QUARTERLY STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

2012

TO THE

Insurance Department

OF THE STATE OF

Tennessee

FOR THE QUARTER ENDED
March 31, 2012

HEALTH

2012

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QUARTERLY STATEMENT

AS OF March 31, 2012

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Tennessee, Inc.

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

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

Country of Domicile United States of America

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

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

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

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

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

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

Internet Web Site Address www.amerigroupcorp.com

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

OFFICERS

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

OTHERS

Linda Kaye Whitley-Taylor, Vice President

DIRECTORS OR TRUSTEES

Charles Brian Shipp
Nicholas Joseph Pace
Alvin Brock King

State of Virginia
County of Virginia Beach ss

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

(Signature)	(Signature)	(Signature)
Alvin Brock King	Nicholas Joseph Pace	Margaret Mary Roomsburg
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President/CEO	Vice President/Secretary	Vice President/Asst Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 4th day of May, 2012

Barbara C. McLean
(Notary Public Signature)

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

BARBARA C. MCLEAN
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires: March 3, 2014

NOTARY PUBLIC VIRGINIA
NANCY M. NEWSOM
Notary Public - Reg. # 191631
Commonwealth of Virginia
My Commission Expires Apr. 30, 2013

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	160,836,754		160,836,754	154,050,420
2.	Stocks:				
	2.1 Preferred stocks				
	2.2 Common stocks	11,936,736		11,936,736	8,379,130
3.	Mortgage loans on real estate:				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate:				
	4.1 Properties occupied by the company (less $.....0 encumbrances)				
	4.2 Properties held for the production of income (less $.....0 encumbrances)				
	4.3 Properties held for sale (less $.....0 encumbrances)				
5.	Cash ($.....(3,545,858)), cash equivalents ($.....0) and short-term investments ($.....17,941,286)	14,395,428		14,395,428	81,359,272
6.	Contract loans (including $.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets				
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	187,168,918		187,168,918	243,788,822
13.	Title plants less $.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	1,296,068		1,296,068	1,337,600
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	9,978,489		9,978,489	8,942,398
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
	15.3 Accrued retrospective premiums	42,537		42,537	
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				
18.1	Current federal and foreign income tax recoverable and interest thereon				2,305,561
18.2	Net deferred tax asset	1,501,443	42,025	1,459,418	1,223,535
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	18,353	16,244	2,109	5,284
21.	Furniture and equipment, including health care delivery assets ($.....0)	774,092	774,092		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				
24.	Health care ($.....0) and other amounts receivable	1,854,200	1,323,203	530,997	13,418
25.	Aggregate write-ins for other than invested assets	440	440		
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	202,634,540	2,156,004	200,478,536	257,616,618
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	202,634,540	2,156,004	200,478,536	257,616,618
DETAILS OF WRITE-INS					
1101.					
1102.					
1103.					
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501.	Prepaids	440	440		
2502.					
2503.					
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	440	440		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	79,302,696		79,302,696	79,216,780
2.	Accrued medical incentive pool and bonus amounts	216,999		216,999	195,562
3.	Unpaid claims adjustment expenses	1,439,194		1,439,194	1,448,787
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act				114,883
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	3,082,987		3,082,987	
9.	General expenses due or accrued	267,619		267,619	200,769
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	2,471,935		2,471,935	
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated	9,931,944		9,931,944	17,389,305
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	2,672,294		2,672,294	860,708
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)				
20.	Reinsurance in unauthorized companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	2,098,027		2,098,027	1,369,731
23.	Aggregate write-ins for other liabilities (including $.....0 current)	11,239,676		11,239,676	12,626,601
24.	Total liabilities (Lines 1 to 23)	112,723,371		112,723,371	113,423,126
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
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	95,438,735	95,337,989
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	(7,684,570)	48,854,503
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	87,755,165	144,193,492
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	200,478,536	257,616,618
DETAILS OF WRITE-INS					
2301.	Accrued Premium Tax	11,239,676		11,239,676	12,626,601
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	11,239,676		11,239,676	12,626,601
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

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	614,808	614,170	2,465,218
2.	Net premium income (including $.....0 non-health premium income)	XXX	221,879,425	237,570,873	920,132,503
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX			
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	221,879,425	237,570,873	920,132,503
Hospital and Medical:					
9.	Hospital/medical benefits		139,747,299	137,812,381	550,188,706
10.	Other professional services		5,628,130	3,066,464	26,344,422
11.	Outside referrals				
12.	Emergency room and out-of-area		14,293,399	8,929,056	52,328,662
13.	Prescription drugs		1,253,020	764,260	3,126,513
14.	Aggregate write-ins for other hospital and medical		16,737,328	12,563,037	63,294,720
15.	Incentive pool, withhold adjustments and bonus amounts		60,811	329,368	635,663
16.	Subtotal (Lines 9 to 15)		177,719,987	163,464,566	695,918,686
Less:					
17.	Net reinsurance recoveries		(66,024)	(5,336)	(30,116)
18.	Total hospital and medical (Lines 16 minus 17)		177,786,011	163,469,902	695,948,802
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....5,093,208 cost containment expenses		6,289,322	4,831,226	22,124,382
21.	General administrative expenses		26,297,084	27,795,477	107,852,442
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		210,372,417	196,096,605	825,925,626
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	11,507,008	41,474,268	94,206,877
25.	Net investment income earned		782,802	510,494	2,524,259
26.	Net realized capital gains (losses) less capital gains tax of $.....5,188		9,636	4,312	27,890
27.	Net investment gains or (losses) (Lines 25 plus 26)		792,438	514,806	2,552,149
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	12,299,446	41,989,074	96,759,026
31.	Federal and foreign income taxes incurred	XXX	4,260,101	14,814,931	29,133,714
32.	Net income (loss) (Lines 30 minus 31)	XXX	8,039,345	27,174,143	67,625,312
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.	DME, Home Health Care, Ambulance, Transportation		16,737,328	12,563,037	63,294,720
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		16,737,328	12,563,037	63,294,720
2901.					
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	144,193,492	150,602,541	150,602,541
34.	Net income or (loss) from Line 32	8,039,345	27,174,143	67,625,312
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0	758,624		(44,910)
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	(45,353)	14,439	(5,197,022)
39.	Change in nonadmitted assets	(291,689)	104,396	878,014
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	100,746	165,296	329,557
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders	(65,000,000)		(70,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	(56,438,327)	27,458,274	(6,409,049)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	87,755,165	178,060,815	144,193,492
DETAILS OF WRITE-INS				
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	223,768,901	163,040,430	855,449,257
2.	Net investment income	1,358,389	292,380	3,756,000
3.	Miscellaneous income			
4.	Total (Lines 1 to 3)	225,127,290	163,332,810	859,205,257
5.	Benefit and loss related payments	178,871,264	165,204,249	706,570,850
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	31,562,643	31,918,127	127,571,894
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	(512,207)	17,143,315	40,531,849
10.	Total (Lines 5 through 9)	209,921,700	214,265,691	874,674,593
11.	Net cash from operations (Line 4 minus Line 10)	15,205,590	(50,932,881)	(15,469,336)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	14,813,709	31,346,000	111,189,691
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	1,168		1,518
	12.7 Miscellaneous proceeds			
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	14,814,877	31,346,000	111,191,209
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	22,120,443	68,513,889	155,599,375
	13.2 Stocks	2,798,981		8,424,040
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			
	13.7 Total investments acquired (Lines 13.1 to 13.6)	24,919,424	68,513,889	164,023,415
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(10,104,547)	(37,167,889)	(52,832,206)
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	65,000,000		70,000,000
	16.6 Other cash provided (applied)	(7,064,887)	(6,976,903)	7,413,458
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(72,064,887)	(6,976,903)	(62,586,542)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(66,963,844)	(95,077,673)	(130,888,084)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	81,359,272	212,247,356	212,247,356
	19.2 End of period (Line 18 plus Line 19.1)	14,395,428	117,169,683	81,359,272

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

20.0001	Depreciation	137,464	145,649	572,788
20.0002	Non-cash Capital Contributions	100,746	165,296	329,557

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	204,186							1,979	202,207	
2. First Quarter	205,595							3,023	202,572	
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	614,808							8,748	606,060	
Total Member Ambulatory Encounters for Period:										
7. Physician	303,982							8,744	295,238	
8. Non-Physician	305,412							5,649	299,763	
9. Total	609,394							14,393	595,001	
10. Hospital Patient Days Incurred	43,308							2,062	41,246	
11. Number of Inpatient Admissions	5,544							278	5,266	
12. Health Premiums Written (a)	221,879,425							8,980,420	212,899,005	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	221,879,425							8,980,420	212,899,005	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	178,805,240							6,725,764	172,079,476	
18. Amount Incurred for Provision of Health Care Services	177,719,987							7,974,687	169,745,300	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....8,980,420.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	4,847,565	1,906,695	(177,894)	64,836	(312,482)	6,328,720
0499999 Subtotals	4,847,565	1,906,695	(177,894)	64,836	(312,482)	6,328,720
0599999 Unreported claims and other claim reserves						72,973,976
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						79,302,696
0899999 Accrued Medical Incentive Pool And Bonus Amounts						216,999

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1 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	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1.	Comprehensive (hospital & medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	992,061	5,734,530	340,690	3,381,384	1,332,751	2,369,291
7.	Title XIX - Medicaid	54,416,671	117,688,627	12,596,145	62,984,477	67,012,816	76,847,489
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	55,408,732	123,423,157	12,936,835	66,365,861	68,345,567	79,216,780
10.	Healthcare receivables (a)	1,488,883	227,317			1,488,883	523,594
11.	Other non-health						
12.	Medical incentive pools and bonus amounts	39,375		169,807	47,192	209,182	195,562
13.	Totals (Lines 9 - 10 + 11 + 12)	53,959,224	123,195,840	13,106,642	66,413,053	67,065,866	78,888,748

(a) Excludes $.....138,000 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

TDCI recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual*, version effective March 1, 2012 (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Tennessee.

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

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

No significant change.

C. Accounting Policy

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

In addition, the company uses the following accounting policies:

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

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

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

Notes to Financial Statement

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

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

7. Investment Income

No significant change.

8. Derivative Instruments

No significant change.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Intercompany management fees are charged to the Company in accordance with an approved Administrative and Support Services Agreement.
B. On March 30, 2012, the Company paid $65,000,000 extraordinary dividends to AMERIGROUP Corporation. AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the quarter ended March 31, 2012 was $100,746. The Company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill the Company for these amounts, which are included in selling, general and administrative expenses in the accompanying statements of operations.
C. AMERIGROUP Corporation provides administrative and financial support services to the Company. Total expenses charged to the Company during the first quarter ended 2012 for these services were $12,836,019 and were included in general administrative expenses in the accompanying statutory statements of revenue and expenses.
D. The company owes AMERIGROUP Corporation $2,672,294 as of March 31, 2012. The amount is the difference between the estimated charges and the actual expenses incurred in the month of March and were paid in April 2012.
E. Guarantees or undertakings, written or otherwise None
F. Material management or service contracts and cost sharing arrangements The Company has an approved agreement for Administrative and Support Services, and Tax Allocations.
G. The Company is a wholly owned subsidiary of AMERIGROUP Corporation. AMERIGROUP is a multi-state organization the provides for the delivery of health care services to Medicaid, Medicare and other government-sponsored health care programs for low-income families and individuals.
H. Amount deducted from the value of an upstream intermediate entity or ultimate parent owned None
I. Investment in an SCA entity that exceeds 10% of the admitted assets of the insurer None
J. Investments in impaired SCA entities None
K. Investment in foreign insurance subsidiary None
L. Investment in downstream noninsurance holding company None

11. Debt

None

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

No significant change.

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

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

Notes to Financial Statement

14. Contingencies

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

15. Leases

No significant change.

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

None

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

A. Transfers of Receivables Reported as Sales None
B. Transfer and Servicing of Financial Assets None
C. Wash Sales None

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

A. The Company has Administrative Services Only (ASO) operations in the West Tennessee Grand Region and in the Middle Tennessee Grand Region. The West Region contract expired in October 2008 and only includes claims run out. There were no ASO operations for the quarter ended March 31, 2012.
B. ASC plans None
C. Medicare or similarly structured cost based reimbursement contract None

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

None

20. Fair Value

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

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

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

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

Short-term investments and bonds debt securities of government sponsored entities, money market funds, and U.S. Treasury included in these financial statement captions fair values were determined using quoted market prices on one or more securities exchanges. The fair value of corporate bonds and municipal bonds was determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets. The Company held one auction rate security as of March 31, 2012. The estimated fair value of the auction rate security was determined using utilizing an

income approach, specifically discounted cash flow analyses. These analyses considered among other items, the creditworthiness of the issuer, the timing of the expected future cash flows, including the final maturity associated with the securities, and an assumption of when the next time the security is expected to have a successful auction. These securities were also compared, when possible, to other observable and relevant market data. These debt securities are not assigned a level category as they are not carried at fair value. A portion of the short-term investments are comprised of money market funds that are carried at fair value and, accordingly, are assigned a level category.
Common stock the fair value of exchange traded equity mutual funds was determined using quoted market prices on one or more securities exchanges. As this investment is carried at fair value, it is assigned a level category.

The fair value measurements of the assets carried at fair value for the quarter ended March 31, 2012 are as follows:

	Fair value measurement at reporting date using			
Asset category	Total Fair Value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Money market funds	$ 9,236,042	9,236,042		
Equity securities	11,936,736	11,936,736		
Total assets measure at fair value	$ 21,172,778	21,172,778		

21. Other Items

No significant change.

22. Events Subsequent

The Company has evaluated subsequent events for potential recognition and/or disclosure through May 11th, the date the financial statements are available to be issued.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were $79,412,342. As of March 31, 2012, $55,448,107 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for the prior years are now $13,106,642 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $10,857,593 favorable prior-year development since December 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

None

27. Structured Settlements

None

28. Health Care Receivables

No significant change.

29. Participating Policies

None

30. Premium Deficiency Reserves

None

Notes to Financial Statement

31. Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[ ] No[X]
If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[ ] No[X]
4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[ ] No[X] N/A[ ]
If yes, attach an explanation.

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

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

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

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

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

FINANCIAL

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

INVESTMENT

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]
14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

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

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

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

1 Name of Custodian(s)	2 Custodian Address
U.S. Bank, N.A.	1025 Connecticut Avenue, Suite 517, Washington, DC 20036
U.S. Bank Corporate Trust	2204 Lakeshore Drive, Suite 302, Homewood, AL 35209

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes[ ] No[X]
16.4 If yes, give full and complete information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
77784	Deutsche Investment Management Americas, Inc.	345 Park Ave, New York, New York 10154

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]
17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	82.423%
1.2 A&H cost containment percent	2.295%
1.3 A&H expense percent excluding cost containment expenses	12.391%

2.1 Do you act as a custodian for health savings accounts?	Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	$ 0
2.3 Do you act as an administrator for health savings accounts?	Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	$ 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only 2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	N								
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	L		8,980,420	212,899,005				221,879,425	
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		8,980,420	212,899,005				221,879,425	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		8,980,420	212,899,005				221,879,425	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

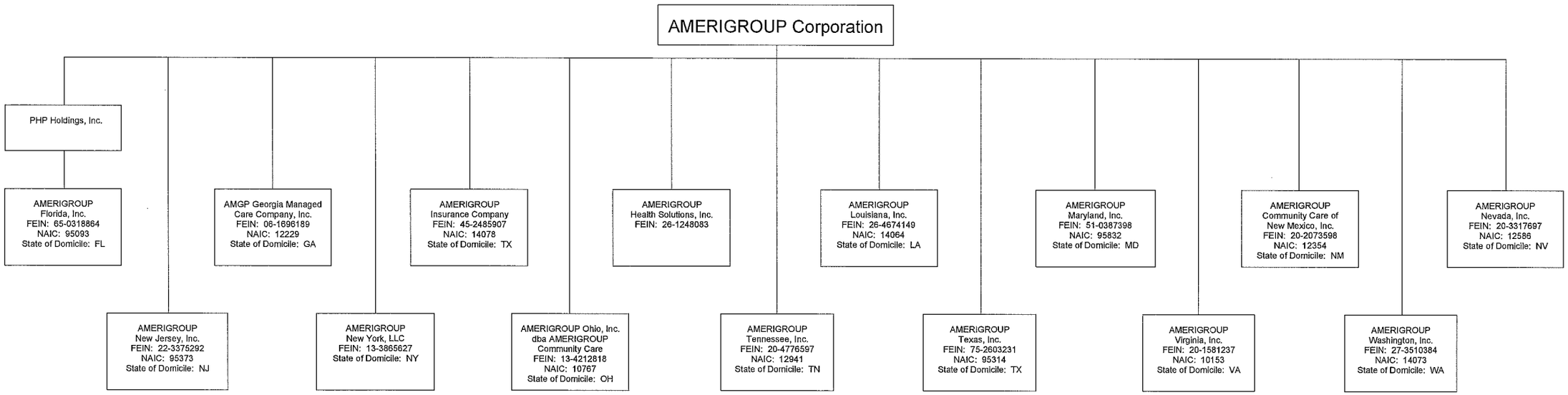
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

Asterisk	Explanation
0000001	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement

12941201236500001 2012 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		1 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)		

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	162,429,550	111,270,121
2.	Cost of bonds and stocks acquired	24,919,424	164,023,415
3.	Accrual of discount	6,457	21,511
4.	Unrealized valuation increase (decrease)	758,624	(44,910)
5.	Total gain (loss) on disposals	13,656	41,389
6.	Deduct consideration for bonds and stocks disposed of	14,813,709	111,189,691
7.	Deduct amortization of premium	540,512	1,692,285
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	172,773,490	162,429,550
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	172,773,490	162,429,550

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	222,215,017	278,656,892	332,085,777	488,730	169,274,862			222,215,017
2. Class 2 (a)	10,251,986	348,278		(1,097,086)	9,503,178			10,251,986
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	232,467,003	279,005,170	332,085,777	(608,356)	178,778,040			232,467,003
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	232,467,003	279,005,170	332,085,777	(608,356)	178,778,040			232,467,003

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....2,707,167; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	17,941,286	XXX	17,971,331	47,140	67

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	77,816,583	192,580,941
2.	Cost of short-term investments acquired	253,644,933	1,186,191,860
3.	Accrual of discount	2,046	54,654
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	1,168	1,518
6.	Deduct consideration received on disposals	313,446,892	1,300,671,616
7.	Deduct amortization of premium	76,552	340,774
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	17,941,286	77,816,583
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	17,941,286	77,816,583

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

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

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

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

SI07 Schedule DB - Verification ..... NONE

SCHEDULE E - Verification

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	600,000	3,699,764
2.	Cost of cash equivalents acquired	3,239,794	32,369,953
3.	Accrual of discount	206	3,563
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	3,840,000	35,458,000
7.	Deduct amortization of premium		15,280
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		600,000
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		600,000

E01 Schedule A Part 2 ..... NONE

E01 Schedule A Part 3 ..... NONE

E02 Schedule B Part 2 ..... NONE

E02 Schedule B Part 3 ..... NONE

E03 Schedule BA Part 2 ..... NONE

E03 Schedule BA Part 3 ..... NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
313378BX8	Federal Home Loan Bank		02/23/2012	Morgan Keegan	XXX	1,000,000	1,000,000.00		1
0599999 Subtotal - Bonds - U.S. Governments					XXX	1,000,000	1,000,000.00		XXX
Bonds - U.S. States, Territories and Possessions									
677520T99	OH GO NC S09B		02/10/2012	Deutsche Bank	XXX	556,397	458,000.00	573	1FE
97705LRL3	WISCONSIN ST 5.000% 5/01/		02/13/2012	Deutsche Bank	XXX	2,068,168	1,750,000.00	24,792	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					XXX	2,624,565	2,208,000.00	25,365	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
167560LM1	IL Chicago MWD GO C16S06		02/10/2012	Deutsche Bank	XXX	852,847	725,000.00	6,948	1FE
592112JP2	TN Nashvil Co GO NC S12		02/02/2012	Deutsche Bank	XXX	1,855,185	1,500,000.00		1FE
49474E7E7	WA King Co GO NC S12A		03/29/2012	Deutsche Bank	XXX	1,032,801	850,000.00		1FE
940157TH3	WASHINGTON MD SUBURB 5.000% 6/01/		01/17/2012	Deutsche Bank	XXX	3,467,448	2,750,000.00	23,299	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					XXX	7,208,281	5,825,000.00	30,247	XXX
Bonds - U.S. Special Revenue, Special Assessment									
101029PY6	MA Boston W&S NC S09B		02/10/2012	Deutsche Bank	XXX	542,225	440,000.00	6,050	1FE
708840HU0	PA PICA Phil Fdg NC S09		02/13/2012	Deutsche Bank	XXX	555,514	460,000.00	3,706	1FE
882756S75	TEXAS ST PUB FIN 5.000% 7/01/		02/13/2012	Deutsche Bank	XXX	1,532,006	1,400,000.00	8,167	1FE
882806BH4	TX Texas Tech NC S12A		02/14/2012	Deutsche Bank	XXX	2,480,540	2,000,000.00		1FE
88283LEP7	TX Trn Cmsn C17 S07		02/13/2012	Deutsche Bank	XXX	530,717	455,000.00	8,342	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	5,641,002	4,755,000.00	26,265	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
04044TAG1	Aristotle Holding Sr Nt 144A		02/09/2012	Deutsche Bank	XXX	348,278	350,000.00		2FE
00206RAV4	AT&T Inc Sr Nt		03/28/2012	Deutsche Bank	XXX	572,258	550,000.00	1,642	1FE
06406HCC1	Bank of NY Mellon NT		02/21/2012	Deutsche Bank	XXX	226,793	227,000.00		1FE
14912L5B3	Caterpillar Fin Sr Unsec		03/26/2012	Deutsche Bank	XXX	99,915	100,000.00		1FE
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/		01/17/2012	Deutsche Bank	XXX	1,069,312	997,000.00	180	1FE
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/		01/06/2012	Deutsche Bank	XXX	733,700	725,000.00	856	1FE
695114BY3	PACIFICORP 4.950% 8/15/		01/06/2012	Deutsche Bank	XXX	1,100,920	1,000,000.00	19,388	1FE
713448BX5	Pepsico Inc Sr Unsec		03/05/2012	Deutsche Bank	XXX	249,890	250,000.00		1FE
89233P5Z5	Toyota Motor Credit Sr Unsec		02/17/2012	Deutsche Bank	XXX	349,475	350,000.00		1FE
893526DL4	Trans Canada Sr Unsec	I	03/02/2012	Deutsche Bank	XXX	438,368	440,000.00		1FE
822582AL6	Shell Intl Fin Cpy Gtd	R	02/23/2012	Deutsche Bank	XXX	457,686	450,000.00	3,469	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	5,646,595	5,439,000.00	25,535	XXX
8399997 Subtotal - Bonds - Part 3					XXX	22,120,443	19,227,000.00	107,412	XXX
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	22,120,443	19,227,000.00	107,412	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
Common Stock - Mutual Funds									
464287408	ISHARES S&P 500 VALUE INDEX E T F		01/27/2012	Goldman, Sachs & Co	16,100.000	981,572	XXX		L
921946406	Vanguard High DVD Yield ETF		03/16/2012	Goldman, Sachs & Co	10,000.000	486,025	XXX		L

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)
921943858	VANGUARD MSCI EAFE ETF		03/06/2012	Goldman, Sachs & Co	40,000.000	1,331,384	XXX		L
9299999 Subtotal - Common Stock - Mutual Funds					XXX	2,798,981	XXX		XXX
9799997 Subtotal - Common Stock - Part 3					XXX	2,798,981	XXX		XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9799999 Subtotal - Common Stocks					XXX	2,798,981	XXX		XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	2,798,981	XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	24,919,424	XXX	107,412	XXX

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

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of 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
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
31331KGD6	F F C B DEB 1.375% 3/28/		03/28/2012	CALLED @ 100.0000000	XXX	3,200,000	3,200,000.00	3,197,600	3,198,197		192		192		3,198,389		1,611	1,611	22,000	03/28/2014	1
3133XYZC2	F H L B DEB 0.670% 1/13/		01/13/2012	MATURITY	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				6,700	01/13/2012	1
3133X9ZZ6	F H L B DEB 4.500% 1/06/		01/06/2012	MATURITY	XXX	500,000	500,000.00	528,850	500,260		(260)		(260)		500,000				11,250	01/06/2012	1
3134G2YB2	F H L M C M T N 0.500% 8/23/		02/23/2012	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				5,000	08/23/2013	1
313378BX8	Federal Home Loan Bank		03/23/2012	CALLED @ 100.0000000	XXX	1,000,000	1,000,000.00	1,000,000							1,000,000				208	03/15/2015	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	8,700,000	8,700,000.00	8,726,450	7,698,457		(68)		(68)		8,698,389		1,611	1,611	45,158	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
03588EML4	ANNE ARUNDEL CNTY MD 5.250% 3/01/		03/01/2012	MATURITY	XXX	1,000,000	1,000,000.00	1,080,950	1,007,908		(7,908)		(7,908)		1,000,000				26,250	03/01/2012	1FE
253363TF2	DICKINSON TX INDPT 0.500% 8/01/		03/30/2012	Deutsche Bank	XXX	750,000	750,000.00	750,000	750,000						750,000				2,490	08/01/2037	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					XXX	1,750,000	1,750,000.00	1,830,950	1,757,908		(7,908)		(7,908)		1,750,000				28,740	XXX	XXX
Bonds - U.S. Special Revenue, Special Assessment																					
679110CY0	OK Student Loan		02/07/2012	Suntrust	XXX	200,000	200,000.00	189,348	187,505		204		204		187,709		12,291	12,291	116	12/01/2033	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	200,000	200,000.00	189,348	187,505		204		204		187,709		12,291	12,291	116	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
637432CU7	National Rural Utl MTN		03/01/2012	MATURITY	XXX	366,000	366,000.00	406,513	368,930		(2,930)		(2,930)		366,000				13,268	03/01/2012	1FE
046353AC2	Astrazeneca Plc Sr Nt	R	03/30/2012	Deutsche Bank	XXX	1,840,950	1,800,000.00	1,894,040	1,863,078		(22,085)		(22,085)		1,840,994		(44)	(44)	52,650	09/15/2012	1FE
0727G0CN8	BAYERISCHE NY 0.331% 3/20/	R	03/20/2012	MATURITY	XXX	1,500,000	1,500,000.00	1,496,792	1,500,230		(230)		(230)		1,500,000				2,363	03/20/2012	1FE
822582AL6	Shell Intl Fin Cpy Gtd	R	03/30/2012	Deutsche Bank	XXX	456,759	450,000.00	457,686			(725)		(725)		456,961		(202)	(202)	4,336	03/25/2013	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	4,163,709	4,116,000.00	4,255,031	3,732,238		(25,970)		(25,970)		4,163,955		(246)	(246)	72,617	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	14,813,709	14,766,000.00	15,001,779	13,376,108		(33,742)		(33,742)		14,800,053		13,656	13,656	146,631	XXX	XXX
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	14,813,709	14,766,000.00	15,001,779	13,376,108		(33,742)		(33,742)		14,800,053		13,656	13,656	146,631	XXX	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	14,813,709	XXX	15,001,779	13,376,108		(33,742)		(33,742)		14,800,053		13,656	13,656	146,631	XXX	XXX

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

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

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

E08 Schedule DB Part D ..... NONE

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

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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
open depositories								
Wachovia Cash					1,482,406	(4,684,777)	(3,559,059)	XXX
JP Morgan Cash					22,887	225,916	10,701	XXX
0199998 Deposits in 8 depositories that do not exceed the allowable limit in any one depository - open depositories	XXX	XXX	4,008		7,041,092	7,042,171	2,500	XXX
0199999 Totals - Open Depositories	XXX	XXX	4,008		8,546,385	2,583,310	(3,545,858)	XXX
0299998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository - suspended depositories	XXX	XXX						XXX
0299999 Totals - Suspended Depositories	XXX	XXX						XXX
0399999 Total Cash On Deposit	XXX	XXX	4,008		8,546,385	2,583,310	(3,545,858)	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total Cash	XXX	XXX	4,008		8,546,385	2,583,310	(3,545,858)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

12941201236500001 2012 Document Code: 365

MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

NAIC Group Code: 1156 **NAIC Company Code: 12941**

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

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

Statement of Actuarial Opinion

NONE

Amended Statement Cover

NONE

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QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

Name of Insurer **AMERIGROUP Tennessee, Inc.**

Date 05/15/2012 FEIN 20-4776597

NAIC Group # 1156 NAIC Company # 12941

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

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

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg

Phone: (757)473-2721-

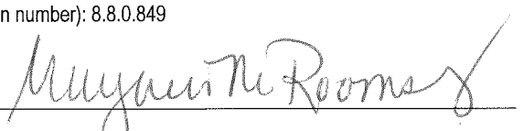
Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS, LLC
Version: 2012.Q.1

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

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2012 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.8.0.849

(Signed) 

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

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 03/31/12

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	**606,060**	**606,060**	**2,444,669**
Revenues:			
TennCare Capitation	212,899,005	212,899,005	896,910,241
Investment	765,186	765,186	2,552,148
Other Revenues	0	-	-
Total Revenues	213,664,191	213,664,191	899,462,389
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	35,806,495	35,806,495	143,533,978
Inpatient Hospital Services	33,723,479	33,723,479	136,053,770
Outpatient Hospital Services	9,953,024	9,953,024	47,033,009
Emergency Room Services	6,891,327	6,891,327	28,151,346
Dental Services	-	-	-
Vision Services	642,244	642,244	2,391,743
Pharmacy Services	-	-	-
Home Health Services	7,384,763	7,384,763	27,840,770
Chiropractic Services	-	-	-
Radiology Services	5,458,536	5,458,536	17,898,403
Laboratory Services	3,307,445	3,307,445	10,301,100
Durable Medical Equipment Services	1,340,178	1,340,178	5,294,817
Transportation Services	4,237,911	4,237,911	17,007,828
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	108,745,402	108,745,402	435,506,764
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,175,510	2,175,510	11,509,221
Inpatient Substance Abuse Treatment and Detox	1,380,395	1,380,395	4,505,626
Outpatient Mental Health Services	1,878,856	1,878,856	7,503,980
Outpatient Substance Abuse Treatment and Detox	1,619,934	1,619,934	6,474,527
Housing/Residential Treatment	1,009,716	1,009,716	4,740,336
Specialized Crisis Services	1,081,661	1,081,661	4,390,610
Psychiatric Rehab and Support Services	736,002	736,002	3,558,194
Case Management	5,344,038	5,344,038	23,779,936
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	15,226,112	15,226,112	66,462,430
CHOICES			
Nursing Facility Care	39,646,462	39,646,462	154,244,185
HCBS Services	6,127,324	6,127,324	22,469,749
Subtotal CHOICES	45,773,786	45,773,786	176,713,934
Subtotal Hospital, Medical, MH&SAS, CHOICES	169,745,300	169,745,300	678,683,128
LESS:			
Net Reinsurance Recoveries Incurred	(65,197)	(65,197)	(28,169)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(65,197)	(65,197)	(28,169)
Total Hospital, Medical, MH&SAS	169,810,497	169,810,497	678,711,297
Administration:			
Compensation	5,392,192	5,392,192	19,977,065
Direct and Allocated Admin expenses	12,293,589	12,293,589	50,715,996
Marketing	36,424	36,424	204,801
Interest Expense	-	-	-
Premium Tax Expense	11,709,445	11,709,445	49,452,316
Occupancy, Depreciation, and Amortization	271,667	271,667	1,183,006
Other Administration - Write-Ins	1,638,073	1,638,073	5,313,790
Total Administration Expenses	31,341,390	31,341,390	126,846,974
Total Expenses	201,151,887	201,151,887	805,558,271
Extraordinary Item	-	-	-
Provision for Income Tax	4,333,828	4,333,828	28,281,396
Net Income (Loss)	8,178,476	8,178,476	65,622,722
Write-Ins for Other Revenues			
	-	-	-
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital			
	-	-	-
Total Other Medical and Hospital	-	-	-
Write-Ins for Other MH & SS			
	-	-	-
Total Other MH & SS	-	-	-
Write-Ins for Other Administration			
Purch Svc Accts	283,167	283,167	813,389
Telephone Expenses	140,833	140,833	437,310
Other Taxes	139,802	139,802	2,014,548
Provision for Bad Debt	241,154	241,154	(1,004,231)
Postage and Delivery	131,032	131,032	623,174
Printing and Reproduction	360,752	360,752	895,633
Temporary Labor Accts	66,765	66,765	126,190
Travel and Entertainment Exp	157,708	157,708	579,520
Other Administration < $40,000 YTD	116,860	116,860	828,257
Total Other Administration	1,638,073	1,638,073	5,313,790

AMERIGROUP Tennessee, Inc.-Grand Region Middle
Cash Reconciliation-Middle Region-Medicaid only
March 31, 2012

Month Received	Cash	Recorded	Rate cell before accrual	Retroeligibility excluded from Withhold 2.5%	Capitation excluded from Withhold 2.5%	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Quality Performance Incentive	Money Follows the Person (MFP) Incentive	Liquidated Damages	Cash difference	Premium receivable	
	Cash P2, C3, L5 IA	Premium P4, C2, L2									Admin Exp P4, C2, L21		Prem Rec P2, C3, L13.1	
Beginning Balance (Prem. Rec)													$ 8,384,341.64	Balance @ 12/31/11
												-	-	
January	74,544,359.95	70,927,179.18	74,586,272.57			1,864,656.81	72,721,615.76	1,831,100.66			(8,356.47)	0.00	33,556.15	
February	8,700.00	22,000.00								22,000.00	(13,300.00)	-	-	
February	57,857,520.76	69,943,718.66	57,355,030.88			1,433,875.77	55,921,155.11	1,864,656.81			(927.70)	72,636.54	(503,417.58)	
February		72,636.54				-	-	72,636.54	72,636.54			(145,273.08)	72,636.54	
March	72,095,080.21	71,918,470.42	72,457,645.58			1,811,441.14	70,646,204.44	1,433,875.77			-	15,000.00	362,565.37	
March		15,000.00				-	-	15,000.00		15,000.00	-	(30,000.00)	15,000.00	
													-	
Total	$ 204,505,660.92	$ 212,899,004.80	$ 204,398,949.03	$ -	$ -	$ 5,109,973.73	$ 199,288,975.30	$ 5,217,269.79	$ 72,636.54	$ 37,000.00	$ (22,584.17)	$ (87,636.54)	$ 8,364,682.12	

Reconciliation			$ 8,364,682.12	
Cash collected		$ 204,505,660.92		Changes in Premium Receivable:
Premium earned		212,899,004.80	933,058.67	Retro Receivable
			9,297,740.79	Subtotal @ 03/31/12
Difference		$ (8,393,343.88)		
Premium Receivable		$ 9,297,740.79		
Less:				
Beginning Balance	$ 8,384,341.64			
Liquidated Damages	(22,584.17)			
Change in Payment Adjustments @ 03-2012	(7,457,360.56)	$ 904,396.91		
Difference		$ (8,393,343.88)		

Cash that should be included on premium tax return		
Medicaid Premiums	212,899,004.80	
Change in Premium Receivable	(913,399.15)	
Change in Payment Adjustments @ 03-2012	(7,457,360.56)	
	204,528,245.09	
cash collected	204,505,660.92	
add back liquidated damages	22,584.17	
	204,528,245.09	11,249,053.48
	-	

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premium due and unpaid from Medicare entities	122,693			558,056.00		680,749
0499999 Premium due and unpaid from Medicaid entities	8,864,015			433,726		9,297,741
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	8,986,708	-	-	991,782		9,978,489

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Caremark	100,327	77,264	63,621	333,920	575,132	.....
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0199999 Subtotal - Pharmaceutical Rebate Receivables	100,327	77,264	63,621	333,920	575,132	.....
0299998 Claim Overpayment Receivables - Not Individually Listed	886,378	211,142	31,253	12,295	610,071	530,997
0299999 Subtotal - Claim Overpayment Receivables	886,378	211,142	31,253	12,295	610,071	530,997
Loans and Advances to Providers						
0399998 Loans and Advances to Providers - Not Individually Listed	.....	.....	.....	138,000	138,000	.....
0399999 Subtotal - Loans and Advances to Providers	.....	.....	.....	138,000	138,000	.....
0499998 Capitation Arrangements Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0499999 Subtotal - Capitation Arrangements Receivables.....	.....	.....	.....	.....	.....	.....
0599998 Risk Sharing Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0599999 Subtotal - Risk Sharing Receivables	.....	.....	.....	.....	.....	.....
0699998 Other Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0699999 Subtotal - Other Receivables	.....	.....	.....	.....	.....	.....
0799999 Gross health care receivables	986,704	288,407	94,873	484,214	1,323,203	530,997

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 -90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Individually listed receivables							
AMERIGROUP Corporation			NONE				
0199999 Total - Individually listed receivables							
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable							