829-AR-8	SYSCO CORP 1.450% 10/02/17		.09/23/2014	Goldman Sachs & Co		804,695	805,000	.0	1FE
902494-AW-3	TYSON FOODS INC 2.650% 08/15/19		.08/05/2014	Morgan Stanley		249,834	250,000	.0	2FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					9,497,942	9,461,000	2,842	XXX
8399997	Total - Bonds - Part 3					9,497,942	9,461,000	2,842	XXX
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX
8399999	Total - Bonds					9,497,942	9,461,000	2,842	XXX
8999997	Total - Preferred Stocks - Part 3					0	XXX	0	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	XXX
9799997	Total - Common Stocks - Part 3					0	XXX	0	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	XXX
9999999	Totals					9,497,942	XXX	2,842	XXX

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



## STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22										
										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	11	12	13	14	15
																											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
36180J-V6-8	GNMA POOL AD6937 3.500% 03/20/43		09/01/2014	Paydown		38,893	38,893	42,077	42,032		(3,139)		(3,139)		38,893			858	03/20/2043	1											
36180K-B2-6	GNMA POOL AD7257 3.500% 03/15/43		09/01/2014	Paydown		52,467	52,467	56,500	56,406		(3,940)		(3,940)		52,467			1,224	03/15/2043	1											
3620AC-Z3-1	GNMA POOL 726262 5.000% 09/15/39		09/01/2014	Paydown		44,403	44,403	48,843	48,783		(4,380)		(4,380)		44,403			1,506	09/15/2039	1											
<b>0599999. Subtotal - Bonds - U.S. Governments</b>							135,763	135,763	147,420	147,221		(11,459)		(11,459)		135,763			3,588	XXX	XXX										
3128M9-K2-7	FHLMC GOLD POOL G07213 3.500% 11/01/42		09/01/2014	Paydown		23,471	23,471	24,914	24,894		(1,423)		(1,423)		23,471			569	11/01/2042	1											
3128MJ-TW-0	FHLMC GOLD POOL G08564 4.500% 12/01/43		09/01/2014	Paydown		187,452	187,452	198,377	198,399		(10,947)		(10,947)		187,452			5,707	12/01/2043	1											
FNMA SERIES 2013-45 CLASS CB 4.000% 12/25/42							71,957	71,957	79,310	78,559		(6,602)		(6,602)		71,957			1,862	12/25/2042	1										
FHLMC MULTIFAMILY STRUCTURED SERIES 4182																															
3137B0-XC-3	CLASS KT 3.500% 05/15/41		09/01/2014	Paydown		46,119	46,119	49,917	49,649		(3,530)		(3,530)		46,119			1,076	05/15/2041	1											
3138AX-XV-8	FNMA POOL AJ6091 4.000% 12/01/41		09/01/2014	Paydown		51,326	51,326	54,939	54,915		(3,589)		(3,589)		51,326			1,307	12/01/2041	1											
3138E1-HY-8	FNMA POOL AJ8345 4.000% 12/01/41		09/01/2014	Paydown		26,568	26,568	28,420	28,387		(1,818)		(1,818)		26,568			678	12/01/2041	1											
3138EB-HH-8	FNMA POOL AK6544 3.000% 04/01/27		09/01/2014	Paydown		56,866	56,866	60,411	60,257		(3,991)		(3,991)		56,866			1,139	04/01/2027	1											
3138EG-HT-4	FNMA POOL AL0241 4.000% 04/01/41		09/01/2014	Paydown		29,722	29,722	31,928	31,886		(2,164)		(2,164)		29,722			811	04/01/2041	1											
3138EK-NK-7	FNMA POOL AL3093 3.500% 02/01/43		09/01/2014	Paydown		111,306	111,306	117,915	117,797		(6,491)		(6,491)		111,306			2,627	02/01/2043	1											
3138EK-RG-2	FNMA POOL AL3186 5.500% 03/01/39		09/01/2014	Paydown		24,140	24,140	26,781	26,750		(2,640)		(2,640)		24,140			539	03/01/2039	1											
3138EK-UG-4	FNMA POOL AL3307 4.000% 11/01/42		09/01/2014	Paydown		74,370	74,370	77,356	77,338		(2,968)		(2,968)		74,370			1,978	11/01/2042	1											
3138EK-WE-1	FNMA POOL AL3344 4.500% 10/01/42		09/01/2014	Paydown		25,676	25,676	27,514	27,504		(1,828)		(1,828)		25,676			782	10/01/2042	1											
3140Q2-2V-2	FNMA POOL 735288 5.000% 03/01/35		09/01/2014	Paydown		45,282	45,282	49,173	49,050		(3,768)		(3,768)		45,282			1,505	03/01/2035	1											
3140SD-DX-4	FNMA POOL 745418 5.500% 04/01/36		09/01/2014	Paydown		71,361	71,361	77,650	77,499		(6,138)		(6,138)		71,361			2,609	04/01/2036	1											
31416B-TA-6	FNMA POOL 985245 5.000% 01/01/39		09/01/2014	Paydown		142,779	142,779	156,164	156,152		(13,386)		(13,386)		142,779			1,714	01/01/2039	1											
31416C-D3-7	FNMA POOL 995722 5.000% 05/01/38		09/01/2014	Paydown		74,156	74,156	80,483	80,291		(6,134)		(6,134)		74,156			2,489	05/01/2038	1											
31417G-CE-4	FNMA POOL AB9068 3.500% 04/01/43		09/01/2014	Paydown		92,317	92,317	98,076	97,987		(5,670)		(5,670)		92,317			2,136	04/01/2043	1											
31417G-CF-1	FNMA POOL AB9069 3.500% 04/01/43		09/01/2014	Paydown		49,563	49,563	52,765	52,711		(3,148)		(3,148)		49,563			1,246	04/01/2043	1											
31418A-6G-3	FNMA POOL MA1770 4.500% 02/01/44		09/01/2014	Paydown		55,989	55,989	60,092	60,000		(4,103)		(4,103)		55,989			1,150	02/01/2044	1											
31418A-JL-3	FNMA POOL MA1166 3.500% 09/01/32		09/01/2014	Paydown		71,242	71,242	75,445	75,445		(4,203)		(4,203)		71,242			1,643	09/01/2032	1											
31419D-4K-4	FNMA POOL AE3525 4.000% 03/01/41		09/01/2014	Paydown		23,583	23,583	25,359	25,329		(1,746)		(1,746)		23,583			683	03/01/2041	1											
882756-2N-8	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		07/01/2014	Call	100,000	2,690,000	2,690,000	2,698,006	2,698,006		(8,006)		(8,006)		2,690,000			67,250	07/01/2019	1FE											
882756-2P-3	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		07/01/2014	Call	100,000	2,210,000	2,210,000	2,216,352	2,216,352		(6,352)		(6,352)		2,210,000			55,250	07/01/2019	1FE											
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>							6,255,245	6,255,245	6,367,463	6,367,463		(110,045)		(110,045)		6,255,245			156,750	XXX	XXX										
00206R-AV-4	AT&T INC 2.500% 08/15/15		07/15/2014	Call	102,3756	153,564	150,000	156,071	152,946		(972)		(972)		151,974		1,590	1,590	3,438	08/15/2015	1FE										
CAPITAL ONE FINANCIAL CORP 2.125% 07/15/14							45,000	45,000	44,975	44,995		5		5		45,000			966	07/15/2014	2FE										
PACAR FINANCIAL CORP SERIES MTN 1.550% 09/29/14							250,000	250,000	249,799	249,949		51		51		250,000			3,875	09/29/2014	1FE										
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		(24,312)		(24,312)		1,000,000			49,500	08/15/2014	1FE											
742718-DU-0	PROCTER AND GAMBLE CO 0.700% 08/15/14		08/15/2014	Maturity		695,000	695,000	692,144	694,404		596		596		695,000			4,865	08/15/2014	1FE											
PUBLIC SERVICE ELECTRIC & GAS 0.850% 08/15/14							1,500,000	1,500,000	1,504,495	1,501,708		(1,708)		(1,708)		1,500,000			12,750	08/15/2014	1FE										
74456Q-AY-2	TARGET CORPORATION 1.125% 07/18/14		07/18/2014	Maturity		700,000	700,000	704,583	700,978		(978)		(978)		700,000			7,875	07/18/2014	1FE											
87612E-AW-6	VERIZON COMMUNICATIONS 1.250% 11/03/14		09/29/2014	Call	100,1030	175,180	175,000	176,104	175,329		(292)		(292)		175,037		143	143	1,981	11/03/2014	2FE										
92343V-BB-9	TORONTO DOMINION BANK 1.375% 07/14/14	A	07/14/2014	Maturity		980,000	980,000	984,853	981,014		(1,014)		(1,014)		980,000			13,475	07/14/2014	1FE											
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>							5,498,744	5,495,000	5,613,944	5,525,635		(28,624)		(28,624)		5,497,011		1,733	1,733	98,715	XXX	XXX									
<b>8399997. Total - Bonds - Part 4</b>							11,889,752	11,886,008	12,128,827	6,880,753		(150,128)		(150,128)		11,888,019		1,733	1,733	259,053	XXX	XXX									
<b>8399998. Total - Bonds - Part 5</b>							XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX									
<b>8399999. Total - Bonds</b>							11,889,752	11,886,008	12,128,827	6,880,753		(150,128)		(150,128)		11,888,019		1,733	1,733	259,053	XXX	XXX									
<b>8999997. Total - Preferred Stocks - Part 4</b>							0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX								
<b>8999998. Total - Preferred Stocks - Part 5</b>							XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX								
<b>8999999. Total - Preferred Stocks</b>							0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX								
<b>9799997. Total - Common Stocks - Part 4</b>							0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX								
<b>9799998. Total - Common Stocks - Part 5</b>							XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX								
<b>9799999. Total - Common Stocks</b>							0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX								

E05

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 4**

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	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	22 NAIC Desig- nation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Other Than Temporary Impairment Recog- nized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						11,889,752	XXX	12,128,827	6,880,753	0	(150,128)	0	(150,128)	0	11,888,019	0	1,733	1,733	259,053	XXX	XXX

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

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

**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 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 Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/ Market Indicator	Fair Value	Book/Adjusted Carrying Value	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	101,987	102,099	10/01/2014
000000-00-0	CREDIT AGRICOLE CIB REPO		1	449,231	449,231	10/01/2014
05252A-BT-7	AUSTRALIA & NEW ZEALAND BANKING GROUP LTD		1	100,519	100,531	03/16/2015
05574R-ED-3	BNP PARIBAS (NEW YORK)		1	100,004	100,000	10/10/2014
06053H-CE-3	BANK OF AMERICA NA		1	100,000	100,000	10/09/2014
06366B-FV-7	BANK OF MONTREAL (CHICAGO)		1	100,061	100,005	08/20/2015
06366B-PZ-7	BANK OF MONTREAL (CHICAGO)		1	99,979	100,000	10/21/2015
06366R-HB-4	BANK OF MONTREAL		1	100,425	100,339	09/11/2015
06417F-BG-4	BANK OF NOVA SCOTIA (HOUSTON)		1	100,365	100,301	09/11/2015
06417H-QM-1	BANK OF NOVA SCOTIA (HOUSTON)		1	100,006	100,000	01/12/2015
06538H-WM-8	BANK OF TOKYO-MITSUBISHI UFJ (NEWYORK)		1	100,000	100,000	12/09/2014
14912L-SL-1	CATERPILLAR FINANCIAL SE		1	160,049	160,048	02/19/2015
14912L-SM-9	CATERPILLAR FINANCIAL SE		1	100,273	100,173	02/26/2016
161453-AD-7	CHASE BANK USA NA		1	149,983	150,000	04/24/2015
17275R-AM-4	CISCO SYSTEMS INC		1	100,054	100,052	09/03/2015
17275R-AM-4	CISCO SYSTEMS INC		1	100,054	100,052	09/03/2015
191216-BH-2	COCA COLA COMPANY		1	100,045	100,000	09/01/2015
202740-GJ-2	COMMONWEALTH BANK AUST		1	100,790	100,728	09/18/2015
202740-GJ-2	COMMONWEALTH BANK AUST		1	100,790	100,748	09/18/2015
21684B-PM-0	RABOBANK NEDERLAND (NEW YORK)		1	100,009	100,003	11/10/2014
22549T-YT-9	CREDIT SUISSE NEW YORK		1	99,990	100,000	04/10/2015
2332K1-NS-5	DNB NOR BANK ASA		1	99,935	99,929	01/26/2015
24422E-RX-9	JOHN DEERE CAPITAL CORP		1	100,003	100,002	10/08/2014
24422E-SJ-9	JOHN DEERE CAPITAL CORP		1	159,954	160,031	02/25/2016
24422E-SM-2	JOHN DEERE CAPITAL CORP		1	100,060	100,000	04/12/2016
25468P-CY-0	WALT DISNEY COMPANY		1	100,013	100,000	02/11/2015
36962G-BT-6	GENERAL ELEC CAP CORP		1	100,103	100,115	01/09/2015
36962G-BT-6	GENERAL ELEC CAP CORP		1	100,103	100,119	01/09/2015
36962G-7E-8	GENERAL ELEC CAP CORP		1	100,179	100,109	01/14/2016
40428A-XS-1	HSBC BANK USA		1	100,001	100,000	10/03/2014
459200-HJ-3	IBM CORP		1	170,032	170,016	02/04/2015
459200-HV-6	IBM CORP		1	100,040	100,000	02/05/2016
459200-HV-6	IBM CORP		1	100,040	100,000	02/05/2016
494368-BM-4	KIMBERLY-CLARK CORP		1	45,014	45,000	05/19/2016
59157B-AM-4	METLIFE INSTITUTIONAL FD		1	200,194	200,202	01/06/2015
60688L-L6-1	MIZUHO BANK LTD (NEW YORK)		1	99,997	100,000	01/12/2015
64952W-BB-1	NEW YORK LIFE GLOBAL FDG		1	100,030	100,000	10/05/2015
65558E-G9-3	NORDEA BANK FINLAND PLC, NY BRANCH		1	100,003	100,000	10/10/2014
65558E-J5-8	NORDEA BANK FINLAND PLC, NY BRANCH		1	100,005	100,000	10/14/2014
68371R-L3-8	PACCAR FINANCIAL CORP		1	100,274	100,251	02/08/2016
78008S-VJ-2	ROYAL BANK OF CANADA		1	100,061	100,063	01/06/2015
83051H-YB-6	SKANDINAV ENSKILDA BK NY		1	100,004	100,000	10/09/2014
86562Y-FF-6	SUMITOMO MITSUI BANKING CORP (NEWYORK)		1	100,004	100,001	11/07/2014
86958C-VF-8	SVENSKA HANDELSBANKEN INC NEW YORK BRANCH		1	100,001	100,003	10/06/2014
87019S-KF-0	SWEDBANK (Non-Guarantee Issues)		1	99,997	99,990	10/15/2014
89112T-BR-0	TORONTO-DOMINION BANK (NEW YORK)		1	100,003	100,001	10/10/2014
89114Q-AJ-7	TORONTO-DOMINION BANK		1	100,131	100,109	05/01/2015
89236T-AK-1	TOYOTA MOTOR CREDIT CORP		1	100,359	100,300	05/17/2016
89236T-AV-7	TOYOTA MOTOR CREDIT CORP		1	159,999	160,000	10/08/2014
89236T-BA-2	TOYOTA MOTOR CREDIT CORP		1	100,101	100,127	01/07/2016
90331H-ME-0	US BANK NA CINCINNATI		1	100,045	100,000	10/01/2015
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations				5,801,298	5,800,675	XXX
02587A-AC-8	AMXCA2012-3		1	150,053	150,065	03/15/2018
161571-FV-1	CHAIT2013-A2		1	399,953	400,028	02/15/2017
17305E-EX-9	CCCIT 2013-A1		1	99,960	100,000	04/24/2017
17305E-FL-4	CCCIT2013-A12		1	100,137	100,083	11/07/2018
25468B-BC-8	DCENT 2013-A3		1	100,002	100,000	10/15/2018
3599999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities				850,105	850,176	XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds				6,651,403	6,650,851	XXX
4899999. Total - Hybrid Securities				0	0	XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds				0	0	XXX
6199999. Total - Issuer Obligations				5,801,298	5,800,675	XXX
6299999. Total - Residential Mortgage-Backed Securities				0	0	XXX
6399999. Total - Commercial Mortgage-Backed Securities				0	0	XXX
6499999. Total - Other Loan-Backed and Structured Securities				850,105	850,176	XXX
6599999. Total Bonds				6,651,403	6,650,851	XXX
7099999. Total - Preferred Stocks				0	0	XXX
7599999. Total - Common Stocks				0	0	XXX
7699999. Total - Preferred and Common Stocks				0	0	XXX
9999999 - Totals				6,651,403	6,650,851	XXX

General Interrogatories:

- Total activity for the year to date Fair Value \$ (516,414) Book/Adjusted Carrying Value \$ (516,966)
- Average balance for the year to date Fair Value \$ 11,726,985 Book/Adjusted Carrying Value \$ 11,727,130
- Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:  
 NAIC 1 \$ 11,727,130 NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

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

Reinvested Collateral Assets Owned Current Statement Date

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 to date  | Fair Value \$ ..... | Book/Adjusted Carrying Value \$ ..... |
| 2. Average balance for the year to date | Fair Value \$ ..... | Book/Adjusted Carrying Value \$ ..... |

**SCHEDULE E - PART 1 - CASH**

## Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6	7	8	
					First Month	Second Month	Third Month	
Wells Fargo .....					(6,486,522)	(11,298,233)	(4,029,929)	XXX
JP Morgan .....					66,114	34,863	84,324	XXX
Bank of America .....					37,849,103	38,903,525	42,182,601	XXX
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	31,428,695	27,640,155	38,236,996	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	31,428,695	27,640,155	38,236,996	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	31,428,695	27,640,155	38,236,996	XXX

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter

**N O N E**

Medicare Part D Coverage Supplement

**N O N E**

## QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

Name of Insurer AMERIGROUP Tennessee, Inc.  
 Date 11/14/2014 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.	QTR. 1	QTR. 2	QTR. 3
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 quarterly statement information required to be contained on diskette is identical to the information in the 2014 Quarterly 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

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**AMERIGROUP Tennessee, Inc.**  
**Report 2A**  
**For the Period Ending 09/30/14**

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	<b>642,371</b>	<b>1,877,158</b>	<b>2,383,779</b>
<b>Revenues:</b>			
TennCare Capitation	230,255,720	673,689,395	865,968,872
Investment	(1,294,280)	3,155,085	3,125,501
Other Revenues	11,639,979	11,639,979	-
<b>Total Revenues</b>	<b>240,601,419</b>	<b>688,484,459</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	40,718,267	123,465,172	168,556,169
Inpatient Hospital Services	34,545,338	105,042,679	139,823,655
Outpatient Hospital Services	8,275,248	24,993,719	33,134,183
Emergency Room Services	8,351,822	24,166,092	28,219,164
Dental Services	-	-	-
Vision Services	612,164	1,971,969	2,661,437
Pharmacy Services	-	-	-
Home Health Services	5,289,605	16,057,258	22,330,487
Chiropractic Services	-	-	-
Radiology Services	5,612,614	16,924,948	22,803,983
Laboratory Services	3,768,604	11,239,939	14,324,627
Durable Medical Equipment Services	1,888,433	5,568,158	6,119,199
Transportation Services	4,137,992	12,939,961	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>113,200,087</b>	<b>342,369,895</b>	<b>454,280,839</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,523,829	7,418,149	8,953,497
Inpatient Substance Abuse Treatment and Detox	1,418,892	4,324,486	5,735,817
Outpatient Mental Health Services	2,440,874	7,541,028	9,315,023
Outpatient Substance Abuse Treatment and Detox	1,774,509	5,473,261	7,130,523
Housing/Residential Treatment	1,877,678	5,538,953	6,274,193
Specialized Crisis Services	1,006,266	3,186,423	4,125,115
Psychiatric Rehab and Support Services	1,175,715	3,514,439	3,826,793
Case Management	4,058,204	12,091,176	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>16,275,967</b>	<b>49,087,915</b>	<b>63,111,166</b>
<b>CHOICES</b>			
Nursing Facility Care	35,284,625	108,185,889	154,208,746
HCBS Services	11,013,263	33,415,656	39,278,497
<b>Subtotal CHOICES</b>	<b>46,297,888</b>	<b>141,601,545</b>	<b>193,487,243</b>
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>175,773,942</b>	<b>533,059,355</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>175,773,942</b>	<b>533,059,355</b>	<b>711,019,873</b>
<b>Administration:</b>			
Compensation	15,827,909	43,787,538	26,580,171
Direct and Allocated Admin expenses	(1,638,601)	(4,127,961)	40,773,511
Marketing	346,126	869,702	299,668
Interest Expense	-	-	-
Premium Tax Expense	13,304,708	37,689,335	47,677,689
Occupancy, Depreciation, and Amortization	1,082,958	3,175,635	1,070,303
Other Administration - Write-Ins	6,565,484	25,804,088	4,680,448
<b>Total Administration Expenses</b>	<b>35,488,584</b>	<b>107,198,337</b>	<b>121,081,789</b>
<b>Total Expenses</b>	<b>211,262,526</b>	<b>640,257,692</b>	<b>832,101,663</b>
Extraordinary Item	-	-	-
Provision for Income Tax	11,312,054	20,998,698	13,247,077
<b>Net Income (Loss)</b>	<b>18,026,839</b>	<b>27,228,069</b>	<b>23,745,633</b>
<b>Write-Ins for Other Revenues</b>			
Total Other Revenues	-	-	-
<b>Write-Ins for Other Medical and Hospital</b>			
Total Other Medical and Hospital	-	-	-
<b>Write-Ins for Other MH &amp; SS</b>			
Total Other MH & SS	-	-	-
<b>Write-Ins for Other Administration</b>			
ACA Health Insurer Fee	(198,876)	9,892,243	-
External Labor Services	3,384,907	8,385,983	3,221,403
Maintenance and Repair	598,880	1,848,574	97,910
Telecommunication	731,623	1,739,818	481,736
Travel	468,510	1,079,708	314,099
Other Administration < \$760,000 YTD	1,580,440	2,857,762	565,300
<b>Total Other Administration</b>	<b>6,565,484</b>	<b>25,804,088</b>	<b>4,680,448</b>

AMERIGROUP Tennessee, Inc.-Grand Region Middle  
 Cash Reconciliation-Middle Region-Medicaid only  
 September 30, 2013

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	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+L6					Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1
Beginning Balance (Prem. Rec)													\$ 6,155,024.29
July	76,065,159.29	74,865,991.16	75,909,882.05	1,897,747.05	74,012,135.00	1,955,024.29			98,000.00			(0.00)	(57,277.24)
July	2,045,754.71										2,045,754.71	-	-
July	2,614,908.56										2,614,908.56	-	-
July	2,160,887.98										2,160,887.98	-	-
July	2,295,214.95										2,295,214.95	-	-
July	2,114,143.33										2,114,143.33	-	-
August	75,081,916.29	75,637,043.95	76,556,841.34	1,913,921.03	74,642,920.31	1,897,747.05		(1,428,251.07)	24,000.00	(54,500.00)		0.00	16,173.98
August	24,000.00								24,000.00			-	-
August	1,961,553.30										1,961,553.30	-	-
August	2,720,005.59										2,720,005.59	-	-
August	2,302,967.71										2,302,967.71	-	-
August	4,104,619.71										4,104,619.71	-	-
September	74,200,808.98	91,392,664.47	74,168,603.03	1,854,215.08	72,314,387.95	1,913,921.03				(27,500.00)		(0.01)	(59,705.95)
September	2,047,723.50										2,047,723.50	-	-
September	2,633,627.07										2,633,627.07	-	-
September	2,507,843.06										2,507,843.06	-	-
September	2,339,762.01										2,339,762.01	-	-
<b>Total</b>	<b>\$ 257,220,896.04</b>	<b>\$ 241,895,699.58</b>	<b>\$ 226,635,326.42</b>	<b>\$ 5,665,883.16</b>	<b>\$ 220,969,443.26</b>	<b>\$ 5,766,692.38</b>	<b>\$ -</b>	<b>\$ (1,428,251.07)</b>	<b>\$ 146,000.00</b>	<b>\$ (82,000.00)</b>	<b>\$ 31,849,011.48</b>	<b>\$ (0.01)</b>	<b>\$ 6,054,215.08</b>

Balance @ 06/30/14

(0)

Reconciliation

Cash collected	\$ 257,220,896.04
Premium earned	241,895,699.58
<b>Difference</b>	<b>\$ 15,325,196.46</b>
Premium Receivable	\$ 17,694,194.22
Less:	
Beginning Balance	\$ 6,155,024.29
Liquidated Damages	(82,000.00)
Pharmacy Benefit Payment	31,849,011.48
Giftcards Reclass to admin 4Q14	16,196.51
Change in Payment Adjustments	(4,918,841.60)
	\$ 33,019,390.68
<b>Difference</b>	<b>\$ 15,325,196.46</b>

\$ 6,054,215.08	
11,639,979.14	Health Insurance Fee Reimbursement Affordable Care Act
-	Retro Accrual
17,694,194.22	Subtotal @ 09/30/14
17,694,194.22	Trial Balance @ 09/30/14
<b>(0.00)</b>	<b>Checkpoint</b>

Cash that should be included on premium tax return	
Medicaid Premiums	241,895,699.58
Change in Premium Receivable	(11,539,169.93)
Pharmacy Benefit Payment	31,849,011.48
Giftcards Reclass to admin 4Q14	16,196.51
Change in Payment Adjustments	(4,918,841.60)
	257,302,896.04
Total Cash collected	257,220,896.04
add back liquidated damages	82,000.00
	257,302,896.04
	14,151,659.28
	(0.00)

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

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals.....						
Group Subscribers:						
0299997. Group subscriber subtotal	0	0	0	0	0	0
0299998. Premiums due and unpaid not individually listed						
0299999. Total group	0	0	0	0	0	0
0399999. Premiums due and unpaid from Medicare entities	1,657,466					1,657,466
0499999. Premiums due and unpaid from Medicaid entities	17,694,194					17,694,194
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0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	19,351,660	0	0	0	0	19,351,660

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Amerigroup Tennessee, Inc.

**EXHIBIT 3 - HEALTH CARE RECEIVABLES**

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Caremark	1,045,561	982,905	512,883	23,291	2,564,640	
0199998. Aggregate Pharmaceutical Rebate Receivables Not Individually Listed						
0199999. Total Pharmaceutical Rebate Receivables	1,045,561	982,905	512,883	23,291	2,564,640	0
0299998. Aggregate Claim Overpayment Receivables Not Individually Listed	1,675,032	75,718	37,741	2,277,686	4,066,177	
0299999. Total Claim Overpayment Receivables	1,675,032	75,718	37,741	2,277,686	4,066,177	0
0399998. Aggregate Loans and Advances to Providers Not Individually Listed	(1,700)			18,000	16,300	
0399999. Total Loans and Advances to Providers	(1,700)	0	0	18,000	16,300	0
0499998. Aggregate Capitation Arrangement Receivables Not Individually Listed						
0499999. Total Capitation Arrangement Receivables	0	0	0	0	0	0
0599998. Aggregate Risk Sharing Receivables Not Individually Listed						
0599999. Total Risk Sharing Receivables	0	0	0	0	0	0
TennCare Oversight	622,369	512,262	505,116	1,282,306		2,922,053
0699998. Aggregate Other Receivables Not Individually Listed						
0699999. Total Other Receivables	622,369	512,262	505,116	1,282,306	0	2,922,053
0799999 Gross health care receivables	3,341,262	1,570,885	1,055,740	3,601,283	6,647,117	2,922,053

