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
March 31, 2013

HEALTH

2013

2013

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QUARTERLY STATEMENT

AS OF March 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Tennessee, Inc.

NAIC Group Code 0671 (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, Suite 310 (Street and Number), Nashville, TN, US 37214 (City or Town, State, Country and Zip Code)

Main Administrative Office 4425 Corporation Lane (Street and Number)
Virginia Beach, VA, 23462 (City or Town, State, Country 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, Country and Zip Code)

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

Internet Web Site Address www.amerigroup.com

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

OFFICERS

Name	Title	
Charles Brian Shipp	Chairperson	#
Alvin Brock King	President/CEO	
Edna Laverne Willingham	Vice President/COO	
Kathleen Susan Kiefer	Secretary	
Jack Louis Young	Vice President/Asst. Secretary	#
Robert David Kretschmer	Treasurer	
Karen Lint Shields	Vice President/Asst. Treasurer	#

OTHERS

Kendall Benjamin Edwards, Vice President, Finance

Eric (Rick) Kenneth Noble, Asst. Treasurer #

DIRECTORS OR TRUSTEES

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

State of Virginia
County of Virginia Beach ss

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

(Signature)	(Signature)	(Signature)
Alvin Brock King	Kathleen Susan Kiefer	Robert David Kretschmer
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President/CEO	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 1st day of May, 2013

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

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	156,695,229		156,695,229	128,313,116
2.	Stocks:				
	2.1 Preferred stocks				
	2.2 Common stocks	17,288,542		17,288,542	15,862,262
3.	Mortgage loans on real estate:				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate:				
	4.1 Properties occupied by the company (less $.....0 encumbrances)				
	4.2 Properties held for the production of income (less $.....0 encumbrances)				
	4.3 Properties held for sale (less $.....0 encumbrances)				
5.	Cash ($.....2,067,228), cash equivalents ($.....0) and short-term investments ($.....38,246,166)	40,313,394		40,313,394	54,711,065
6.	Contract loans (including $.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets				
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	214,297,165		214,297,165	198,886,443
13.	Title plants less $.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	1,296,013		1,296,013	1,302,906
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	7,482,928		7,482,928	7,927,310
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
	15.3 Accrued retrospective premiums				
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				4,226
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset	1,186,950		1,186,950	1,860,865
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	2,452		2,452	2,772
21.	Furniture and equipment, including health care delivery assets ($.....0)	755,397	755,397		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				
24.	Health care ($.....907,908) and other amounts receivable	2,458,936	1,551,028	907,908	2,199,708
25.	Aggregate write-ins for other than invested assets				
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	227,479,841	2,306,425	225,173,416	212,184,230
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	TOTAL (Lines 26 and 27)	227,479,841	2,306,425	225,173,416	212,184,230
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.					
2502.					
2503.					
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)				

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	77,213,239		77,213,239	72,842,721
2.	Accrued medical incentive pool and bonus amounts	138,337		138,337	127,952
3.	Unpaid claims adjustment expenses	2,282,642		2,282,642	1,472,203
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	430,144		430,144	476,970
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	129,136		129,136	217,694
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	617,882		617,882	2,581,534
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated	8,521,256		8,521,256	14,903,158
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	571,857		571,857	1,391,661
16.	Derivatives				
17.	Payable for securities	10,704,684		10,704,684	
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....0 unauthorized reinsurers and $.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified ($.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	1,015,684		1,015,684	431,211
23.	Aggregate write-ins for other liabilities (including $.....0 current)	11,378,103		11,378,103	11,659,281
24.	Total liabilities (Lines 1 to 23)	113,002,964		113,002,964	106,104,385
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	95,809,432	95,809,432
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	16,360,020	10,269,413
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	112,170,452	106,079,845
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	225,173,416	212,184,230
DETAILS OF WRITE-INS					
2301.	Accrued Premium Tax	11,330,662		11,330,662	11,659,281
2302.	Unclaimed Property - Wachovia	47,441		47,441	
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	11,378,103		11,378,103	11,659,281
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	609,075	614,808	2,459,155
2.	Net premium income (including $.....0 non-health premium income)	XXX	223,098,012	221,879,425	904,880,116
3.	Change in unearned premium reserves and reserves for rate credits	XXX	46,826		
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	223,144,838	221,879,425	904,880,116
Hospital and Medical:					
9.	Hospital/medical benefits		146,151,716	139,747,299	583,235,023
10.	Other professional services		6,423,137	5,628,130	24,028,749
11.	Outside referrals				
12.	Emergency room and out-of-area		12,946,415	14,293,399	56,100,967
13.	Prescription drugs		2,157,861	1,253,020	4,592,478
14.	Aggregate write-ins for other hospital and medical		17,495,435	16,737,328	72,692,363
15.	Incentive pool, withhold adjustments and bonus amounts		54,668	60,811	140,142
16.	Subtotal (Lines 9 to 15)		185,229,232	177,719,987	740,789,722
Less:					
17.	Net reinsurance recoveries		(72,597)	(66,024)	(279,574)
18.	Total hospital and medical (Lines 16 minus 17)		185,301,829	177,786,011	741,069,296
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....5,225,032 cost containment expenses		6,645,991	6,289,322	25,706,479
21.	General administrative expenses		24,859,085	26,297,084	102,262,359
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		216,806,905	210,372,417	869,038,134
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	6,337,933	11,507,008	35,841,982
25.	Net investment income earned		647,104	782,802	3,092,201
26.	Net realized capital gains (losses) less capital gains tax of $.....3,688		6,848	9,636	103,767
27.	Net investment gains or (losses) (Lines 25 plus 26)		653,952	792,438	3,195,968
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	6,991,885	12,299,446	39,037,950
31.	Federal and foreign income taxes incurred	XXX	2,261,666	4,260,101	13,193,450
32.	Net income (loss) (Lines 30 minus 31)	XXX	4,730,219	8,039,345	25,844,500
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		17,495,435	16,737,328	72,692,363
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		17,495,435	16,737,328	72,692,363
2901.					
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 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	106,079,845	144,193,492	144,193,492
34.	Net income or (loss) from Line 32	4,730,219	8,039,345	25,844,500
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....499,198	927,082	758,624	1,306,474
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	(174,717)	(45,353)	314,069
39.	Change in nonadmitted assets	608,023	(291,689)	(1,050,133)
40.	Change in unauthorized and certified reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in		100,746	471,443
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders		(65,000,000)	(65,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	6,090,607	(56,438,327)	(38,113,647)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	112,170,452	87,755,165	106,079,845
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	223,542,394	223,768,901	906,257,291
2.	Net investment income	1,212,458	1,358,389	5,132,590
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	224,754,852	225,127,290	911,389,881
5.	Benefit and loss related payments	179,229,615	178,871,264	751,119,618
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	30,035,663	31,562,643	127,802,800
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	4,229,006	(512,207)	8,362,229
10.	TOTAL (Lines 5 through 9)	213,494,284	209,921,700	887,284,647
11.	Net cash from operations (Line 4 minus Line 10)	11,260,568	15,205,590	24,105,234
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	509,324	14,813,709	68,214,075
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		1,168	812
	12.7 Miscellaneous proceeds	10,704,684		
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	11,214,008	14,814,877	68,214,887
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	29,439,362	22,120,443	44,323,637
	13.2 Stocks		2,798,981	6,176,658
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	29,439,362	24,919,424	50,500,295
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(18,225,354)	(10,104,547)	17,714,592
	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	65,000,000
	16.6 Other cash provided (applied)	(7,432,885)	(7,064,887)	(3,468,033)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(7,432,885)	(72,064,887)	(68,468,033)
	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)	(14,397,671)	(66,963,844)	(26,648,207)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	54,711,065	81,359,272	81,359,272
	19.2 End of period (Line 18 plus Line 19.1)	40,313,394	14,395,428	54,711,065

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

20.0001	Depreciation	158,833	137,464	597,000
20.0002	Non-cash Capital Contributions		100,746	471,443

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	205,980							3,744	202,236	
2. First Quarter	203,203							4,030	199,173	
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	609,075							11,827	597,248	
Total Member Ambulatory Encounters for Period:										
7. Physician	298,291							11,939	286,352	
8. Non-Physician	336,210							7,614	328,596	
9. Total	634,501							19,553	614,948	
10. Hospital Patient Days Incurred	35,603							3,462	32,141	
11. Number of Inpatient Admissions	5,381							400	4,981	
12. Health Premiums Written (a)	223,098,012							11,645,777	211,452,235	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	223,144,838							11,692,603	211,452,235	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	179,157,018							10,975,966	168,181,052	
18. Amount Incurred for Provision of Health Care Services	185,229,232							11,542,957	173,686,275	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....11,645,777.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0399999 Aggregate Accounts Not Individually Listed - Covered	12,492,402	955,010	(170,046)	(133,680)	(1,471,862)	11,671,824
0499999 Subtotals	12,492,402	955,010	(170,046)	(133,680)	(1,471,862)	11,671,824
0599999 Unreported claims and other claim reserves						65,541,415
0799999 Total Claims Unpaid						77,213,239
0899999 Accrued Medical Incentive Pool And Bonus Amounts						138,337

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	3,122,636	7,854,282	204,175	4,310,562	3,326,811	3,933,569
7.	Title XIX - Medicaid	50,411,678	117,796,736	8,294,789	64,403,713	58,706,467	68,909,152
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	53,534,314	125,651,018	8,498,964	68,714,275	62,033,278	72,842,721
10.	Healthcare receivables (a)	2,086,329	354,607			2,086,329	4,132,247
11.	Other non-health						
12.	Medical incentive pools and bonus amounts	44,283		97,611	40,726	141,894	127,952
13.	Totals (Lines 9 - 10 + 11 + 12)	51,492,268	125,296,411	8,596,575	68,755,001	60,088,843	68,838,426

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

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

C. Accounting Policy

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

In addition, the Company uses the following accounting policies.

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

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

No significant change.

4. Discontinued Operations

No significant change.

Notes to Financial Statement

5. **Investments**

A. Mortgage loans including Mezzanine Real Estate Loans

No significant change.

B. Debt Restructuring

No significant change.

C. Reverse Mortgages

No significant change.

D. Loan-Backed Securities

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

(2) The Company did not recognize other-than-temporary impairments on its loan-backed securities for the three month period ended March 31, 2013.

(3) The Company did not hold other-than-temporarily impaired loan-backed securities at March 31, 2013.

(4) The Company had no impaired securities for which an other-than-temporary impairment had not been recognized in earnings as a realized loss at March 31, 2013.

(5) The Company had no impaired loan-backed securities at March 31, 2013.

E. Repurchase Agreements

No significant change.

F. Real Estate

No significant change.

G. Investments in low-income housing tax credits

No significant change.

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

No significant change.

7. **Investment Income**

No significant change.

8. **Derivative Instruments**

No significant change.

9. **Income Taxes**

No significant change.

10. **Information Concerning Parent, Subsidiaries and Affiliates**

A. Nature of the relationship

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

B. Significant transactions for each period

No significant change.

Notes to Financial Statement

C. Administrative Services and Tax-Sharing Agreements

AMERIGROUP Corporation provides administrative and financial support services to the Company. Intercompany management fees charged to the Company were $11,828,878 and $48,012,116 for the three months ended March 31, 2013 and year ended December 31, 2012, respectively. Management fees are included in general administrative expenses in the accompanying statutory statements of revenue and expenses.

Taxes charged to the Company under a Tax-Sharing Agreement were $2,376,773 and $14,707,688 for the three months ended March 31, 2013 and year ended December 31, 2012, respectively.

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

The Company has not paid any dividends to AMERIGROUP Corporation as of March 31, 2013. During 2012, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay to pay an extraordinary dividend of $65,000,000 which was disbursed on March 30, 2012.

D. Amounts due to or from Related Parties

The Company owed AMERIGROUP Corporation $571,857 and $1,391,661 as of March 31, 2013 and December 31, 2012, respectively. The amount is the difference between the estimated charges and the actual expenses incurred in the month. These liability balances are paid in the following month.

E. Guarantees or Contingencies for Related Parties

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

F. Management, Service Contracts, Cost Sharing Arrangements

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

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

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

H. Amount deducted for Investment in Upstream Company

No significant change.

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

No significant change.

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

No significant change.

K. Investment in a Foreign Insurance Subsidiary

No significant change.

L. Investment in Downstream Non-insurance Holding Companies

No significant change.

11. Debt

No significant change.

Notes to Financial Statement

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

The Company does not participate in a defined benefit program.

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

No significant change.

14. Contingencies

No significant change.

15. Leases

No significant change.

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

No significant change.

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

A. Transfers of Receivables Reported as Sales

No significant change.

B. Transfer and Servicing of Financial Assets

No significant change.

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 March 31, 2013 and December 31, 2012, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

No significant change.

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

No significant change.

20. Fair Value

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

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

Cash, uncollected premiums in the course of collection, investment income due and accrued, amounts receivable relating to uninsured plans, receivable from TennCare Oversight, claims unpaid, accrued medical incentive pool and bonus amounts, unpaid claims adjustment expenses, aggregate health policy reserves, general expenses due or accrued, federal income taxes payable, remittance and items not allocated, amounts due to parent, payable for securities, liability for amounts help under uninsured plans, accrued premium tax – 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.

Notes to Financial Statement

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

Short-term investments and bonds – money market funds included in these financial statement captions' fair values were determined using quoted market prices on one or more securities exchanges. The fair values of corporate bonds, debt securities of government sponsored entities, municipal bonds, and collateralized mortgage obligations were determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets. The Company held one auction rate security as of March 31, 2013. The estimated fair value of the auction rate security was determined using utilizing an income approach, specifically discounted cash flow analyses. These analyses considered among other items, the creditworthiness of the issuer, the timing of the expected future cash flows, including the final maturity associated with the securities, and an assumption of when the next time the security is expected to have a successful auction. These securities were also compared, when possible, to other observable and relevant market data. These debt securities are not assigned a level category as they are not carried at fair value. A portion of the short-term investments are comprised of money market funds that are carried at fair value and, accordingly, are assigned a level category.

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

A. Fair Value Measurements

(1) Fair Value Measurements at March 31, 2013

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	$ —	$ —	$ —	$ —
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Preferred Perpetual Stocks	$ —	$ —	$ —	$ —
Bonds				
U.S. Government	$ —	$ —	$ —	$ —
Industrial and Misc	35,247,576	—	—	35,247,576
Hybrid Securities	—	—	—	—
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Bonds	$ 35,247,576	$ -	$ -	$ 35,247,576
Common Stock				
Industrial and Misc	$ 17,288,542	$ —	$ —	$ 17,288,542
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Common Stocks	$ 17,288,542	$ —	$ —	$ 17,288,542
Derivative assets				
Interest rate contracts	$ —	$ —	$ —	$ —
Foreign exchange contracts	—	—	—	—
Credit contracts	—	—	—	—
Commodity future contracts	—	—	—	—
Commodity forward contracts	—	—	—	—
Total Derivatives	$ —	$ —	$ —	$ —
Separate account assets	$	$	$	$
Total assets at fair value	$ 52,536,118	$ —	$ —	$ 52,536,118
b. Liabilities at fair value				
Derivative Liabilites	$ —	$ —	$ —	$ —
Total liabilities at fair value	$ —	$ —	$ —	$ —

(2) The Company held one auction rate security measured at fair value that is categorized as Level 3.

(3) The Company's policy is to recognize transfers between Levels, if any, at the beginning of the reporting period. There were no assets measured at fair value that were transferred between levels as of the three months ended March 31, 2013.

(4) The Company's Level 2 securities consist of corporate bonds, collateralized mortgage obligations, debt securities of government sponsored entities, and municipal bonds.

(5) The Company did not have any derivative assets or liabilities as of the three months ended March 31, 2013.

Notes to Financial Statement

B. SSAP No. 100 with Other Accounting Pronouncements

No significant change.

C. Aggregate Fair Value

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	$ 35,247,576	$ 35,247,576	$ 35,247,576	$ —	$ —	$ —
Common Stock	17,288,542	17,288,542	17,288,542	—	—	—
Perpetual Preferred Stock	—	—	—	—	—	—
Mortgage Loans	—	—	—	—	—	—

D. Not Practicable to Estimate Fair Value

No significant change.

21. Other Items

No significant change.

22. Events Subsequent

There were no events occurring subsequent to March 31, 2013 requiring disclosure. Subsequent events have been considered through May 14, 2013 for the statutory statement issued on May 14, 2013.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2012 were $72,970,673. As of March 31, 2013, $53,578,597 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 $8,596,575 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $10,795,501 favorable prior-year development since December 31, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

No significant change.

27. Structured Settlements

No significant change.

28. Health Care Receivables

No significant change.

29. Participating Policies

No significant change.

30. Premium Deficiency Reserves

No significant change.

31. Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[ ] No[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: .....

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[ ] No[X]
3.2 If the response to 3.1 is yes, provide a brief description of those changes:

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[ ] No[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. .....12/31/2012.....
6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .....12/31/2010.....
6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .....11/09/2011.....
6.4 By what department or departments?
6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[ ] No[ ] N/A[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. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $ 0
16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $ 0
16.3 Total payable for securities lending reported on the liability page $ 0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[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	One BNY Mellon Center, Room 151-1035, Pittsburgh, PA 15258
U.S. Bank Corporate Trust	2204 Lakeshore Drive, Suite 302, Homewood, AL 35209

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[X] No[ ]
17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
U.S. Bank, N.A.	Bank of New York	03/08/2013	The Company was purchased by WellPoint Inc. (WLP) in December 2012. WLP transferred all accounts to their existing bank custodians. The internal equity account was transferred on this date.
U.S. Bank, N.A.	Bank of New York	03/28/2013	The Company was purchased by WellPoint Inc. (WLP) in December 2012. WLP transferred all accounts to their existing bank custodians. The operating cash account was transferred on this date.
U.S. Bank, N.A.	Bank of New York	02/22/2013	The Company was purchased by WellPoint Inc. (WLP) in December 2012. WLP transferred all accounts to their existing bank custodians. The Deutsche account was transferred on this date.

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

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 85.383%
   1.2 A&H cost containment percent 2.342%
   1.3 A&H expense percent excluding cost containment expenses 11.777%

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		11,645,777	211,452,235				223,098,012	
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		11,645,777	211,452,235				223,098,012	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		11,645,777	211,452,235				223,098,012	
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.

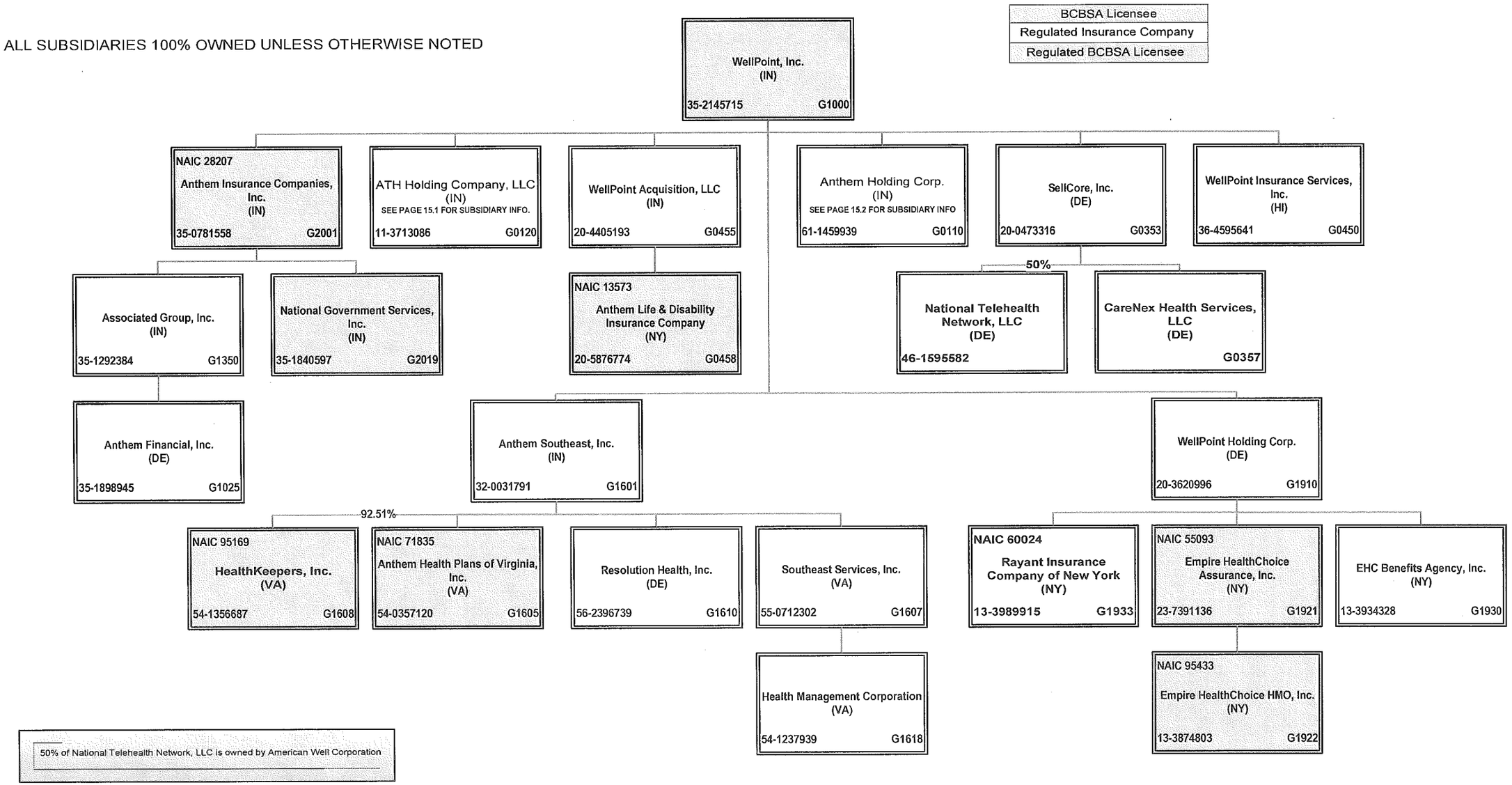
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



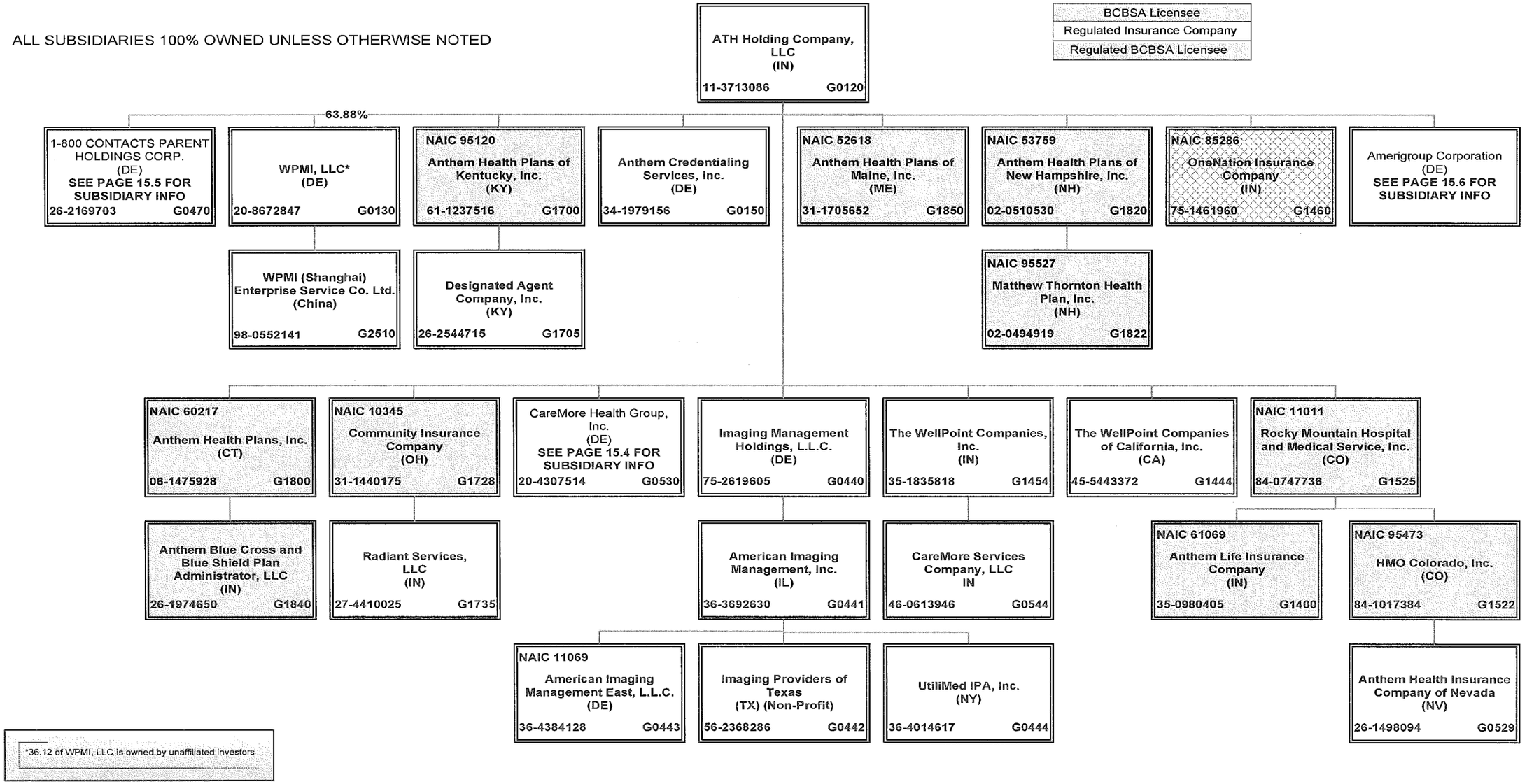
Q15

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



*36.12 of WPMI, LLC is owned by unaffiliated investors

Q15.1

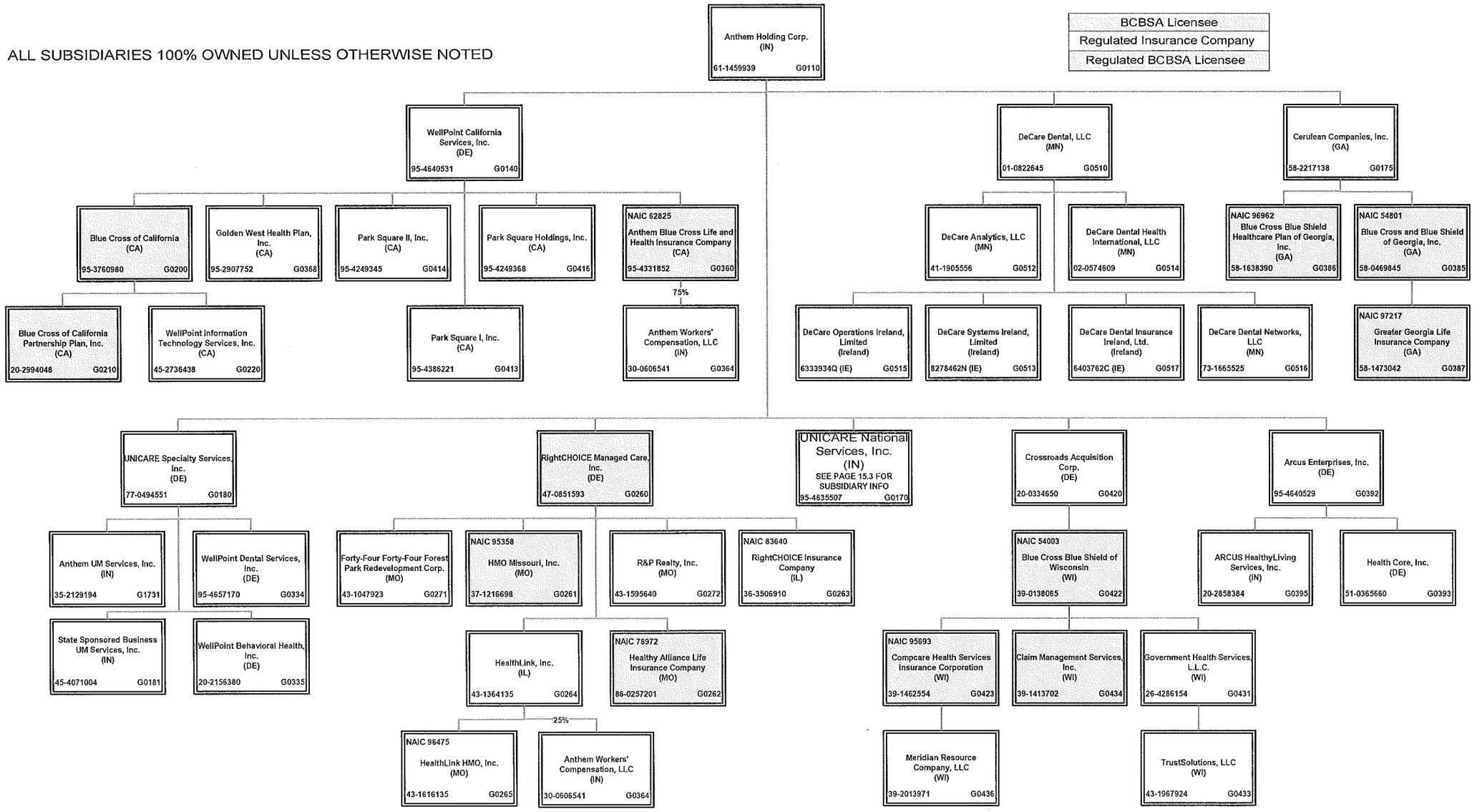
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

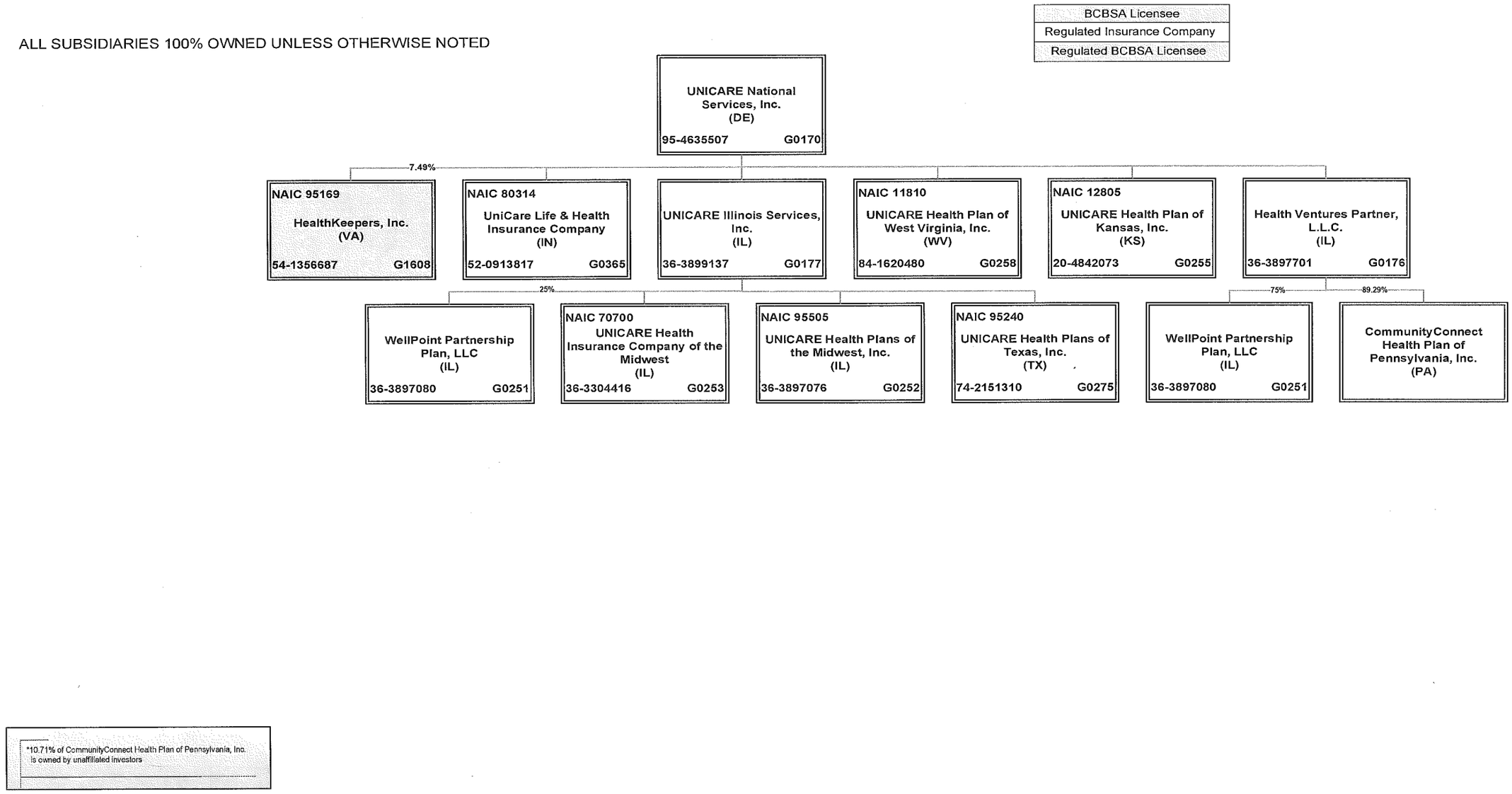


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



Q15.3

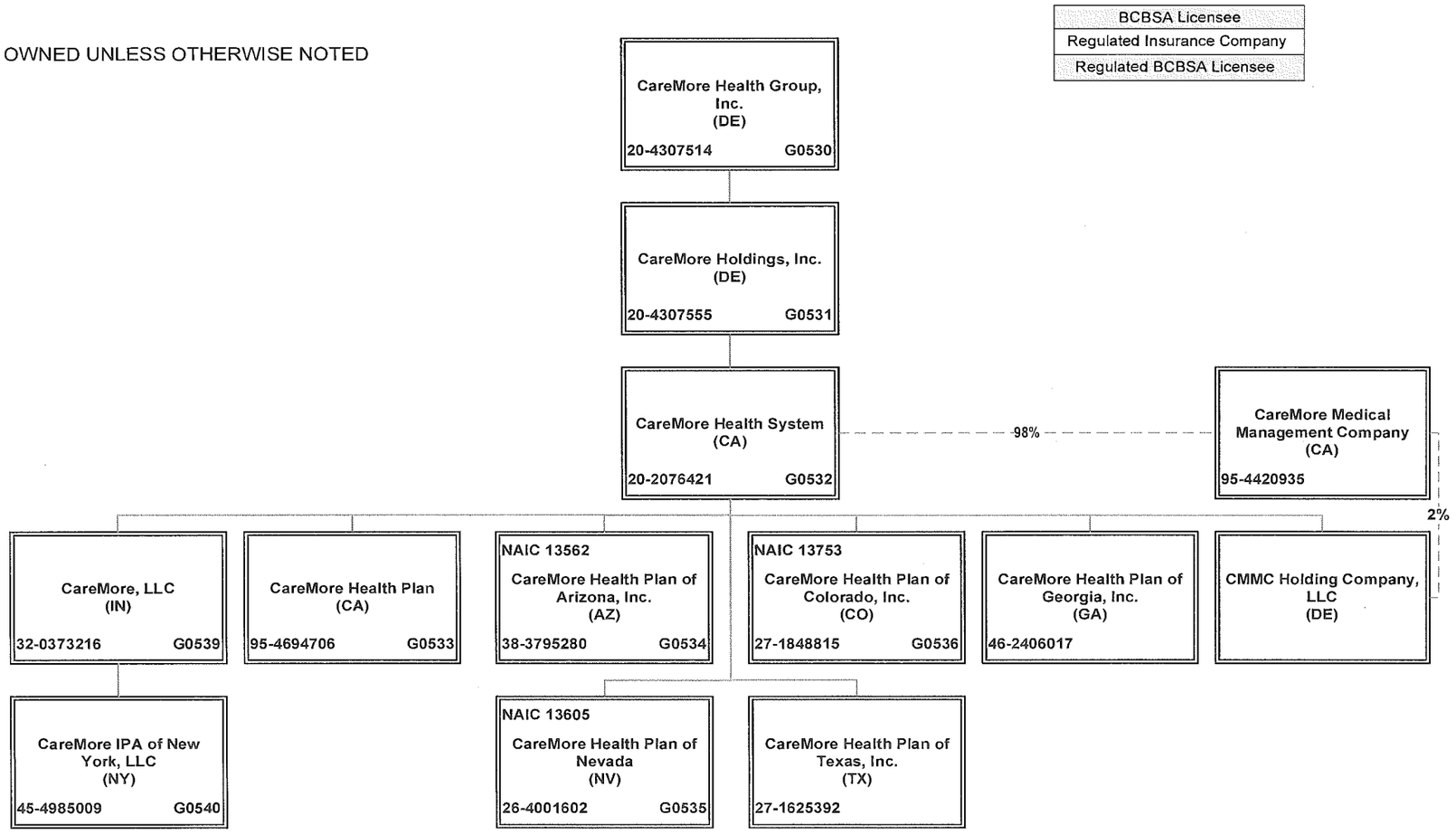
*10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



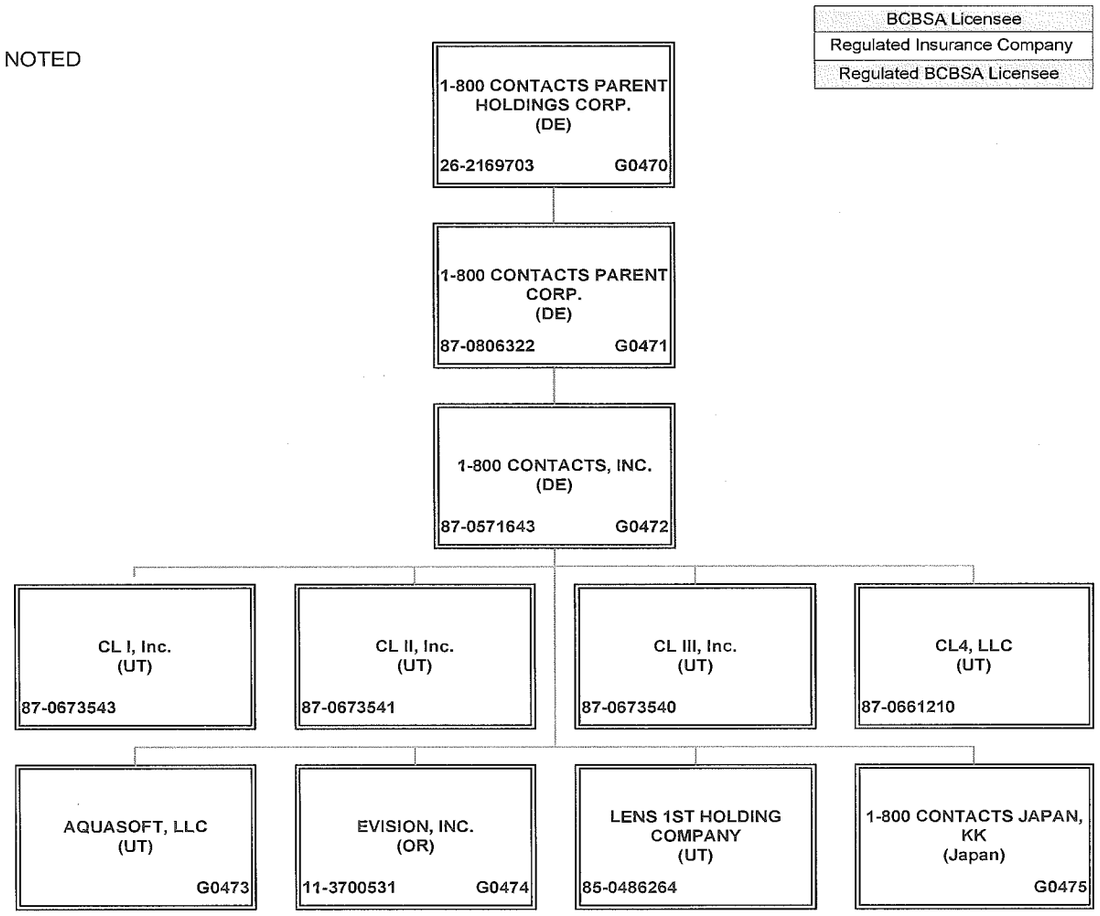
Q15.4

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



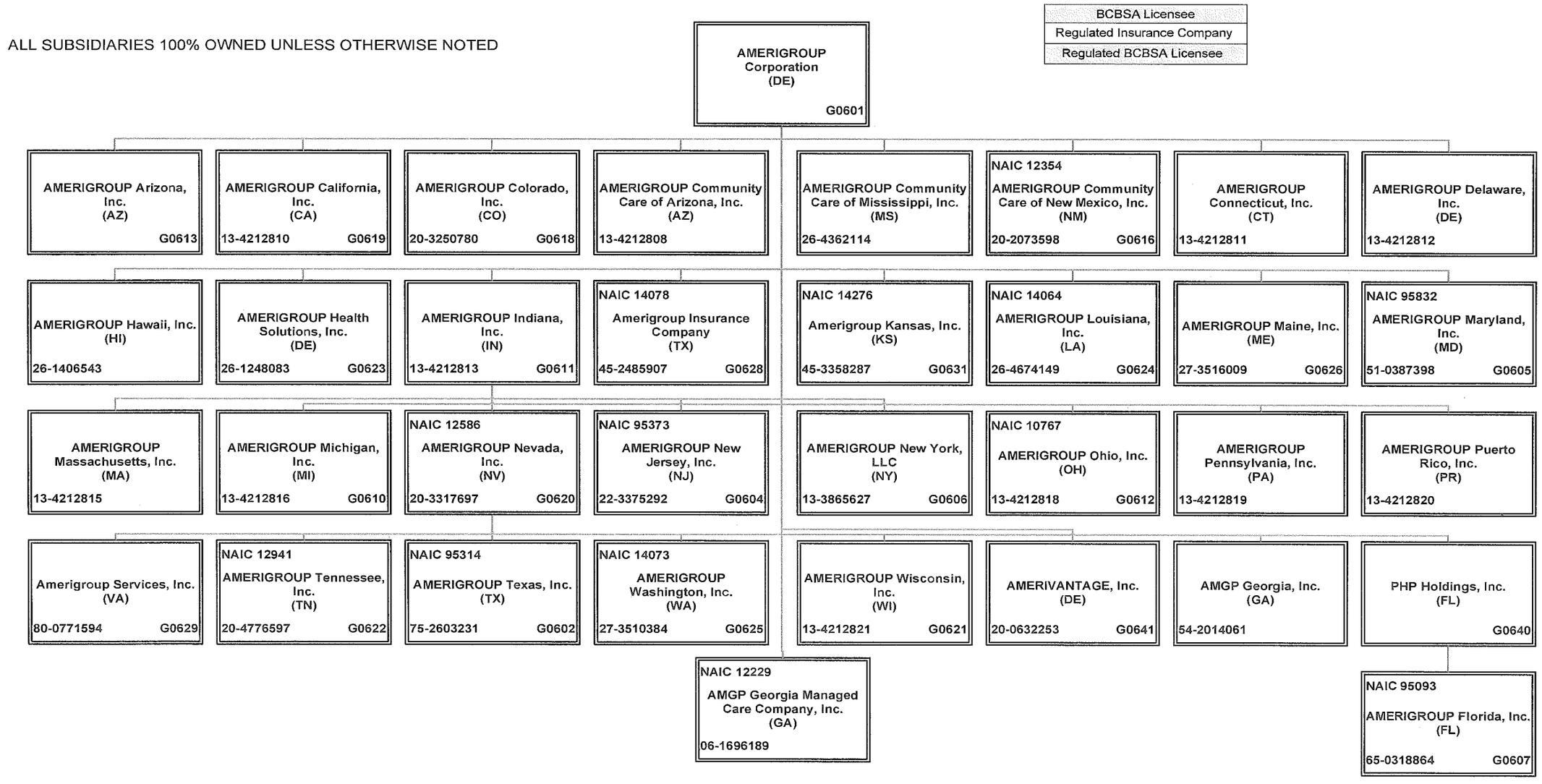
Q15.5

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



Q15.6

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	13-4212820				AMERIGROUP Puerto Rico, Inc.	PR	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN		AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0632253				AMERIVANTAGE, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1974650				Anthem Blue Cross and Blue Shield Plan Administrator, LLC	IN	NIA	Anthem Health Plans, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	34-1979156				Anthem Credentialing Services, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	61-1459939				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, 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.	00000	20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3713086				ATH Holding Company, LLC	IN	UIP	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	02-0454980				Behavioral Health Network, Inc.	NH	NIA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000002
0671	WellPoint, Inc.	00000	20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	0000003
0671	WellPoint, Inc.	00000	20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	0000004
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CMMC Holding Company, LLC	Ownership	2.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673543				CL I, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673541				CL II, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673540				CL III, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0661210				CL4, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					CMMC Holding Company, LLC	DE	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2393838				CommunityConnect Health Plan of Pennsylvania, Inc.	PA	NIA	Health Ventures Partner, L.L.C.	Ownership	89.3	WellPoint, Inc.	0000005
0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, 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.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Dental Insurance Ireland, Ltd.	IR	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Operations Ireland, Limited	IR	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Systems Ireland, Limited	IR	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3700531				EVISION, INC.	OR	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000006
0671	WellPoint, Inc.	00000	26-4286154				Government Health Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.5	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.5	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	

Q16.3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3578501				IMASIS, L.L.C.	DE	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	85-0486264				LENS 1ST HOLDING COMPANY	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-2013971				Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.0	WellPoint, Inc.	0000007
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					PHP Holdings, Inc.	FL	UDP	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-4410025				Radiant Services, LLC	IN	NIA	Community Insurance Company	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60024	13-3989915				Rayant Insurance Company of New York	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	

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 Names 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 *
0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95505	36-3897076				UNICARE Health Plans of the Midwest, Inc.	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1946735				United Government Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.	00000	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CH	NIA	WPMI, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.9	WellPoint, Inc.	0000008

Q16.5

Asterisk	Explanation
0000001	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0000002	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000003	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000004	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000005	10.71% owned by unaffiliated investors
0000006	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.

Asterisk	Explanation
0000007	50% owned by American Well Corporation
0000008	36.12% owned by unaffiliated investors

Q16.6

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

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		
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

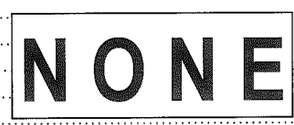
Mortgage Loans

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

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	144,175,378	162,429,550
2.	Cost of bonds and stocks acquired	29,439,362	50,500,295
3.	Accrual of discount	(563,234)	39,947
4.	Unrealized valuation increase (decrease)	1,426,280	1,306,474
5.	Total gain (loss) on disposals	10,536	158,829
6.	Deduct consideration for bonds and stocks disposed of	509,324	68,214,075
7.	Deduct amortization of premium	(4,773)	2,045,642
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	173,983,771	144,175,378
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	173,983,771	144,175,378

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	166,135,844	247,768,286	228,688,277	489,121	185,704,974			166,135,844
2. Class 2 (a)	10,600,362	509,324	798,788	(1,074,477)	9,236,421			10,600,362
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	176,736,206	248,277,610	229,487,065	(585,356)	194,941,395			176,736,206
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	176,736,206	248,277,610	229,487,065	(585,356)	194,941,395			176,736,206

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....2,938,487; NAIC 2 $.....60,102; 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	38,246,166	X X X	38,274,238	37,587	

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	47,760,197	77,816,583
2.	Cost of short-term investments acquired	218,838,248	1,009,605,284
3.	Accrual of discount		2,787
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		574
6.	Deduct consideration received on disposals	228,328,277	1,039,535,871
7.	Deduct amortization of premium	24,002	129,160
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	38,246,166	47,760,197
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	38,246,166	47,760,197

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

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

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

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

SI07 Schedule DB - Verification ..... NONE

SCHEDULE E - Verification

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	662,893	600,000
2.	Cost of cash equivalents acquired		20,544,875
3.	Accrual of discount		4,246
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		238
6.	Deduct consideration received on disposals	660,000	20,469,821
7.	Deduct amortization of premium	2,893	16,645
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		662,893
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		662,893

E01 Schedule A Part 2 ..... NONE

E01 Schedule A Part 3 ..... NONE

E02 Schedule B Part 2 ..... NONE

E02 Schedule B Part 3 ..... NONE

E03 Schedule BA Part 2 ..... NONE

E03 Schedule BA Part 3 ..... NONE

SCHEDULE D - PART 3

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

1 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									
3136G1AZ2	Fannie Mae		03/01/2013	U.S. Bank	XXX	5,365,463	5,366,000	4,621	1
3136G1BU2	Fannie Mae		03/01/2013	U.S. Bank	XXX	4,495,500	4,500,000	3,294	1
3128M9K27	FG G07213		03/28/2013	Wellington	XXX	1,767,588	1,665,204	4,371	1FE
31402Q2V2	FN 735288		03/15/2013	Wellington	XXX	1,287,626	1,185,728	1,647	1FE
31416CD37	FN 995722		03/15/2013	Wellington	XXX	2,107,974	1,942,274	2,698	1FE
3138AXXV8	FN AJ6091		03/28/2013	Wellington	XXX	1,845,953	1,724,561	5,174	1FE
3138E1HX8	FN AJ8345		03/15/2013	Wellington	XXX	2,339,918	2,187,478	2,430	1FE
3138EKNK7	FN AL3093		03/15/2013	Wellington	XXX	2,322,788	2,192,602	2,132	1FE
31418AJL3	FN MA1166		03/15/2013	Wellington	XXX	2,196,738	2,071,173	2,014	1FE
3620ACZ31	GN 726262		03/19/2013	Wellington	XXX	958,573	871,430	2,179	1FE
36180KB26	GN AD7257		03/19/2013	Wellington	XXX	1,292,250	1,200,000	2,100	1FE
0599999 Subtotal - Bonds - U.S. Governments					XXX	25,980,371	24,906,450	32,660	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
30219GAB4	Express Scripts Holding		01/14/2013	Deutsche Bank	XXX	356,794	350,000	3,103	2FE
36962G6W9	General Electric Capital		03/25/2013	Wellington	XXX	438,720	440,000		1FE
50076QAK2	Kraft Foods Group Inc.		01/18/2013	Deutsche Bank	XXX	152,531	150,000	1,364	2FE
863667AD3	STRYKER CORP		03/25/2013	Wellington	XXX	716,868	720,000		1FE
86960BAC6	SVENSKA HNDLSBKN SHBASS		03/21/2013	Wellington	XXX	1,794,078	1,800,000		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	3,458,991	3,460,000	4,467	XXX
8399997 Subtotal - Bonds - Part 3					XXX	29,439,362	28,366,450	37,127	XXX
8399999 Subtotal - Bonds					XXX	29,439,362	28,366,450	37,127	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	29,439,362	XXX	37,127	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 - Industrial and Miscellaneous (Unaffiliated)																					
04044TAG1	Aristotle Holding Sr Nt 144A		01/14/2013	Deutsche Bank	XXX	356,794	350,000	348,278	348,778		20		20		348,798		7,996	7,996	3,103	02/12/2015	2FE
50076QAH9	KRAFT FOODS INC 1.625% 6/04/		01/18/2013	Deutsche Bank	XXX	152,530	150,000	149,988	149,990						149,990		2,540	2,540	1,365	06/04/2015	2FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	509,324	500,000	498,266	498,768		20		20		498,788		10,536	10,536	4,468	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	509,324	500,000	498,266	498,768		20		20		498,788		10,536	10,536	4,468	XXX	XXX
8399999 Subtotal - Bonds					XXX	509,324	500,000	498,266	498,768		20		20		498,788		10,536	10,536	4,468	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	509,324	XXX	498,266	498,768		20		20		498,788		10,536	10,536	4,468	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 Section 1 ..... NONE

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

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

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

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets ..... NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 6 First Month	 7 Second Month	 8 Third Month	9 *
open depositories								
Wachovia ..... Cash	.....	.....	.....	.....	...(6,886,692)	...(4,938,558)	...(2,949,489)	X X X
JP Morgan ..... Cash	.....	.....	.....	.....	 71,503	 370,135	 16,717	X X X
Bank of America ..... Cash	.....	.....	.....	.....	.....	... 10,000,000	 5,000,000	X X X
0199998 Deposits in .....23 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories .	X X X	... X X X ..	 8,690	.....	 7,008,787	 2,000,000	.....	X X X
0199999 Totals - Open Depositories	X X X	... X X X ..	 8,690	.....	 193,598	 7,431,577	 2,067,228	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories	X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0299999 Totals - Suspended Depositories	X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0399999 Total Cash On Deposit	X X X	... X X X ..	 8,690	.....	 193,598	 7,431,577	 2,067,228	X X X
0499999 Cash in Company's Office	X X X	... X X X ..	. X X X .	... X X X ..	.....	.....	.....	X X X
0599999 Total Cash	X X X	... X X X ..	 8,690	.....	 193,598	 7,431,577	 2,067,228	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
ANHEUSER BUSCH COS 4.375% 1/15/		12/14/2012	4.375	01/15/2013			
HONEYWELL INTL 4.250% 3/01/		12/14/2012	4.250	03/01/2013			
MCKESSON HBOC INC 5.250% 3/01/		12/14/2012	5.250	03/01/2013			
SEMPRA ENERGY 6.000% 2/01/		12/14/2012	6.000	02/01/2013			
3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated)							
8399999 Subtotals - Bonds							
8499999 Sweep Accounts							
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents							

12941201336500001 2013 Document Code: 365

MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

NAIC Group Code: 0671 **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 - Claim 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 05/15/2013 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.

	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)	N/A	N/A	N/A
(If "yes" attach an explanation.)			

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Bette Lou Gronseth

Phone:

Address: 4425 Corporation Lane, Virginia Beach, VA

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

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

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2013 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): System Center Endpoint Protection

(version number): 1.149.497.0

(Signed) Bette L. Gronseth

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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premium due and unpaid from Medicare entities	239,284			639,065		878,349
0499999 Premium due and unpaid from Medicaid entities	6,604,579					6,604,579
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)	6,843,863			639,065		7,482,928

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	200,082	116,447	110,991	642,806	1,070,326	
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	200,082	116,447	110,991	642,806	1,070,326	
0299998 Claim Overpayment Receivables - Not Individually Listed	202,439	124,124	109,556	26,583	462,702	
0299999 Subtotal - Claim Overpayment Receivables	202,439	124,124	109,556	26,583	462,702	
Loans and Advances to Providers						
0399998 Loans and Advances to Providers - Not Individually Listed				18,000	18,000	
0399999 Subtotal - Loans and Advances to Providers				18,000	18,000	
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivables						
TennCare Oversight	774,488			133,420		907,908
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables	774,488			133,420		907,908
0799999 Gross health care receivables	1,177,009	240,571	220,547	820,809	1,551,028	907,908

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
	NONE						
0399999 Total gross amounts receivable							

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 3/31/13

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	597,248	597,248	2,419,282
Revenues:			
TennCare Capitation	211,405,409	211,405,409	863,517,958
Investment	619,686	619,686	3,049,879
Other Revenues	0	-	-
Total Revenues	212,025,095	212,025,095	866,567,837
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	39,031,386	39,031,386	159,203,445
Inpatient Hospital Services	35,030,233	35,030,233	140,446,415
Outpatient Hospital Services	8,437,665	8,437,665	33,825,842
Emergency Room Services	6,785,770	6,785,770	29,998,796
Dental Services	-	-	-
Vision Services	691,048	691,048	2,882,010
Pharmacy Services	-	-	-
Home Health Services	6,436,937	6,436,937	25,575,648
Chiropractic Services	-	-	-
Radiology Services	5,687,812	5,687,812	23,307,609
Laboratory Services	3,519,176	3,519,176	14,323,914
Durable Medical Equipment Services	1,574,936	1,574,936	6,062,745
Transportation Services	4,096,158	4,096,158	16,913,897
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	111,291,121	111,291,121	452,540,321
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,160,686	2,160,686	9,431,205
Inpatient Substance Abuse Treatment and Detox	1,440,457	1,440,457	6,158,116
Outpatient Mental Health Services	2,234,770	2,234,770	7,641,538
Outpatient Substance Abuse Treatment and Detox	1,691,023	1,691,023	6,104,985
Housing/Residential Treatment	1,316,756	1,316,756	5,318,328
Specialized Crisis Services	1,007,878	1,007,878	4,230,573
Psychiatric Rehab and Support Services	969,044	969,044	3,655,368
Case Management	4,626,949	4,626,949	22,006,621
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	15,447,563	15,447,563	64,546,734
CHOICES			
Nursing Facility Care	38,251,074	38,251,074	157,381,410
HCBS Services	8,696,517	8,696,517	31,737,665
Subtotal CHOICES	46,947,591	46,947,591	189,119,075
Subtotal Hospital, Medical, MH&SAS, CHOICES	173,686,275	173,686,275	706,206,130
LESS:			
Net Reinsurance Recoveries Incurred	(71,644)	(71,644)	(276,078)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(71,644)	(71,644)	(276,078)
Total Hospital, Medical, MH&SAS	173,757,919	173,757,919	706,482,208
Administration:			
Compensation	5,929,358	5,929,358	22,359,835
Direct and Allocated Admin expenses	11,247,026	11,247,026	45,544,603
Marketing	22,646	22,646	146,388
Interest Expense	-	-	-
Premium Tax Expense	11,629,873	11,629,873	47,467,984
Occupancy, Depreciation, and Amortization	362,010	362,010	1,279,001
Other Administration - Write-Ins	1,276,628	1,276,628	6,945,149
Total Administration Expenses	30,467,541	30,467,541	123,742,960
Total Expenses	204,225,460	204,225,460	830,225,168
Extraordinary Item	-	-	-
Provision for Income Tax	2,523,368	2,523,368	12,281,677
Net Income (Loss)	5,276,267	5,276,267	24,060,992
Write-Ins for Other Revenues			
	-	-	-
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital			
	-	-	-
Total Other Medical and Hospital	-	-	-
Write-Ins for Other MH & SS			
	-	-	-
Total Other MH & SS	-	-	-
Write-Ins for Other Administration			
Purchased Services	137,152	137,152	687,859
Telephone	152,103	152,103	609,026
Uncollected Provider Claim Recoveries	243,177	243,177	1,367,174
Postage and Delivery	158,983	158,983	639,649
Printing and Reproduction	151,678	151,678	842,811
Temporary Labor	87,990	87,990	192,035
Travel and Entertainment	137,640	137,640	665,185
State Franchise & Excise Taxes	124,281	124,281	1,357,724
Other Administration < $30,000 YTD	83,624	83,624	583,686
Total Other Administration	1,276,628	1,276,628	6,945,149

AMERIGROUP Tennessee, Inc.-Grand Region Middle
Cash Reconciliation-Middle Region-Medicaid only
March 31, 2013

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Quality Performance Incentive	Money Follows the Person (MFP) Incentive	Long-Term Care Overpayment Recoupment	Liquidated Damages	Premium Taxes	Premium Tax Differential	ASO Claims	ASO Premium Taxes	Cash difference	Premium receivable	
	Cash P2, C3, L5 1A	Premium P4, C2, L2					Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1	
Beginning Balance (Prem. Rec)																$ 7,288,244.89	Balance @ 12/31/12
															-	-	
January	71,628,953.60	71,576,508.63	73,177,282.00	1,829,432.05	71,347,849.95	1,838,244.91	72,800.37		(1,629,841.63)	(100.00)					(0.00)	(8,812.86)	
February	71,018,103.88	69,587,856.06	70,967,765.98	1,774,194.15	69,193,571.83	1,829,432.05				(4,900.00)					(0.00)	(55,237.90)	
March	63,020,763.13	70,287,870.67	62,823,147.67	1,570,578.69	61,252,568.98	1,774,194.15				(6,000.00)					0.01	(203,615.46)	
March	75,178.00							75,178.00							-	-	
March	1,957,455.03												1,957,455.03		-	-	
March	109,601.10													109,601.10	-	-	
March	107,660.02													107,660.02	-	-	
March	(767.49)												(1,505.50)	738.01	-	-	
															-	-	
Total	$ 207,916,947.27	$ 211,452,235.36	$ 206,968,195.65	$ 5,174,204.89	$ 201,793,990.76	$ 5,441,871.11	$ 72,800.37	$ 75,178.00	$ (1,629,841.63)	$ (11,000.00)	$ -	$ -	$ 1,955,949.53	$ 217,999.13	$ 0.00	$ 7,020,578.66	

Reconciliation

Cash collected		$ 207,916,947.27	
Premium earned		211,452,235.36	
Difference		$ (3,535,288.09)	
Premium Receivable		$ 6,604,578.66	
Less:			
Beginning Balance	$ 7,288,244.89		
Liquidated Damages	(11,000.00)		
ASO Claims	1,955,949.53		
ASO Premium Taxes	217,999.13		
Change in Payment Adjustments @ 12-2012	(6,381,902.97)	$ 3,069,290.58	
Difference		$ (3,535,288.09)	(0.00)

	$ 7,020,578.66
Changes in Premium Receivable:	
	(416,000.00) Retro Receivable
	6,604,578.66 Subtotal @ 03/31/13
	6,604,578.67 Trial Balance @ 03/31/13
	(0.01) Checkpoint

Cash that should be included on premium tax return		
Medicaid Premiums	211,452,235.36	
Change in Premium Receivable	683,666.23	
ASO Claims	1,955,949.53	
ASO Premium Taxes	217,999.13	
Change in Payment Adjustments @ 12-2012	(6,381,902.97)	
	207,927,947.27	
Total Cash collected	207,916,947.27	
add back liquidated damages	11,000.00	
	207,927,947.27	11,436,037.10
	0.00	