

QUARTERLY STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

TO THE

Insurance Department

OF THE STATE OF

Tennessee

**FOR THE QUARTER ENDED
SEPTEMBER 30, 2015**

2015

HEALTH

2015



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2015
OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Tennessee, Inc.

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

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

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

Statutory Home Office 22 Century Boulevard, Suite 220, Nashville, TN, US 37214
(Street and Number) (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.amerigroup.com

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

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

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

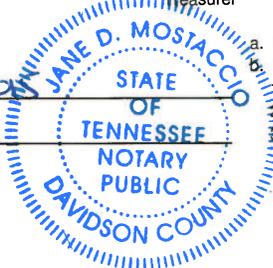
State of Tennessee SS:
County of Nashville

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

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

Subscribed and sworn to before me this 11TH day of NOVEMBER, 2015

Jane D. Mostaccio
529189



a. Is this an original filing?.....
If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

Yes [X] No []

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	358,154,973		358,154,973	184,335,142
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	20,451,692		20,451,692	21,607,550
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$14,855,290), cash equivalents (\$0) and short-term investments (\$5,696,560)	20,551,850		20,551,850	191,422,820
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets	35,583,616		35,583,616	8,742,748
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	434,742,131	0	434,742,131	406,108,260
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	3,742,634		3,742,634	1,395,835
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	26,478,196		26,478,196	7,525,072
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	33,290		33,290	777,402
18.1 Current federal and foreign income tax recoverable and interest thereon	770,524		770,524	0
18.2 Net deferred tax asset	9,680,930	1,632,888	8,048,042	10,371,834
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	706
21. Furniture and equipment, including health care delivery assets (\$)	3,778,412	3,778,412	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	6,562		6,562	103,826
24. Health care (\$17,409,562) and other amounts receivable	23,227,108	5,817,546	17,409,562	2,693,949
25. Aggregate write-ins for other than invested assets	1,463,344	1,463,344	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	503,923,131	12,692,190	491,230,941	428,976,884
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	503,923,131	12,692,190	491,230,941	428,976,884
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Prepaids	1,463,344	1,463,344	0	0
2502.			0	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,463,344	1,463,344	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	180,378,557		180,378,557	79,447,837
2. Accrued medical incentive pool and bonus amounts	1,177,123		1,177,123	1,146,930
3. Unpaid claims adjustment expenses	5,873,417		5,873,417	2,611,564
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	8,731,795		8,731,795	15,049,374
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	125,193,747
9. General expenses due or accrued	9,394,616		9,394,616	1,145,046
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	7,780,645
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	574		574	0
13. Remittances and items not allocated	52,802,550		52,802,550	5,599,485
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	5,833,583		5,833,583	4,378,757
16. Derivatives			0	0
17. Payable for securities			0	2,424,749
18. Payable for securities lending	35,583,616		35,583,616	8,742,748
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	11,000,384		11,000,384	2,596,583
23. Aggregate write-ins for other liabilities (including \$ current)	20,376,172	0	20,376,172	16,307,060
24. Total liabilities (Lines 1 to 23)	331,152,387	0	331,152,387	272,424,525
25. Aggregate write-ins for special surplus funds	XXX	XXX	23,855,717	29,737,207
26. Common capital stock	XXX	XXX	1,000	1,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	110,809,432	110,809,432
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	25,412,405	16,004,720
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	160,078,554	156,552,359
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	491,230,941	428,976,884
DETAILS OF WRITE-INS				
2301. Accrued Premium Tax	20,091,934		20,091,934	16,013,079
2302. Escheat Liability	269,030		269,030	223,981
2303. Penalties and Fines			0	70,000
2398. Summary of remaining write-ins for Line 23 from overflow page	15,208	0	15,208	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	20,376,172	0	20,376,172	16,307,060
2501. Estimated ACA Health Insurer Fee	XXX	XXX	23,855,717	29,737,207
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	23,855,717	29,737,207
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	3,668,273	1,922,497	2,613,541
2. Net premium income (including \$ non-health premium income).....	XXX	1,238,420,738	723,391,359	1,009,709,859
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	6,317,579	(1,900,166)	(3,360,494)
4. Fee-for-service (net of \$ medical expenses).....	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	11,639,979	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,244,738,317	733,131,172	1,006,349,365
Hospital and Medical:				
9. Hospital/medical benefits		746,724,140	437,630,977	607,958,200
10. Other professional services		59,707,951	37,322,743	52,824,529
11. Outside referrals				0
12. Emergency room and out-of-area		101,545,262	42,267,555	57,962,858
13. Prescription drugs		6,332,973	5,312,925	6,284,843
14. Aggregate write-ins for other hospital and medical	0	83,246,812	50,095,940	63,536,543
15. Incentive pool, withhold adjustments and bonus amounts		982,210	1,021,315	1,444,528
16. Subtotal (Lines 9 to 15)	0	998,539,348	573,651,455	790,011,501
Less:				
17. Net reinsurance recoveries				0
18. Total hospital and medical (Lines 16 minus 17)	0	998,539,348	573,651,455	790,011,501
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$57,552,197 cost containment expenses		72,428,118	39,720,967	58,402,435
21. General administrative expenses		143,307,065	73,437,630	104,645,302
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	1,214,274,531	686,810,052	953,059,238
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	30,463,786	46,321,120	53,290,127
25. Net investment income earned		6,725,944	3,202,981	4,403,240
26. Net realized capital gains (losses) less capital gains tax of \$84,459		139,316	181,455	189,025
27. Net investment gains (losses) (Lines 25 plus 26)	0	6,865,260	3,384,436	4,592,265
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	37,329,046	49,705,556	57,882,392
31. Federal and foreign income taxes incurred	XXX	16,090,346	20,192,360	31,761,438
32. Net income (loss) (Lines 30 minus 31)	XXX	21,238,700	29,513,196	26,120,954
DETAILS OF WRITE-INS				
0601. Health Insurer Fee Reimbursement	XXX		11,639,979	
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	11,639,979	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401. DME, Home Health Care, Ambulance, Other LTSS		83,246,812	50,095,940	63,536,543
1402.				0
1403.				0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	83,246,812	50,095,940	63,536,543
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	156,552,359	108,075,136	108,075,136
34. Net income or (loss) from Line 32.....	21,238,700	29,513,196	26,120,954
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$(3,904,810)	(7,251,790)	386,690	709,415
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(4,595,714)	211,502	8,819,774
39. Change in nonadmitted assets.....	(5,865,001)	(2,405,966)	(2,172,920)
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	15,000,000	15,000,000
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	3,526,195	42,705,422	48,477,223
49. Capital and surplus end of reporting period (Line 33 plus 48)	160,078,554	150,780,558	156,552,359
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

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	1,094,273,867	731,677,309	1,143,376,165
2. Net investment income	6,363,404	4,820,561	6,441,343
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,100,637,271	736,497,870	1,149,817,508
5. Benefit and loss related payments	899,380,543	575,873,449	786,311,445
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	194,967,161	109,875,999	159,850,536
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	24,725,974	18,664,592	29,405,734
10. Total (Lines 5 through 9)	1,119,073,678	704,414,040	975,567,715
11. Net cash from operations (Line 4 minus Line 10)	(18,436,407)	32,083,830	174,249,793
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	48,380,334	49,111,574	62,809,896
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	290	0	0
12.7 Miscellaneous proceeds	0	1,321,660	2,424,749
12.8 Total investment proceeds (Lines 12.1 to 12.7)	48,380,624	50,433,234	65,234,645
13. Cost of investments acquired (long-term only):			
13.1 Bonds	233,215,699	46,806,298	65,342,378
13.2 Stocks	694,911	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	29,265,617	0	1,574,931
13.7 Total investments acquired (Lines 13.1 to 13.6)	263,176,227	46,806,298	66,917,309
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(214,795,603)	3,626,936	(1,682,664)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	15,000,000	15,000,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	62,361,040	(2,464,595)	265,133
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	62,361,040	12,535,405	15,265,133
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)	(170,870,970)	48,246,171	187,832,262
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	191,422,820	3,590,558	3,590,558
19.2 End of period (Line 18 plus Line 19.1)	20,551,850	51,836,729	191,422,820
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001. Depreciation	159,758	148,695	170,691

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	227,803	0	0	0	0	0	0	5,669	222,134	0
2. First Quarter	393,131	0	0	0	0	0	0	6,377	386,754	0
3. Second Quarter	412,558	0	0	0	0	0	0	6,862	405,696	0
4. Third Quarter	433,849							7,395	426,454	
5. Current Year	0									
6. Current Year Member Months	3,668,273							60,374	3,607,899	
Total Member Ambulatory Encounters for Period:										
7. Physician	1,549,736							81,874	1,467,862	
8. Non-Physician	1,906,911							62,808	1,844,103	
9. Total	3,456,647	0	0	0	0	0	0	144,682	3,311,965	0
10. Hospital Patient Days Incurred	206,694							13,789	192,905	
11. Number of Inpatient Admissions	35,059							2,157	32,902	
12. Health Premiums Written (a)	1,238,420,738							64,596,970	1,173,823,768	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,244,738,317							62,555,834	1,182,182,483	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	897,578,435							50,507,688	847,070,747	
18. Amount Incurred for Provision of Health Care Services	998,539,348							51,486,510	947,052,838	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$64,596,970

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	6,388,209	46,882,962	(30,049)	8,457,791	6,358,160	7,519,523
7. Title XIX - Medicaid	65,582,781	786,366,215	(1,557,268)	173,508,083	64,025,513	71,928,314
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	71,970,990	833,249,177	(1,587,317)	181,965,874	70,383,673	79,447,837
10. Healthcare receivables (a)	3,604,692	4,989,057			3,604,692	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	947,455	4,562	(5,338)	1,182,461	942,117	1,146,930
13. Totals (Lines 9-10+11+12)	69,313,753	828,264,682	(1,592,655)	183,148,335	67,721,098	80,594,767

(a) Excludes \$ 14,633,359 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2014. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

	<u>State of Domicile</u>	<u>September 30, 2015</u>	<u>December 31, 2014</u>
<u>Net Income</u>			
(1) AMERIGROUP Tennessee Inc. (Page 4, Line 32, Columns 2 & 4)	Tennessee	\$ 21,238,700	\$ 26,120,954
(2) States Prescribed Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(3) State Permitted Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(4) NAIC SAP (1 - 2 - 3 = 4)	Tennessee	\$ 21,238,700	\$ 26,120,954
<u>Surplus</u>			
(5) AMERIGROUP Tennessee Inc. (Page 3, Line 33, Columns 3 & 4)	Tennessee	\$ 160,078,554	\$ 156,552,359
(6) States Prescribed Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(7) State Permitted Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(8) NAIC SAP (5 - 6 - 7 = 8)	Tennessee	\$ 160,078,554	\$ 156,552,359

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

No significant change.

C. Accounting Policies

1. - 5. No significant change.

6. Loan-backed securities are stated at amortized cost. Pre-payment assumptions for loan-backed securities and structured securities were obtained from broker-dealer survey values or internal estimates. These assumptions are consistent with the current interest rate and economic environment. The retrospective adjustment method is used to value all loan-backed securities. Non-investment grade loan-backed securities are stated at the lower of amortized cost or fair value.

7. - 13. No significant change.

2. Accounting Changes and Corrections of Errors

Not applicable.

3. Business Combinations and Goodwill

Not applicable.

4. Discontinued Operations

Not applicable.

5. Investments

A. - C.

Not applicable.

D. Loan-Backed Securities

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

2. The Company did not recognize other-than-temporary impairments (“OTTI”)s on its loan-backed securities during the nine months ended September 30, 2015.
3. The Company did not hold other-than-temporarily impaired loan-backed securities at September 30, 2015.
4. The Company had no impaired securities for which an OTTI had not been recognized in earnings as a realized loss at September 30, 2015.
5. The Company had no impaired loan-backed securities at September 30, 2015.

E. Repurchase Agreements and/or Securities Lending Transactions

1. Not applicable.
2. No significant change.
3. Collateral Received:
 - a. No significant change.
 - b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged \$35,584,106
 - c. No significant change.
4. Not applicable.
5. No significant change.
6. Not applicable.
7. Not applicable.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

No significant change.

H. Restricted Assets

No significant change.

I. Working Capital Finance Investments

Not applicable.

J. Offsetting and Netting of Assets and Liabilities

Not applicable.

K. Structured Notes

Not applicable.

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, Affiliates, and Other Related Parties

A. Nature of the Relationship

On July 24, 2015, the Company's ultimate parent company, Anthem, Inc. ("Anthem"), and Cigna Corporation ("Cigna") entered into an Agreement and Plan of Merger dated as of July 23, 2015, by and among Anthem, Cigna and Anthem Merger Sub Corp., a Delaware corporation and a direct wholly-owned subsidiary of Anthem, pursuant to which Anthem will acquire all outstanding shares of Cigna. The acquisition is expected to close in the second half of 2016 and is subject to certain state regulatory approvals, standard closing conditions, customary approvals required under the Hart-Scott-Rodino Antitrust Improvements Acts and the approval of both Anthem, Inc. shareholders and Cigna's stockholders.

B. – C.

No significant change.

D. Amounts Due to or from Related Parties

At September 30, 2015, the Company reported \$6,562 due from affiliates and \$5,833,583 due to affiliates. The receivable and payable balances represent intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

E. – L.

No significant change.

11. Debt

Not applicable.

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

No significant change.

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

No significant change.

14. Liabilities, Contingencies and Assessments

No significant change.

15. Leases

No significant change.

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

No significant change.

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

A. Transfers of Receivables Reported as Sales

Not applicable.

B. Transfer and Servicing of Financial Assets

1. The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers. At September 30, 2015, the fair value of securities loaned was \$34,724,518 and the carrying value of securities loaned was \$34,601,242.

2.– 7. Not applicable.

C. Wash Sales

1. In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.

2. At September 30, 2015, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans**A. Administrative Services Only Plans**

No significant change.

B. Administrative Services Contract Plans

No significant change.

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

Not applicable.

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

Not applicable.

20. Fair Value**A. Fair Value Measurements****1. Fair Value Measurements at Reporting Date**

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Bonds				
Industrial and misc	\$ -	\$ 97,439,601	\$ 667,648	\$ 98,107,249
Hybrid securities	-	1,955,595	-	1,955,595
Total bonds	-	99,395,196	667,648	100,062,844
Common stock				
Industrial and misc	20,451,692	-	-	20,451,692
Total common stocks	20,451,692	-	-	20,451,692
Total assets at fair value	\$ 20,451,692	\$ 99,395,196	\$ 667,648	\$ 120,514,536

2. Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

Description	Ending Balance as of Prior Quarter End	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance for Current Quarter End
a. Assets										
Bonds										
Industrial and misc	\$ 677,074	\$ -	\$ -	\$ (2,869)	\$ (6,557)	\$ -	\$ -	\$ -	\$ -	\$ 667,648
Total assets	\$ 677,074	\$ -	\$ -	\$ (2,869)	\$ (6,557)	\$ -	\$ -	\$ -	\$ -	\$ 667,648

3. The Company's policy is to recognize transfers between Levels, if any, as of the beginning of the reporting period.

4. Fair values of fixed maturity securities are based on quoted market prices, where available. These fair values are obtained primarily from third party pricing services, which generally use Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. United States government securities represent Level 1 securities, while Level 2 securities primarily include corporate securities, securities from states, municipalities and political subdivisions and residential mortgage-backed securities. For securities not actively traded, the third party pricing services may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds.

Fair values of equity securities are generally designated as Level 1 and are based on quoted market prices. For certain equity securities, quoted market prices for the identical security are not always available and the fair value is estimated by reference to similar securities for which quoted prices are available. These securities are designated Level 2. The company has certain equity securities, including private equity securities, for which the fair value is estimated based on each security's current condition and future cash flow projections. Such securities are designated Level 3. The fair values of these private equity securities are generally based on either broker quotes or discounted cash flow projections using assumptions for inputs such as the weighted-average cost of capital, long-term revenue growth rates and earnings before interest, taxes, depreciation and amortization, or revenue multiples that are not observable in the markets.

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

There have been no significant changes in the valuation techniques during the current period.

B. Fair Value Measurements Under Other Accounting Pronouncements

Not applicable.

C. Financial Instruments

Type of Financial Instrument	Aggregated Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 361,254,837	\$ 358,154,973	\$ -	\$ 356,964,095	\$ 4,290,742	\$ -
Common Stock	20,451,692	20,451,692	20,451,692	-	-	-
Short Term Inv & MMFs	5,696,560	5,696,560	5,696,560	-	-	-
	<u>\$ 387,403,089</u>	<u>\$ 384,303,225</u>	<u>\$ 26,148,252</u>	<u>\$ 356,964,095</u>	<u>\$ 4,290,742</u>	<u>\$ -</u>

D. Not Practicable to Estimate Fair Value

There are no financial instruments that were not practicable to estimate fair value.

21. Other Items

No significant change.

22. Events Subsequent

There were no events occurring subsequent to September 30, 2015 requiring disclosure. Subsequent events have been considered through November 13, 2015 for the statutory statement issued on November 13, 2015.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. – D.

No significant change.

E. Risk-Sharing Provisions of the Affordable Care Act (“ACA”)

1. Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk sharing provisions (YES/NO)? Yes
2. Not applicable.
3. Not applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims and claim adjustment expense attributable to insured events of prior years decreased by \$10,110,210 during 2015. This is approximately 12.2% of unpaid claims and claim adjustment expenses of \$83,206,331 as of December 31, 2014. The redundancy reflects the decreases in estimated claims and claims adjustment expenses as a result of claims payment during the year, and as additional information is received regarding claims incurred prior to 2015. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims and unpaid claim adjustment expense.

26. Intercompany Pooling Arrangements

Not applicable.

27. Structured Settlements

Not applicable.

28. Health Care Receivables

No significant change.

29. Participating Policies

Not applicable.

30. Premium Deficiency Reserves

- | | | |
|---|----|--------------------|
| 1. Liability carried for premium deficiency reserves | \$ | 0 |
| 2. Date of the most recent evaluation of this liability | | September 30, 2015 |
| 3. Was anticipated investment income utilized in the calculation? | | Yes [] No [X] |

31. Anticipated Subrogation and Other Recoveries

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] 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. 12/31/2014
- 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. 12/31/2012
- 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). 08/20/2014
- 6.4 By what department or departments?
State of Tennessee Department of Commerce and Insurance TennCare Division
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
 Minor revisions were made in February 2015. Specifically, the language was modified for the following policy changes contained within the code: Community Service, Business Entertainment, Vendor Relationships, Prohibition on Discrimination in Marketing and Enrollment, and Business Relationships with Pharmaceutical Manufacturers. Additionally the Chief Executive Officer's letter was updated, a letter from the Chief Compliance Officer was added and certain informational sections were removed.
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ 0 | \$ |
| 14.22 Preferred Stock | \$ 0 | \$ |
| 14.23 Common Stock | \$ 0 | \$ |
| 14.24 Short-Term Investments | \$ 0 | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ 0 | \$ |
| 14.26 All Other | \$ 0 | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 0 | \$ 0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
- If no, attach a description with this statement.

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.
GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- | | | |
|--|----------|------------|
| 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$ | 35,584,106 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$ | 35,583,616 |
| 16.3 Total payable for securities lending reported on the liability page | \$ | 35,583,616 |

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

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

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

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

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

- 17.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
105006	Deutsche Asset Management	New York, NY
113878	McDonnell Investment Management, LLC	Oak Brook, IL
110441	Western Asset Management	Pasadena, CA

- 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 percent84.8 %
 - 1.2 A&H cost containment percent4.6 %
 - 1.3 A&H expense percent excluding cost containment expenses12.7 %
- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....
- 2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date\$.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	N								0	
2. Alaska AK	N								0	
3. Arizona AZ	N								0	
4. Arkansas AR	N								0	
5. California CA	N								0	
6. Colorado CO	N								0	
7. Connecticut CT	N								0	
8. Delaware DE	N								0	
9. District of Columbia DC	N								0	
10. Florida FL	N								0	
11. Georgia GA	N								0	
12. Hawaii HI	N								0	
13. Idaho ID	N								0	
14. Illinois IL	N								0	
15. Indiana IN	N								0	
16. Iowa IA	N								0	
17. Kansas KS	N								0	
18. Kentucky KY	N								0	
19. Louisiana LA	N								0	
20. Maine ME	N								0	
21. Maryland MD	N								0	
22. Massachusetts MA	N								0	
23. Michigan MI	N								0	
24. Minnesota MN	N								0	
25. Mississippi MS	N								0	
26. Missouri MO	N								0	
27. Montana MT	N								0	
28. Nebraska NE	N								0	
29. Nevada NV	N								0	
30. New Hampshire NH	N								0	
31. New Jersey NJ	N								0	
32. New Mexico NM	N								0	
33. New York NY	N								0	
34. North Carolina NC	N								0	
35. North Dakota ND	N								0	
36. Ohio OH	N								0	
37. Oklahoma OK	N								0	
38. Oregon OR	N								0	
39. Pennsylvania PA	N								0	
40. Rhode Island RI	N								0	
41. South Carolina SC	N								0	
42. South Dakota SD	N								0	
43. Tennessee TN	L		64,596,970	1,173,823,768				1,238,420,738		
44. Texas TX	N								0	
45. Utah UT	N								0	
46. Vermont VT	N								0	
47. Virginia VA	N								0	
48. Washington WA	N								0	
49. West Virginia WV	N								0	
50. Wisconsin WI	N								0	
51. Wyoming WY	N								0	
52. American Samoa AS	N								0	
53. Guam GU	N								0	
54. Puerto Rico PR	N								0	
55. U.S. Virgin Islands VI	N								0	
56. Northern Mariana Islands MP	N								0	
57. Canada CAN	N								0	
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	64,596,970	1,173,823,768	0	0	0	1,238,420,738	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 1	0	64,596,970	1,173,823,768	0	0	0	1,238,420,738	0	
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

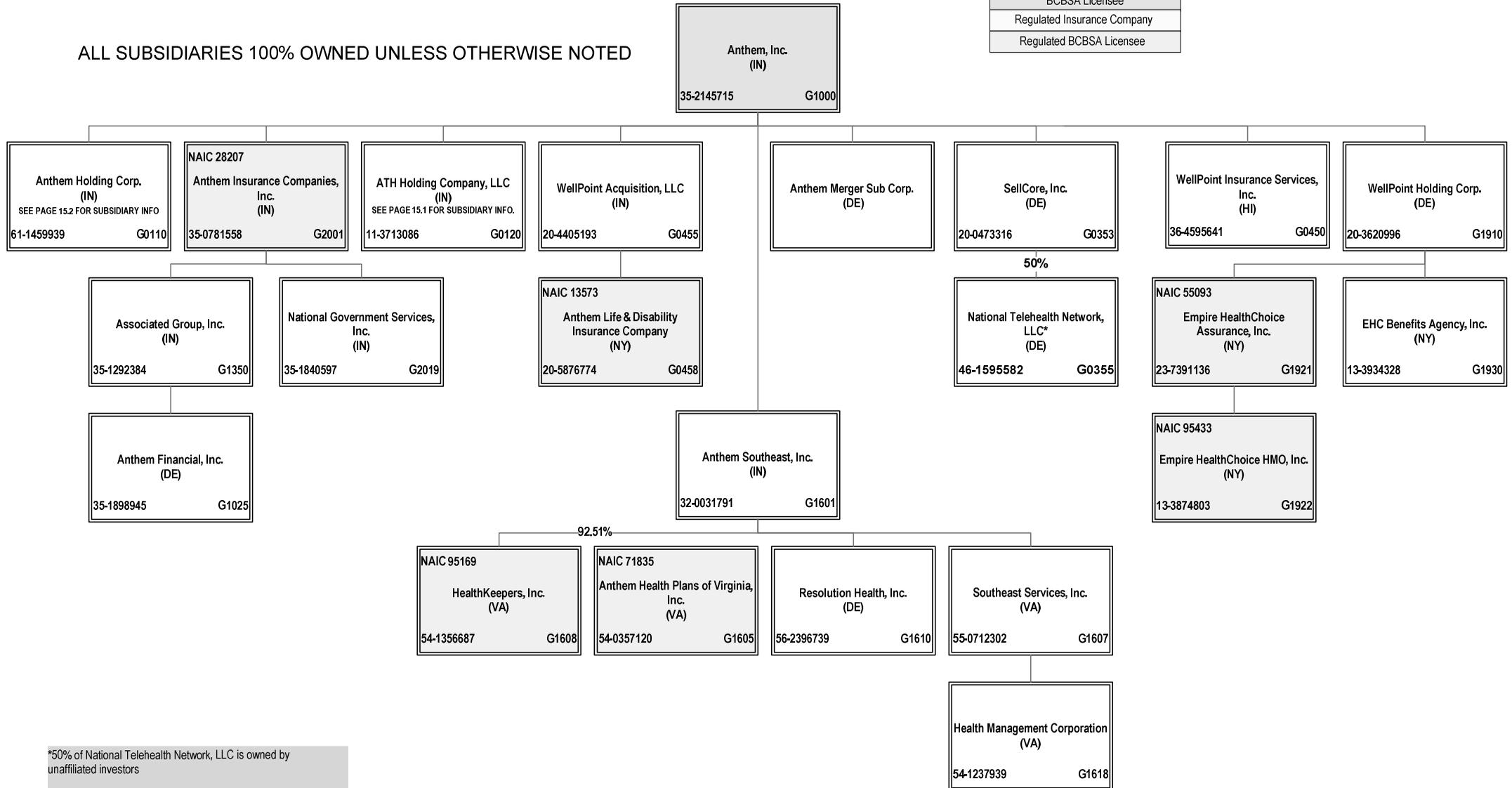
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

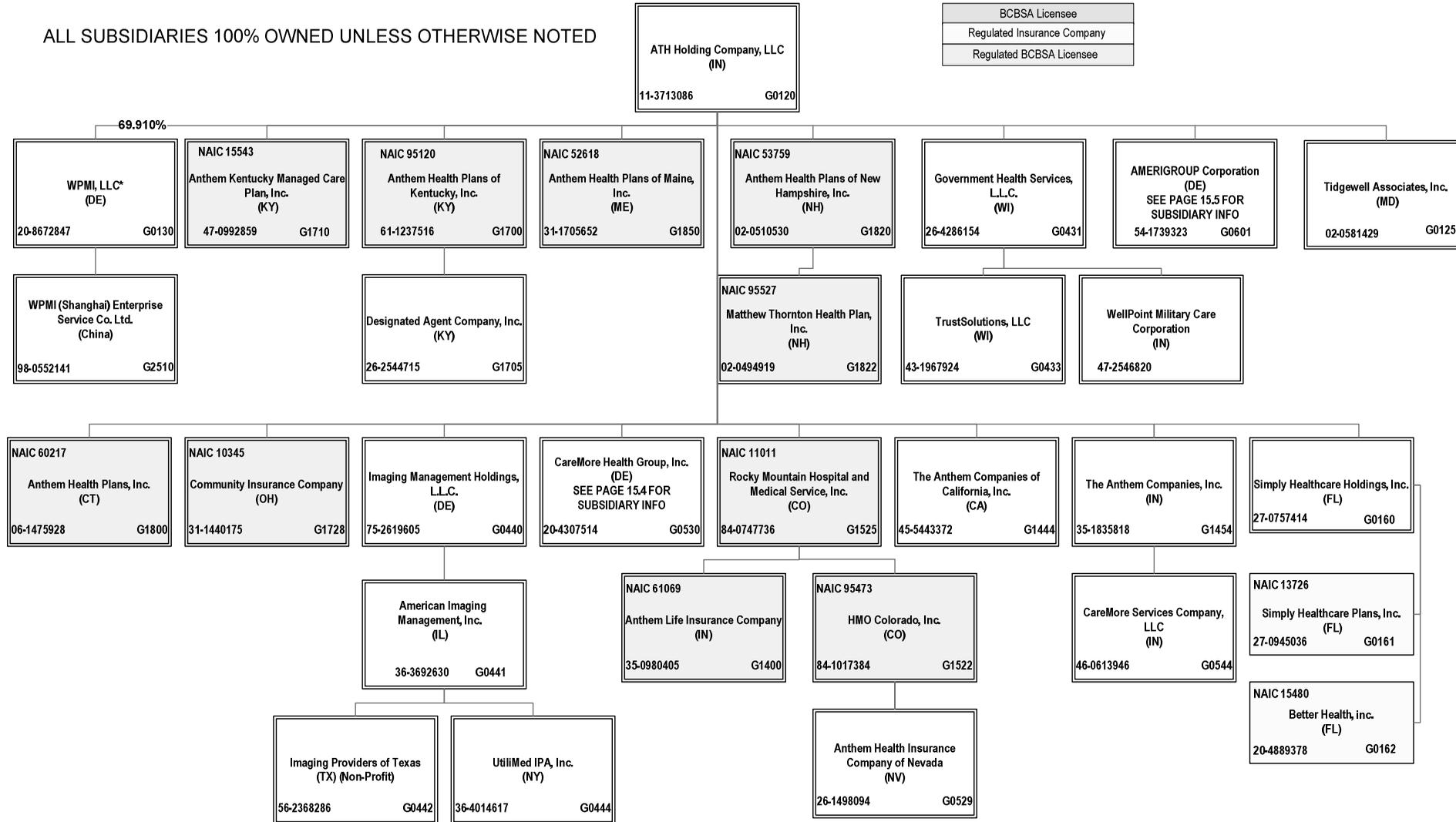
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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

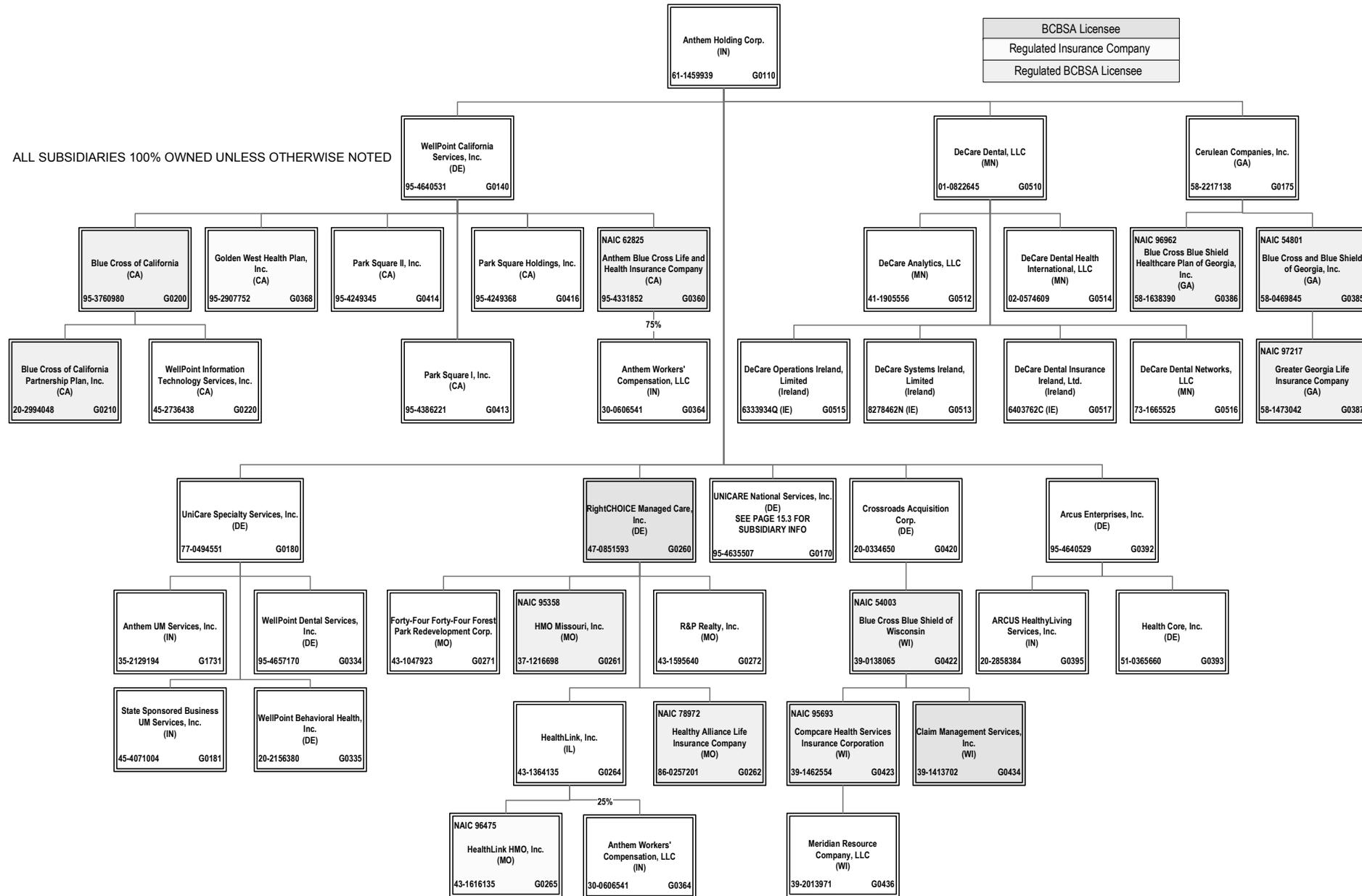
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



*30.09% of WPMI, LLC is owned by unaffiliated investors

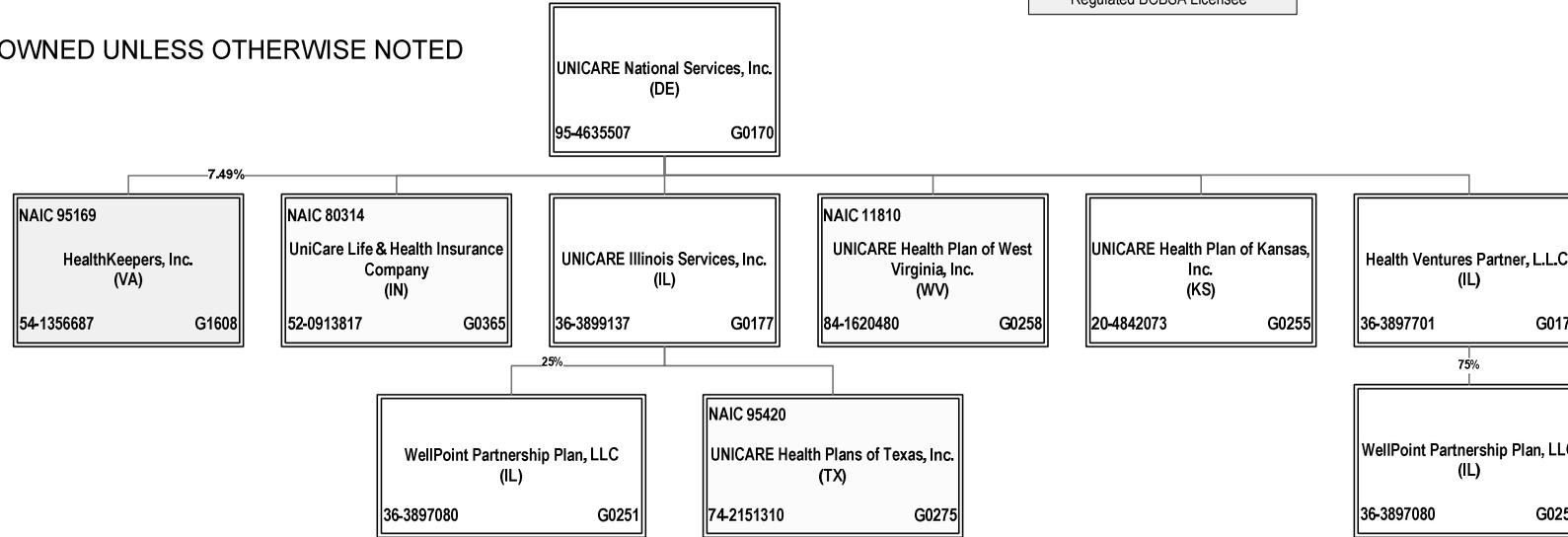
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

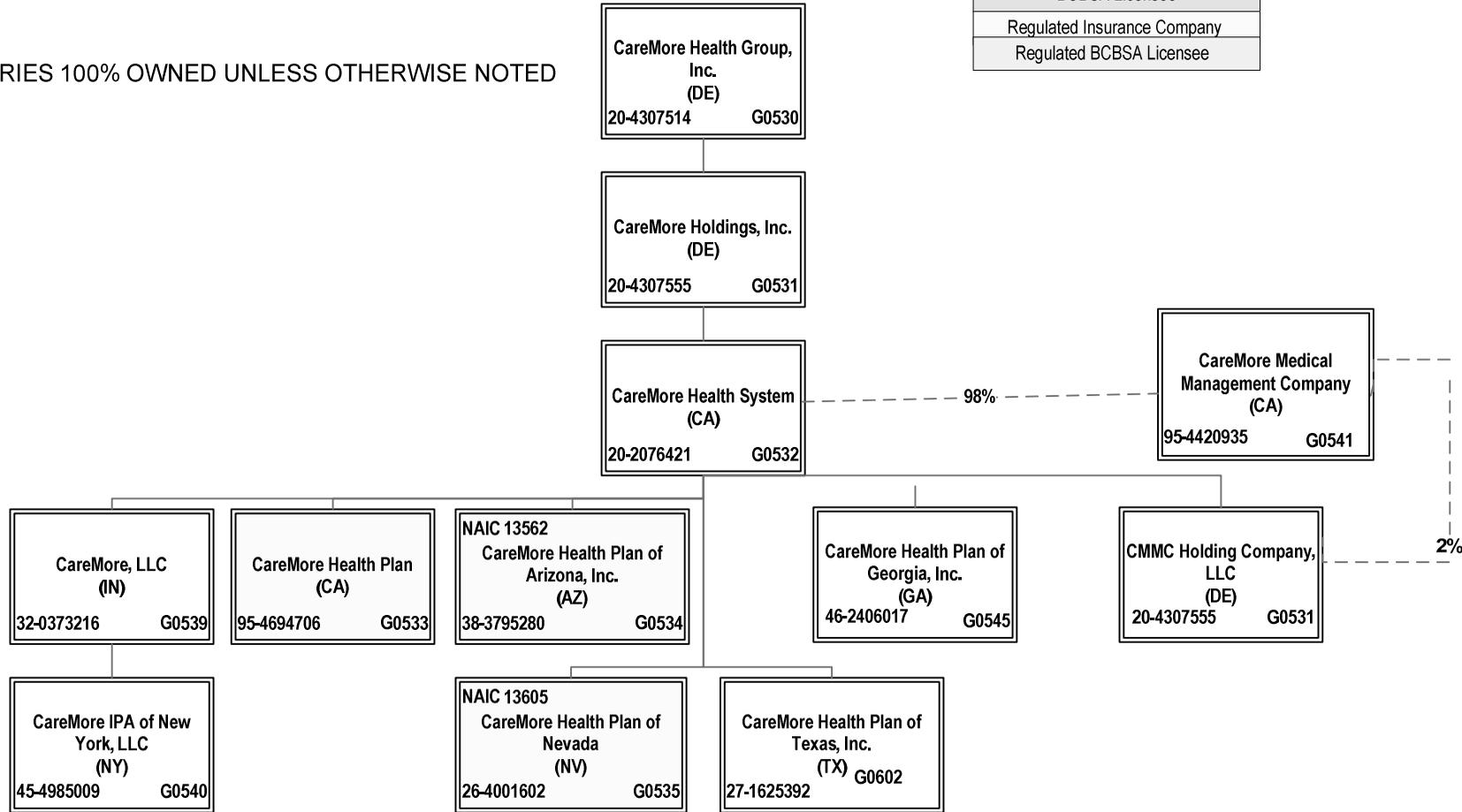
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

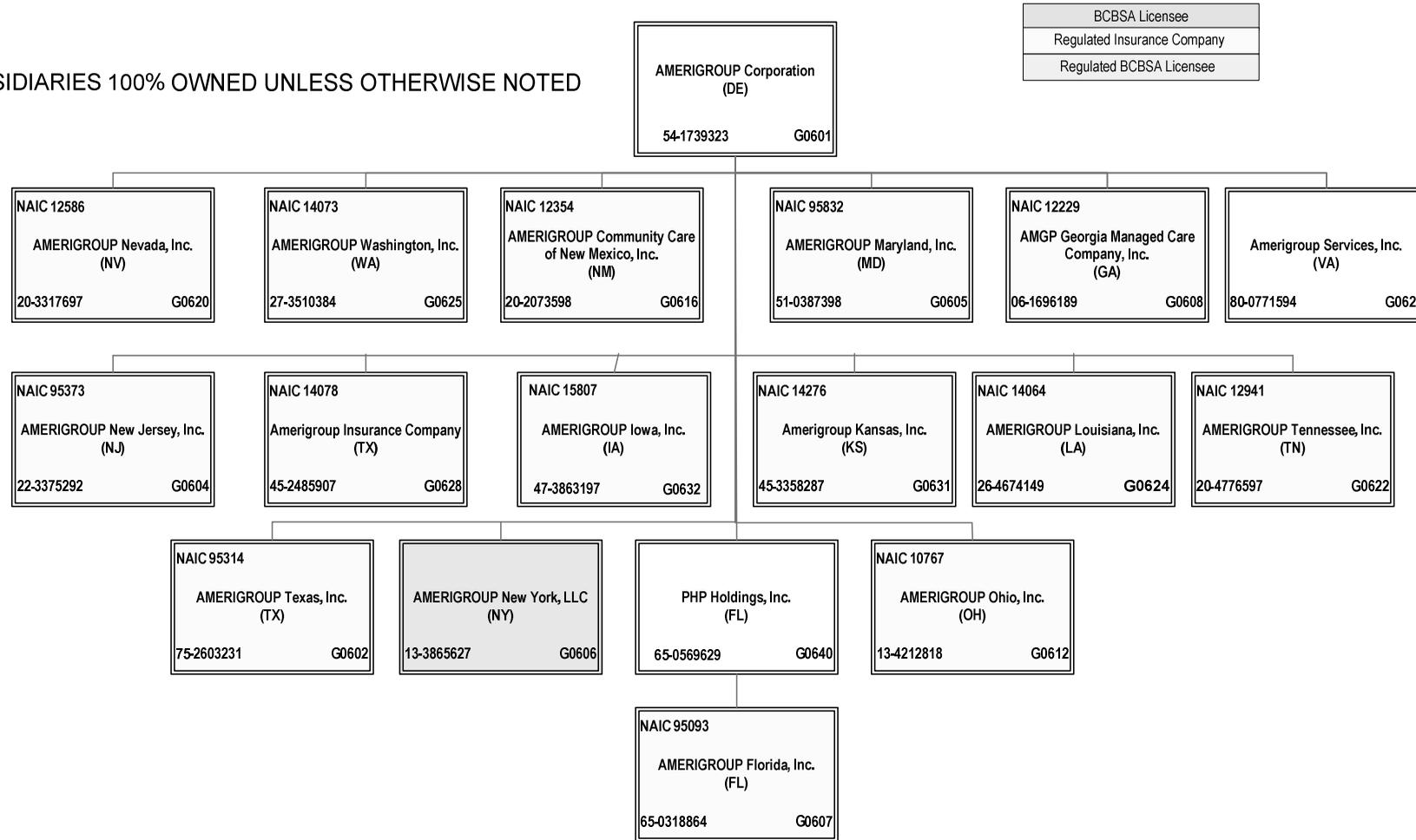
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



BCBSA Licensee
Regulated Insurance Company
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STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0671	Anthem, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95093	54-1739323				AMERIGROUP Corporation	DE	UDP	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14078	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	15807	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14276	47-3863197				AMERIGROUP Iowa, Inc.	IA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14064	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95832	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12586	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95373	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	10767	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12941	13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	0100
0671	Anthem, Inc.	95314	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14073	80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12229	20-4776597				AMERIGROUP Tennessee, Inc.	TN	RE	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	62825	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	52618	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	53759	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95120	Anthem Blue Cross Life and Health Insurance Company				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	52618	35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	Anthem Health Plans of New Hampshire, Inc.				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	61-1459939				Anthem Holding Corp.	IN	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	6324	35-2145715			New York Stock Exchange (NYSE)	Anthem, Inc.	IN	UIP	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	6324	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	6324	47-0992859				Anthem Kentucky Managed Care Plan, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	6324	Anthem Life & Disability Insurance Company				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	20-5876774				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	35-0980405				Anthem Merger Sub Corp.	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	32-0031791				Anthem Southeast, Inc.	IN	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	Anthem Blue Cross Life and Health Insurance Company				Anthem Blue Cross Life and Health Insurance Company	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	11-3713086				ATH Holding Company, LLC	IN	UIP	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	15480	20-4889378				Better Health, Inc.	FL	IA	Simply Healthcare Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	54801	58-0468845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	Anthem, Inc.	

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0671	Anthem, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	0101
0671	Anthem, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.000	Anthem, Inc.	0102
0671	Anthem, Inc.		20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	0103
0671	Anthem, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		46-2406017				CareMore Health Plan of Georgia, Inc.	GA	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4420935				CareMore Medical Management Company	CA	NIA	CMHC Holding Company, LLC	Ownership	2.000	Anthem, Inc.	
0671	Anthem, Inc.		46-0613946				CareMore Services Company, LLC	IN	NIA	The Anthem Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-4307555				CMHC Holding Company, LLC	DE	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Dental Insurance Ireland, Ltd.	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Operations Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Systems Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	0104
0671	Anthem, Inc.		26-4286154				Government Health Services, LLC	WI	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.510	Anthem, Inc.	
0671	Anthem, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.490	Anthem, Inc.	
0671	Anthem, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

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

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Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671	Anthem, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		39-2013971				Meridian Resource Company, LLC	WI	NIA	Compicare Health Services Insurance Corporation	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.000	Anthem, Inc.	0105
...0671	Anthem, Inc.		95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		65-0569629				PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-0473316				SellCore, Inc.	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		27-0757414				Simply Healthcare Holdings, Inc.	FL	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	13726	27-0945036				Simply Healthcare Plans, Inc.	FL	IA	Simply Healthcare Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		35-1835818				The Anthem Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		45-5443372				The Anthem Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		02-0581429				Tidgewell Associates, Inc.	MD	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	NIA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-4405193				WellPoint Acquisition, LLC	IN	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		20-3620996				WellPoint Holding Corp	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		47-2546820				WellPoint Military Care Corporation	IN	NIA	Government Health Services, LLC	Ownership	100.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.000	Anthem, Inc.	
...0671	Anthem, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.000	Anthem, Inc.	

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671 ...	Anthem, Inc. ....	.....	98-0552141 .....	.....	.....	.....	WPMI (Shanghai) Enterprise Service Co. Ltd. ....	...CHN.....	.....NIA.....	WPMI, LLC	Ownership.....	..100.000	Anthem, Inc. ....	.....
...0671 ...	Anthem, Inc. ....	.....	20-8672847 .....	.....	.....	.....	WPMI, LLC .....	...DE.....	.....NIA.....	ATH Holding Company, LLC	Ownership.....	..69.910	Anthem, Inc. ....	...0106

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the New York State Department of Health.
0101	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0104	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	50% owned by unaffiliated investors
0106	30.09% owned by unaffiliated investors

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Liabilities Line 23

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
2304. Other Risk Adjustment Payable	15,208		15,208	
2397. Summary of remaining write-ins for Line 23 from overflow page	15,208	0	15,208	0

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	205,942,692	204,183,304
2. Cost of bonds and stocks acquired	233,910,610	65,342,378
3. Accrual of discount	55,464	21,189
4. Unrealized valuation increase (decrease)	(11,156,600)	1,091,408
5. Total gain (loss) on disposals	223,485	151,726
6. Deduct consideration for bonds and stocks disposed of	48,380,334	62,809,896
7. Deduct amortization of premium	1,988,652	2,037,417
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)	378,606,665	205,942,692
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	378,606,665	205,942,692

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	241,829,868	15,801,565	42,044,274	(1,792,851)	229,920,198	241,829,868	213,794,308	178,648,831
2. NAIC 2 (a)	40,856,701	3,772,660	560,355	(214,482)	24,051,680	40,856,701	43,854,524	21,484,261
3. NAIC 3 (a)	99,781,021	7,892,124	6,920,993	(7,933,040)	66,990,536	99,781,021	92,819,112	
4. NAIC 4 (a)	9,981,997	675,906	2,243,784	4,633,469	2,942,750	9,981,997	13,047,588	
5. NAIC 5 (a)	1,659,662	0	0	(1,323,661)	1,674,958	1,659,662	336,001	
6. NAIC 6 (a)	0				0	0	0	
7. Total Bonds	394,109,249	28,142,255	51,769,406	(6,630,565)	325,580,122	394,109,249	363,851,533	200,133,092
PREFERRED STOCK								
8. NAIC 1	0				0	0	0	0
9. NAIC 2	0				0	0	0	0
10. NAIC 3	0				0	0	0	0
11. NAIC 4	0				0	0	0	0
12. NAIC 5	0				0	0	0	0
13. NAIC 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	394,109,249	28,142,255	51,769,406	(6,630,565)	325,580,122	394,109,249	363,851,533	200,133,092

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

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	5,696,560	XXX	5,696,560	108	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	15,797,950	7,358,995
2. Cost of short-term investments acquired	216,425,672	69,336,089
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	290	
6. Deduct consideration received on disposals	226,514,895	60,894,926
7. Deduct amortization of premium	12,457	2,208
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)	5,696,560	15,797,950
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	5,696,560	15,797,950

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of cash equivalents acquired	2,005,469	
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	2,000,000	
7. Deduct amortization of premium	5,469	
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
36179R-NH-5	GNMA 11 POOL MA3105 3.500% 09/20/45		09/01/2015	J P Morgan		1,774,375	1,700,000	3,306	1
0599999. Subtotal - Bonds - U.S. Governments						1,774,375	1,700,000	3,306	XXX
181006-GS-0	CLARK CNTY NV PASSENGER FAC CH SERIES C 5.000% 07/01/26		07/01/2015	Wachovia Securities		1,177,170	1,000,000	.0	1FE
3132M4-KD-6	FHLMC GOLD POOL Q24192 4.000% 01/01/44		07/01/2015	Bony/Barclays Capital Inc		(15,203)	(14,282)	(21)	1
3138EP-DB-7	FNMA POOL AL6397 3.500% 01/01/30		07/01/2015	Goldman Sachs & Co		(26,736)	(25,331)	(37)	1
3138W9-WF-4	FNMA POOL ASD357 4.000% 09/01/43		07/01/2015	Stephens Inc		(72,836)	(68,380)	(99)	1
594615-BB-1	MICHIGAN ST BLDG AUTH REVENUE SERIES I 5.000% 04/15/22		07/31/2015	Chase		662,355	565,000	.0	1FE
650009-F8-1	NEW YORK ST THRUWAY AUTH 5.000% 01/01/27		07/01/2015	Morgan Stanley		870,983	750,000	625	1FE
735389-VJ-4	PORT SEATTLE WASH REV SERIES B 5.000% 03/01/26		07/22/2015	Morgan Stanley		378,232	325,000	.0	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						2,973,965	2,532,007	468	XXX
00165A-AH-1	AMC ENTERTAINMENT INC 5.750% 06/15/25		07/27/2015	Tax Free Exchange		260,000	260,000	2,159	4FE
013817-AH-1	ALCOA INC 5.125% 10/01/24		09/21/2015	Bank of America		1,190,325	1,180,000	29,062	3FE
126650-CJ-7	CVS/CAREMARK CORP 2.800% 07/20/20		07/13/2015	Bony/Barclays Capital Inc		1,568,838	1,570,000	.0	2FE
14574X-AD-6	CARROLS RESTAURANT GROUP INC SERIES WI 8.000% 05/01/22		08/18/2015	Tax Free Exchange		50,000	50,000	1,211	4FE
161175-AK-0	CHARTER COMM OPT LLC SERIES 144A 3.579% 07/23/20		07/09/2015	Goldman Sachs & Co		185,000	185,000	.0	3FE
161175-AM-6	CHARTER COMM OPT LLC SERIES 144A 4.908% 07/23/25		07/09/2015	Goldman Sachs & Co		980,000	980,000	.0	3FE
22025Y-AG-3	CORRECTIONS CORP OF AMERICA 5.000% 10/15/22		09/21/2015	Wachovia Securities		600,000	600,000	.0	3FE
316770-BD-0	FIFTH THIRD BANK SERIES MTN 2.150% 08/20/18		08/17/2015	J P Morgan		699,881	700,000	.0	1FE
35906A-AR-9	FRONTIER COMM SERIES 144A 8.875% 09/15/20		09/11/2015	J P Morgan		40,000	40,000	.0	3FE
35906A-AU-2	FRONTIER COMM SERIES 144A 10.500% 09/15/22		09/11/2015	J P Morgan		280,000	280,000	.0	3FE
35906A-AX-6	FRONTIER COMM SERIES 144A 11.000% 09/15/25		09/11/2015	J P Morgan		390,000	390,000	.0	3FE
527298-BC-6	LEVEL 3 FINANCING INC SERIES WI 5.625% 02/01/23		08/17/2015	Tax Free Exchange		415,906	400,000	3,875	4FE
52736R-BG-6	LEVI STRAUSS & CO SERIES WI 5.000% 05/01/25		07/31/2015	Morgan Stanley		106,425	110,000	1,497	3FE
52736R-BG-6	LEVI STRAUSS & CO SERIES WI 5.000% 05/01/25		07/15/2015	Tax Free Exchange		180,000	180,000	1,950	3FE
595112-BG-7	MICRON TECHNOLOGY INC SERIES 144A 5.625% 01/15/26		09/01/2015	Goldman Sachs & Co		182,000	200,000	1,531	3FE
759187-BL-0	REGIONS FINANCIAL CORP SERIES BKNT 2.250% 09/14/18		07/28/2015	Goldman Sachs & Co		988,822	990,000	.0	2FE
77340R-AM-9	ROOKIES EXPRESS PIPELINE SERIES 144A 6.875% 04/15/40		08/27/2015	Merrill Lynch		266,700	280,000	7,272	3FE
78442F-EJ-3	SLM CORP MTN 8.000% 03/25/20		09/11/2015	Bank of America		640,000	640,000	24,320	3FE
817565-CB-8	SERVICE CORP INTERNATIONAL 5.375% 05/15/24		08/10/2015	Bank of America		643,250	620,000	8,609	3FE
928377-AA-8	VISTA OUTDOOR INC SERIES 144A 5.875% 10/01/23		08/06/2015	Morgan Stanley		290,500	290,000	.0	3FE
98212B-AG-8	WPX ENERGY INC 8.250% 08/01/23		07/17/2015	Bony/Barclays Capital Inc		280,000	280,000	.0	3FE
500150-AB-6	KODIAK OIL & GAS CORP 8.125% 12/01/19	A.	09/17/2015	Mitsubishi Securities		575,650	580,000	14,530	3FE
00772B-AF-8	AERCAP IRELAND CAP LTD/A SERIES WI 4.500% 05/15/21	F.	07/30/2015	Tax Free Exchange		2,409,273	2,310,000	21,656	3FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						13,222,570	13,115,000	117,672	XXX
8399997. Total - Bonds - Part 3						17,970,910	17,347,007	121,446	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						17,970,910	17,347,007	121,446	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						17,970,910	XXX	121,446	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
36179R-BW-8	GNMA 11 POOL MA2753 3.000% 04/20/45		09/01/2015	Paydown		27,737	27,737	28,291	.0	.0	(555)	.0	(555)	.0	27,737	.0	.0	.0	.216	04/20/2045	1
36179R-D7-1	GNMA 11 POOL MA2826 3.500% 05/20/45		09/01/2015	Paydown		61,919	61,919	64,357	.0	.0	(2,438)	.0	(2,438)	.0	61,919	.0	.0	.0	.412	05/20/2045	1
36180J-V6-8	GNMA POOL AD6937 3.500% 03/20/43		09/01/2015	Paydown		86,923	86,923	94,040	93,772	.0	(6,849)	.0	(6,849)	.0	86,923	.0	.0	.0	1,932	03/20/2043	1
36180K-B2-6	GNMA POOL AD7257 3.500% 03/15/43		09/01/2015	Paydown		51,636	51,636	55,606	55,456	.0	(3,819)	.0	(3,819)	.0	51,636	.0	.0	.0	1,071	03/15/2043	1
3620AC-Z3-1	GNMA POOL 726262 5.000% 09/15/39		09/01/2015	Paydown		27,427	27,427	30,170	30,113	.0	(2,686)	.0	(2,686)	.0	27,427	.0	.0	.0	.923	09/15/2039	1
0599999. Subtotal - Bonds - U.S. Governments						255,642	255,642	272,464	179,341	0	(16,347)	0	(16,347)	0	255,642	0	0	0	4,554	XXX	XXX
3128M7-W6-8	FHLMC POOL G05769 5.000% 12/01/39		09/01/2015	Paydown		81,136	81,136	89,668	.0	.0	(8,532)	.0	(8,532)	.0	81,136	.0	.0	.0	1,892	12/01/2039	1
3128M9-K2-7	FHLMC GOLD POOL G07213 3.500% 11/01/42		09/01/2015	Paydown		41,882	41,882	44,457	44,382	.0	(2,500)	.0	(2,500)	.0	41,882	.0	.0	.0	.962	11/01/2042	1
3128MJ-TW-0	FHLMC GOLD POOL G08564 4.500% 12/01/43		09/01/2015	Paydown		196,169	196,169	207,602	207,563	.0	(11,395)	.0	(11,395)	.0	196,169	.0	.0	.0	6,010	12/01/2043	1
3132M4-KD-6	FHLMC GOLD POOL Q24192 4.000% 01/01/44		09/01/2015	Paydown		106,356	106,356	113,219	.0	.0	(6,863)	.0	(6,863)	.0	106,356	.0	.0	.0	522	01/01/2044	1
3136AD-3F-4	FNMA SERIES 2013-45 CLASS CB 4.000% 12/25/42		09/01/2015	Paydown		47,790	47,790	52,673	51,910	.0	(4,120)	.0	(4,120)	.0	47,790	.0	.0	.0	1,198	12/25/2042	1
3137B0-XC-3	FHLMC MULTIFAMILY STRUCTURED SERIES 4182 CLASS KT 3.500% 05/15/41		09/01/2015	Paydown		46,554	46,554	50,388	49,989	.0	(3,434)	.0	(3,434)	.0	46,554	.0	.0	.0	1,060	05/15/2041	1
3138AX-XV-8	FNMA POOL AJ6091 4.000% 12/01/41		09/01/2015	Paydown		56,306	56,306	60,269	60,174	.0	(3,868)	.0	(3,868)	.0	56,306	.0	.0	.0	1,448	12/01/2041	1
3138E1-HX-8	FNMA POOL AJ8345 4.000% 12/01/41		09/01/2015	Paydown		93,910	93,910	100,455	100,265	.0	(6,354)	.0	(6,354)	.0	93,910	.0	.0	.0	2,465	12/01/2041	1
3138EB-HM-8	FNMA POOL AK6544 3.000% 04/01/27		09/01/2015	Paydown		72,349	72,349	76,859	76,409	.0	(4,061)	.0	(4,061)	.0	72,349	.0	.0	.0	1,414	04/01/2027	1
3138EG-HT-4	FNMA POOL AL0241 4.000% 04/01/41		09/01/2015	Paydown		69,242	69,242	74,381	74,214	.0	(4,972)	.0	(4,972)	.0	69,242	.0	.0	.0	1,793	04/01/2041	1
3138EK-NK-7	FNMA POOL AL3093 3.500% 02/01/43		09/01/2015	Paydown		27,974	27,974	29,635	29,584	.0	(1,610)	.0	(1,610)	.0	27,974	.0	.0	.0	629	02/01/2043	1
3138EK-RG-2	FNMA POOL AL3186 5.500% 03/01/39		09/01/2015	Paydown		18,641	18,641	20,680	20,662	.0	(2,021)	.0	(2,021)	.0	18,641	.0	.0	.0	669	03/01/2039	1
3138EL-U9-4	FNMA POOL AL3307 4.000% 11/01/42		09/01/2015	Paydown		72,953	72,953	75,882	75,826	.0	(2,873)	.0	(2,873)	.0	72,953	.0	.0	.0	1,914	11/01/2042	1
3138EL-WE-1	FNMA POOL AL3344 4.500% 10/01/42		09/01/2015	Paydown		28,384	28,384	30,415	30,374	.0	(1,990)	.0	(1,990)	.0	28,384	.0	.0	.0	815	10/01/2042	1
3138EL-BR-3	FNMA POOL AL3647 4.000% 12/01/42		09/01/2015	Paydown		80,214	80,214	85,604	85,595	.0	(5,380)	.0	(5,380)	.0	80,214	.0	.0	.0	2,175	12/01/2042	1
3138EP-DB-7	FNMA POOL AL6397 3.500% 01/01/30		09/01/2015	Paydown		102,563	102,563	108,252	108,252	.0	(5,689)	.0	(5,689)	.0	102,563	.0	.0	.0	521	01/01/2030	1
3138W9-WF-4	FNMA POOL AS0357 4.000% 09/01/43		09/01/2015	Paydown		167,737	167,737	178,666	.0	.0	(10,929)	.0	(10,929)	.0	167,737	.0	.0	.0	820	09/01/2043	1
3138WC-TN-3	FNMA POOL AS3256 4.000% 09/01/44		09/01/2015	Paydown		120,133	120,133	128,213	.0	.0	(8,081)	.0	(8,081)	.0	120,133	.0	.0	.0	793	09/01/2044	1
3138WD-RW-3	FNMA POOL AS4100 4.500% 12/01/44		09/01/2015	Paydown		79,440	79,440	86,962	.0	.0	(7,522)	.0	(7,522)	.0	79,440	.0	.0	.0	1,393	12/01/2044	1
3138Y3-MT-5	FNMA POOL AX2169 4.000% 11/01/44		09/01/2015	Paydown		92,108	92,108	98,138	98,110	.0	(6,002)	.0	(6,002)	.0	92,108	.0	.0	.0	2,396	11/01/2044	1
3140Q2-2V-2	FNMA POOL 735288 5.000% 03/01/35		09/01/2015	Paydown		39,830	39,830	43,253	43,139	.0	(3,309)	.0	(3,309)	.0	39,830	.0	.0	.0	1,312	03/01/2035	1
3140Q3-DX-4	FNMA POOL 745418 5.500% 04/01/36		09/01/2015	Paydown		44,102	44,102	47,989	47,895	.0	(3,793)	.0	(3,793)	.0	44,102	.0	.0	.0	1,603	04/01/2036	1
31416B-TA-6	FNMA POOL 995245 5.000% 01/01/39		09/01/2015	Paydown		105,276	105,276	115,145	114,933	.0	(9,657)	.0	(9,657)	.0	105,276	.0	.0	.0	3,493	01/01/2039	1
31416C-D3-7	FNMA POOL 995722 5.000% 05/01/38		09/01/2015	Paydown		63,045	63,045	68,423	68,274	.0	(5,230)	.0	(5,230)	.0	63,045	.0	.0	.0	2,107	05/01/2038	1
31416Y-XY-9	FNMA POOL AB3394 4.500% 08/01/41		09/01/2015	Paydown		117,391	117,391	127,463	127,571	.0	(10,072)	.0	(10,072)	.0	117,391	.0	.0	.0	3,336	08/01/2041	1
31417G-CE-4	FNMA POOL AB9068 3.500% 04/01/43		09/01/2015	Paydown		63,732	63,732	67,707	67,593	.0	(3,861)	.0	(3,861)	.0	63,732	.0	.0	.0	1,500	04/01/2043	1
31417G-CF-1	FNMA POOL AB9069 3.500% 04/01/43		09/01/2015	Paydown		39,944	39,944	42,525	42,457	.0	(2,513)	.0	(2,513)	.0	39,944	.0	.0	.0	997	04/01/2043	1
31418A-GG-8	FNMA POOL MA1770 4.500% 02/01/44		09/01/2015	Paydown		50,607	50,607	54,315	54,254	.0	(3,648)	.0	(3,648)	.0	50,607	.0	.0	.0	1,399	02/01/2044	1
31418A-JL-3	FNMA POOL MA1166 3.500% 09/01/32		09/01/2015	Paydown		70,416	70,416	74,685	74,438	.0	(4,022)	.0	(4,022)	.0	70,416	.0	.0	.0	1,669	09/01/2032	1
31419D-4K-4	FNMA POOL AE3525 4.000% 03/01/41		09/01/2015	Paydown		64,967	64,967	69,860	69,704	.0	(4,737)	.0	(4,737)	.0	64,967	.0	.0	.0	1,781	03/01/2041	1
3199999. Subtotal - Bonds - U.S. Special Revenues						2,261,151	2,261,151	2,423,891	1,715,207	0	(159,038)	0	(159,038)	0	2,261,151	0	0	0	50,086	XXX	XXX
00165A-AG-3	AMC ENTERTAINMENT INC SERIES 144A 5.750% 06/15/25		07/27/2015	Tax Free Exchange		260,000	260,000	260,000	.0	.0	.0	.0	.0	260,000	.0	.0	.0	.0	2,159	06/15/2025	4FE
00206R-AV-4	AT&T INC 2.500% 08/15/15		08/15/2015	Maturity		400,000	400,000	416,188	403,031	.0	(3,031)	.0	(3,031)	.0	400,000	.0	.0	.0	10,000	08/15/2015	2FE
02376T-AC-2	AMER AIRLIN 13-2 B PTT SERIES SERIES III 5.600% 07/15/20		07/20/2015	Redemption 100.0000		36,708	36,708	38,406	.0	.0	(89)	.0	(89)	.0	38,317	.0	(1,609)	(1,609)	1,028	07/15/2020	3FE
045054-AB-9	ASSTEAD CAPITAL INC SERIES 144A 6.500% 07/15/22		09/23/2015	CS First Boston		1,050,000	1,000,000	1,063,750	.0	.0	(6,450)	.0	(6,450)	.0	1,057,300	.0	(7,300)	(7,300)	44,958	07/15/2022	3FE
14574X-AC-8	CARROLLS RESTAURANT GROUP INC SERIES 144A 8.000% 05/01/22		08/18/2015	Tax Free Exchange		50,000	50,000	50,000	.0	.0	.0	.0	.0	50,000	.0	.0	.0	.0	1,211	05/01/2022	4FE
247367-BJ-3	DELTA AIRLINES SERIES 2007-1 CLASS B EETC 8.021% 08/10/22		08/10/2015	Redemption 100.0000		138,304	138,304	162,162	.0	.0	(1,807)	.0	(1,807)	.0	160,355	.0	(22,050)	(22,050)	5,547	08/10/2022	2FE
264147-AC-3	DUCOMMUN INC 9.750% 07/15/18		07/27/2015	Call 104,8750		524,375	500,000	532,500	.0	.0	(8,524)	.0	(8,524)	.0	523,976	.0	399	399	26,000	07/15/2018	4FE
29273E-AC-2	ENDO FIN LLC ENDO FINCO SERIES 144A 6.000% 07/15/23		09/10/2015	Bony/Barclays Capital Inc		519,375	500,000	503,000	.0	.0	(79)	.0	(79)	.0	502,921	.0	16,454	16,454	5,467	07/15/2023	4FE
421924-BN-0	HEALTHSOUTH CORP 5.125% 03/15/23		08/05/2015	Various		769,100	775,000	790,113	.0	.0	(779)	.0	(779)	.0	789,333	.0	(20,233)	(20,233)	16,329	03/15/2023	3FE
526057-BU-7	LENNAR CORP 4.500% 11/15/19		09/23/2015	Bank of America		918,000	900,000	924,750	.0	.0	(2,572)	.0	(2,572)	.0	918,000	.0	(4,178)	(4,178)	33,638	11/15/2019	3FE
527298-BB-8	LEVEL 3 FINANCING INC SERIES 144A 5.625% 02/01/23		08/17/201																		

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15									
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)		
52736R-BF-8	LEVI STRAUSS & CO SERIES 144A 5.000% 05/01/25		07/15/2015	Tax Free Exchange		180,000	180,000	180,000	0	0	0	0	0	0	180,000	0	0	0	1,950	05/01/2025	3FE		
7400SP-AV-6	PRAXAIR INC 3.250% 09/15/15		09/15/2015	Maturity		75,000	75,000	80,966	76,241	0	(1,241)	0	(1,241)	0	75,000	0	0	0	2,438	09/15/2015	1FE		
78442F-ET-1	SLM CORP SERIES MTN 6.125% 03/25/24		09/11/2015	Bank of America Bony/Barclays Capital		555,200	640,000	609,600	0	0	1,229	0	1,229	0	610,829	0	(55,629)	(55,629)	38,220	03/25/2024	3FE		
801056-AA-0	SANMINA CORP SERIES 144A 4.375% 06/01/19		07/14/2015	Inc		708,316	700,000	705,250	0	0	(310)	0	(310)	0	704,940	0	3,376	3,376	19,226	06/01/2019	3FE		
871829-AR-8	SYSCO CORP 1.450% 10/02/17		07/14/2015	Call 101.0000		813,050	805,000	804,694	804,719	0	54	0	54	0	804,773	0	8,277	8,277	9,143	10/02/2017	1FE		
907818-EE-4	UNION PACIFIC CORP 2.250% 06/19/20		07/14/2015	Markets		1,700,697	1,700,000	1,698,640	0	0	19	0	19	0	1,698,659	0	2,038	2,038	2,869	06/19/2020	1FE		
911365-BC-7	UNITED RENTALS 4.625% 07/15/23		07/21/2015	Goldman Sachs & Co		39,100	40,000	40,050	0	0	(5)	0	(5)	0	40,045	0	(945)	(945)	591	07/15/2023	3FE		
98877D-AB-1	ZF NA CAPITAL SERIES 144A 4.500% 04/29/22		07/21/2015	Pershing		167,552	170,000	168,742	0	0	36	0	36	0	168,778	0	(1,226)	(1,226)	1,785	04/29/2022	3FE		
00772B-AE-1	AERCAP IRELAND CAP LTD/A SERIES 144A 4.500% 05/15/21	F	07/30/2015	Tax Free Exchange		2,409,274	2,310,000	2,413,600	0	0	(4,326)	0	(4,326)	0	2,409,274	0	0	0	73,631	05/15/2021	3FE		
03969A-AF-7	ARDAGH PKG FIN/MP HD USA SERIES 144A 3.337% 12/15/19	F	09/23/2015	Goldman Sachs & Co		489,375	500,000	490,000	0	0	981	0	981	0	490,981	0	(1,605)	(1,605)	8,749	12/15/2019	4FE		
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					12,219,332	12,080,012	12,349,411	1,283,991	0	(27,988)	0	(27,988)	0	12,303,565	0	(84,231)	(84,231)	317,314		XXX	XXX	
8399997	Total - Bonds - Part 4					14,736,125	14,596,805	15,045,766	3,178,539	0	(203,373)	0	(203,373)	0	14,820,358	0	(84,231)	(84,231)	371,954		XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	XXX
8399999	Total - Bonds					14,736,125	14,596,805	15,045,766	3,178,539	0	(203,373)	0	(203,373)	0	14,820,358	0	(84,231)	(84,231)	371,954		XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0		XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0		XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0		XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0		XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0		XXX	XXX
9999999	- Totals					14,736,125	XXX	15,045,766	3,178,539	0	(203,373)	0	(203,373)	0	14,820,358	0	(84,231)	(84,231)	371,954		XXX	XXX	

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

E05.1

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

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

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

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

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

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

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
0199999. Subtotal - Bonds - U.S. Governments - Issuer Obligations				0	0	XXX
0299999. Subtotal - Bonds - U.S. Governments - Residential Mortgage-Backed Securities				0	0	XXX
0399999. Subtotal - Bonds - U.S. Governments - Commercial Mortgage-Backed Securities				0	0	XXX
0499999. Subtotal - Bonds - U.S. Governments - Other Loan-Backed and Structured Securities				0	0	XXX
0599999. Total - U.S. Government Bonds				0	0	XXX
0699999. Subtotal - Bonds - All Other Governments - Issuer Obligations				0	0	XXX
0799999. Subtotal - Bonds - All Other Governments - Residential Mortgage-Backed Securities				0	0	XXX
0899999. Subtotal - Bonds - All Other Governments - Commercial Mortgage-Backed Securities				0	0	XXX
0999999. Subtotal - Bonds - All Other Governments - Other Loan-Backed and Structured Securities				0	0	XXX
1099999. Total - All Other Government Bonds				0	0	XXX
1199999. Subtotal - Bonds - U.S. States, Territories and Possessions - Issuer Obligations				0	0	XXX
1299999. Subtotal - Bonds - U.S. States, Territories and Possessions - Residential Mortgage-Backed Securities				0	0	XXX
1399999. Subtotal - Bonds - U.S. States, Territories and Possessions - Commercial Mortgage-Backed Securities				0	0	XXX
1499999. Subtotal - Bonds - U.S. States, Territories and Possessions - Other Loan-Backed and Structured Securities				0	0	XXX
1799999. Total - U.S. States, Territories and Possessions Bonds				0	0	XXX
1899999. Subtotal - Bonds - U.S. Political Subdivisions - Issuer Obligations				0	0	XXX
912796-FN-4	UNITED STATES TREASURY BILL		1	55,012	55,012	
912796-GT-0	UNITED STATES TREASURY BILL		1	31,869	31,869	
912810-EC-8	UNITED STATES TREASURY BOND		1	866	866	
912810-EH-7	UNITED STATES TREASURY BOND		1	1,401	1,401	
912810-PS-1	US TREASURY INFLATION INDEXED BONDS		1	30,836	30,836	
912810-PW-2	UNITED STATES TREASURY BOND		1	1,445	1,445	
912810-QA-9	UNITED STATES TREASURY BOND		1	25,352	25,352	
912810-RB-6	UNITED STATES TREASURY BOND		1	282,090	282,090	
912810-RC-4	UNITED STATES TREASURY BOND		1	87,239	87,239	
912828-A3-4	UNITED STATES TREASURY NOTE		1	9,246	9,246	
912828-A7-5	UNITED STATES TREASURY NOTE		1	132,684	132,684	
912828-A9-1	UNITED STATES TREASURY NOTE		1	1,805	1,805	
912828-B4-1	UNITED STATES TREASURY NOTE		1	4,272	4,272	
912828-B6-6	UNITED STATES TREASURY NOTE		1	19,264	19,264	
912828-B6-6	UNITED STATES TREASURY NOTE		1	126	126	
912828-D5-6	UNITED STATES TREASURY NOTE		1	3,496	3,496	
912828-F2-1	UNITED STATES TREASURY NOTE		1	9,189	9,189	
912828-F3-9	UNITED STATES TREASURY NOTE		1	4,542	4,542	
912828-F5-4	UNITED STATES TREASURY NOTE		1	18,205	18,205	
912828-FF-2	UNITED STATES TREASURY NOTE		1	6,000	6,000	
912828-FL-9	US TREASURY INFLATION INDEXED NOTES		1	195	195	
912828-G3-8	UNITED STATES TREASURY NOTE		1	19,827	19,827	
912828-G4-6	UNITED STATES TREASURY NOTE		1	71,887	71,887	
912828-G9-5	UNITED STATES TREASURY NOTE		1	2,603	2,603	
912828-H5-2	UNITED STATES TREASURY NOTE		1	6,380	6,380	
912828-H6-0	UNITED STATES TREASURY NOTE		1	19,012	19,012	
912828-H6-0	UNITED STATES TREASURY NOTE		1	8,363	8,363	
912828-H9-4	UNITED STATES TREASURY NOTE		1	13,338	13,338	
912828-HA-1	UNITED STATES TREASURY NOTE		1	2,127	2,127	
912828-K4-1	UNITED STATES TREASURY NOTE		1	5,945	5,945	
912828-K0-2	UNITED STATES TREASURY NOTE		1	731	731	
912828-MK-3	UNITED STATES TREASURY NOTE		1	116,075	116,075	
912828-ND-8	UNITED STATES TREASURY NOTE		1	5,253	5,253	
912828-NM-8	US TREASURY INFLATION INDEXED NOTES		1	390	390	
912828-PF-1	UNITED STATES TREASURY NOTE		1	54	54	
912828-PP-9	US TREASURY INFLATION INDEXED NOTES		1	1,419	1,419	
912828-PS-3	UNITED STATES TREASURY NOTE		1	1,459	1,459	
912828-PS-3	UNITED STATES TREASURY NOTE		1	13,497	13,497	
912828-QD-5	US TREASURY INFLATION INDEXED NOTES		1	181	181	
912828-QX-1	UNITED STATES TREASURY NOTE		1	398	398	
912828-RC-6	UNITED STATES TREASURY NOTE		1	3,727	3,727	
912828-RE-2	UNITED STATES TREASURY NOTE		1	1,076	1,076	
912828-RU-6	UNITED STATES TREASURY NOTE		1	10,815	10,815	
912828-SA-9	US TREASURY INFLATION INDEXED NOTES		1	2,199	2,199	
912828-SJ-0	UNITED STATES TREASURY NOTE		1	14,380	14,380	
912828-SQ-4	US TREASURY INFLATION INDEXED NOTES		1	418	418	
912828-SQ-4	US TREASURY INFLATION INDEXED NOTES		1	7,768	7,768	
912828-SV-3	UNITED STATES TREASURY NOTE		1	262	262	
912828-SY-7	UNITED STATES TREASURY NOTE		1	5,007	5,007	
912828-TC-4	UNITED STATES TREASURY NOTE		1	2,096	2,096	
912828-TE-0	US TREASURY INFLATION INDEXED NOTES		1	2,091	2,091	
912828-TE-0	US TREASURY INFLATION INDEXED NOTES		1	834	834	
912828-UA-6	UNITED STATES TREASURY NOTE		1	18,794	18,794	
912828-UE-8	UNITED STATES TREASURY NOTE		1	18,792	18,792	
912828-UH-1	US TREASURY INFLATION INDEXED NOTES		1	89,394	89,394	
912828-UH-1	US TREASURY INFLATION INDEXED NOTES		1	9,982	9,982	
912828-US-7	UNITED STATES TREASURY NOTE		1	102,206	102,206	
912828-VB-3	UNITED STATES TREASURY NOTE		1	6,691	6,691	
912828-VB-3	UNITED STATES TREASURY NOTE		1	40	40	
912828-VE-7	UNITED STATES TREASURY NOTE		1	5,133	5,133	
912828-VII-9	US TREASURY INFLATION INDEXED NOTES		1	162	162	
912828-VII-7	UNITED STATES TREASURY NOTE		1	32	32	
912828-WJ-5	UNITED STATES TREASURY NOTE		1	1,675	1,675	
912828-WI-6	UNITED STATES TREASURY NOTE		1	2,301	2,301	
1999999. Subtotal - Bonds - U.S. Political Subdivisions - Residential Mortgage-Backed Securities				1,319,950	1,319,950	XXX
2099999. Subtotal - Bonds - U.S. Political Subdivisions - Commercial Mortgage-Backed Securities				0	0	XXX
2199999. Subtotal - Bonds - U.S. Political Subdivisions - Other Loan-Backed and Structured Securities				0	0	XXX
2499999. Total - U.S. Political Subdivisions Bonds				1,319,950	1,319,950	XXX
2599999. Subtotal - Bonds - U.S. Special Revenues - Issuer Obligations				0	0	XXX
2699999. Subtotal - Bonds - U.S. Special Revenues - Residential Mortgage-Backed Securities				0	0	XXX

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

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

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
2799999. Subtotal - Bonds - U.S. Special Revenues - Commercial Mortgage-Backed Securities				0	0	XXX
2899999. Subtotal - Bonds - U.S. Special Revenues - Other Loan-Backed and Structured Securities				0	0	XXX
3199999. Total - U.S. Special Revenues Bonds				0	0	XXX
000000-00-0	LANDESBANK BADEN-WURTEMBERG (NEW YORK)		1	1,220,000	1,220,000	10/01/2015
000000-00-0	SKANDINAVISKA ENSKILDA BANKEN AB (CAYMAN)		1	1,200,000	1,200,000	10/01/2015
000000-00-0	NORDEA BANK FINLAND PLC, NY BRANCH (CAYMAN)		1	1,340,000	1,340,000	10/01/2015
000000-00-0	ROYAL BANK OF CANADA (TORONTO)		1	1,280,000	1,280,000	10/01/2015
000000-00-0	SVENSKA HANDELSBANKEN AB (CAYMAN)		1	1,050,000	1,050,000	10/01/2015
000000-00-0	DZ BANK AG (NEW YORK)		1	1,120,000	1,120,000	10/01/2015
000000-00-0	ROYAL BANK OF SCOTLAND PLC REPO (USD)		2	1,475,860	1,475,860	10/01/2015
000000-00-0	PAYABLE/RECEIVABLE		1	(2,254)	(3,217)	10/01/2015
05574R-E2-7	BNP PARIBAS (NEW YORK)		1	299,993	300,000	10/29/2015
06417H-LQ-7	BANK OF NOVA SCOTIA (HOUSTON)		1	299,460	300,024	05/27/2016
066922-76-6	BLACKROCK CASH-PRIME-INS		1	915,000	915,000	10/01/2015
14912L-5M-9	CATERPILLAR FINANCIAL SE		1	100,046	100,050	02/26/2016
46640E-CD-8	JP MORGAN SECURITIES LLC (3A3)		1	300,180	300,000	03/01/2016
61747C-71-5	MORGAN STANLEY LIQ PRIME-IN		1	1,089,000	1,089,000	10/01/2015
68371R-L3-8	PACCAR FINANCIAL CORP		1	100,062	100,066	02/08/2016
86958D-III-8	SVENSKA HANDELSBANKEN AB (NEW YORK)		1	300,002	300,001	10/02/2015
92646L-XU-9	VICTORY RECEIVABLES CORPORATION		1	299,957	299,957	10/28/2015
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations				12,387,300	12,386,740	XXX
000000-00-0	CITIGROUP GLOBAL MARKETS INC REPO		1	5,140,182	5,140,182	
000000-00-0	BNP PARIBAS SECURITIES CORP. REPO		1	7,975,850	7,975,850	
000000-00-0	HSBC SECURITIES USA INC REPO		1	7,975,850	7,975,850	
3399999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities				21,091,882	21,091,882	XXX
3499999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities				0	0	XXX
17305E-FL-4	CCCIT2013-A12		1	99,961	100,044	11/07/2018
254683-BC-8	DCENT 2013-A3		1	100,013	100,000	10/15/2018
3599999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities				199,974	200,044	XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds				33,679,156	33,678,666	XXX
4299999. Subtotal - Bonds - Hybrid Securities - Issuer Obligations				0	0	XXX
4399999. Subtotal - Bonds - Hybrid Securities - Residential Mortgage-Backed Securities				0	0	XXX
4499999. Subtotal - Bonds - Hybrid Securities - Commercial Mortgage-Backed Securities				0	0	XXX
4599999. Subtotal - Bonds - Hybrid Securities - Other Loan-Backed and Structured Securities				0	0	XXX
4899999. Total - Hybrid Securities				0	0	XXX
4999999. Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Issuer Obligations				0	0	XXX
5099999. Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Residential Mortgage-Backed Securities				0	0	XXX
5199999. Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Commercial Mortgage-Backed Securities				0	0	XXX
5299999. Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Other Loan-Backed and Structured Securities				0	0	XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds				0	0	XXX
6199999. Total - Issuer Obligations				12,387,300	12,386,740	XXX
6299999. Total - Residential Mortgage-Backed Securities				22,411,832	22,411,832	XXX
6399999. Total - Commercial Mortgage-Backed Securities				0	0	XXX
6499999. Total - Other Loan-Backed and Structured Securities				199,974	200,044	XXX
6599999. Total Bonds				34,999,106	34,998,616	XXX
6899999. Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)				0	0	XXX
6999999. Subtotal - Preferred Stocks - Parent, Subsidiaries and Affiliates				0	0	XXX
7099999. Total - Preferred Stocks				0	0	XXX
000000-00-0	CITIGROUP GLOBAL MARKETS INC REPO		1	585,000	585,000	
7199999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				585,000	585,000	XXX
7299999. Subtotal - Common Stocks - Parent, Subsidiaries and Affiliates				0	0	XXX
7399999. Subtotal - Common Stocks - Mutual Funds				0	0	XXX
7499999. Subtotal - Common Stocks - Money Market Mutual Funds				0	0	XXX
7599999. Total - Common Stocks				585,000	585,000	XXX
7699999. Total - Preferred and Common Stocks				585,000	585,000	XXX
8699999. Total - Real Estate (Schedule A type)				0	0	XXX
8799999. Total - Mortgage Loans on Real Estate (Schedule B type)				0	0	XXX
8899999. Total - Other Invested Assets (Schedule BA type)				0	0	XXX
8999999. Total - Short-Term Invested Assets (Schedule DA type)				0	0	XXX
9099999. Total - Cash (Schedule E Part 1 type)				0	0	XXX
9199999. Total - Cash Equivalents (Schedule E Part 2 type)				0	0	XXX
9299999. Total - Other Assets				0	0	XXX
9999999 - Totals				35,584,106	35,583,616	XXX

General Interrogatories:

- Total activity for the year to date Fair Value \$ 26,841,612 Book/Adjusted Carrying Value \$ 26,840,868
- Average balance for the year to date Fair Value \$ 19,168,911 Book/Adjusted Carrying Value \$ 19,168,536
- Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
 NAIC 1 \$ 34,107,756 NAIC 2 \$ 1,475,860 NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

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

Reinvested Collateral Assets Owned Current Statement Date

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

General Interrogatories:

- | | | |
|---|---------------------|---------------------------------------|
| 1. Total activity for the year to date | Fair Value \$ | Book/Adjusted Carrying Value \$ |
| 2. Average balance for the year to date | Fair Value \$ | Book/Adjusted Carrying Value \$ |

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

N O N E

Medicare Part D Coverage Supplement

N O N E

QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

Name of Insurer AMERIGROUP Tennessee, Inc.
 Date 11/13/2015 FEIN 20-4776597
 NAIC Group # 0671 NAIC Company # 12941

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

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

B. Additional comments if necessary for clarification:

C. Diskette Contact Person:

Bette Lou Gronseth

Phone: 757-518-3638

Address: 4425 Corporation Lane Virginia Beach VA 23462

D. Software Vendor: Eagle Technology Management

Version: 2015

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

Yes No

The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2015 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes submitted have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name)

Symantec Endpoint Protection (version number) 11.0.7300.1294

Signed

Bette L. Gronseth

Type Name and Title: Bette L. Gronseth, Director II Regulatory Reporting

AMERIGROUP Tennessee, Inc. - Middle Region
Report 2A
For the Period Ending 9/30/15

Member Months	Current Period 491,913	Year-To-Date Total 1,462,066	Previous Year Total 2,551,443
Revenues:			
TennCare Capitation	153,415,521	498,573,233	926,833,048
Investment	1,048,388	3,580,983	4,228,652
Other Revenues	5,667,183	17,033,660	15,510,400
Total Revenues	160,131,092	519,187,876	946,572,100
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	29,117,059	85,030,762	169,892,403
Inpatient Hospital Services	23,541,705	70,145,943	144,090,694
Outpatient Hospital Services	6,769,947	18,962,917	34,778,247
Emergency Room Services	6,845,602	20,047,450	34,131,069
Dental Services	-	-	-
Vision Services	442,187	1,356,567	2,680,736
Pharmacy Services	-	-	-
Home Health Services	3,999,291	11,369,325	21,865,761
Chiropractic Services	-	-	-
Radiology Services	3,644,707	11,704,220	22,918,704
Laboratory Services	2,466,504	7,805,850	15,396,186
Durable Medical Equipment Services	876,232	3,044,254	7,548,376
Transportation Services	3,406,961	10,309,778	17,845,830
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	81,110,195	239,777,066	471,148,006
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,865,447	5,379,421	10,324,269
Inpatient Substance Abuse Treatment and Detox	1,243,631	3,586,280	6,261,900
Outpatient Mental Health Services	2,126,135	6,205,979	10,746,227
Outpatient Substance Abuse Treatment and Detox	1,393,175	4,077,682	7,586,295
Housing/Residential Treatment	1,153,947	3,526,451	7,632,540
Specialized Crisis Services	799,235	2,350,140	4,343,854
Psychiatric Rehab and Support Services	954,661	2,789,839	4,906,915
Case Management	3,204,173	9,367,422	17,031,860
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	12,740,404	37,283,214	68,833,860
CHOICES			
Nursing Facility Care	26,758,752	81,180,950	148,633,344
HCBS Services	8,498,136	25,295,814	45,816,260
Subtotal CHOICES	35,256,888	106,476,764	194,449,604
Subtotal Hospital, Medical, MH&SAS, CHOICES	129,107,487	383,537,044	734,431,470
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MH&SAS	129,107,487	383,537,044	734,431,470
Administration:			
Compensation	5,418,622	16,672,712	31,151,992
Direct and Allocated Admin expenses	8,596,676	25,437,596	32,527,727
Marketing	35,050	121,796	251,567
Interest Expense	-	-	-
Premium Tax Expense	9,544,875	29,518,655	51,824,086
Occupancy, Depreciation, and Amortization	157,193	502,965	889,851
Other Administration - Write-Ins	105,929	13,399,295	24,659,389
Total Administration Expenses	23,858,345	85,653,019	141,304,613
Total Expenses	152,965,832	469,190,063	875,736,083
Extraordinary Item	-	-	-
Provision for Income Tax	4,065,639	14,630,762	28,363,767
Net Income (Loss)	3,099,621	35,367,051	42,472,250
Write-Ins for Other Revenues			
HIF Reimbursement	5,667,183	17,033,660	-
Total Other Revenues	5,667,183	17,033,660	-
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			
ACA Health Insurer Fee	(1,162,567)	9,646,413	10,376,529
Claims Adjustment Expense	(59,652)	1,252,596	3,161,434
DME/Vision Network Admin Fees	123,578	569,175	791,815
External Labor Services	541,062	943,968	1,481,228
Implementation Fee	-	(1,000,000)	5,000,000
Mailings	101,065	342,333	-
Printing	93,383	285,869	789,095
Telecommunication	96,441	289,800	-
Travel	197,956	553,461	869,491
Other Administration < \$175,000 YTD	174,663	515,680	2,189,797
Total Other Administration	105,929	13,399,295	24,659,389

AMERIGROUP Tennessee, Inc. - East Region
 Report 2A
 For the Period Ending 9/30/15

Member Months	Current Period	Year-To-Date Total	Previous Year Total
	382,281	1,097,707	-
Revenues:			
TennCare Capitation	125,843,942	354,134,218	-
Investment	947,827	1,640,702	-
Other Revenues	-	-	-
Total Revenues	126,791,769	355,774,920	-
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	18,961,678	66,067,500	-
Inpatient Hospital Services	20,059,604	63,040,766	-
Outpatient Hospital Services	4,308,033	14,669,593	-
Emergency Room Services	7,721,480	17,082,219	-
Dental Services	-	-	-
Vision Services	192,403	895,191	-
Pharmacy Services	-	-	-
Home Health Services	499,259	6,146,985	-
Chiropractic Services	-	-	-
Radiology Services	2,721,887	8,650,275	-
Laboratory Services	1,320,610	5,408,441	-
Durable Medical Equipment Services	506,269	2,212,002	-
Transportation Services	3,400,328	8,185,332	-
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	59,691,551	192,358,304	-
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,532,361	4,481,094	-
Inpatient Substance Abuse Treatment and Detox	1,021,574	3,247,098	-
Outpatient Mental Health Services	1,430,615	4,382,383	-
Outpatient Substance Abuse Treatment and Detox	931,410	3,425,385	-
Housing/Residential Treatment	430,218	2,321,391	-
Specialized Crisis Services	457,507	1,577,912	-
Psychiatric Rehab and Support Services	763,101	2,084,375	-
Case Management	2,324,466	6,862,597	-
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	8,891,252	28,382,235	-
CHOICES			
Nursing Facility Care	28,531,244	60,883,800	-
HCBS Services	2,097,381	12,363,673	-
Subtotal CHOICES	30,628,625	73,247,473	-
Subtotal Hospital, Medical, MH&SAS, CHOICES	99,211,428	293,988,012	-
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MH&SAS	99,211,428	293,988,012	-
Administration:			
Compensation	4,137,397	11,662,333	-
Direct and Allocated Admin expenses	6,947,115	18,749,891	-
Marketing	26,958	92,157	-
Interest Expense	-	-	-
Premium Tax Expense	7,550,637	20,106,602	-
Occupancy, Depreciation, and Amortization	110,959	321,959	-
Other Administration - Write-Ins	437,315	13,391,705	-
Total Administration Expenses	19,210,381	64,324,647	-
Total Expenses	118,421,809	358,312,659	-
Extraordinary Item	-	-	-
Provision for Income Tax	1,951,003	1,596,124	-
Net Income (Loss)	6,418,957	(4,133,863)	-
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			
ACA Health Insurer Fee	(417,725)	8,688,173	-
Claims Adjustment Expense	5,254	2,277,956	-
DME/Vision Network Admin Fees	96,485	634,830	-
External Labor Services	305,343	572,833	-
Implementation Fee	-	-	-
Mailings	78,818	255,792	-
Printing	72,193	214,206	-
Telecommunication	74,449	203,149	-
Travel	128,722	334,999	-
Other Administration < \$175,000 YTD	93,776	209,767	-
Total Other Administration	437,315	13,391,705	-

AMERIGROUP Tennessee, Inc. - West Region
 Report 2A
 For the Period Ending 9/30/15

Member Months	Current Period	Year-To-Date Total	Previous Year Total
	370,575	1,048,126	-
Revenues:			
TennCare Capitation	109,081,330	312,441,372	-
Investment	776,639	1,322,405	-
Other Revenues	-	-	-
Total Revenues	109,857,969	313,763,777	-
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	22,730,683	67,339,447	-
Inpatient Hospital Services	20,525,276	59,371,988	-
Outpatient Hospital Services	5,049,040	13,419,895	-
Emergency Room Services	7,414,103	15,760,937	-
Dental Services	-	-	-
Vision Services	234,007	860,673	-
Pharmacy Services	-	-	-
Home Health Services	656,018	5,692,012	-
Chiropractic Services	-	-	-
Radiology Services	3,224,697	8,510,954	-
Laboratory Services	1,562,087	5,207,146	-
Durable Medical Equipment Services	390,799	1,911,777	-
Transportation Services	3,355,659	7,622,377	-
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	65,142,369	185,697,206	-
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,734,119	4,363,461	-
Inpatient Substance Abuse Treatment and Detox	1,156,079	2,619,508	-
Outpatient Mental Health Services	936,831	3,308,360	-
Outpatient Substance Abuse Treatment and Detox	592,276	2,381,919	-
Housing/Residential Treatment	292,618	1,978,949	-
Specialized Crisis Services	368,253	1,367,301	-
Psychiatric Rehab and Support Services	445,473	1,623,633	-
Case Management	1,160,238	5,206,823	-
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	6,685,887	22,849,954	-
CHOICES			
Nursing Facility Care	21,180,322	49,507,585	-
HCBS Services	2,839,773	11,473,037	-
Subtotal CHOICES	24,020,095	60,980,622	-
Subtotal Hospital, Medical, MH&SAS, CHOICES	95,848,351	269,527,782	-
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MH&SAS	95,848,351	269,527,782	-
Administration:			
Compensation	3,646,823	10,394,820	-
Direct and Allocated Admin expenses	6,638,865	17,859,367	-
Marketing	26,233	85,379	-
Interest Expense	-	-	-
Premium Tax Expense	6,544,880	17,729,682	-
Occupancy, Depreciation, and Amortization	95,592	272,437	-
Other Administration - Write-Ins	407,807	11,629,676	-
Total Administration Expenses	17,360,200	57,971,361	-
Total Expenses	113,208,551	327,499,143	-
Extraordinary Item	-	-	-
Provision for Income Tax	(963,603)	(1,411,488)	-
Net Income (Loss)	(2,386,979)	(12,323,878)	-
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			
ACA Health Insurer Fee	(444,810)	7,665,959	-
Claims Adjustment Expense	39,558	1,745,432	-
DME/Vision Network Admin Fees	90,793	511,037	-
External Labor Services	337,031	608,489	-
Implementation Fee	-	-	-
Mailings	76,208	243,507	-
Printing	69,911	203,830	-
Telecommunication	67,706	187,830	-
Travel	115,018	301,859	-
Other Administration < \$175,000 YTD	56,392	161,733	-
Total Other Administration	407,807	11,629,676	-

AMERIGROUP Tennessee, Inc.-Grand Region Middle
 Cash Reconciliation-Middle Region-Medicaid only
 September 30, 2015

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	2013 PCP Increase rate reimbursement	Capitation Pre-payments	Rate Cell Difference between Region	Long-Term Care Overpayment Recoupment	Long Term Care Incentive Payment	Liquidated Damages	Pharmacy Benefit Payment	Cash difference	Premium receivable
	Cash P2, C3, L5 IA	Premium P4, C2, L2							Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1
Beginning Balance (Prem. Rec)															\$ 14,606,750.85
June	1,832,453.29												1,832,453.29	-	-
July	57,480,921.70	57,510,418.27	57,473,902.67	1,436,847.57	56,037,055.10	1,444,866.60						(\$1,000.00)		(0.01)	(8,019.03)
July	1,976,609.49												1,976,609.49	-	-
July	2,066,012.04												2,066,012.04	-	-
July	3,383,095.92												3,383,095.92	-	-
July	2,043,300.15												2,043,300.15	-	-
August	57,504,000.86	57,411,559.14	57,515,594.48	1,437,889.86	56,077,704.62	1,436,847.57			(5,551.32)			(\$5,000.00)		(0.00)	1,042.30
August	1,831,824.71												1,831,824.71	-	-
August	2,285,823.77												2,285,823.77	-	-
August	1,940,707.05												1,940,707.05	-	-
August	1,947,984.80												1,947,984.80	-	-
September	57,475,512.08	44,159,267.64	57,481,399.55	1,437,034.99	56,044,364.56	1,437,889.86			(142.34)			(\$6,600.00)		(0.00)	(854.87)
September	1,863,075.28												1,863,075.28	-	-
September	2,363,456.19												2,363,456.19	-	-
September	1,818,982.52												1,818,982.52	-	-
September	2,097,248.06												2,097,248.06	-	-
September	1,779,123.54												1,779,123.54	-	-
Total	\$ 201,690,131.45	\$ 159,081,245.05	\$ 172,470,896.70	\$ 4,311,772.42	\$ 168,159,124.28	\$ 4,319,604.03	\$ -	\$ -	\$ (5,693.66)	\$ -	\$ -	\$ (12,600.00)	\$ 29,229,696.81	\$ (0.01)	\$ 14,598,919.25

Balance @ 6/30/15

Reconciliation

Cash collected	\$ 201,690,131.45	
Premium earned	159,081,245.05	
Difference	\$ 42,608,886.40	
Premium Receivable	\$ 19,733,820.36	
Less:		
Beginning Balance	\$ 14,606,750.85	\$ 5,127,069.51
Liquidated Damages	(12,600.00)	
Pharmacy Benefit Payment	29,229,696.81	
Rate Cell Difference between Region	(5,693.66)	
Giftcards reclass to admin	1,457.79	
Change in Payment Adjustments	18,523,094.96	\$ 62,342,706.75
Difference	\$ 42,608,886.39	0.01

\$ 14,598,919.25	
5,667,182.18	Health Insurance Fee Reimbursement Affordable Care Act
(526,875.00)	Retro Accrual
-	LTSS Incentive paid in April 2015
(5,406.07)	Non System Payment Recoupment
19,733,820.36	Subtotal @ 09/30/15
19,733,820.36	Trial Balance @ 09/30/15
0.00	Checkpoint

Cash that should be included on premium tax return	
Medicaid Premiums	159,081,245.05
Change in Premium Receivable	(5,127,069.51)
Pharmacy Benefit Payment	29,229,696.81
Rate Cell Difference between Region	(5,693.66)
Giftcards reclass to admin	1,457.79
Change in Payment Adjustments	18,523,094.96
	201,702,731.44
Total Cash collected	201,690,131.45
add back liquidated damages	12,600.00
	201,702,731.45
	(0.01)

12,102,163.89

AMERIGROUP Tennessee, Inc.-East Region
 Cash Reconciliation-East Region-Medicaid only
 September 30, 2015

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	HIF Reimbursement	Capitation Pre-payments	Rate Cell Difference between Region	Long-Term Care Overpayment Recoupment	Long Term Care Incentive Payment	Liquidated Damages	Pharmacy Benefit Payment	Cash difference	Premium receivable
	Cash P2, C3, L51A	Premium P4, C2, L2							Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1
Beginning Balance (Prem. Rec)															\$ 1,075,686.38
June	997,179.30												997,179.30	-	-
July	42,155,784.48	42,137,536.51	42,137,536.51	1,053,438.41	41,084,098.10	1,075,686.38						(\$4,000.00)	1,310,426.09	0.00	(22,247.97)
July	1,310,426.09												1,073,548.93	-	-
July	1,073,548.93												1,914,121.70	-	-
July	1,914,121.70												1,914,121.70	-	-
July	1,079,861.85												1,079,861.85	-	-
August	44,141,104.00	44,198,551.24	44,199,091.55	1,104,977.29	43,094,114.26	1,053,438.41			5,551.32			(\$12,000.00)	1,226,544.53	0.01	51,538.87
August	1,226,544.53												1,276,503.75	-	-
August	1,276,503.75												1,276,503.75	-	-
August	1,203,072.21												1,203,072.21	-	-
August	1,139,800.96												1,139,800.96	-	-
September	43,935,938.56	39,507,855.00	43,937,763.00	1,098,444.08	42,839,318.93	1,104,977.29			142.34			(\$8,500.00)	1,251,742.24	0.01	(6,533.22)
September	1,251,742.24												1,350,938.34	-	-
September	1,350,938.34												1,350,938.34	-	-
September	1,185,040.33												1,185,040.33	-	-
September	1,122,839.47												1,122,839.47	-	-
September	1,115,544.30												1,115,544.30	-	-
Total	\$ 147,479,991.04	\$ 125,843,942.75	\$ 130,274,391.06	\$ 3,256,859.78	\$ 127,017,531.28	\$ 3,234,102.08	\$ -	\$ -	\$ 5,693.66	\$ -	\$ -	\$ (24,500.00)	\$ 17,247,164.00	\$ 0.01	\$ 1,098,444.06

Balance @ 6/30/15

Reconciliation

Cash collected	\$ 147,479,991.04
Premium earned	125,843,942.75
Difference	\$ 21,636,048.29
Premium Receivable	\$ 2,695,944.06
Less:	
Beginning Balance	\$ 1,075,686.38
Liquidated Damages	(24,500.00)
Pharmacy Benefit Payment	17,247,164.00
Rate Cell Difference between Region	5,693.66
Giftcards reclass to admin	-
Change in Payment Adjustments	6,027,948.32
	\$ 24,331,992.36
Difference	\$ 21,636,048.30

(0.01)

\$ 1,098,444.06	
\$ 1,597,500.00	Retro Accrual
2,695,944.06	Subtotal @ 09/30/15
2,695,944.06	Trial Balance @ 09/30/15
-	Checkpoint

Cash that should be included on premium tax return	
Medicaid Premiums	125,843,942.75
Change in Premium Receivable	(1,620,257.68)
Pharmacy Benefit Payment	17,247,164.00
Rate Cell Difference between Region	5,693.66
Giftcards reclass to admin	-
Change in Payment Adjustments	6,027,948.32
	147,504,491.05
Total Cash collected	147,479,991.04
add back liquidated damages	24,500.00
	147,504,491.04
	0.01

8,850,269.46

AMERIGROUP Tennessee, Inc.-West Region
 Cash Reconciliation-West Region-Medicaid only
 September 30, 2015

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	HIF Reimbursement	Capitation Pre-payments	Rate Cell Difference between Region	Long-Term Care Overpayment Recoupment	Long Term Care Incentive Payment	Liquidated Damages	Pharmacy Benefit Payment	Cash difference	Premium receivable
	Cash P2, C3, L5 IA	Premium P4, C2, L2							Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1
Beginning Balance (Prem. Rec)															\$ 950,775.35
June	757,082.00												757,082.00	-	-
July	38,003,463.57	38,004,295.61	38,004,295.61	950,107.39	37,054,188.22	950,775.35								(0.00)	(667.96)
July	984,956.92											(\$1,500.00)	984,956.92		
July	1,457,524.94												1,457,524.94		
July	823,077.17												823,077.17		
July	845,384.82												845,384.82		
August	39,722,330.20	39,768,433.65	39,768,433.65	994,210.84	38,774,222.81	950,107.39						(\$2,000.00)		0.00	44,103.45
August	1,007,082.94												1,007,082.94		
August	992,672.39												992,672.39		
August	917,456.74												917,456.74		
August	930,974.28												930,974.28		
September	41,148,091.70	31,308,601.19	41,184,493.19	1,029,612.33	40,154,880.86	994,210.84						(\$1,000.00)		(0.00)	35,401.49
September	967,196.92												967,196.92		
September	1,018,638.24												1,018,638.24		
September	894,672.04												894,672.04		
September	1,092,185.16												1,092,185.16		
September	874,084.49												874,084.49		
Total	\$ 132,436,874.52	\$ 109,081,330.45	\$ 118,957,222.45	\$ 2,973,930.56	\$ 115,983,291.89	\$ 2,895,093.58	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (4,500.00)	\$ 13,562,989.05	\$ (0.00)	\$ 1,029,612.33

Balance @ 6/30/15

Reconciliation

Cash collected	\$ 132,436,874.52
Premium earned	109,081,330.45
Difference	\$ 23,355,544.07
Premium Receivable	\$ 2,487,112.33
Less:	
Beginning Balance	\$ 950,775.35
Liquidated Damages	(4,500.00)
Pharmacy Benefit Payment	13,562,989.05
Capitation Pre-payments	-
Giftcards reclass to admin	-
Change in Payment Adjustments	11,333,392.00
	\$ 25,842,656.40
Difference	\$ 23,355,544.07

\$ 1,029,612.33
\$ 1,457,500.00
2,487,112.33
2,487,112.33
(0.00)

Retro Accrual
 Subtotal @ 09/30/15
 Trial Balance @ 09/30/15
 Checkpoint

Cash that should be included on premium tax return	
Medicaid Premiums	109,081,330.45
Change in Premium Receivable	(1,536,336.98)
Pharmacy Benefit Payment	13,562,989.05
Capitation Pre-payments	-
Giftcards reclass to admin	-
Change in Payment Adjustments	11,333,392.00
	132,441,374.52
Total Cash collected	132,436,874.52
add back liquidated damages	4,500.00
	132,441,374.52

7,946,482.47

STATEMENT AS OF SEPTEMBER 30, 2015 OF THE Amerigroup Tennessee, Inc.

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Express Scripts	1,448,408			1,381,924	1,553,767	1,276,565
0199998. Aggregate Pharmaceutical Rebate Receivables Not Individually Listed						
0199999. Total Pharmaceutical Rebate Receivables	1,448,408	0	0	1,381,924	1,553,767	1,276,565
0299998. Aggregate Claim Overpayment Receivables Not Individually Listed	646,194	430,304	363,466	1,970,625	3,410,589	
0299999. Total Claim Overpayment Receivables	646,194	430,304	363,466	1,970,625	3,410,589	0
0399998. Aggregate Loans and Advances to Providers Not Individually Listed			100,000	752,000	852,000	
0399999. Total Loans and Advances to Providers	0	0	100,000	752,000	852,000	0
0499998. Aggregate Capitation Arrangement Receivables Not Individually Listed						
0499999. Total Capitation Arrangement Receivables	0	0	0	0	0	0
0599998. Aggregate Risk Sharing Receivables Not Individually Listed						
0599999. Total Risk Sharing Receivables	0	0	0	0	0	0
TennCare Oversight	13,879,218	1,002,027	955,610	296,142		16,132,997
0699998. Aggregate Other Receivables Not Individually Listed				1,190	1,190	
0699999. Total Other Receivables	13,879,218	1,002,027	955,610	297,332	1,190	16,132,997
0799999 Gross health care receivables	15,973,820	1,432,331	1,419,076	4,401,881	5,817,546	17,409,562

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Compcare Health Services Insurance Corporation	5,104					5,104	
0199999 Total - Individually listed receivables	5,104					5,104	
0299999 Receivables not individually listed	1,458					1,458	
0399999 Total gross amounts receivable	6,562					6,562	