QUARTERLY STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

2011

TO THE

Insurance Department

OF THE STATE OF

Tennessee

FOR THE QUARTER ENDED
June 30, 2011

HEALTH

2011

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QUARTERLY STATEMENT

AS OF June 30, 2011

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Tennessee, Inc.

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

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

Country of Domicile United States of America

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

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

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

Main Administrative Office 4425 Corporation Lane (Street and Number)
Virginia Beach, VA 23462 (City or Town, State and Zip Code) (757)473-2721 (Area Code) (Telephone Number)

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

Primary Location of Books and Records 4425 Corporation Lane (Street and Number)
Virginia Beach, VA 23462 (City, or Town, State and Zip Code) (757)473-2721 (Area Code) (Telephone Number)

Internet Web Site Address www.amerigroupcorp.com

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

OFFICERS

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

OTHERS

Linda Kaye Whitley-Taylor, Vice President

DIRECTORS OR TRUSTEES

Charles Brian Shipp
Alvin Brock King
Nicholas Joseph Pace

State of Virginia
County of Virginia Beach ss

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

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

Subscribed and sworn to before me this 29th day of July, 2011

Barbara C. McLean
(Notary Public Signature)

BARBARA C. MCLEAN
STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires: March 3, 2014

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

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

Amerigroup RealSolutions in healthcare

Representation Concerning Matters Pertaining to Examination of Statutory Actuarial Items

TO: OptumInsight

FROM: AMERIGROUP Tennessee, Inc.

In connection with your examination of the unpaid claim liability to be included in the statutory annual statement of AMERIGROUP Tennessee, Inc. (Company) as of June 30, 2011, I represent that to the best of my knowledge and belief:

1. All information which would affect the actuarial items examined has been given to you;

2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete, and were derived from the records and data which form the basis of the quarterly statement for the period ending June 30, 2011,

3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined; and,

4. At risk providers are in a financial position to meet all liabilities under risk sharing contracts, including incentive and capitation contracts, and if not, the Company has accrued an appropriate liability to cover the risk.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

With respect to assets and liabilities of AMERIGROUP Tennessee, Inc. as of June 30, 2011, I represent that to the best of my knowledge and belief, the statutory statement, together with related exhibits, schedules and explanation therein contained, annexed or referred to, is a complete and fair statement of all the assets and liabilities and the condition of affairs of the Company as of June 30, 2011.

Signed Kathleen A. Tottle, FSA, MAAA

Name Kathleen Tottle

Title SVP, Corporate Actuarial

Date 8/9/11

Address 4425 Corporation Lane, VA 23462

Phone Number 757-321-3557

4425 Corporation Lane
Virginia Beach, Virginia 23462
757.490.6900
www.amerigroupcorp.com

Statement of Actuarial Opinion
AMERIGROUP Tennessee, Inc.
June 30, 2011

This Opinion is:	☑ Unqualified	☐ Qualified	☐ Adverse	☐ Inconclusive
Identification Section	☑ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Scope Section	☑ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Reliance Section	☑ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Opinion Section	☑ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Relevant Comments			☐ Revised Wording	
☐ The Actuarial Memorandum include "Deviation from Standard" wording regarding conformity with an Actuarial Standard of Practice				

I, John C. Lloyd, am associated with the firm of OptumInsight. I am a member of the American Academy of Actuaries and have been retained by AMERIGROUP Tennessee, Inc. to render an opinion with regard to loss reserves, actuarial liabilities and related items. I was appointed on December 3, 2009 in accordance with the requirements of the annual statement instructions. I meet the Academy qualification standards for rendering the opinion.

I have examined the assumptions and methods used in determining loss reserves, actuarial liabilities and related items listed below, as shown in the annual statement of the organization as prepared for filing with state regulatory officials, as of June 30, 2011.

A.	Claims unpaid (Page 3, Line 1);	$73,052,538
B.	Accrued medical incentive pool and bonus payments (Page 3, Line 2);	$ 173,512
C.	Unpaid claims adjustment expenses (Page 3, Line 3);	$ 1,455,787
D.	Aggregate health policy reserves (Page 3, Line 4) including unearned premium reserves, premium deficiency reserves, and additional policy reserves from the Underwriting and Investment Exhibit – Part 2D;	$0
E.	Aggregate life policy reserves (Page 3, Line 5);	$0
F.	Property/casualty unearned premium reserves (Page 3, Line 6);	$0
G.	Aggregate health claim reserves (Page 3, Line 7); and	$0
H.	Any actuarial reserves and liabilities not included in the items above	$0

In forming my opinion on items A through H above, I relied upon data prepared by Margaret Roomsburg, SVP - Chief Accounting Officer and Kathleen Tottle, SVP - Corporate Actuary as certified in the attached statements. I evaluated that data for reasonableness and consistency. I also reconciled that data to the Underwriting and Investment Exhibit - Part 2B of the company's current annual statement. In other respects, my examination included review of the actuarial assumptions and actuarial methods used and tests of the calculations I considered necessary.

In my opinion, the amounts carried in the balance sheet on account of the items identified above:

A. Are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles,

B. Are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose for which the statement was prepared,

C. Meet the requirements of the Insurance Laws and regulations of the state of Tennessee; and are at least as great as the minimum aggregate amounts required by the state in which this statement is filed,

D. Make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements,

E. Are computed on the basis of assumptions and methods consistent with those used in computing the corresponding items in the annual statement of the preceding year end,

F. Include appropriate provision for all actuarial items that ought to be established.

The Underwriting and Investment Exhibit – Part 2B was reviewed for reasonableness and consistency with the applicable Actuarial Standards of Practice.

My review did not include asset adequacy analysis, as such analysis is not required as part of this actuarial opinion given the nature of the organization's business. I have not reviewed any of the Company's assets and I have not formed any opinion as to their validity or value. My opinion is based on the assumption that the Company's June 30, 2011 unpaid claims liability is funded by valid assets with scheduled maturities and/or liquidity to meet future cash flow requirements.

Actuarial methods, considerations, and analyses used in forming my opinion conform to the relevant Standards of Practice as promulgated from time to time by the Actuarial Standards Board, which standards form the basis of this statement of opinion.

John C. Lloyd FSA, MAAA
2170 Satellite Blvd., Suite 150
Duluth GA 30097
678-417-4906

August 8, 2011

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	150,754,842		150,754,842	111,270,121
2.	Stocks:				
	2.1 Preferred stocks				
	2.2 Common stocks	2,862,000		2,862,000	
3.	Mortgage loans on real estate:				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate:				
	4.1 Properties occupied by the company (less $.....0 encumbrances)				
	4.2 Properties held for the production of income (less $.....0 encumbrances)				
	4.3 Properties held for sale (less $.....0 encumbrances)				
5.	Cash ($.....12,992,448), cash equivalents ($.....0) and short-term investments ($.....148,702,505)	161,694,953		161,694,953	212,247,356
6.	Contract loans (including $.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets				
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	315,311,795		315,311,795	323,517,477
13.	Title plants less $.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	1,360,144		1,360,144	898,568
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	16,114,881		16,114,881	8,340,634
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
	15.3 Accrued retrospective premiums	64,829		64,829	37,055
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				523,910
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset	6,671,508	382,727	6,288,781	6,361,091
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	53,199	38,419	14,780	21,271
21.	Furniture and equipment, including health care delivery assets ($.....0)	1,114,000	1,114,000		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				
24.	Health care ($.....0) and other amounts receivable	717,968	717,968		
25.	Aggregate write-ins for other than invested assets	342,629	270	342,359	605,600
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	341,750,953	2,253,384	339,497,569	340,305,606
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	341,750,953	2,253,384	339,497,569	340,305,606
DETAILS OF WRITE-INS					
1101.					
1102.					
1103.					
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501.	Prepaids	270	270		
2502.	Stop-Loss Policy	342,359		342,359	
2503.	LTC Contract Receivable				605,600
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	342,629	270	342,359	605,600

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	73,052,538		73,052,538	89,474,792
2.	Accrued medical incentive pool and bonus amounts	173,512		173,512	347,335
3.	Unpaid claims adjustment expenses	1,455,787		1,455,787	1,765,157
4.	Aggregate health policy reserves				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	63,701,794		63,701,794	64,233,420
9.	General expenses due or accrued	184,018		184,018	275,456
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	2,311,565		2,311,565	9,077,557
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated	9,146,642		9,146,642	6,274,831
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	1,023,346		1,023,346	1,424,481
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)				
20.	Reinsurance in unauthorized companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	292,169		292,169	
23.	Aggregate write-ins for other liabilities (including $.....0 current)	17,022,010		17,022,010	16,830,036
24.	Total liabilities (Lines 1 to 23)	168,363,381		168,363,381	189,703,065
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX	1,000	1,000
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	95,378,164	95,008,432
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	75,755,024	55,593,109
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	171,134,188	150,602,541
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	339,497,569	340,305,606
DETAILS OF WRITE-INS					
2301.	Accrued Premium Tax	17,022,010		17,022,010	16,830,036
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	17,022,010		17,022,010	16,830,036
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	1,232,194	1,195,278	2,430,753
2.	Net premium income (including $.....0 non-health premium income)	XXX	471,068,791	413,415,532	888,601,659
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX			
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	471,068,791	413,415,532	888,601,659
Hospital and Medical:					
9.	Hospital/medical benefits		287,619,530	253,007,811	552,270,340
10.	Other professional services		5,631,273	6,702,945	11,017,116
11.	Outside referrals				
12.	Emergency room and out-of-area		16,953,466	22,241,461	36,399,201
13.	Prescription drugs		1,422,943	1,118,940	1,891,939
14.	Aggregate write-ins for other hospital and medical		25,892,476	26,428,151	50,577,588
15.	Incentive pool, withhold adjustments and bonus amounts		515,708		562,049
16.	Subtotal (Lines 9 to 15)		338,035,396	309,499,308	652,718,233
Less:					
17.	Net reinsurance recoveries		102,164	(344,617)	(584,033)
18.	Total hospital and medical (Lines 16 minus 17)		337,933,232	309,843,925	653,302,266
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....7,894,800 cost containment expenses		10,264,138	10,787,424	21,399,865
21.	General administrative expenses		55,068,100	47,881,382	102,885,865
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		403,265,470	368,512,731	777,587,996
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	67,803,321	44,902,801	111,013,663
25.	Net investment income earned		1,195,438	768,775	1,702,439
26.	Net realized capital gains (losses) less capital gains tax of $.....0		11,381		79,520
27.	Net investment gains or (losses) (Lines 25 plus 26)		1,206,819	768,775	1,781,959
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	69,010,140	45,671,576	112,795,622
31.	Federal and foreign income taxes incurred	XXX	24,328,303	15,892,475	41,200,044
32.	Net income (loss) (Lines 30 minus 31)	XXX	44,681,837	29,779,101	71,595,578
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.	DME, Home Health Care, Ambulance, Transportation		25,892,476	26,428,151	50,577,588
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		25,892,476	26,428,151	50,577,588
2901.					
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	150,602,541	80,853,892	80,853,892
34.	Net income or (loss) from Line 32	44,681,837	29,779,101	71,595,578
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0	63,443		
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	(72,310)	(2,325,680)	2,163,192
39.	Change in nonadmitted assets	488,945	3,850,671	5,345,751
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	369,732	329,491	644,128
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders	(25,000,000)		(10,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	20,531,647	31,633,583	69,748,649
49.	Capital and surplus end of reporting period (Line 33 plus 48)	171,134,188	112,487,475	150,602,541
DETAILS OF WRITE-INS				
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	462,735,144	446,199,180	980,920,495
2.	Net investment income	1,555,302	430,781	1,161,676
3.	Miscellaneous income			
4.	Total (Lines 1 to 3)	464,290,446	446,629,961	982,082,171
5.	Benefit and loss related payments	354,615,946	281,301,895	630,154,545
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	64,257,194	56,374,608	120,900,124
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	31,094,295	7,016,128	32,122,487
10.	Total (Lines 5 through 9)	449,967,435	344,692,631	783,177,156
11.	Net cash from operations (Line 4 minus Line 10)	14,323,011	101,937,330	198,905,015
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	59,306,000	16,950,000	89,542,262
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	1,518		
	12.7 Miscellaneous proceeds			
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	59,307,518	16,950,000	89,542,262
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	99,602,298	66,989,799	145,365,050
	13.2 Stocks	2,798,557		
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			79,520
	13.7 Total investments acquired (Lines 13.1 to 13.6)	102,400,855	66,989,799	145,444,570
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(43,093,337)	(50,039,799)	(55,902,308)
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	25,000,000		10,000,000
	16.6 Other cash provided (applied)	3,217,923	3,501,741	11,119,805
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(21,782,077)	3,501,741	1,119,805
	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)	(50,552,403)	55,399,272	144,122,512
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	212,247,356	68,124,844	68,124,844
	19.2 End of period (Line 18 plus Line 19.1)	161,694,953	123,524,116	212,247,356

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

20.0001	Depreciation	290,041	387,533	737,546
20.0002	Non-cash Capital Contributions	369,732	329,491	644,128

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	203,382							1,389	201,993	
2. First Quarter	204,532							1,550	202,982	
3. Second Quarter	204,897							1,647	203,250	
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	1,232,194							9,279	1,222,915	
Total Member Ambulatory Encounters for Period:										
7. Physician	660,823							10,952	649,871	
8. Non-Physician	651,123							9,025	642,098	
9. Total	1,311,946							19,977	1,291,969	
10. Hospital Patient Days Incurred	122,495							2,045	120,450	
11. Number of Inpatient Admissions	10,850							277	10,573	
12. Health Premiums Written (a)	471,068,791							10,341,373	460,727,418	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	471,068,791							10,341,373	460,727,418	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	354,718,110							7,515,877	347,202,233	
18. Amount Incurred for Provision of Health Care Services	338,035,396							7,055,710	330,979,686	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....10,341,373.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	7,334,543	353,163	103,621	(9,120)	364,530	8,146,737
0499999 Subtotals	7,334,543	353,163	103,621	(9,120)	364,530	8,146,737
0599999 Unreported claims and other claim reserves						64,905,801
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						73,052,538
0899999 Accrued Medical Incentive Pool And Bonus Amounts						173,512

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1.	Comprehensive (hospital & medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	807,681	6,706,436	78,195	1,653,388	885,876	2,142,238
7.	Title XIX - Medicaid	62,188,400	284,223,898	8,561,558	62,759,397	70,749,958	87,332,554
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	62,996,081	290,930,334	8,639,753	64,412,785	71,635,834	89,474,792
10.	Healthcare receivables (a)	176,327	221,641			176,327	311,331
11.	Other non-health						
12.	Medical incentive pools and bonus amounts	686,891	2,640		173,512	686,891	347,335
13.	Totals (Lines 9 - 10 + 11 + 12)	63,506,645	290,711,333	8,639,753	64,586,297	72,146,398	89,510,796

(a) Excludes $.....320,000 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

The Tennessee Department of Commerce and Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, version effective March 1, 2011 (NAIC SSAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee. There are no state permitted practices that differ from the NAIC Accounting Practices and Procedures Manual that impact the financial statements or statutory net worth for AMERIGOUP Tennessee, Inc.

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

No significant change.

C. Accounting Policy

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

In addition, the company uses the following accounting policies.

(1) Short-term investments are stated at amortized cost.
(2) Bonds are stated at amortized cost using the scientific method.
(3) Common stocks are stated at market value.
(4) Preferred Stock-Not applicable
(5) Mortgage loans- Not applicable
(6) Loan backed securities- Not applicable
(7) Investment in Subsidiaries, Controlled and affiliated companies- Not applicable
(8) Joint Ventures, Partnerships and Limited Liability Companies- Not applicable
(9) Derivatives- Not applicable
(10) Premium deficiency calculation-The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation.
(11) Unpaid Claims and loss adjustment expenses include an amount determined from individual case estimates and claim reports and an amount, based on past experience, for claims incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
(12) Capitalization policy-No change from prior year
(13) Pharmaceutical rebates receivable- All pharmaceutical rebate receivables are considered nonadmitted due to their collectability beyond 90 days.

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

A. Mortgage loans including Mezzanine Real Estate Loans- Not applicable.
B. Debt Restructuring- Not applicable.
C. Reverse Mortgages- Not applicable.
D. Loan-Backed Securities- Not applicable
E. Repurchase Agreements - Not applicable.
F. Real Estate- Not applicable.
G. Investments in low-income housing tax credits- Not applicable.

Notes to Financial Statement

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

7. Investment Income

No significant change.

8. Derivative Instruments

No significant change.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. In accordance with an approved administrative services agreement, management services fees charged for the 6 months ended June 30, 2011 were $26,498,483. As of June 30, 2011, the Company owed $1,023,346 to AMERIGROUP Corporation. This amount was due to the difference between the estimated amount paid for management fees to the parent and the final amount due for June 30, 2011. They were paid in July 2011. Ordinary dividends of $25,000,000 were paid on June 3, 2011, and the Company received from AMERIGROUP Corporation non-cash capital contributions of $369,732.

11. Debt

No significant change.

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

No significant change.

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

(1) No significant change.
(2) No significant change.
(3) No significant change.
(4) The Company had paid $25,000,000 ordinary dividends to AMERIGROUP Corporation on June 3, 2011.

14. Contingencies

No significant change.

15. Leases

No significant change.

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

None

B. Transfer and Servicing of Financial Assets

None

C. Wash Sales

None

Notes to Financial Statement

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

None

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

None

20. Fair Value

Assets and liabilities recorded at fair value in the balance sheet are categorized based upon a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

Tier Level	Tier Definition
Level 1	Observable inputs such as quoted prices in active markets.
Level 2	Inputs other than quoted prices in active markets that are either directly or indirectly observable.
Level 3	Unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions.

Transfers between levels, as a result of changes in the inputs used to determine fair value, are recognized as of the beginning of the reporting period in which the transfer occurs. There were no transfers between levels for the quarter ended June 30, 2011.

Assets

The Company's assets measured at fair value on a recurring basis at June 30, 2011 were as follows:

		Fair value measurements at reporting date using		
Asset category	Q 2 2011	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Money market funds	$ 100,739,932	100,739,932	—	—
Equity Securities	2,862,000	2,862,000	—	—
Total assets measured at fair value	$ 103,601,932	103,601,932	—	—

21. Other Items

No significant change.

22. Events Subsequent

The Company has evaluated subsequent events for potential recognition and/or disclosure through August 12th, the date the financial statements are available to be issued.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2010 were $89,822,127. As of June 30, 2011, $63,682,972 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for the prior years are now $8,639,753 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $17,499,402 favorable prior-year development since December 31, 2010. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

No significant change.

Notes to Financial Statement

27. Structured Settlements

No significant change.

28. Health Care Receivables

No significant change.

29. Participating Policies

No significant change.

30. Premium Deficiency Reserves

No significant change.

31. Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 03/31/2008
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). 10/28/2009
6.4 By what department or departments?
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 Office of Thrift Supervision (OTS), 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 OTS	6 FDIC	7 SEC
.....	.....	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

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

FINANCIAL

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

INVESTMENT

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

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

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]

GENERAL INTERROGATORIES (Continued)

INVESTMENT

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		
14.22	Preferred Stock		
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]
If no, attach a description with this statement.

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

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

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

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes[X] No[ ]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
	U.S. Bank Corporate Trust	01/31/2007	Adding more custodial accounts

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

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

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

17.2 If no, list exceptions:

General Interrogatories Part 1 Attachments

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?

   The Administrative Services Agreement with Amerigroup Corporation was amended in 2011 to reflect a revision to the pricing included in Exhibits A and B of the agreement.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1	A&H loss percent	73.413%
1.2	A&H cost containment percent	1.676%
1.3	A&H expense percent excluding cost containment expenses	12.193%

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	State, Etc.	1 Active Status	Direct Business Only 2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	N								
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	L		10,341,373	460,727,418				471,068,791	
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX		10,341,373	460,727,418				471,068,791	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1		10,341,373	460,727,418				471,068,791	
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

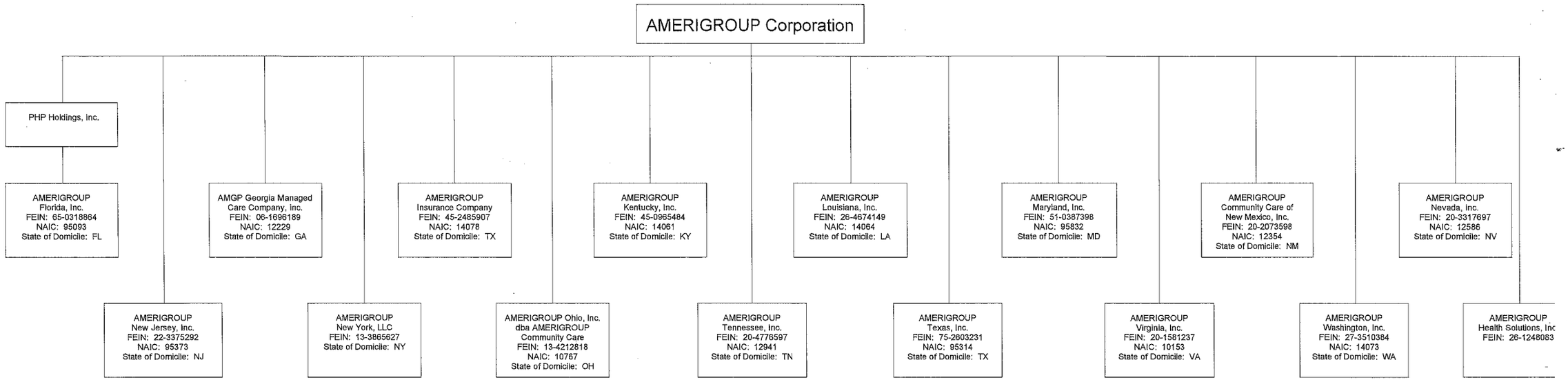
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement

12941201136500002 2011 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying va		
7.	Deduct current year's other than temporary impairment reco		
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 poin		
9.	Total foreign exchange change in book value/recorded inve		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

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	111,270,121	55,367,813
2.	Cost of bonds and stocks acquired	102,400,855	145,791,206
3.	Accrual of discount	14,096	17,669
4.	Unrealized valuation increase (decrease)	63,443	
5.	Total gain (loss) on disposals	9,863	79,520
6.	Deduct consideration for bonds and stocks disposed of	59,306,000	89,542,262
7.	Deduct amortization of premium	835,536	443,825
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)	153,616,842	111,270,121
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	153,616,842	111,270,121

SCHEDULE D - PART 1B

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

		1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS									
1.	Class 1 (a)	247,429,298	370,297,249	322,173,561	(456,013)	247,429,298	295,096,973		307,550,825
2.	Class 2 (a)	4,394,851			(34,477)	4,394,851	4,360,374		
3.	Class 3 (a)								
4.	Class 4 (a)								
5.	Class 5 (a)								
6.	Class 6 (a)								
7.	Total Bonds	251,824,149	370,297,249	322,173,561	(490,490)	251,824,149	299,457,347		307,550,825
PREFERRED STOCK									
8.	Class 1								
9.	Class 2								
10.	Class 3								
11.	Class 4								
12.	Class 5								
13.	Class 6								
14.	Total Preferred Stock								
15.	Total Bonds & Preferred Stock	251,824,149	370,297,249	322,173,561	(490,490)	251,824,149	299,457,347		307,550,825

(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 $.....16,884,728; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	148,702,505	X X X	148,806,888	103,990	12,877

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	192,580,941	47,114,062
2.	Cost of short-term investments acquired	648,125,309	3,020,645,483
3.	Accrual of discount	38,212	53,233
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	1,518	
6.	Deduct consideration received on disposals	691,845,499	2,875,067,196
7.	Deduct amortization of premium	197,976	164,641
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)	148,702,505	192,580,941
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	148,702,505	192,580,941

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

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

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

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

SI07 Schedule DB - Verification ..... NONE

SCHEDULE E - Verification

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	3,699,764	4,998,958
2.	Cost of cash equivalents acquired	15,608,812	34,326,500
3.	Accrual of discount	2,144	5,957
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	19,300,000	35,620,000
7.	Deduct amortization of premium	10,720	11,651
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)		3,699,764
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		3,699,764

E01 Schedule A Part 2 ..... NONE

E01 Schedule A Part 3 ..... NONE

E02 Schedule B Part 2 ..... NONE

E02 Schedule B Part 3 ..... NONE

E03 Schedule BA Part 2 ..... NONE

E03 Schedule BA Part 3 ..... NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
313373VC3	F H L B DEB 1.000% 5/26/		05/26/2011	Morgan Keegan	X X X	2,976,000	3,000,000.00		1
313370GZ5	F H L B DEB 1.000% 8/24/		05/25/2011	Suntrust	X X X	1,000,000	1,000,000.00	2,528	1
313373QQ8	F H L B DEB 1.500% 8/25/		05/25/2011	Wells Fargo Sec.	X X X	2,002,000	2,000,000.00		1
3134G1VG6	F H L M C M T N 0.625% 10/30/		05/31/2011	UBS	X X X	1,004,307	1,000,000.00	521	1
3134G2LA8	F H L M C M T N 0.700% 6/28/		06/28/2011	UBS	X X X	2,000,000	2,000,000.00		1
3136FPPV3	F N M A M T N 0.740% 3/28/		05/31/2011	Morgan Keegan	X X X	1,501,875	1,500,000.00	1,943	1
3136FRLU5	F N M A M T N 1.000% 5/25/		05/25/2011	Suntrust	X X X	1,000,000	1,000,000.00		1
0599999 Subtotal - Bonds - U.S. Governments					X X X	11,484,182	11,500,000.00	4,992	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
100853MV9	BOSTON MA 5.000% 4/01/		04/01/2011	Deutsche Bank	X X X	4,685,125	3,985,000.00		1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	4,685,125	3,985,000.00		X X X
Bonds - U.S. Special Revenue, Special Assessment									
29270CWX9	ENERGY NORTHWEST WA 5.000% 7/01/		04/11/2011	Deutsche Bank	X X X	3,267,900	3,000,000.00	2,500	1FE
462466BV4	IOWA FIN AUTH HE 0.26733% 6/01/		04/01/2011	Deutsche Bank	X X X	500,000	500,000.00		1FE
60528ABP8	MISSISSIPPI BUSINE 0.214% 12/01/		04/13/2011	Deutsche Bank	X X X	2,200,000	2,200,000.00	83	1FE
630330CC0	NAPA CALIF SANTN DIS 0.210% 8/01/		04/13/2011	Deutsche Bank	X X X	2,000,000	2,000,000.00	141	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	7,967,900	7,700,000.00	2,724	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
079860AJ1	BELLSOUTH CORP 4.750% 11/15/		06/30/2011	Deutsche Bank	X X X	1,210,295	1,150,000.00	6,828	1FE
14912L4T5	CATERPILLAR FINL 1.650% 4/01/		04/01/2011	Deutsche Bank	X X X	199,976	200,000.00		1FE
235851AK8	DANAHER CORP 1.300% 6/23/		06/23/2011	Deutsche Bank	X X X	44,963	45,000.00		1FE
428236AQ6	HEWLETT PACK CO 4.500% 3/01/		06/30/2011	Deutsche Bank	X X X	1,166,121	1,100,000.00	16,363	1FE
617446HR3	MORGAN STANLEY 5.300% 3/01/		06/30/2011	Deutsche Bank	X X X	370,097	350,000.00	6,132	1FE
637432MM4	NATL RURAL UTIL 1.125% 11/01/		06/03/2011	Deutsche Bank	X X X	1,503,660	1,500,000.00	1,500	1FE
882508AP9	TEXAS INSTRUMENT 0.875% 5/15/		05/23/2011	Deutsche Bank	X X X	149,930	150,000.00		1FE
91159HGZ7	US Bancorp N 1.125% 10/30/		06/17/2011	Deutsche Bank	X X X	99,853	100,000.00	147	1FE
92343VAN4	VERIZON COMM INC 5.250% 4/15/		06/30/2011	Deutsche Bank	X X X	1,505,560	1,400,000.00	15,313	1FE
931142DA8	WAL MART STORES 1.625% 4/15/		04/18/2011	Deutsche Bank	X X X	299,190	300,000.00		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	6,549,645	6,295,000.00	46,283	X X X
8399997 Subtotal - Bonds - Part 3					X X X	30,686,852	29,480,000.00	53,999	X X X
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds					X X X	30,686,852	29,480,000.00	53,999	X X X
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
Common Stock - Mutual Funds									
464287408	ISHARES S&P 500 VALUE INDEX E T F		06/22/2011	Goldman, Sachs & Co	10,000.000	614,713	X X X		L
922908744	Vanguard Value ETF		06/10/2011	Goldman, Sachs & Co	40,000.000	2,183,844	X X X		L
9299999 Subtotal - Common Stock - Mutual Funds					X X X	2,798,557	X X X		X X X
9799997 Subtotal - Common Stock - Part 3					X X X	2,798,557	X X X		X X X
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
9799999 Subtotal - Common Stocks					XXX	2,798,557	XXX		XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	2,798,557	XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	33,485,409	XXX	53,999	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
313371XS0	F H L B DEB		06/16/2011	VARIOUS	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				10,000	12/16/2015	1
3133XYXQ3	F H L B DEB 0.500% 6/29/		06/29/2011	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				5,000	06/29/2012	1
313370PB8	F H L B DEB 0.625% 8/23/		05/23/2011	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				9,375	08/23/2013	1
313370X37	F H L B DEB 0.625% 9/16/		06/16/2011	VARIOUS	XXX	3,000,000	3,000,000.00	3,000,000	3,000,000						3,000,000				14,063	09/16/2013	1
313371MT0	F H L B DEB 0.625% 11/23/		05/23/2011	CALLED @ 100.0000000	XXX	1,000,000	1,000,000.00	998,600			234		234		998,834		1,166	1,166	3,125	11/23/2012	1
3133705K0	F H L B DEB 0.650% 1/19/		04/19/2011	CALLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				7,313	01/19/2012	1
3134G1UZ5	F H L M C M T N 0.750% 9/30/		06/30/2011	VARIOUS	XXX	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				5,625	09/30/2013	1
3136FPLU9	F N M A M T N 1.375% 9/29/		06/29/2011	VARIOUS	XXX	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				10,313	09/29/2015	1
31339XWG5	Federal Home Loan Bank		06/30/2011	MATURITY	XXX	2,200,000	2,200,000.00	2,354,242	2,230,836		(30,836)		(30,836)		2,200,000				55,000	06/30/2011	1
31398A4L3	Federal National Mortgage Assoc.		04/19/2011	CALLED @ 100.0000000	XXX	2,500,000	2,500,000.00	2,500,000							2,500,000				8,750	10/19/2012	1
3134G13N2	FHLMC		05/25/2011	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	3,000,000							3,000,000				7,500	02/25/2013	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	21,200,000	21,200,000.00	21,352,842	14,730,836		(30,602)		(30,602)		21,198,834		1,166	1,166	136,064	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
83710D3Q9	SOUTH CAROLINA ST 3.000% 6/01/		06/01/2011	MATURITY	XXX	1,230,000	1,230,000.00	1,265,855	1,243,299		(13,299)		(13,299)		1,230,000				18,450	06/01/2011	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					XXX	1,230,000	1,230,000.00	1,265,855	1,243,299		(13,299)		(13,299)		1,230,000				18,450	XXX	XXX
Bonds - U.S. Special Revenue, Special Assessment																					
462466BV4	IOWA FIN AUTH HE 0.26733% 6/01/		06/30/2011	Deutsche Bank	XXX	500,000	500,000.00	500,000							500,000				181	06/01/2027	1FE
60528ABP8	MISSISSIPPI BUSINE 0.214% 12/01/		06/30/2011	Deutsche Bank	XXX	2,200,000	2,200,000.00	2,200,000							2,200,000				383	12/01/2030	1FE
630330CC0	NAPA CALIF SANTN DIS 0.210% 8/01/		06/30/2011	Deutsche Bank	XXX	2,000,000	2,000,000.00	2,000,000							2,000,000				842	08/01/2028	1FE
679110CY0	OK Student Loan		05/03/2011	Suntrust	XXX	75,000	75,000.00	71,006	70,689		(75)		(75)		70,614		4,386	4,386	2	12/01/2033	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	4,775,000	4,775,000.00	4,771,006	70,689		(75)		(75)		4,770,614		4,386	4,386	1,408	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
46625HGG9	JP Morgan Chase & Co Sr Nt		06/01/2011	MATURITY	XXX	275,000	275,000.00	292,826	279,608		(4,608)		(4,608)		275,000				7,700	06/01/2011	1FE
822582AA0	Shell International Fin Grd	R	06/27/2011	MATURITY	XXX	480,000	480,000.00	517,392	490,783		(10,783)		(10,783)		480,000				13,500	06/27/2011	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	755,000	755,000.00	810,218	770,391		(15,391)		(15,391)		755,000				21,200	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	27,960,000	27,960,000.00	28,199,921	16,815,215		(59,367)		(59,367)		27,954,448		5,552	5,552	177,122	XXX	XXX
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	27,960,000	27,960,000.00	28,199,921	16,815,215		(59,367)		(59,367)		27,954,448		5,552	5,552	177,122	XXX	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	27,960,000	XXX	28,199,921	16,815,215		(59,367)		(59,367)		27,954,448		5,552	5,552	177,122	XXX	XXX

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

QE05

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

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

E08 Schedule DB Part D ..... NONE

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

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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories								
Wachovia ..... Cash	.....	.....	.....	.....	...(2,522,147)	...(9,760,099)	...(7,176,969)	X X X
JP Morgan ..... Cash	.....	.....	.....	.....	 186,540	 89,337	 42,654	X X X
0199998 Deposits in .....90 depositories that do not exceed the allowable limit in any one depository - open depositories	X X X	... X X X ..	...14,329	 2,351	...20,117,055	...20,121,677	...20,126,763	X X X
0199999 Totals - Open Depositories	X X X	... X X X ..	...14,329	 2,351	...17,781,448	...10,450,915	...12,992,448	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - suspended depositories	X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0299999 Totals - Suspended Depositories	X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0399999 Total Cash On Deposit	X X X	... X X X ..	...14,329	 2,351	...17,781,448	...10,450,915	...12,992,448	X X X
0499999 Cash in Company's Office	X X X	... X X X ..	. X X X .	... X X X ..	.....	.....	.....	X X X
0599999 Total Cash	X X X	... X X X ..	...14,329	 2,351	...17,781,448	...10,450,915	...12,992,448	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
U.S. Governments - Issuer Obligations							
F F C B DEB 2.625% 4/21/		02/03/2011	2.625	04/21/2011			
F N M A DISC NT 6/08/		03/29/2011	0.000	06/08/2011			
0199999 Subtotals - U.S. Governments - Issuer Obligations							
0599999 Subtotals - U.S. Governments							
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
CITY OF SAN JOSE C P 0.310% 5/02/		02/02/2011	0.310	05/02/2011			
UNIVERSITY CHICAGO C P 6/15/		03/31/2011	0.000	06/15/2011			
3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated)							
5599999 Subtotals - Parent, Subsidiaries and Affiliates Bonds							
7799999 Subtotals - Issuer Obligations							
8399999 Subtotals - Bonds							
8499999 Sweep Accounts							
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents							

12941201136500002 2011 Document Code: 365

MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

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

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

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

Amended Statement Cover

NONE

INDEX TO HEALTH QUARTERLY STATEMENT

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11
Accounting Practices and Policies; Q5; Q10, Note 1
Admitted Assets; Q2
Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05
Bonuses; Q3; Q4; Q8; Q9
Borrowed Funds; Q3; Q6
Business Combinations and Goodwill; Q10, Note 3
Capital Gains (Losses)
  Realized; Q4
  Unrealized; Q4; Q5
Capital Stock; Q3; Q10, Note 13
Capital Notes; Q6; Q10, Note 11
Caps; QE06; QSI04
Cash; Q2; Q6; QE11
Cash Equivalents; Q2; Q6; QE12
Claims; Q3; Q4; Q8; Q9
Collars; QE06; QSI04
Commissions; Q6
Common Stock; Q2; Q3; Q6; Q11.1; Q11.2
Cost Containment Expenses; Q4
Contingencies; Q10, Note 14
Counterparty Exposure; Q10, Note 8; QE06; QE08
Debt; Q10, Note 11
Deferred Compensation; Q10, Note 12
Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08
Discontinued Operations; Q10, Note 4
Electronic Data Processing Equipment; Q2
Encumbrances; Q2; QSI01; QE01
Emergency Room; Q4
Expenses; Q3; Q4; Q6
Extinguishment of Liabilities; Q10, Note 17
Extraordinary Item; Q10, Note 21
Fair Value; Q7, Note 20
Fee for Service; Q4
Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05
Forwards; QE06; QSI04
Furniture, Equipment and Supplies; Q2
Guaranty Fund; Q2
Health Care Receivables; Q2; Q9; Q10, Note 28
Hospital/Medical Benefits; Q4
Incentive Pools; Q3; Q4; Q8; Q9
Income; Q4; Q5; Q6
Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9
Incurred Claims and Claim Adjustment Expenses; Q10, Note 25
Intercompany Pooling; Q10, Note 26
Investment Income; Q10, Note 7
  Accrued; Q2
  Earned; Q2; QSI03
  Received; Q6
Investments; Q10, Note 5; Q11.1; Q11.2; QE08
Joint Venture; Q10, Note 6
Leases; Q10, Note 15
Limited Liability Company (LLC); Q10, Note 6
Limited Partnership; Q10, Note 6
Long-Term Invested Assets; Q2; QE03
Managing General Agents; Q10, Note 19
Medicare Part D Coverage; QSupp1
Member Months; Q4; Q7
Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02
Nonadmitted Assets; Q2; Q5; QSI01; QSI03
Off-Balance Sheet Risk; Q10, Note 16
Options; QE06; QSI04
Organizational Chart; Q11; Q14
Out-of-Area; Q4
Outside Referrals; Q4
Parent, Subisidaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1
Participating Policies; Q10, Note 29
Pharmaceutical Rebates; Q10, Note 28
Policyholder Dividends; Q5; Q6
Postemployment Benefits; Q10, Note 12
Postretirement Benefits; Q10, Note 12
Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2
Premium Deficiency Reserves; Q10, Note 30

INDEX TO HEALTH QUARTERLY STATEMENT

Premiums and Considerations
- Advance; Q3
- Collected; Q6
- Deferred; Q2
- Direct; Q7; Q13
- Earned; Q7
- Retrospective; Q2
- Uncollected; Q2
- Unearned; Q4
- Written; Q4; Q7

Prescription Drugs; Q4
Quasi Reorganizations; Q10, Note 13
Real Estate; Q2; Q6; QE01; QSI01
Redetermination, Contracts Subject to; Q10, Note 24
Reinsurance; Q9; Q10, Note 23
- Ceded; Q3; Q12
- Funds Held; Q2
- Payable; Q3
- Premiums; Q3
- Receivable; Q2; Q4
- Unauthorized; Q3; Q5

Reserves
- Accident and Health; Q3; Q4
- Claim; Q3; Q5; Q8
- Life; Q3

Retirement Plans; Q10, Note 12
Retrospectively Rated Policies; Q10, Note 24
Risk Revenue; Q4
Salvage and Subrogation; Q10, Note 31
Securities Lending; Q2; Q3; QE09; QE10
Servicing of Financial Assets; Q10, Note 17
Short-Term Investments; Q2; Q6; Q11.1; QSI03
Stockholder Dividends; Q5; Q6
Subsequent Events; Q10, Note 22
Surplus; Q3; Q5; Q6
Surplus Notes; Q3; Q5; Q6
Swaps; QE07; QSI04
Synthetic Assets; QSI04; QSI05
Third Party Administrator; Q10, Note 19
Treasury Stock; Q3; Q5
Uninsured Accident and Health; Q2; Q3; Q10, Note 18
Valuation Allowance; QSI01
Wash Sales; Q10, Note 17
Withholds; Q4; Q8

QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION
(HEALTH)

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

Date 08/15/2011 FEIN 20-4776597
NAIC Group # 1156 NAIC Company # 12941

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

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

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg

Phone: (757)473-2721-

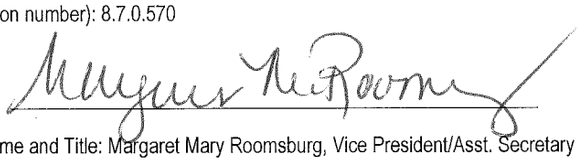
Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS, LLC
Version: 2011.Q.1

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

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2011 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.7.0.570

(Signed) 

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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premium due and unpaid from Medicare entities	172,951			214,773		387,724
0499999 Premium due and unpaid from Medicaid entities	1,317,126	1,190,250	1,391,447	11,828,334		15,727,157
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	1,490,077	1,190,250	1,391,447	12,043,107		16,114,881

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Caremark	40,328	39,548	34,448	243,733	358,057	.....
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0199999 Subtotal - Pharmaceutical Rebate Receivables	40,328	39,548	34,448	243,733	358,057	.....
0299998 Claim Overpayment Receivables - Not Individually Listed	.....	33,950	1,139	4,822	39,911	.....
0299999 Subtotal - Claim Overpayment Receivables	.....	33,950	1,139	4,822	39,911	.....
Loans and Advances to Providers						
Ed Medical, Inc.				170,000.00	170,000	.....
Guardian Hospice of Nashville, LLC				100,000.00	100,000	.....
0399998 Loans and Advances to Providers - Not Individually Listed	.....	.....	.....	50,000	50,000	.....
0399999 Subtotal - Loans and Advances to Providers	.....	.....	.....	320,000	320,000	.....
0499998 Capitation Arrangements Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0499999 Subtotal - Capitation Arrangements Receivables.....	.....	.....	.....	.....	.....	.....
0599998 Risk Sharing Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0599999 Subtotal - Risk Sharing Receivables	.....	.....	.....	.....	.....	.....
0699998 Other Receivables - Not Individually Listed	.....	.....	.....	.....	.....	.....
0699999 Subtotal - Other Receivables	.....	.....	.....	.....	.....	.....
0799999 Gross health care receivables	40,328	73,498	35,587	568,555	717,968	.....

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

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

AMERIGROUP Tennessee, Inc.
MLR Reconciliation to NAIC Filing
June 30, 2011

TOTAL REVENUES

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Net premium income 2011	460,727,418	10,341,373		471,068,791	4, C2, L2
Net premium income 2010	871,851,131	16,750,528		888,601,659	4, C2, L2
Net premium income 2009	612,724,592	13,401,387		626,125,979	4, C2, L3
Net premium income 2008	598,983,073	8,112,101		607,095,174	4, C3, L2-2008
Net premium income 2007	382,864,891			382,864,891	4, C3, L2-2009
TOTAL	2,927,151,106	8,112,101	-		
MLR Report	2,927,228,147				
Difference	(77,042)				
Prem.Tax on Retro Rec. for June09 & Prior Pd as of 12/3	(219,561)				
Prem.Tax on Retro Rec. for June09 & Prior Pd as of 6/30	296,603				
Unreconciled difference	(0)				

UNPAID CLAIMS

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	71,320,955	1,731,583		73,052,538	3, C3, L1
Accrued medical incentive pool and bonus amounts	173,512	-		173,512	3, C3, L2
Unpaid claims adjustment expenses	1,422,990	32,797		1,455,787	3, C3, L3
TOTAL	72,917,457	1,764,380	-	74,681,837	

Middle Tennessee Unpaid Claims Total	72,917,457		
IBNR on MLR report	72,632,845		
Difference	284,612		
Medical Unapplied Cash	284,612		
Unreconciled difference	(0)		

HOSPITAL AND MEDICAL

Total expenses on MLR report	2,367,134,161		
Total hospital and medical 07 Dec 31		360,775,300	4, C4, L18-2007
Total hospital and medical 08 Dec 31		535,851,712	4, C4, L18-2008
Total hospital and medical 09 Dec 31		516,193,087	4, C3, L18
Total hospital and medical 10 Dec 31		653,302,266	4, C2, L18
Total hospital and medical Cur YTD		337,933,232	4, C2, L18
Total from NAIC filing		2,404,055,597	
Less Medicare expenses		36,921,437	
NAIC net of Medicare expenses	2,367,134,160		
Unreconciled difference	0		

Medical Loss Ratio Report - Total
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month		2007 Incurred Month						For the Year Ended 6/30/2007	2007 Incurred Month						2008 Incurred Month						For the Year Ended 6/30/2008	2008 Incurred Month			
	Pr. To 1/07	January	February	March	April	May	June		July	August	September	October	November	December	January	February	March	April	May	June		July	August	September	October
Enrollment					186,534	186,157	182,982	555,673	183,348	184,505	185,523	186,127	186,327	186,314	186,027	186,575	187,288	187,078	186,141	185,816	2,231,068	185,059	184,913	185,004	185,981
Capitation Revenue					$48,702,864	$48,600,129	$47,644,947	$144,947,941	$47,728,277	$47,985,105	$48,196,443	$48,453,163	$48,319,207	$48,403,600	$48,350,224	$48,352,642	$48,422,073	$46,563,273	$46,359,929	$46,255,016	$573,388,953	$48,774,307	$48,843,031	$48,868,114	$49,241,634
Premium Tax					$974,057	$972,003	$952,899	$2,898,959	$954,566	$959,702	$963,929	$969,063	$966,384	$968,072	$967,004	$967,053	$968,441	$931,265	$927,199	$925,100	$11,467,779	$975,486	$976,861	$977,362	$984,833
Capitation Revenue Net of Premium Tax					$47,728,807	$47,628,127	$46,692,048	$142,048,982	$46,773,712	$47,025,403	$47,232,514	$47,484,100	$47,352,823	$47,435,528	$47,383,220	$47,385,589	$47,453,632	$45,632,007	$45,432,730	$45,329,916	$561,921,174	$47,798,821	$47,866,170	$47,890,752	$48,256,801
Payments for Covered Services for the Month																									
Medical Services																									
CMS 1450/UB 92 Payments by the Claims Processing System																									
Inpatient - Maternity		$0	$0	$0	$1,234,280	$1,264,059	$1,346,616	$3,844,955	$1,331,004	$1,768,059	$1,285,365	$1,494,175	$1,313,913	$1,428,862	$1,642,304	$1,675,623	$1,364,757	$1,335,893	$1,527,962	$1,486,480	$17,654,397	$1,511,446	$1,607,292	$1,455,687	$1,480,698
Inpatient - Newborn		$0	$0	$0	$1,906,153	$2,025,548	$2,740,639	$6,672,340	$2,694,114	$1,833,918	$1,821,416	$2,791,972	$1,624,523	$2,288,424	$2,394,028	$2,280,151	$2,048,618	$1,684,481	$1,910,148	$2,123,259	$25,495,053	$3,253,982	$1,915,278	$2,156,662	$1,766,936
Inpatient -Medical	$0	$0	$0	$0	$4,341,944	$3,733,646	$3,121,476	$11,197,066	$3,468,247	$3,403,495	$4,705,535	$3,403,569	$3,297,296	$4,032,060	$4,466,084	$4,056,515	$4,006,110	$3,753,092	$3,697,065	$3,559,571	$45,848,639	$4,131,798	$4,205,514	$3,953,808	$3,126,796
Inpatient - Surgery		$0	$0	$0	$2,078,454	$2,210,830	$1,978,834	$6,268,118	$2,305,054	$2,529,554	$2,286,983	$2,622,784	$2,164,214	$2,160,190	$2,625,523	$2,580,808	$2,511,507	$2,579,982	$2,359,912	$2,447,313	$29,173,825	$2,360,025	$2,584,953	$2,758,728	$2,433,526
Inpatient Other		$0	$0	$0	$114,290	$124,344	$145,477	$384,110	$88,359	$81,708	$127,467	$118,105	$58,358	$86,204	$106,813	$32,161	$77,363	$357,590	$77,114	$122,830	$1,334,069	$90,911	$131,172	$68,181	$73,139
Outpatient - Emergency Room		$0	$0	$0	$1,099,624	$1,181,812	$1,760,954	$4,042,390	$1,893,582	$2,027,489	$2,076,946	$2,092,678	$2,150,574	$2,311,419	$2,396,688	$2,493,207	$2,295,334	$2,174,301	$2,329,787	$2,161,657	$26,403,661	$2,199,179	$2,370,471	$2,354,637	$2,302,384
Outpatient - Laboratory		$0	$0	$0	$466,283	$534,915	$373,055	$1,374,253	$361,844	$399,569	$358,328	$409,284	$391,630	$370,924	$473,473	$476,789	$441,520	$423,585	$401,202	$413,858	$4,922,006	$436,160	$434,803	$448,016	$469,483
Outpatient - Radiology		$0	$0	$0	$1,056,647	$1,177,021	$1,008,514	$3,242,183	$947,295	$1,132,503	$972,145	$1,081,130	$1,014,321	$900,967	$1,079,554	$994,141	$1,144,010	$1,155,282	$1,027,282	$1,071,988	$12,520,616	$1,126,734	$1,138,851	$1,214,630	$1,259,969
Outpatient - Surgery		$0	$0	$0	$1,000,562	$1,133,261	$1,133,700	$3,267,522	$1,142,845	$1,240,715	$1,132,636	$1,353,292	$1,295,066	$1,091,192	$1,424,784	$1,275,345	$1,320,408	$1,421,422	$1,442,519	$1,375,571	$15,515,795	$1,486,796	$1,401,357	$1,325,755	$1,555,449
Outpatient - Other		$0	$0	$0	$181,428	$202,304	$217,962	$601,694	$210,618	$236,516	$252,488	$254,841	$233,238	$248,124	$238,728	$237,582	$237,142	$254,581	$271,742	$272,940	$2,948,539	$296,481	$266,376	$126,429	$129,467
Hospice					$839,516	$854,935	$838,054	$2,512,505	$863,836	$822,425	$739,977	$743,251	$678,883	$657,166	$669,391	$602,113	$711,739	$673,364	$756,743	$708,156	$8,627,045	$675,553	$727,885	$663,221	$695,307
Long-Term Care Payments																									
Level I Facility					$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$150	$150	$1,500	$2,850	$0	$0
Level II Facility					$57,825	$70,795	$47,397	$176,017	$26,819	$24,506	$49,452	$59,814	$18,000	$34,933	$47,100	$25,025	$11,500	$9,250	$73,175	$78,350	$457,925	$54,626	$12,250	$30,000	$47,165
Home and Community Based Services					$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
CMS 1500 Payments by the Claims Processing System																									
Prof - E&M		$0	$0	$0	$6,268,036	$6,670,889	$6,294,794	$19,233,720	$6,023,930	$7,181,565	$6,252,030	$7,160,854	$6,744,007	$6,185,212	$7,414,082	$7,189,543	$6,788,337	$7,152,058	$6,700,480	$6,554,222	$81,346,319	$7,080,699	$6,934,526	$7,199,684	$7,530,289
Prof - Home Health					$5,645,482	$6,489,583	$6,267,861	$18,402,926	$6,417,419	$6,567,799	$6,133,978	$6,710,827	$6,537,532	$6,552,829	$6,709,338	$6,125,567	$6,649,401	$6,399,238	$6,782,995	$6,564,130	$78,351,054	$6,668,891	$6,047,277	$4,696,426	$5,555,213
Prof - Maternity		$0	$0	$0	$835,158	$889,058	$980,910	$2,705,126	$969,882	$1,088,662	$933,631	$1,026,758	$913,058	$923,845	$1,140,961	$1,135,279	$1,069,497	$1,075,516	$1,065,569	$1,007,294	$12,349,952	$1,096,928	$1,049,620	$1,066,601	$1,119,436
Prof - Surgery		$0	$0	$0	$448,033	$560,913	$552,607	$1,561,553	$527,694	$578,314	$499,538	$640,685	$518,702	$459,868	$642,854	$526,739	$609,288	$640,521	$630,065	$651,314	$6,925,583	$598,573	$673,906	$667,826	$725,671
Prof - DME		$0	$0	$0	$274,827	$333,477	$329,602	$937,906	$257,701	$303,386	$333,642	$329,290	$350,019	$378,941	$399,631	$376,433	$359,093	$397,503	$421,777	$384,851	$4,292,266	$363,451	$369,333	$337,807	$406,881
Prof - Lab		$0	$0	$0	$600,257	$626,563	$611,631	$1,838,451	$508,358	$593,747	$513,244	$573,886	$529,630	$454,124	$628,567	$640,540	$584,211	$716,726	$655,458	$673,670	$7,070,161	$699,713	$712,139	$724,783	$799,224
Prof - Radiology		$0	$0	$0	$877,619	$996,389	$890,965	$2,764,973	$762,593	$874,600	$763,021	$921,938	$765,844	$705,107	$881,306	$784,159	$817,941	$878,040	$831,618	$852,310	$9,838,478	$916,805	$896,009	$894,030	$909,233
Prof - Transportation		$0	$0	$0	$1,049,437	$1,298,323	$1,237,894	$3,585,654	$1,233,836	$1,338,255	$1,208,978	$1,424,350	$1,342,085	$1,239,054	$1,480,842	$1,378,622	$1,426,165	$1,466,671	$1,476,863	$1,463,870	$16,479,593	$1,512,153	$1,327,522	$336,907	$250,856
Prof - Other		$0	$0	$0	$1,627,254	$1,737,546	$1,571,572	$4,936,373	$1,578,612	$1,732,774	$1,525,591	$1,816,074	$1,763,707	$1,586,427	$1,898,531	$1,798,085	$1,680,950	$1,794,649	$1,751,448	$1,699,569	$20,626,418	$1,765,283	$1,826,216	$1,789,708	$2,018,246
Capitation Payments		$0	$0	$0	$457,544	$448,182	$457,402	$1,363,128	$241,841	$240,764	$239,368	$228,644	$219,224	$226,347	$223,524	$242,103	$199,899	$237,138	$233,575	$233,821	$2,766,249	$235,092	$236,978	$1,146,729	$1,123,282
Subcontractor Payments for Medical Services		$0	$0	$0	$96,057	$97,717	$97,222	$290,996	$130,108	$164,740	$128,435	$142,227	$115,935	$96,741	$126,734	$117,941	$125,893	$116,922	$97,793	$94,110	$1,457,579	$148,835	$168,971	$149,303	$168,301
Other Medical (provide description)		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																									
Inpatient Payments by the Claims Processing System		$0	$0	$0	$1,480,962	$1,600,896	$1,651,696	$4,733,555	$1,752,872	$1,965,410	$2,063,680	$1,821,493	$1,717,578	$1,939,705	$1,882,762	$1,974,388	$1,798,708	$1,927,342	$1,983,947	$1,722,431	$22,550,315	$1,751,037	$1,799,953	$1,643,497	$1,601,060
Outpatient Payments by the Claims Processing System		$0	$0	$0	$1,225,491	$1,161,957	$1,298,915	$3,686,363	$1,016,127	$1,153,205	$944,335	$613,307	$527,286	$450,973	$580,681	$533,203	$509,730	$577,973	$525,930	$555,765	$7,988,515	$606,013	$754,782	$753,454	$836,903
Supported Housing Payments by the Claims Processing System		$0	$0	$0	$165,315	$167,020	$181,770	$514,105	$176,740	$181,390	$200,085	$225,532	$222,568	$240,571	$241,591	$228,500	$244,835	$240,488	$255,476	$244,759	$2,702,533	$246,385	$267,455	$232,152	$255,248
Intensive Outpatient Payments by the Claims Processing System		$0	$0	$0	$53,173	$81,920	$79,343	$214,436	$80,143	$89,261	$73,599	$81,404	$70,613	$61,424	$79,677	$58,116	$79,819	$100,519	$92,149	$79,764	$946,487	$74,887	$74,869	$70,173	$106,155
Partial Hospitalization Payments by the Claims Processing System		$0	$0	$0	$2,750	$6,122	$4,106	$12,978	$2,576	$5,152	$3,722	$184	$2,101	$6,070	$13,790	$15,098	$56,312	$62,777	$63,963	$77,479	$309,224	$43,645	$72,894	$95,424	$51,789
In Home Payments by the Claims Processing System		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System		$0	$0	$0	$12,684	$15,710	$9,374	$37,768	$13,523	$14,330	$13,912	$11,732	$13,308	$11,441	$13,916	$14,594	$15,482	$11,339	$15,357	$16,955	$165,890	$18,993	$13,045	$10,517	$11,507
Twenty-Three Hour Payments by the Claims Processing System		$0	$0	$0	$0	$1,732	$12,228	$13,960	$3,558	$6,274	$8,479	$616	$828	$3,600	$371	$1,351	$4,829	$3,200	$8,574	$299	$41,979	$233	$190	$451	$1,161
CMHA Capitation Payments		$0	$0	$0	$313,648	$331,291	$302,878	$947,818	$316,784	$317,085	$320,147	$319,690	$320,946	$322,020	$319,958	$326,766	$315,958	$328,663	$315,196	$332,627	$3,855,841	$320,383	$312,729	$324,193	$321,459
Other Capitation Payments		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance Abuse Services		$0	$0	$0	$2,400,055	$2,465,445	$2,523,534	$7,389,034	$2,403,671	$2,370,881	$2,474,297	$3,104,597	$3,205,906	$3,183,674	$3,235,072	$3,189,338	$3,297,381	$3,434,440	$3,437,453	$3,318,377	$36,655,087	$3,219,059	$2,958,900	$3,245,344	$3,318,808
Crisis Services Team Pass Through		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																									
Recoveries not Reflected in Claims Payments								$0													$0				
Total Payments		$0	$0	$0	$38,210,789	$40,474,204	$40,068,982	$118,753,975	$39,751,589	$42,268,051	$40,442,449	$43,578,982	$40,120,891	$40,638,438	$45,478,660	$43,385,825	$42,803,739	$43,584,546	$43,218,335	$42,349,738	$507,621,243	$44,992,252	$43,296,366	$41,940,762	$40,451,040
UB92 IBNR					$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Professional IBNR					$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
LTC IBNR					$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Total IBNR					$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	-$1
Payments and Remaining IBNR		$0	$0	$0	$38,210,789	$40,474,204	$40,068,982	$118,753,975	$39,751,589	$42,268,051	$40,442,449	$43,578,982	$40,120,891	$40,638,438	$45,478,660	$43,385,825	$42,803,739	$43,584,546	$43,218,335	$42,349,738	$507,621,243	$44,992,252	$43,296,366	$41,940,762	$40,451,039
Medical Loss Ratio, Gross Premium					78.46%	83.28%	84.10%	81.93%	83.29%	88.09%	83.91%	89.94%	83.03%	83.96%	94.06%	89.73%	88.40%	93.60%	93.22%	91.56%	88.53%	92.25%	88.64%	85.82%	82.15%
Medical Loss Ratio, Net Premium					80.06%	84.98%	85.82%	83.60%	84.99%	89.88%	85.62%	91.78%	84.73%	85.67%	95.98%	91.56%	90.20%	95.51%	95.13%	93.43%	90.34%	94.13%	90.45%	87.58%	83.82%
Per Member Expense					$204.85	$217.42	$218.98	$213.71	$216.81	$229.09	$217.99	$234.14	$215.32	$218.12	$244.47	$232.54	$228.55	$232.98	$232.18	$227.91	$227.52	$243.12	$234.14	$226.70	$217.50
Premium Tax Paid (Quarterly)					-	-	-	-	-	2,291,637	-	-	2,542,392	-	-	2,651,693	-	-	2,450,920	-	9,936,643	-	2,864,035	-	-	-

Medical Loss Ratio Report - Total
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month	2009 Incurred Month								For the Year Ended	2009 Incurred Month						2010 Incurred Month						For the Year Ended		
	November	December	January	February	March	April	May	June	6/30/2009	July	August	September	October	November	December	January	February	March	April	May	June	6/30/2010	July	August
Enrollment	187,015	187,294	186,681	188,105	190,032	191,714	192,722	194,293	2,258,813	193,217	192,140	190,538	190,861	191,216	191,673	194,738	195,355	196,430	197,087	197,491	198,580	2,329,327	198,127	199,926
Capitation Revenue	$49,632,095	$49,688,549	$49,218,094	$49,809,728	$50,212,739	$50,514,046	$50,580,286	$50,854,408	$596,237,031	$56,060,971	$54,880,283	$53,756,089	$54,040,346	$53,946,119	$53,969,483	$55,143,226	$55,010,174	$72,617,883	$72,775,619	$72,999,672	$73,625,476	$728,825,340	$72,998,319	$73,386,438
Premium Tax	$992,642	$993,771	$984,362	$996,195	$1,004,255	$1,010,281	$1,011,606	$1,017,088	$11,924,741	$3,083,353	$3,018,416	$2,956,585	$2,972,219	$2,967,037	$2,968,322	$3,032,877	$3,025,560	$3,993,984	$4,002,659	$4,014,982	$4,049,401	$40,085,394	$4,014,908	$4,036,254
Capitation Revenue Net of Premium Tax	$48,639,453	$48,694,778	$48,233,732	$48,813,534	$49,208,484	$49,503,765	$49,568,681	$49,837,320	$584,312,290	$52,977,618	$51,861,867	$50,799,504	$51,068,127	$50,979,083	$51,001,161	$52,110,349	$51,984,614	$68,623,899	$68,772,960	$68,984,690	$69,576,075	$688,739,946	$68,983,411	$69,350,184
Payments for Covered Services for the Month																								
Medical Services																								
CMS 1450/UB 92 Payments by the Claims Processing Syster																								
Inpatient - Maternity	$1,308,530	$1,403,160	$1,502,895	$1,395,597	$1,468,857	$1,394,942	$1,547,148	$1,411,023	$17,487,276	$1,571,859	$1,491,835	$1,649,539	$1,590,853	$1,549,034	$1,771,207	$1,700,679	$1,631,107	$1,680,363	$1,459,085	$1,591,210	$1,420,153	$19,106,922	$1,599,424	$1,677,008
Inpatient - Newborn	$3,478,993	$2,467,569	$2,280,649	$1,675,168	$2,284,950	$2,084,623	$2,416,419	$2,518,107	$28,299,334	$3,318,281	$2,434,313	$2,530,400	$2,704,649	$2,576,161	$2,509,993	$3,190,363	$2,427,248	$3,077,311	$2,579,499	$2,346,274	$2,802,228	$32,496,719	$3,476,523	$2,892,692
Inpatient -Medical	$4,118,298	$4,698,854	$5,694,833	$5,216,688	$4,475,264	$4,403,384	$4,159,249	$4,686,131	$50,870,618	$5,466,585	$3,679,585	$4,688,251	$5,102,825	$4,924,629	$3,558,577	$5,905,168	$5,350,555	$5,343,074	$4,020,274	$3,520,960	$4,922,168	$56,482,651	$4,492,739	$5,376,349
Inpatient - Surgery	$2,840,156	$2,588,819	$2,828,048	$2,409,661	$2,952,410	$2,584,522	$3,062,406	$3,056,860	$32,460,114	$3,180,804	$3,191,710	$2,928,223	$2,796,912	$2,372,515	$2,290,253	$2,769,400	$2,331,406	$2,991,728	$2,813,676	$2,475,988	$2,760,217	$32,902,832	$2,721,598	$3,325,415
Inpatient Other	$48,288	$37,456	$63,992	$52,835	$89,830	$57,687	$41,827	$75,923	$831,241	$136,378	$98,608	$72,042	$84,682	$72,406	$147,527	$137,530	$161,786	$211,877	$112,650	$123,622	$52,192	$1,411,301	$91,380	$65,041
Outpatient - Emergency Room	$2,357,020	$2,400,941	$2,407,803	$2,480,829	$2,818,988	$2,607,918	$2,724,370	$2,478,472	$29,503,011	$2,478,087	$2,905,621	$3,399,412	$2,864,873	$1,931,984	$1,910,803	$1,933,674	$1,752,890	$2,150,165	$2,071,583	$2,202,037	$2,081,075	$27,682,204	$2,070,087	$2,114,537
Outpatient - Laboratory	$423,257	$432,437	$528,231	$509,290	$578,436	$516,126	$502,629	$502,152	$5,781,022	$460,088	$487,849	$526,942	$430,054	$443,138	$459,912	$451,270	$434,534	$509,359	$460,861	$413,910	$458,874	$5,536,793	$430,314	$500,541
Outpatient - Radiology	$1,133,785	$1,100,159	$1,265,175	$1,212,212	$1,332,957	$1,346,865	$1,214,913	$1,256,706	$14,602,957	$1,296,856	$1,265,832	$1,175,603	$1,087,383	$960,780	$1,025,956	$983,865	$932,859	$1,200,121	$1,194,672	$1,051,633	$1,051,697	$13,227,259	$1,076,251	$1,198,274
Outpatient - Surgery	$1,401,254	$1,430,302	$1,494,971	$1,622,258	$1,761,723	$1,833,505	$1,721,571	$1,932,278	$18,967,218	$1,781,847	$1,889,218	$1,775,110	$1,920,551	$1,533,370	$1,680,576	$1,659,879	$1,678,367	$2,198,083	$2,030,739	$1,854,716	$2,016,816	$22,019,273	$1,990,950	$2,132,932
Outpatient - Other	$101,692	$114,576	$134,835	$136,408	$158,483	$168,050	$172,367	$172,268	$1,977,433	$165,813	$176,210	$185,829	$176,196	$182,469	$193,472	$175,534	$171,796	$206,634	$173,371	$167,529	$183,797	$2,158,650	$185,518	$194,490
Hospice	$619,311	$635,095	$646,221	$604,518	$667,525	$701,629	$800,022	$768,031	$8,204,320	$776,712	$747,313	$715,613	$752,221	$684,773	$673,210	$654,023	$585,399	$650,427	$625,338	$687,977	$763,117	$8,316,124	$771,068	$777,348
Long-Term Care Payments																								
Level I Facility	$0	$0	$0	$1,950	$0	$0	$0	$0	$6,300	$0	$600	$0	$0	$0	$0	$1,050	$1,050	$10,616,612	$10,233,708	$10,718,454	$10,283,093	$41,854,567	$11,534,389	$11,681,534
Level II Facility	$15,250	$24,850	$23,750	$54,625	$23,135	$18,750	$18,500	$41,500	$364,401	$48,800	$70,500	$60,125	$70,625	$78,250	$29,075	$38,875	$47,125	$1,362,880	$1,433,023	$1,508,182	$1,403,335	$6,150,795	$1,522,205	$1,550,907
Home and Community Based Services	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$816,434	$862,242	$938,441	$1,043,479	$3,660,596	$1,163,558	$1,269,113
CMS 1500 Payments by the Claims Processing System																								
Prof - E&M	$6,789,450	$7,032,104	$7,821,295	$7,993,889	$8,489,418	$8,352,289	$7,861,138	$8,065,462	$91,150,244	$8,356,101	$8,276,398	$8,306,539	$8,103,103	$7,460,421	$7,445,237	$7,210,221	$7,257,003	$8,702,531	$8,146,273	$7,068,242	$7,602,488	$93,934,559	$7,592,147	$8,220,204
Prof - Home Health	$3,021,465	$2,853,254	$2,703,371	$2,596,621	$2,760,941	$2,616,249	$2,532,888	$2,468,248	$42,520,846	$2,595,653	$2,594,950	$2,519,479	$2,514,238	$2,380,987	$2,410,862	$2,486,390	$2,350,466	$2,798,442	$2,708,472	$2,680,848	$2,646,792	$30,687,557	$2,620,563	$2,600,304
Prof - Maternity	$944,650	$1,012,850	$1,097,726	$971,345	$1,100,086	$1,057,901	$1,035,849	$1,101,353	$12,654,344	$1,244,358	$1,169,093	$1,229,386	$1,218,561	$1,092,970	$1,218,866	$1,177,117	$1,163,627	$1,288,552	$1,134,595	$1,122,084	$1,079,895	$14,139,103	$1,265,780	$1,325,276
Prof - Surgery	$600,439	$526,847	$685,255	$714,838	$742,859	$706,669	$648,280	$800,370	$8,091,533	$890,709	$774,794	$777,188	$733,164	$638,938	$586,667	$646,393	$596,481	$796,827	$697,223	$622,846	$710,939	$8,472,169	$690,355	$763,699
Prof - DME	$322,210	$397,880	$389,866	$456,870	$424,816	$445,651	$381,215	$357,480	$4,653,461	$378,661	$449,791	$375,005	$361,824	$395,663	$392,644	$359,389	$353,985	$437,437	$410,926	$382,020	$410,458	$4,707,805	$359,066	$445,060
Prof - Lab	$669,663	$677,448	$820,394	$827,477	$932,616	$910,439	$815,560	$882,359	$9,471,815	$881,577	$919,275	$962,330	$937,591	$796,108	$796,521	$788,730	$801,638	$961,237	$844,077	$731,172	$771,428	$10,191,684	$719,707	$816,602
Prof - Radiology	$798,029	$830,975	$917,166	$910,901	$1,048,313	$1,073,276	$990,891	$1,035,077	$11,220,704	$1,013,124	$959,163	$994,746	$973,414	$930,643	$947,049	$911,552	$893,305	$1,072,135	$1,004,417	$892,747	$966,132	$11,558,426	$947,340	$1,021,382
Prof - Transportation	$224,934	$193,585	$225,080	$213,167	$253,025	$258,485	$236,450	$245,292	$5,277,455	$244,235	$269,872	$285,190	$273,894	$246,839	$256,930	$274,610	$236,605	$275,658	$272,827	$273,454	$287,695	$3,197,806	$290,154	$305,911
Prof - Other	$1,786,806	$1,849,380	$1,806,582	$1,769,591	$1,903,011	$1,833,903	$1,798,909	$1,757,778	$21,905,413	$1,877,009	$1,985,109	$2,176,094	$2,120,826	$1,919,367	$1,847,876	$1,847,023	$1,775,849	$2,085,364	$1,923,679	$1,823,075	$1,894,302	$23,275,373	$1,915,018	$2,141,819
Capitation Payments	$1,130,174	$1,130,944	$1,129,127	$1,182,873	$1,191,503	$1,118,093	$1,118,758	$1,117,536	$11,861,090	$1,074,629	$1,017,801	$963,980	$1,194,872	$1,181,067	$1,175,596	$1,294,536	$1,322,186	$1,339,925	$1,337,417	$1,326,136	$1,322,134	$14,550,279	$1,297,998	$1,295,405
Subcontractor Payments for Medical Services	$142,635	$134,561	$149,389	$149,413	$168,497	$148,577	$122,339	$155,899	$1,786,721	$172,365	$204,882	$171,216	$181,745	$147,383	$144,840	$153,882	$147,665	$194,414	$168,538	$115,696	$140,646	$1,943,272	$193,035	$224,303
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																								
Inpatient Payments by the Claims Processing System	$1,530,483	$1,530,518	$1,205,100	$1,233,421	$1,343,508	$1,221,122	$1,205,330	$959,802	$17,024,830	$892,387	$935,684	$802,167	$784,814	$914,739	$764,032	$1,062,671	$953,424	$968,019	$811,111	$879,616	$810,142	$10,578,804	$1,176,833	$1,079,433
Outpatient Payments by the Claims Processing System	$833,238	$936,882	$1,013,149	$1,046,294	$1,159,578	$1,165,162	$1,159,876	$1,185,478	$11,450,810	$1,906,104	$1,962,529	$2,054,803	$2,086,232	$1,892,130	$1,936,261	$1,896,889	$1,868,907	$2,023,625	$2,062,818	$1,885,068	$1,916,390	$23,491,757	$1,739,067	$2,043,025
Supported Housing Payments by the Claims Processing Syste	$247,499	$294,505	$298,008	$288,523	$316,935	$250,684	$242,138	$239,062	$3,178,593	$331,257	$333,629	$331,320	$350,659	$347,827	$374,430	$391,067	$303,865	$320,250	$336,010	$354,369	$357,495	$4,132,178	$331,761	$364,749
Intensive Outpatient Payments by the Claims Processing Syst	$84,653	$86,585	$74,747	$67,566	$83,170	$76,821	$77,643	$81,571	$958,840	$71,666	$82,212	$78,099	$84,222	$66,498	$72,742	$62,286	$56,098	$79,980	$62,238	$66,417	$86,025	$868,483	$68,062	$68,595
Partial Hospitalization Payments by the Claims Processing Sy	$46,365	$64,871	$62,792	$33,033	$47,541	$84,212	$109,729	$98,023	$810,318	$97,270	$96,892	$77,142	$73,150	$59,620	$106,140	$70,740	$82,000	$103,115	$104,780	$95,135	$77,660	$1,043,644	$53,972	$120,120
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$11,136	$7,199	$6,976	$9,325	$13,202	$13,115	$13,197	$10,029	$138,243	$12,267	$14,101	$11,841	$7,066	$9,963	$13,216	$11,684	$8,177	$9,669	$13,224	$13,293	$10,666	$135,167	$10,097	$11,180
Twenty-Three Hour Payments by the Claims Processing Syst	$1,065	$1,314	$800	$160	$3,644	$0	$3,447	$1,543	$14,009	$1,422	$1,111	$328	$2,930	$317	$80	$220	$965	$990	$0	$2,882	$433	$11,677	$330	$137
CMHA Capitation Payments	$319,731	$322,135	$329,393	$339,728	$351,265	$336,955	$338,910	$331,278	$3,948,157	$333,312	$331,284	$338,646	$327,846	$333,512	$328,829	$327,172	$348,813	$330,384	$354,465	$355,045	$354,543	$4,063,852	$354,450	$354,489
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance Al	$2,939,525	$2,242,947	$2,424,301	$2,462,696	$2,512,245	$2,527,118	$2,487,270	$2,464,731	$32,802,943	$1,114,892	$1,126,965	$1,111,538	$1,117,009	$1,134,963	$1,133,493	$1,156,100	$1,156,357	$1,246,511	$1,229,594	$1,213,527	$1,185,838	$13,926,787	$1,135,957	$1,218,889
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																								
Recoveries not Reflected in Claims Payments									$0													$0		
Total Payments	$40,289,983	$39,461,001	$40,031,922	$40,639,771	$43,458,733	$41,914,724	$41,561,238	$42,237,821	$500,275,613	$44,171,106	$41,944,726	$43,274,126	$43,028,984	$39,259,468	$38,202,871	$41,729,982	$39,183,519	$58,050,132	$53,693,404	$51,504,606	$53,874,345	$547,917,269	$55,887,693	$59,176,759
UB92 IBNR	-$1	-$2	-$1	$0	$30	$529	$1,109	$219	$1,883	$8,035	$6,945	$7,153	$7,428	$6,873	$6,896	$13,931	$11,161	$70,663	$83,781	$361,935	$123,596	$708,396	$701,979	$673,718
Professional IBNR	-$1	-$2	-$1	$0	$30	$529	$1,109	$3,682	$5,345	$8,035	$6,945	$7,153	$7,428	$6,873	$6,896	$23,296	$15,974	$70,909	$73,169	$93,965	$74,778	$395,419	$92,724	$111,678
LTC IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$2,779	$3,081	$59,532	$25,904	$91,296	$189,449	$187,231
Total IBNR	-$2	-$3	-$3	$0	$61	$1,057	$2,218	$3,901	$7,228	$16,069	$13,889	$14,305	$14,855	$13,746	$13,793	$37,227	$27,135	$144,350	$160,030	$515,432	$224,279	$1,195,111	$984,153	$972,627
Payments and Remaining IBNR	$40,289,981	$39,460,997	$40,031,919	$40,639,771	$43,458,793	$41,915,781	$41,563,456	$42,241,722	$500,282,840	$44,187,175	$41,958,615	$43,288,431	$43,043,839	$39,273,214	$38,216,664	$41,767,210	$39,210,654	$58,194,482	$53,853,434	$52,020,038	$54,098,623	$549,112,380	$56,871,846	$60,149,386
Medical Loss Ratio, Gross Premium	81.18%	79.42%	81.34%	81.59%	86.55%	82.98%	82.17%	83.06%	83.91%	78.82%	76.45%	80.53%	79.65%	72.80%	70.81%	75.74%	71.28%	80.14%	74.00%	71.26%	73.48%	75.34%	77.91%	81.96%
Medical Loss Ratio, Net Premium	82.83%	81.04%	83.00%	83.26%	88.32%	84.67%	83.85%	84.76%	85.62%	83.41%	80.90%	85.21%	84.29%	77.04%	74.93%	80.15%	75.43%	84.80%	78.31%	75.41%	77.75%	79.73%	82.44%	86.73%
Per Member Expense	$215.44	$210.69	$214.44	$216.05	$228.69	$218.64	$215.67	$217.41	$221.48	$228.69	$218.37	$227.19	$225.52	$205.39	$199.38	$214.48	$200.72	$296.26	$273.25	$263.40	$272.43	$235.74	$287.05	$300.86
Premium Tax Paid (Quarterly)		3,794,315	-	-	2,845,665	-	-	2,573,881	-	12,077,896	-	2,926,433	-	-	8,850,835	-	-	8,257,072	-	-	9,074,913	-	29,109,253	-	15,097,357

Medical Loss Ratio Report - Total
Grand Region

1944

MCO	
AMERIGROUP, Tennessee, Inc.	

Reporting Month	2010				2011						For the Year Ended
	Incurred Month				Incurred Month						
	September	October	November	December	January	February	March	April	May	June	6/30/2011
Enrollment	201,312	201,870	201,788	201,548	201,440	201,239	201,199	200,928	200,730	198,168	2,408,276
Capitation Revenue	$73,814,581	$73,923,030	$73,997,637	$73,879,305	$74,194,642	$73,869,234	$73,714,147	$73,662,676	$73,553,672	$72,835,202	$883,828,883
Premium Tax	$4,059,802	$4,065,767	$4,069,870	$4,063,362	$4,080,705	$4,062,808	$4,054,278	$4,051,447	$4,045,452	$2,848,348	$47,453,000
Capitation Revenue Net of Premium Tax	$69,754,779	$69,857,264	$69,927,767	$69,815,944	$70,113,936	$69,806,426	$69,659,869	$69,611,229	$69,508,220	$69,986,854	$836,375,882
Payments for Covered Services for the Month											
Medical Services											
CMS 1450/UB 92 Payments by the Claims Processing Syster											
Inpatient - Maternity	$1,690,644	$1,838,658	$1,673,715	$1,792,869	$1,749,218	$1,696,892	$1,660,429	$1,402,493	$1,428,197	$874,830	$19,084,376
Inpatient - Newborn	$2,616,398	$2,843,559	$3,078,903	$2,618,197	$3,472,059	$2,047,975	$2,523,640	$1,903,301	$1,399,183	$597,869	$29,470,297
Inpatient -Medical	$3,900,685	$3,489,129	$3,234,801	$4,171,630	$4,873,460	$3,872,847	$3,881,023	$3,394,793	$2,896,315	$1,245,493	$44,829,264
Inpatient - Surgery	$2,737,178	$2,408,820	$1,986,389	$2,104,121	$2,816,838	$2,373,261	$2,594,605	$2,003,362	$2,090,365	$763,469	$27,925,420
Inpatient Other	$51,622	$123,088	$12,287	$22,645	$29,615	$29,462	$5,081	$13,746	$11,886	$0	$455,852
Outpatient - Emergency Room	$2,047,444	$2,069,952	$2,133,023	$2,065,885	$2,330,187	$2,108,157	$2,156,470	$2,099,078	$2,171,209	$1,177,570	$24,543,599
Outpatient - Laboratory	$472,792	$460,383	$482,791	$486,560	$534,448	$513,005	$552,854	$484,164	$477,845	$255,559	$5,651,256
Outpatient - Radiology	$1,201,367	$1,197,050	$1,263,547	$1,060,263	$989,041	$990,540	$1,176,321	$1,069,036	$1,024,481	$486,741	$12,732,911
Outpatient - Surgery	$1,937,086	$1,897,311	$1,841,909	$1,741,032	$1,564,104	$1,749,245	$2,042,328	$1,972,694	$1,812,353	$1,037,661	$21,719,604
Outpatient - Other	$205,085	$229,691	$213,001	$185,841	$172,611	$185,640	$209,555	$241,691	$169,137	$76,955	$2,269,213
Hospice	$787,999	$752,625	$660,877	$744,430	$722,194	$685,604	$754,774	$715,418	$732,504	$2,972	$8,107,812
Long-Term Care Payments											
Level I Facility	$11,383,745	$11,914,239	$11,445,455	$11,731,373	$11,525,731	$10,047,965	$11,255,991	$10,700,204	$10,895,750	$1,343,969	$125,460,346
Level II Facility	$1,389,014	$1,358,864	$1,351,022	$1,328,950	$1,264,559	$1,127,729	$1,217,207	$1,216,978	$1,099,901	$67,771	$14,495,107
Home and Community Based Services	$1,283,365	$1,315,411	$1,474,898	$1,619,012	$1,557,548	$1,568,964	$1,815,559	$1,721,866	$1,693,318	$627,807	$17,110,419
CMS 1500 Payments by the Claims Processing System											
Prof - E&M	$8,298,570	$7,886,444	$8,030,201	$7,382,480	$7,620,334	$8,108,437	$8,449,251	$7,436,911	$7,279,030	$3,723,477	$90,027,485
Prof - Home Health	$2,457,294	$2,441,754	$2,412,755	$2,458,931	$2,311,073	$2,093,659	$2,319,560	$2,073,650	$1,872,663	$579,821	$26,242,028
Prof - Maternity	$1,257,241	$1,189,270	$1,201,993	$1,221,119	$1,186,644	$1,161,520	$1,203,589	$1,123,889	$1,059,229	$632,303	$13,827,853
Prof - Surgery	$727,450	$726,200	$665,493	$655,204	$755,263	$662,025	$731,294	$752,325	$711,661	$399,358	$8,240,327
Prof - DME	$372,410	$452,974	$421,742	$482,003	$411,083	$333,505	$413,133	$399,109	$384,258	$213,412	$4,687,754
Prof - Lab	$822,158	$744,996	$717,267	$678,311	$768,613	$811,664	$855,169	$717,519	$716,748	$431,759	$8,800,514
Prof - Radiology	$987,944	$929,617	$921,581	$839,565	$868,497	$843,140	$999,806	$886,290	$796,771	$497,036	$10,538,969
Prof - Transportation	$283,723	$293,584	$262,116	$294,114	$320,009	$267,262	$303,726	$279,535	$256,719	$89,105	$3,245,957
Prof - Other	$2,060,288	$2,148,477	$2,033,516	$1,863,006	$1,959,106	$1,923,012	$2,081,100	$1,877,639	$1,763,227	$967,391	$22,733,598
Capitation Payments	$1,308,281	$1,349,813	$1,356,495	$1,357,740	$1,300,649	$1,367,112	$1,326,810	$1,387,166	$1,384,090	$1,464,250	$16,195,808
Subcontractor Payments for Medical Services	$180,527	$178,088	$165,320	$139,454	$161,564	$153,346	$203,093	$154,953	$131,096	$88,853	$1,973,633
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health											
Inpatient Payments by the Claims Processing System	$1,094,426	$1,159,104	$1,030,740	$971,647	$1,097,646	$1,058,582	$1,173,074	$1,132,857	$956,784	$226,682	$12,157,808
Outpatient Payments by the Claims Processing System	$2,104,466	$2,104,066	$2,138,311	$1,949,798	$1,955,844	$2,009,692	$2,358,941	$2,209,329	$2,079,892	$1,137,937	$23,830,368
Supported Housing Payments by the Claims Processing Syste	$357,448	$388,268	$370,419	$380,764	$378,992	$335,388	$340,903	$346,977	$359,968	$152,926	$4,108,563
Intensive Outpatient Payments by the Claims Processing Syst	$67,333	$64,113	$63,209	$65,315	$50,039	$60,464	$64,991	$46,149	$47,104	$16,042	$681,416
Partial Hospitalization Payments by the Claims Processing Sy	$128,615	$65,860	$5,595	$5,435	$7,090	$1,395	$6,215	$7,870	$15,760	$2,760	$420,687
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$6,555	$10,606	$9,058	$12,325	$11,574	$9,647	$12,103	$12,601	$14,552	$5,656	$125,954
Twenty-Three Hour Payments by the Claims Processing Syst	$182	$450	$1,382	$165	$328	$82	$997	$491	$843	$450	$5,838
CMHA Capitation Payments	$354,517	$359,522	$360,850	$316,378	$338,991	$353,134	$351,965	$342,635	$364,655	$362,416	$4,214,201
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance Ab	$1,271,569	$1,275,920	$1,292,220	$1,259,620	$1,221,329	$1,313,114	$1,378,905	$1,312,605	$1,338,849	$0	$14,018,977
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:											
Recoveries not Reflected in Claims Payments											$0
Total Payments	$55,845,422	$55,667,906	$54,312,880	$54,006,381	$56,326,281	$51,863,467	$56,420,462	$51,439,324	$49,436,343	$19,550,298	$619,933,216
UB92 IBNR	$234,937	$438,746	$714,328	$1,642,514	$647,538	$708,803	$2,552,387	$3,486,358	$5,181,682	$16,070,062	$33,053,052
Professional IBNR	$103,520	$180,416	$200,183	$430,295	$362,053	$297,891	$943,162	$1,423,453	$3,112,091	$11,466,996	$18,724,462
LTC IBNR	$80,685	$262,312	$341,849	$494,137	$413,591	$833,111	$833,304	$1,098,205	$1,543,411	$13,375,707	$19,652,993
Total IBNR	$419,141	$881,473	$1,256,361	$2,566,946	$1,423,182	$1,839,805	$4,328,852	$6,008,016	$9,837,184	$40,912,766	$71,430,507
Payments and Remaining IBNR	$56,264,563	$56,549,379	$55,569,241	$56,573,327	$57,749,463	$53,703,272	$60,749,315	$57,447,340	$59,273,528	$60,463,064	$691,363,722
Medical Loss Ratio, Gross Premium	76.22%	76.50%	75.10%	76.58%	77.84%	72.70%	82.41%	77.99%	80.59%	83.01%	78.22%
Medical Loss Ratio, Net Premium	80.66%	80.95%	79.47%	81.03%	82.37%	76.93%	87.21%	82.33%	85.28%	86.39%	82.66%
Per Member Expense	$279.49	$280.13	$275.38	$280.69	$286.68	$266.86	$301.94	$285.91	$295.29	$305.11	$287.08
Premium Tax Paid (Quarterly)	-	-	12,641,955	-	-	16,817,202	-	-	8,447,437	-	53,003,952

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 06/30/11

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	**613,168**	**1,222,915**	**2,416,116**
Revenues:			
TennCare Capitation	228,257,358	460,727,418	871,851,131
Investment	692,014	1,206,819	1,781,958
Other Revenues	0	-	-
Total Revenues	228,949,372	461,934,237	873,633,089
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	404,037	712,664	1,038,956
Fee-for Service Physician Services	35,159,213	66,266,316	137,898,464
Inpatient Hospital Services	32,070,081	62,566,154	147,989,664
Outpatient Hospital Services	14,548,880	24,553,893	52,463,877
Emergency Room Services	6,586,043	12,553,853	24,826,025
Dental Services	-	-	-
Vision Services	533,680	1,051,404	2,174,706
Pharmacy Services	-	-	-
Home Health Services	7,237,198	11,727,979	29,405,479
Chiropractic Services	-	-	-
Radiology Services	2,831,298	5,454,477	12,061,197
Laboratory Services	2,228,590	4,484,059	9,524,334
Durable Medical Equipment Services	1,326,835	2,245,953	4,592,521
Transportation Services	4,380,050	8,344,921	15,683,389
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	107,305,905	199,961,673	437,658,612
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,016,763	3,517,666	9,165,284
Inpatient Substance Abuse Treatment and Detox	537,533	765,448	1,849,319
Outpatient Mental Health Services	2,172,222	3,778,829	7,283,076
Outpatient Substance Abuse Treatment and Detox	1,580,343	2,754,682	5,801,580
Housing/Residential Treatment	2,180,971	3,377,009	5,701,513
Specialized Crisis Services	1,127,563	2,172,246	4,400,805
Psychiatric Rehab and Support Services	487,976	894,613	3,160,309
Case Management	6,634,150	12,658,349	25,627,497
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	42,147	66,278	120,466
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	16,779,668	29,985,120	63,109,849
CHOICES			
Nursing Facility Care	40,750,984	88,174,068	127,021,290
HCBS Services	6,136,049	12,858,827	12,013,375
Subtotal CHOICES	46,887,033	101,032,895	139,034,665
Subtotal Hospital, Medical, MH&SAS, CHOICES	170,972,606	330,979,688	639,803,126
LESS:			
Net Reinsurance Recoveries Incurred	107,960	103,046	(582,336)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	107,960	103,046	(582,336)
Total Hospital, Medical, MH&SAS	170,864,646	330,876,642	640,385,462
Administration:			
Compensation	5,186,267	10,101,349	18,528,549
Direct and Allocated Admin expenses	13,032,168	25,841,788	49,059,427
Marketing	42,324	100,714	185,891
Interest Expense	-	-	-
Premium Tax Expense	12,602,639	25,450,185	48,770,370
Occupancy, Depreciation, and Amortization	291,090	572,904	1,360,982
Other Administration - Write-Ins	829,851	1,912,638	4,357,018
Total Administration Expenses	31,984,339	63,979,578	122,262,237
Total Expenses	202,848,985	394,856,220	762,647,699
Extraordinary Item	-	-	-
Provision for Income Tax	9,243,166	24,058,097	41,200,044
Net Income (Loss)	16,857,221	43,019,920	69,785,346
Write-Ins for Other Revenues			
	-	-	-
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital			
	-	-	-
Total Other Medical and Hospital	-	-	-
Write-Ins for Other MH & SS			
	-	-	-
Total Other MH & SS	-	-	-
Write-Ins for Other Administration			
Purch Svc Accts	221,955	348,832	406,764
Telephone Expenses	109,155	210,023	291,132
Other Taxes	304,492	761,683	38,600
Conference/Seminars/Meetings	3,118	19,427	20,421
Contractual Sanctions	112,980	173,580	-
Bank Service Charges	18,044	32,555	36,674
Provision for Bad Debt	(488,746)	(961,552)	794,483
Postage and Delivery	104,918	330,597	593,284
Printing and Reproduction	170,498	520,130	455,515
Publications Accts	12,499	16,785	36,459
Repairs and Maintenance	8,877	19,050	49,635
Supplies Expense	41,480	82,456	133,185
Temporary Labor Accts	10,509	28,557	80,995
Travel and Entertainment Exp	147,564	266,030	456,241
Recruitment Expenses	29,300	29,300	284,347
Other Administration < $14,500 YTD	23,208	35,185	679,283
Total Other Administration	829,851	1,912,638	4,357,018

AMERIGROUP Tennessee, Inc.-Grand Region Middle
Cash Reconciliation-Middle Region-Medicaid only
June 30, 2011

Month Received	Cash	Recorded	Rate cell before accrual	Capitation excluded from Withhold 2.5%	2011 rate decrease reflected in April file	Withhold 2.5%	97.5% collected	January 2011 capitation Paid in December	July 2011 capitation Paid @97.5%	Collected Withhold 2.5%	Liquidated Damages	Premium Taxes	ASO Claims	Refund Checks	ASO fees	Other A/R	Cash difference	Premium receivable	
	Cash P2, C3, L51A	L2									Admin Exp P4, C2, L21	Not Reported	Not Reported	Not Reported	Premium P4, C2, L2	Not Reported		L13.1	
Beginning Balance (Prem. Rec)						-												$ 8,121,073.20	Balance @ 12/31/10
January		76,997,778.35	76,365,668.63			1,909,141.72	74,456,526.91	(74,456,526.91)									-	1,909,141.72	
January	606,057.03													457.03		605,600.00	-	-	
February	75,428,716.08	79,273,913.43	75,404,691.65			1,885,117.29	73,519,574.36			1,909,141.72							0.01	(24,024.43)	
March	77,542,989.40	76,186,368.02	77,610,125.24			1,940,253.13	75,669,872.11			1,885,117.29	(12,000.00)						(0.00)	55,135.84	
April	74,217,286.18	75,967,110.66	74,488,894.37		12,942,684.64	2,185,789.48	72,303,104.89			1,940,253.13	(26,069.84)						(0.01)	245,536.35	
May	76,512,311.46	77,021,323.42	76,299,475.25	41,552.65		1,906,448.07	74,393,027.19			2,185,489.48	(66,205.20)						(0.00)	(279,041.41)	
June	76,408,877.03	75,268,923.97	76,412,259.30	19,045.71		1,909,830.34	74,502,428.96			1,906,448.07	(63,305.09)						63,305.09	(59,922.62)	
June for July Pre-payment	75,372,377.55		75,410,764.35	2,282.54		1,885,212.05			73,525,552.30	1,909,830.34							(63,005.09)	38,386.80	
Underpayment of $300 for 2.5% withhold in May						-				300.00							(300.00)	-	
June for July Pre-payment Withhold						(1,885,212.05)											-	(1,885,212.05)	
																	-	-	
																	-	-	
																	-	-	
																		-	
Total	$ 456,088,616.73	$ 460,727,417.85	$ 531,991,878.79	$ 62,880.90		$ 11,736,580.02	$ 444,844,534.42	$ (74,456,526.91)	$ 73,525,552.30	$ 11,736,580.02	$ (167,580.13)	$ -	$ -	$ 457.03	$ -	$ 605,600.00	$ (0.00)	$ 8,121,073.20	

Reconciliation

Cash collected		$ 456,088,616.73	
Premium earned		460,727,417.85	
12-31-10 Prem.Tax on Retro Rec. for June09 & Prior Pd		(219,561.36)	
06-30-11 Prem.Tax on Retro Rec. for June09 & Prior Pd		296,602.88	
Difference		$ (4,561,759.62)	
Premium Receivable		$ 15,727,156.90	
Less:			
Beginning Balance	$ 8,121,073.20		
Liquidated Damages	(167,580.13)		
Refund Checks	457.03		
Electronic Visit Verification System Payment	605,600.00		
January capitation minus retroactivity	(67,971,872.85)		
Unearned 06-30-2011	67,409,306.24		
Change in Payment Adjustments @ 06-2011	4,483,022.86		
LTC overpayments	653,926.06		
Rate adjustment July-December 2010	(2,265,138.00)		
06-30-11 Prem.Tax on Retro Rec. for June09 & Pr	296,602.88	$ 11,165,397.29	
Difference		$ (4,561,759.61)	(0.01)

Cash that should be included on premium tax return		
Medicaid Premiums	460,946,979.23	
Change in Premium Receivable	(7,606,083.70)	
Refund Checks	457.03	
Electronic Visit Verification System Payment	605,600.00	
January capitation minus retroactivity	(67,971,872.85)	
Unearned 06-30-2011	67,409,306.24	
Change in Payment Adjustments @ 06-2011	4,483,022.86	
LTC overpayments	653,926.06	
Rate adjustment July-December 2010	(2,265,138.00)	
	456,256,196.87	
1Q11 Cash included	(153,589,762.51)	
	302,666,434.36	
Total Cash collected	456,088,616.73	
1Q11 Cash collected	(153,589,762.51)	
add back liquidated damages	167,580.13	
	302,666,434.35	16,646,653.89
	0.01	

$ 8,121,073.20	
296,602.88	3.5% Premium Tax Differential on Retroactivity
-	Retro Receivable
1,582,294.67	Retro Reclassification
5,727,186.15	Retroeligibility
15,727,156.90	Subtotal @ 6/30/11
387,723.76	AMERIVANTAGE Premium Receivable
16,114,880.66	Health Premiums Due & Accrued, Page 2, Line 15.1
0.00	Aggregate policy-reserves
63,701,794.40	Premiums received in advance, Page 3, Line 8
9,146,641.97	Remittances and items not allocated, Page 3, Line 13