

ANNUAL STATEMENT
OF THE
AMERIGROUP Tennessee, Inc.

of
Nashville
in the state of
Tennessee

TO THE
Insurance Department
OF THE STATE OF
Tennessee

For the Year Ending
December 31, 2010

2010

HEALTH

2010



ANNUAL STATEMENT

For the Year Ending December 31, 2010

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 , Nashville, TN 37214
 (Street and Number) (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 , Virginia Beach, VA 23462
 (Street and Number or P.O. Box) (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 Website 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, II	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

William Gardner Wood, M.D., Vice President

DIRECTORS OR TRUSTEES

Charles Brian Shipp
 Nicholas Joseph Pace, II

Alvin Brock King

State of Virginia
 County of Virginia Beach ss

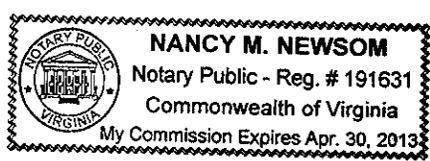
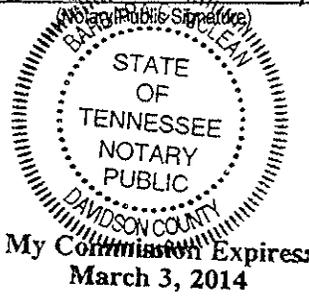
The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from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

 (Signature) <u>Alvin Brock King</u> (Printed Name) 1. <u>President/CEO</u> (Title)	 (Signature) <u>Nicholas Joseph Pace, II</u> (Printed Name) 2. <u>Vice President/Secretary</u> (Title)	 (Signature) <u>Margaret Mary Roomsburg</u> (Printed Name) 3. <u>Vice President/Asst Secretary</u> (Title)
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Subscribed and sworn to before me this 8th day of Feb, 2011

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 Signature)



ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols.1-2)	Net Admitted Assets
1. Bonds (Schedule D)	111,270,121		111,270,121	55,367,813
2. Stocks (Schedule D)				
2.1 Preferred stocks				
2.2 Common Stocks				
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
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 (\$.....15,966,651 Schedule E Part 1), cash equivalents (\$.....3,699,764 Schedule E Part 2) and short-term investments (\$.....192,580,941 Schedule DA)	212,247,356		212,247,356	68,124,844
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets (Schedule BA)				
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)	323,517,477		323,517,477	123,492,657
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	898,568		898,568	278,285
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	8,340,634		8,340,634	36,472,947
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	37,055		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		523,910	2,231,533
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	6,743,818	382,727	6,361,091	781,764
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	76,584	55,313	21,271	112,072
21. Furniture and equipment, including health care delivery assets (\$.....0)	1,372,958	1,372,958		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$.....0) and other amounts receivable	931,331	931,331		
25. Aggregate write-ins for other than invested assets	605,600		605,600	
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	343,047,935	2,742,329	340,305,606	163,369,258
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	343,047,935	2,742,329	340,305,606	163,369,258
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. LTC Contract Receivable	605,600		605,600	
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	605,600		605,600	

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	89,474,792		89,474,792	66,885,138
2. Accrued medical incentive pool and bonus amounts	347,335		347,335	
3. Unpaid claims adjustment expenses	1,765,157		1,765,157	1,520,475
4. Aggregate health policy reserves				9,842
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserves				
7. Aggregate health claim reserves				
8. Premiums received in advance	70,508,251		70,508,251	
9. General expenses due or accrued	275,456		275,456	223,829
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses))	9,077,557		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				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates	1,424,481		1,424,481	4,527,572
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				
23. Aggregate write-ins for other liabilities (including \$.....0 current)	16,830,036		16,830,036	9,348,510
24. TOTAL Liabilities (Lines 1 to 23)	189,703,065		189,703,065	82,515,366
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	95,008,432	94,364,304
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	55,593,109	(13,511,412)
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	150,602,541	80,853,892
34. TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	XXX	XXX	340,305,606	163,369,258
DETAILS OF WRITE-INS				
2301. Accrued Premium Tax	16,830,036		16,830,036	9,348,510
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)	16,830,036		16,830,036	9,348,510
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		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months	XXX	2,430,753	2,297,031
2. Net premium income (including \$.....0 non-health premium income)	XXX	888,601,659	626,125,979
3. Change in unearned premium reserves and reserve 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	888,601,659	626,125,979
Hospital and Medical:			
9. Hospital/medical benefits		552,270,340	390,879,854
10. Other professional services		11,017,116	10,922,534
11. Outside referrals			
12. Emergency room and out-of-area		36,399,201	54,252,517
13. Prescription drugs		1,891,939	1,583,073
14. Aggregate write-ins for other hospital and medical		50,577,588	57,913,489
15. Incentive pool, withhold adjustments and bonus amounts		562,049	
16. Subtotal (Lines 9 to 15)		652,718,233	515,551,467
Less:			
17. Net reinsurance recoveries		(584,033)	(641,620)
18. TOTAL Hospital and Medical (Lines 16 minus 17)		653,302,266	516,193,087
19. Non-health claims (net)			
20. Claims adjustment expenses, including \$.....15,830,499 cost containment expenses		21,399,865	16,002,926
21. General administrative expenses		102,885,865	73,036,222
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)		777,587,996	605,232,235
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	111,013,663	20,893,744
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)		1,702,439	1,609,092
26. Net realized capital gains (losses) less capital gains tax of \$.....0		79,520	38,582
27. Net investment gains (losses) (Lines 25 plus 26)		1,781,959	1,647,674
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	112,795,622	22,541,418
31. Federal and foreign income taxes incurred	XXX	41,200,044	
32. Net income (loss) (Lines 30 minus 31)	XXX	71,595,578	22,541,418
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 (Line 0701 through 0703 plus 0798) (Line 7 above)	XXX		
1401. DME, Home Health Care, Ambulance, Transportation		50,577,588	57,913,489
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)		50,577,588	57,913,489
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year	Prior Year
CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	80,853,892	54,588,298
34.	Net income or (loss) from Line 32	71,595,578	22,541,418
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		
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax	2,163,192	(8,602,556)
39.	Change in nonadmitted assets	5,345,751	11,901,739
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	644,128	424,993
45.2	Transferred to capital (Stock Dividend)		
45.3	Transferred from capital		
46.	Dividends to stockholders	(10,000,000)	
47.	Aggregate write-ins for gains or (losses) in surplus		
48.	Net change in capital and surplus (Lines 34 to 47)	69,748,649	26,265,594
49.	Capital and surplus end of reporting year (Line 33 plus 48)	150,602,541	80,853,892
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	2
		Current Year	Prior Year
Cash from Operations			
1.	Premiums collected net of reinsurance	987,195,326	599,479,674
2.	Net investment income	1,161,676	1,731,415
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	988,357,002	601,211,089
5.	Benefit and loss related payments	630,154,545	524,851,746
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	120,900,124	89,057,227
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	32,122,487	
10.	Total (Lines 5 through 9)	783,177,156	613,908,973
11.	Net cash from operations (Line 4 minus Line 10)	205,179,846	(12,697,884)
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	89,542,262	38,625,000
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		
12.7	Miscellaneous proceeds		
12.8	Total investment proceeds (Lines 12.1 to 12.7)	89,542,262	38,625,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	145,365,050	47,740,478
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications	79,520	38,582
13.7	Total investments acquired (Lines 13.1 to 13.6)	145,444,570	47,779,060
14.	Net increase (decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(55,902,308)	(9,154,060)
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	10,000,000	
16.6	Other cash provided (applied)	4,844,974	14,627,100
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(5,155,026)	14,627,100
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)	144,122,512	(7,224,844)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	68,124,844	75,349,688
19.2	End of year (Line 18 plus Line 19.1)	212,247,356	68,124,844

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

20.0001	Depreciation	737,546	1,437,734
20.0002	Non-cash Capital Contributions	644,128	424,993

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	888,601,659						16,750,528	871,851,131		
2. Change in unearned premium reserves and reserve for rate credit										
3. Fee-for-service (net of \$.....0 medical expenses)										XXX
4. Risk revenue										XXX
5. Aggregate write-ins for other health care related revenues										XXX
6. Aggregate write-ins for other non-health care related revenues		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
7. TOTAL Revenues (Lines 1 to 6)	888,601,659						16,750,528	871,851,131		
8. Hospital/medical benefits	552,270,340						9,311,753	542,958,587		XXX
9. Other professional services	11,017,116						321,221	10,695,895		XXX
10. Outside referrals										XXX
11. Emergency room and out-of-area	36,399,201						1,043,425	35,355,776		XXX
12. Prescription drugs	1,891,939						1,891,939			XXX
13. Aggregate write-ins for other hospital and medical	50,577,588						344,129	50,233,459		XXX
14. Incentive pool, withhold adjustments and bonus amounts	562,049						2,640	559,409		XXX
15. Subtotal (Lines 8 to 14)	652,718,233						12,915,107	639,803,126		XXX
16. Net reinsurance recoveries	(584,033)						(1,697)	(582,336)		XXX
17. TOTAL Hospital and Medical (Lines 15 minus 16)	653,302,266						12,916,804	640,385,462		XXX
18. Non-health claims (net)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including \$.....15,830,499 cost containment expenses	21,399,865						330,764	21,069,101		
20. General administrative expenses	102,885,865						1,939,789	100,946,076		
21. Increase in reserves for accident and health contracts										XXX
22. Increase in reserves for life contracts		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. TOTAL Underwriting Deductions (Lines 17 to 22)	777,587,996						15,187,357	762,400,639		
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	111,013,663						1,563,171	109,450,492		
DETAILS OF WRITE-INS										
0501.										XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page										XXX
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)										XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
1301. DME, Home Health Care, Ambulance, Transportation	50,577,588						344,129	50,233,459		XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page										XXX
1399. TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)	50,577,588						344,129	50,233,459		XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business		1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Columns 1 + 2 - 3)
1.	Comprehensive (hospital and medical)				
2.	Medicare Supplement				
3.	Dental only				
4.	Vision only				
5.	Federal Employees Health Benefits Plan				
6.	Title XVIII - Medicare	16,750,528			16,750,528
7.	Title XIX - Medicaid	871,851,131			871,851,131
8.	Other health				
9.	Health subtotal (Lines 1 through 8)	888,601,659			888,601,659
10.	Life				
11.	Property/casualty				
12.	TOTALS (Lines 9 to 11)	888,601,659			888,601,659

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	629,355,798						13,929,975	615,425,823		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded	(584,033)						(1,697)	(582,336)		
1.4 Net	629,939,831						13,931,672	616,008,159		
2. Paid medical incentive pools and bonuses	214,714							214,714		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	89,474,792						2,142,238	87,332,554		
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net	89,474,792						2,142,238	87,332,554		
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										
5. Accrued medical incentive pools and bonuses, current year	347,335						2,640	344,695		
6. Net healthcare receivables (a)	(210,732)						301,162	(511,894)		
7. Amounts recoverable from reinsurers December 31, current year ..										
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	66,885,138						2,858,584	64,026,554		
8.2 Reinsurance assumed										
8.3 Reinsurance ceded										
8.4 Net	66,885,138						2,858,584	64,026,554		
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct										
9.2 Reinsurance assumed										
9.3 Reinsurance ceded										
9.4 Net										
10. Accrued medical incentive pools and bonuses, prior year										
11. Amounts recoverable from reinsurers December 31, prior year										
12. Incurred benefits:										
12.1 Direct	652,156,184						12,912,467	639,243,717		
12.2 Reinsurance assumed										
12.3 Reinsurance ceded	(584,033)						(1,697)	(582,336)		
12.4 Net	652,740,217						12,914,164	639,826,053		
13. Incurred medical incentive pools and bonuses	562,049						2,640	559,409		

(a) Excludes \$.....(1,304,000) loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	5,587,232						140,299	5,446,933		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net	5,587,232						140,299	5,446,933		
2. Incurred but Unreported:										
2.1 Direct	83,887,560						2,001,939	81,885,621		
2.2 Reinsurance assumed										
2.3 Reinsurance ceded										
2.4 Net	83,887,560						2,001,939	81,885,621		
3. Amounts Withheld from Paid Claims and Capitalizations:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. TOTALS										
4.1 Direct	89,474,792						2,142,238	87,332,554		
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net	89,474,792						2,142,238	87,332,554		

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 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 December 31 of Prior Year
1.	Comprehensive (hospital and medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	2,209,488	11,722,184	15,271	2,126,967	2,224,759	2,858,584
7.	Title XIX - Medicaid	44,821,248	571,186,911	2,336,891	84,995,663	47,158,139	64,026,554
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	47,030,736	582,909,095	2,352,162	87,122,630	49,382,898	66,885,138
10.	Healthcare receivables (a)	17,385	293,946			17,385	522,063
11.	Other non-health						
12.	Medical incentive pool and bonus amounts		214,714	2,640	344,695	2,640	
13.	TOTALS (Lines 9 - 10 + 11 + 12)	47,013,351	582,829,863	2,354,802	87,467,325	49,368,153	66,363,075

(a) Excludes \$.....620,000 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior					
2. 2006					
3. 2007	X X X	288,811	367,362	368,673	367,090
4. 2008	X X X	X X X	454,243	515,311	515,748
5. 2009	X X X	X X X	X X X	462,473	510,650
6. 2010	X X X	X X X	X X X	X X X	583,124

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior					
2. 2006					
3. 2007	X X X	361,063	368,084	368,923	367,094
4. 2008	X X X	X X X	528,605	517,347	516,039
5. 2009	X X X	X X X	X X X	527,072	512,710
6. 2010	X X X	X X X	X X X	X X X	670,591

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2006										
2. 2007	382,865	367,090	11,092	3.021	378,182	98.777	4	(2)	378,184	98.777
3. 2008	607,095	515,748	15,546	3.014	531,294	87.514	291	1	531,586	87.562
4. 2009	626,126	510,650	16,724	3.275	527,374	84.228	2,060	231	529,665	84.594
5. 2010	888,602	583,124	18,412	3.157	601,536	67.695	87,467	1,535	690,538	77.711

12 Total

- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XVIII - Medicare

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior					
2. 2006					
3. 2007	XXX				
4. 2008	XXX	XXX	4,544	5,777	5,759
5. 2009	XXX	XXX	XXX	8,322	10,550
6. 2010	XXX	XXX	XXX	XXX	11,722

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior					
2. 2006					
3. 2007	XXX				
4. 2008	XXX	XXX	6,571	5,843	5,759
5. 2009	XXX	XXX	XXX	11,115	10,568
6. 2010	XXX	XXX	XXX	XXX	13,849

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2006										
2. 2007										
3. 2008	8,112	5,759	108	1.878	5,867	72.327			5,867	72.327
4. 2009	13,401	10,550	311	2.944	10,861	81.043	18	7	10,886	81.229
5. 2010	16,751	11,722	290	2.476	12,012	71.711	2,127	35	14,174	84.618

12 Title XVIII-Medicare

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior					
2. 2006	XXX				
3. 2007	XXX	288,811	367,362	368,673	367,090
4. 2008	XXX	XXX	449,699	509,534	509,989
5. 2009	XXX	XXX	XXX	454,151	500,100
6. 2010	XXX	XXX	XXX	XXX	571,402

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2006	2 2007	3 2008	4 2009	5 2010
1. Prior					
2. 2006	XXX				
3. 2007	XXX	361,063	368,084	368,923	367,094
4. 2008	XXX	XXX	522,034	511,504	510,280
5. 2009	XXX	XXX	XXX	515,957	502,142
6. 2010	XXX	XXX	XXX	XXX	656,742

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1	2	3	4	5	6	7	8	9	10
	Premiums Earned	Claims Payments	Claim Adjustment Expense Payments	(Col. 3/2) Percent	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	(Col. 5/1) Percent	Claims Unpaid	Unpaid Claims Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	(Col. 9/1) Percent
1. 2006	382,865	367,090	11,092	3.021	378,182	98.777	4	(2)	378,184	98.777
2. 2007	598,983	509,989	15,438	3.027	525,427	87.720	291	1	525,719	87.769
3. 2008	612,725	500,100	16,413	3.282	516,513	84.298	2,042	224	518,779	84.668
4. 2009	871,851	571,402	18,122	3.171	589,524	67.617	85,340	1,500	676,364	77.578
5. 2010										

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other NONE

13 Underwriting Invest Exh Pt 2D - A & H Reserve NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building)			1,756,235		1,756,235
2. Salaries, wages and other benefits	13,772,849	3,060,645	29,410,781		46,244,275
3. Commissions (less \$.....0 ceded plus \$.....0 assumed)					
4. Legal fees and expenses			311,864		311,864
5. Certifications and accreditation fees					
6. Auditing, actuarial and other consulting services			448,111		448,111
7. Traveling expenses	255,525		790,911		1,046,436
8. Marketing and advertising	152		432,463		432,615
9. Postage, express and telephone	334,653		1,727,561		2,062,214
10. Printing and office supplies	135,819		1,346,920		1,482,739
11. Occupancy, depreciation and amortization			2,372,891		2,372,891
12. Equipment			173,181		173,181
13. Cost or depreciation of EDP equipment and software			2,721,511		2,721,511
14. Outsourced services including EDP, claims, and other services	306,222	2,508,721	4,149,194		6,964,137
15. Boards, bureaus and association fees	8,130		872,408		880,538
16. Insurance, except on real estate			815,245		815,245
17. Collection and bank service charges	813,734		41,855		855,589
18. Group service and administration fees					
19. Reimbursements by uninsured plans			(339,589)		(339,589)
20. Reimbursements from fiscal intermediaries					
21. Real estate expenses					
22. Real estate taxes					
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					
23.2 State premium taxes			48,770,371		48,770,371
23.3 Regulator authority licenses and fees					
23.4 Payroll taxes					
23.5 Other (excluding federal income and real estate taxes)					
24. Investment expenses not included elsewhere					
25. Aggregate write-ins for expenses	203,415		7,083,952		7,287,367
26. TOTAL Expenses Incurred (Lines 1 to 25)	15,830,499	5,569,366	102,885,865		(a). 124,285,730
27. Less expenses unpaid December 31, current year	1,765,157		275,456		2,040,613
28. Add expenses unpaid December 31, prior year	1,520,475		223,829		1,744,304
29. Amounts receivable relating to uninsured plans, prior year					
30. Amounts receivable relating to uninsured plans, current year					
31. TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	15,585,817	5,569,366	102,834,238		123,989,421
DETAILS OF WRITE-INS					
2501. Purchase Svc., Equip., Leases, Contr , Gifts, R&M, Temp Labor, etc.	203,415		7,083,952		7,287,367
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page					
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	203,415		7,083,952		7,287,367

(a) Includes management fees of \$.....50,124,936 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. Government bonds	(a)..... 930,676	..... 973,729
1.1	Bonds exempt from U.S. tax	(a)..... (77,113)	..... 170,184
1.2	Other bonds (unaffiliated)	(a)..... 80,358	..... 257,683
1.3	Bonds of affiliates	(a).....	.....
2.1	Preferred stocks (unaffiliated)	(b).....	.....
2.11	Preferred stocks of affiliates	(b).....	.....
2.2	Common stocks (unaffiliated) .....	.....	.....
2.21	Common stocks of affiliates .....	.....	.....
3.	Mortgage loans	(c).....	.....
4.	Real estate	(d).....	.....
5.	Contract loans .....	.....	.....
6.	Cash, cash equivalents and short-term investments	(e)..... 227,755	..... 300,843
7.	Derivative instruments	(f).....	.....
8.	Other invested assets .....	.....	.....
9.	Aggregate write-ins for investment income .....	.....	.....
10.	Total gross investment income .....	..... 1,161,676	..... 1,702,439
11.	Investment expenses .....	.....	(g).....
12.	Investment taxes, licenses and fees, excluding federal income taxes .....	.....	(g).....
13.	Interest expense .....	.....	(h).....
14.	Depreciation on real estate and other invested assets .....	.....	(i).....
15.	Aggregate write-ins for deductions from investment income .....	.....	.....
16.	Total deductions (Lines 11 through 15) .....	.....	.....
17.	Net investment income (Line 10 minus Line 16) .....	.....	..... 1,702,439
DETAILS OF WRITE-INS			
0901.	.....	.....	.....
0902.	.....	.....	.....
0903.	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....	.....
1501.	.....	.....	.....
1502.	.....	.....	.....
1503.	.....	.....	.....
1598.	Summary of remaining write-ins for Line 15 from overflow page .....	.....	.....
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above) .....	.....	.....

- (a) Includes \$.....17,669 accrual of discount less \$.....443,825 amortization of premium and less \$.....448,666 paid for accrued interest on purchases.
- (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
- (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
- (e) Includes \$.....59,190 accrual of discount less \$.....176,292 amortization of premium and less \$.....95,314 paid for accrued interest on purchases.
- (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
- (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
- (i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....	..... 3,221	.....	..... 3,221	.....	.....
1.1	Bonds exempt from U.S. tax .....	..... 59,037	.....	..... 59,037	.....	.....
1.2	Other bonds (unaffiliated) .....	..... 17,262	.....	..... 17,262	.....	.....
1.3	Bonds of affiliates .....	.....	.....	.....	.....	.....
2.1	Preferred stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.11	Preferred stocks of affiliates .....	.....	.....	.....	.....	.....
2.2	Common stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.21	Common stocks of affiliates .....	.....	.....	.....	.....	.....
3.	Mortgage loans .....	.....	.....	.....	.....	.....
4.	Real estate .....	.....	.....	.....	.....	.....
5.	Contract loans .....	.....	.....	.....	.....	.....
6.	Cash, cash equivalents and short-term investments .....	.....	.....	.....	.....	.....
7.	Derivative instruments .....	.....	.....	.....	.....	.....
8.	Other invested assets .....	.....	.....	.....	.....	.....
9.	Aggregate write-ins for capital gains (losses) .....	.....	.....	.....	.....	.....
10.	Total capital gains (losses) .....	..... 79,520	.....	..... 79,520	.....	.....
DETAILS OF WRITE-INS						
0901.	.....	.....	.....	.....	.....	.....
0902.	.....	.....	.....	.....	.....	.....
0903.	.....	.....	.....	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....	.....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....	.....	.....	.....	.....

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			
2. Stocks (Schedule D):			
2.1 Preferred stocks			
2.2 Common stocks			
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			
3.2 Other than first liens			
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			
4.2 Properties held for the production of income			
4.3 Properties held for sale			
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6. Contract loans			
7. Derivatives			
8. Other invested assets (Schedule BA)			
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)			
13. Title plants (for Title insurers only)			
14. Invested income due and accrued			
15. Premium and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection			
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
15.3 Accrued retrospective premiums			
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers			
16.2 Funds held by or deposited with reinsured companies			
16.3 Other amounts receivable under reinsurance contracts			
17. Amounts receivable relating to uninsured plans			
18.1 Current federal and foreign income tax recoverable and interest thereon			
18.2 Net deferred tax asset	382,727	3,798,862	3,416,135
19. Guaranty funds receivable or on deposit			
20. Electronic data processing equipment and software	55,313	157,442	102,129
21. Furniture and equipment, including health care delivery assets	1,372,958	1,685,713	312,755
22. Net adjustment in assets and liabilities due to foreign exchange rates			
23. Receivables from parent, subsidiaries and affiliates			
24. Health care and other amounts receivable	931,331	2,446,063	1,514,732
25. Aggregate write-ins for other than invested assets			
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	2,742,329	8,088,080	5,345,751
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28. Total (Lines 26 and 27)	2,742,329	8,088,080	5,345,751
DETAILS OF WRITE-INS			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page			
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)			
2501.			
2502.			
2503.			
2598. Summary of remaining write-ins for Line 25 from overflow page			
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)			

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations	195,103	201,438	199,568	213,840	203,382	2,430,753
2. Provider Service Organizations						
3. Preferred Provider Organizations						
4. Point of Service						
5. Indemnity Only						
6. Aggregate write-ins for other lines of business						
7. TOTAL	195,103	201,438	199,568	213,840	203,382	2,430,753
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page						
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)						

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 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities	1,169,719	1,208,757	2,237,335	3,724,823		8,340,634
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	1,169,719	1,208,757	2,237,335	3,724,823		8,340,634

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						
CVS Caremark	30,304	27,347	27,084	218,478	303,213	
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	30,304	27,347	27,084	218,478	303,213	
0299998 Claim Overpayment Receivables - Not Individually Listed				8,118	8,118	
0299999 Subtotal - Claim Overpayment Receivables				8,118	8,118	
Loans and Advances to Providers						
Ed Medical, Inc.				170,000	170,000	
Collaborative Care Corporation				200,000	200,000	
Park Center, Inc.				100,000	100,000	
Guardian Hospice of Nashville LLC				100,000	100,000	
0399998 Loans and Advances to Providers - Not Individually Listed				50,000	50,000	
0399999 Subtotal - Loans and Advances to Providers				620,000	620,000	
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement 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	30,304	27,347	27,084	846,596	931,331	

EXHIBIT 4 - 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
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	5,470,801	155,235	11,260	13,826	(63,890)	5,587,232
0499999 Subtotals	5,470,801	155,235	11,260	13,826	(63,890)	5,587,232
0599999 Unreported claims and other claim reserves						83,887,560
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						89,474,792
0899999 Accrued Medical Incentive Pool and Bonus Amounts						347,335

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
<div style="border: 1px solid black; padding: 10px; display: inline-block;"> NONE </div>							
0399999 Total gross amounts receivable							

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually listed payables				
AMERIGROUP Corporation	Management Fees	1,424,481	1,424,481	
0199999 Total - Individually listed payables	X X X	1,424,481	1,424,481	
0299999 Payables not individually listed	X X X			
0399999 Total gross payables	X X X	1,424,481	1,424,481	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups						
2. Intermediaries						
3. All other providers	14,093,933	2.239	203,382	100.000		14,093,933
4. TOTAL Capitation Payments	14,093,933	2.239	203,382	100.000		14,093,933
Other Payments:						
5. Fee-for-service	10,993,607	1.746	XXX	XXX		10,993,607
6. Contractual fee payments	604,268,260	95.981	XXX	XXX		604,268,260
7. Bonus/withhold arrangements - fee-for-service			XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	214,714	0.034	XXX	XXX		214,714
9. Non-contingent salaries			XXX	XXX		
10. Aggregate cost arrangements			XXX	XXX		
11. All other payments			XXX	XXX		
12. TOTAL Other Payments	615,476,581	97.761	XXX	XXX		615,476,581
13. TOTAL (Line 4 plus Line 12)	629,570,514	100.000	XXX	XXX		629,570,514

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EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
NONE					
9999999			XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	2,964,853		(1,591,895)	1,372,958	1,372,958	
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. TOTAL	2,964,853		(1,591,895)	1,372,958	1,372,958	

Notes to Financial Statements

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, 2010 (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 AMERIGROUP Tennessee, Inc.

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

The preparation of financial statements in conformity with the Statutory Accounting Principles requires management to make estimates and assumptions that affect the report amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

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 stock-Not applicable
- (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- In 2010, Medicare pharmaceutical rebates are estimated based on historical rebate levels as a percentage of historical pharmacy expense. In 2009, Medicare rebates were recorded on a cash basis. All pharmaceutical rebate receivables are considered nonadmitted due to their collectability beyond 90 days.

2. Accounting Changes and Corrections of Errors

There were no significant accounting changes or corrections during the period.

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

Notes to Financial Statements

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

6. Joint Ventures, Partnerships and Limited Liability Companies

The Company as of December 31, 2010 had no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.

7. Investment Income

The Company did not exclude any investment income due and accrued in its financial statements.

8. Derivative Instruments

The Company as of December 31, 2010 had no investments in Derivative Instruments.

9. Income Taxes

Pursuant to SSAP 10R paragraph 18, the following disclosure regarding the tax character of deferred tax assets and liabilities is provided:

All deferred tax assets and liabilities (gross, adjusted gross, admitted, and non-admitted) are ordinary income in character and none are related to capital gains. Therefore, a separate column disclosing deferred tax assets and liabilities arising from capital gain transactions is omitted.

A. The components of net deferred tax assets (DTAs) and deferred tax liabilities (DTLs) at December 31 are as follows:

	2010	2009	Change
Gross deferred tax assets (admitted and non-admitted)	\$ 6,743,818	\$ 4,580,626	\$ 2,163,192
Statutory valuation allowance adjustment	-	-	-
Adjusted gross deferred tax assets	6,743,818	4,580,626	2,163,192
Total of all deferred income tax liabilities	-	-	-
Net deferred tax asset (liability)	6,743,818	4,580,626	2,163,192
Total deferred tax assets nonadmitted in accordance with SSAP No. 10	(382,727)	(3,798,862)	3,416,135
Total net admitted deferred tax asset (liability)	<u>\$ 6,361,091</u>	<u>\$ 781,764</u>	<u>\$ 5,579,327</u>

The company has not elected to admit DTAs pursuant to paragraph 10e of SSAP 10R.

Admission Calculation Components

SSAP No. 10R Paragraph 10a, 10b, and 10c:

(a) SSAP 10R, paragraph 10a	\$ 6,361,091	\$ -	\$ 6,361,091
(b) SSAP 10R, paragraph 10b (the lesser of paragraph 10b(i) and 10b(ii) below)	-	781,764	(781,764)
(c) SSAP 10R, paragraph 10b(i)	-	781,764	(781,764)
(d) SSAP 10R, paragraph 10b(ii)	\$13,695,791	5,798,773	7,897,018
(e) SSAP 10R, paragraph 10c	-	-	-
(f) Total (3a, 3b and 3e)	<u>\$ 6,361,091</u>	<u>\$ 781,764</u>	<u>\$ 5,579,327</u>

B. Unrecognized deferred tax liabilities

There are no temporary differences for which deferred tax liabilities are not recognized.

Notes to Financial Statements

C. Current income taxes incurred consist of the following major components:

	2010	2009	Change
Current year tax expense (benefit), exclusive of items below	\$ 41,215,763	\$ -	\$ 41,215,763
Tax credits	-	-	-
Prior year adjustments	(15,719)	-	(15,719)
Current income taxes incurred	<u>\$ 41,200,044</u>	<u>\$ -</u>	<u>\$ 41,200,044</u>

D. Deferred income tax assets and liabilities consist of the following major components:

	2010	2009	Change
Deferred tax assets:			
Goodwill	\$ 13,745	\$ 15,035	\$ (1,290)
Property and Equipment	495,790	568,714	(72,924)
Claims Unpaid	593,733	367,368	226,365
Contractual Allowances	829,844	1,335,951	(506,107)
Unearned Revenue	4,758,031	-	4,758,031
Federal NOL Carryforward	-	2,227,412	(2,227,412)
Other	52,675	66,146	(13,471)
Total deferred tax assets	<u>6,743,818</u>	<u>4,580,626</u>	<u>2,163,192</u>
Non-admitted deferred tax assets	(382,727)	(3,798,862)	3,416,135
Admitted deferred tax assets	<u>\$ 6,361,091</u>	<u>\$ 781,764</u>	<u>\$ 5,579,327</u>
Deferred tax liabilities:			
Other	-	-	-
Net Admitted Deferred Tax Assets (Liabilities)	<u>\$ 6,361,091</u>	<u>\$ 781,764</u>	<u>\$ 5,579,327</u>

To assess the recoverability of deferred tax assets, we consider whether it is more likely than not that deferred tax assets will be realized. In making this determination, we take into account the scheduled reversal of deferred tax liabilities and whether projected future taxable income is sufficient to permit deduction of the deferred tax assets. Based on taxable income in 2009 and 2010, and projections of future taxable income, we believe it is more likely than not that we will fully realize the benefits of the gross deferred tax assets of \$6,743,818.

E. Reconciliation of Federal Income Tax Rate to Actual Effective Rate

The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate to income before income taxes. The significant items causing this difference are as follows:

Description	Amount	Tax effect	Effective Tax Rate
Income before taxes	\$ 112,795,624	\$ 39,478,468	35.00%
Tax exempt interest	(160,062)	(56,022)	-0.05%
Nondeductible lobbying expense	81,415	28,495	0.03%
Other nondeductible expenses	53,524	18,733	0.02%
Return to Provision true-up	(122,069)	(42,724)	-0.04%
GAAP to STAT difference	(1,114,567)	(390,098)	-0.35%
Total	<u>\$ 111,533,865</u>	<u>\$ 39,036,852</u>	<u>34.61%</u>
Federal Income Tax Incurred		41,200,044	36.53%
Tax on capital gains/(Losses)		-	0.00%
Change in net deferred income tax		(2,163,192)	-1.93%
Total Statutory Income Taxes		<u>\$ 39,036,852</u>	<u>34.61%</u>

As of December 31, 2010, the separate company operating loss carryforward available for federal tax purposes is \$0. There are no tax credit carryforwards.

The amount of income taxes incurred that are available for recoupment in the event of future net losses is: current year \$41,200,044; first preceding year \$0.

Notes to Financial Statements

F. Consolidated Federal Income Tax Return

The Company's Federal Income Tax return is consolidated with the following entities:

AMERIGROUP Corporation (Parent)
 AMERIGROUP Florida, Inc.
 AMERIGROUP New Jersey, Inc.
 AMERIGROUP Texas, Inc.
 AMERIGROUP Virginia, Inc.
 AMERIGROUP Ohio, Inc.
 AMERIGROUP Maryland, Inc.
 AMGP Georgia Managed Care Company, Inc.
 AMERIGROUP New York, LLC
 AMERIGROUP Tennessee, Inc.
 AMERIGROUP Community Care of New Mexico, Inc.
 AMERIGROUP Nevada, Inc.

AMERIGROUP Corporation has a written agreement outlining the method of allocating federal income tax between the entities. The allocation is based upon separate return calculations for each member of the affiliated group. If a member has a net loss, current credit is provided to the extent that the member has previously paid taxes.

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. Management fees are charged to the Company in accordance with an Administrative and Support Services Agreement. The Administrative and Support Services Agreement was amended in 2010 to reflect a revision to the pricing included in Exhibits A and B of the agreement. Management services fees charged, in accordance with an approved management services agreement, for the years ended December 2010 and 2009 were \$50,124,936 and \$44,262,089, respectively. As of December 31, 2010 and 2009, the Company owed \$1,424,481 and \$4,527,572, respectively, to AMERIGROUP Corporation. These amounts were due to the difference between the estimated amount paid for management fees to the parent and the final amount due for December of each year. They were paid in January of the following year. During 2010, the Company paid dividends to AMERIGROUP Corporation in the amount of \$10,000,000, and the Company received from AMERIGROUP Corporation non-cash capital contributions of \$644,128. During 2009, there were no dividends paid, and the Company received from AMERIGROUP Corporation non-cash capital contributions of \$424,993.

11. Debt

The Company has no debt outstanding.

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

The Company's employees have the option to participate in a deferred compensation plan sponsored by AMERIGROUP Corporation. All full-time and most part-time employees of AMERIGROUP Corporation and the Company may elect to participate in this plan. This plan is exempt from income taxes under Section 401(k) of the Internal Revenue Code. Participants may contribute a certain percentage of their compensation subject to maximum federal and plan limits. AMERIGROUP Corporation may elect to match a certain percentage of each employee's contributions up to specified limits. For the years ended December 31, 2010 and 2009, the Company's share of the expense related to AMERIGROUP Corporation's match was approximately \$227,000 and \$181,000 respectively.

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

- (1) The Company had 1,000 shares of common stock authorized and 1,000 shares outstanding, at a par value of \$1 per share, as of December 31, 2010 and December 31, 2009.
- (2) The Company has no preferred stock outstanding.
- (3) Except as limited by, and in accordance with the instructions and regulations of the Tennessee Department of Commerce and Insurance, there is no limit on the portion of the Company's profits that may be paid as dividends.
- (4) The Company had paid \$10,000,000 ordinary dividends to AMERIGROUP Corporation on October 1, 2010. The Company did not pay dividends in 2009.
- (5) Except as limited by the Tennessee Department of Commerce and Insurance and within the limits of number 3 above, there are no restrictions on the portion of the Company's profit that may be paid as ordinary dividends.

14. Contingencies

None

Notes to Financial Statements

15. Leases

The Company leased office space under one lease agreement expiring in August 2013. The Company also has 4 equipment leases; two of which expire in May 2011 and the other two in February 2013. Rental expense as of December 31, 2010 and December 31, 2009 were \$662,027 and \$912,221, respectively. At December 31, 2010, the minimum aggregate rental commitments were as follows:

2011:	\$ 669,960
2012:	\$ 689,367
2013:	\$ 469,764
2014:	\$ 0
2015:	\$ 0

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

None

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

A. Transfers of Receivables Reported as Sales

None

B. Transfer and Servicing of Financial Assets

None

C. Wash Sales

None

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

A. The Company has Administrative Services Only (ASO) operations in the West Tennessee Grand Region and in the Middle Tennessee Grand Region. The West Region contract expired in October 2008 and only includes claims run out. In 2010, the ASO's operations were as followed:

	ASO Uninsured Plan	Uninsured Portion of Partially Insured Plan	Total ASO
a. Net reimbursement for Administrative Expenses (including Administrative Fees) in excess of Actual Expenses	\$ 247,062	\$ 0	\$ 247,062
b. Total Net Other Income or Expenses (Including Interest paid or received from plan)	\$ 0	\$ 0	\$ 0
c. Net Gain or Loss from Operations	\$ 247,062	\$ 0	\$ 247,062
d. Total Claim Payment Volume	\$ 0	\$ 0	\$ 0

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.

Notes to Financial Statements

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 year ended December 31, 2010.

Assets

The Company's assets measured at fair value on a recurring basis at December 31, 2010 and 2009 were as follows:

Asset category	Fair value measurements at reporting date using			
	2010	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Money market funds	\$ 154,791,497	154,791,497	—	—
Cash equivalents	3,699,764	—	3,699,764	—
Total assets measured at fair value	\$ 158,491,261	154,791,497	3,699,764	—

Asset category	Fair value measurements at reporting date using			
	2009	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Money market funds	\$ 44,348,189	44,348,189	—	—
Cash equivalents	4,998,958	4,998,958	—	—
Total assets measured at fair value	\$ 49,347,147	49,347,147	—	—

21. Other Items

The \$70.5 million unearned revenue balance is comprised of the following:

- a. \$64.2 million January capitation prepayment
- b. \$3.5 million Long-term Care Overpayments for enrolled beneficiaries who did not receive the appropriate services
- c. \$2.3 million retroactive rate adjustment for the period July 2010 through December 2010 recorded in December 2010
- d. \$.5 million long-term retroactivity overpayment mad in June 2010

Long-term retroactivity, which is the unpaid retro eligibility premium capitation pursuant to CRA Section 3.7.1.4 covering unpaid eligibility resulting from the TennCare Division system's inability to pay retro eligibility greater than 12 months in arrears, is included in the premium receivable balance reported on page 2, line 15.1, column 3 of the annual filing. AMERIGROUP Tennessee, Inc. prepares a detail listing by member of this unpaid retroactivity each month based on all active enrollment data received from the TennCare Division in excess of 12 months in arrears that has not been paid on the applicable monthly premium capitation files. The TennCare Division has agreed to reconcile this retroactivity twice per year. The most recent payment was received in mid June 2010, which covered all such retroactivity through the June 2010 monthly premium file and eliminated this receivable from AMERIGROUP Tennessee, Inc.'s financial statements as of June 30, 2010. This long-term retroactivity receivable is approximately \$8.1 million as of December 31, 2010 and is growing by approximately \$1.2 million per month. The TennCare Division has informed AMERIGROUP Tennessee, Inc. that the next semi-annual payment of this retroactivity will occur in mid May 2011.

22. Events Subsequent

Short-term retroactivity is the retroactive capitation usually paid on the subsequent month's capitation payment file; however, at year end, the January capitation was paid early in late December.

23. Reinsurance

A new contract was signed with RGA Reinsurance Company effective July 1, 2010, with the attachment points of \$1,250,000 per member. The Company during this reporting period had no Unsecured Reinsurance Recoverable, Reinsurance Recoverable in Dispute, Uncollectible Reinsurance, and Commutation of Reinsurance or Retroactive Reinsurance.

Notes to Financial Statements

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2009 were \$66,885,138. As of December 31, 2010, \$47,030,736 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 \$2,354,802 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$17,499,600 favorable prior-year development since December 31, 2009. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

None

27. Structured Settlements

None

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Dollars in Thousands				
	Estimated pharmacy rebates as reported on financial statements	Pharmacy rebates as billed or otherwise confirmed	Actual rebates received within 90 days of billing	Actual rebates received within 91 to 180 days after billing	Actual rebates received more than 180 days after billing
12/31/2010	85	85	0	0	0
9/30/2010	79	102	0	0	0
6/30/2010	72	95	0	3	0
3/31/2010	182	81	0	4	62
12/31/2009	0	65	0	0	62
9/30/2009	0	41	0	0	37
6/30/2009	0	4	0	0	4
3/31/2009	0	5	0	0	3
12/31/2008	0	0	0	0	0
9/30/2008	0	0	0	0	0
6/30/2008	0	0	0	0	0
3/31/2008	0	0	0	0	0
TOTALS	418	478	0	7	168

B. Risk Sharing Receivable

None

29. Participating Policies

None

30. Premium Deficiency Reserves

- | | |
|---|------------|
| 1. Liability carried for premium deficiency reserves | \$0 |
| 2. Date of the most recent evaluation | 12/31/2010 |
| 3. Was anticipated investment income utilized in the calculation? | No |

31. Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[X] No[] N/A[]
- 1.3 State Regulating?Tennessee.....
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 2.2 If yes, date of change:
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2010.....
- 3.2 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.....
- 3.3 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.....
- 3.4 By what department or departments?
Department of Commerce and Insurance, TennCare Division
- 3.5 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]
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[] No[] N/A[X]
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes[] No[X]
- 4.12 renewals? Yes[] No[X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes[] No[X]
- 4.22 renewals? Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 6.1 Has the 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]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[] No[X]
- 7.2 If yes, 0.000%
- 7.21 State the percentage of foreign control
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity
.....

- 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 the names and location (city and state of the main office) of any affiliates regulated by a federal financial 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] ..				

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
KPMG LLP, 440 Monticello Avenue, Suite 1900, Norfolk, Virginia 23510
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes[] No[X]
- 10.2 If response to 10.1 is "yes," provide information related to this exemption:
- 10.3 Has the insurer been granted any exemptions to the audit committee requirements as allowed in Section 14H of the Annual Financial Reporting Model Regulation, or substantially similar state law or regulation? Yes[] No[X]
- 10.4 If response to 10.3 is "yes," provide information related to this exemption:
- 10.5 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes[X] No[]
- 10.6 If response to 10.5 is "yes," provide information related to this exemption:
The Company received permission to allow our lead audit partner to perform his 5th year rotation on the parent Company, AMERIGROUP Corporation. The partner completed his five year rotation on the subsidiary in 2009 and will not be acting as the lead partner for AMERIGROUP Tennessee, Inc. during the 2010 audit.
- 10.7 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes[X] No[] N/A[]
- 10.8 If the answer to 10.7 is "NO" or "N/A" please explain:

GENERAL INTERROGATORIES (Continued)

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
 John C. Lloyd, FSA, MAAA, Ingenix Consulting, 2170 Satellite Blvd. Suite 150, Duluth, GA 30097
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]
- 12.11 Name of real estate holding company
- 12.12 Number of parcels involved 0
- 12.13 Total book/adjusted carrying value \$ 0
- 12.2 If yes, provide explanation
13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No [] N/A [X]
- 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No [] N/A [X]
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A [X]
- 14.1 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.
- 14.11 If the response to 14.1 is no, please explain:
- 14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s).
- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

BOARD OF DIRECTORS

15. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No []
16. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No []
17. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

18. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
- 19.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 19.11 To directors or other officers \$ 0
- 19.12 To stockholders not officers \$ 0
- 19.13 Trustees, supreme or grand (Fraternal only) \$ 0
- 19.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 19.21 To directors or other officers \$ 0
- 19.22 To stockholders not officers \$ 0
- 19.23 Trustees, supreme or grand (Fraternal only) \$ 0
- 20.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
- 20.2 If yes, state the amount thereof at December 31 of the current year:
- 20.21 Rented from others \$ 0
- 20.22 Borrowed from others \$ 0
- 20.23 Leased from others \$ 0
- 20.24 Other \$ 0
- 21.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]
- 21.2 If answer is yes:
- 21.21 Amount paid as losses or risk adjustment \$ 0
- 21.22 Amount paid as expenses \$ 0
- 21.23 Other amounts paid \$ 0
- 22.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
- 22.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

- 23.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 23.3) Yes [X] No []
- 23.2 If no, give full and complete information, relating thereto:
- 23.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet, (an alternative is to reference Note 17 where this information is also provided)
- 23.4 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] N/A [X]
- 23.5 If answer to 23.4 is yes, report amount of collateral for conforming programs. \$ 0
- 23.6 If answer to 23.4 is no, report amount of collateral for other programs. \$ 0
- 23.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] N/A [X]
- 23.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] N/A [X]
- 23.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [] No [] N/A [X]
- 24.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 20.1 and 23.3). Yes [X] No []
- 24.2 If yes, state the amount thereof at December 31 of the current year:
- 24.21 Subject to repurchase agreements \$ 0
- 24.22 Subject to reverse repurchase agreements \$ 0
- 24.23 Subject to dollar repurchase agreements \$ 0
- 24.24 Subject to reverse dollar repurchase agreements \$ 0
- 24.25 Pledged as collateral \$ 0
- 24.26 Placed under option agreements \$ 0

GENERAL INTERROGATORIES (Continued)

24.27 Letter stock or securities restricted as to sale	\$..... 0
24.28 On deposit with state or other regulatory body	\$..... 20,640,521
24.29 Other	\$..... 0

24.3 For category (24.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

25.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]
 25.2 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.

26.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]
 26.2 If yes, state the amount thereof at December 31 of the current year. \$..... 0

27. 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 I, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
 27.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
U.S. Bank, N.A.	1025 Connecticut Avenue, Suite 517, Mail Code EX-DC-WNWWW, Washington, DC 20036

27.02 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)

27.03 Have there been any changes, including name changes, in the custodian(s) identified in 27.01 during the current year? Yes [] No [X]
 27.04 If yes, give full and complete information relating thereto:

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

27.05 Identify all investment advisers, broker/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 Number(s)	2 Name	3 Address
77784	Deutsche Investment Management Americas, Inc.	345 Park Ave, New York, New York 10154

28.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])? Yes [] No [X]
 28.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
28.2999 Total		

28.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

29. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

GENERAL INTERROGATORIES (Continued)

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
29.1 Bonds	307,550,826	307,365,172	(185,654)
29.2 Preferred stocks			
29.3 Totals	307,550,826	307,365,172	(185,654)

29.4 Describe the sources or methods utilized in determining the fair values
Custodial and Broker statements

30.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes[X] No[]

30.2 If the answer to 30.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes[X] No[] N/A[]

30.3 If the answer to 30.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

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

31.2 If no, list exceptions:

OTHER

32.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? \$..... 88,280

32.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....

33.1 Amount of payments for legal expenses, if any? \$..... 77,971

33.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Waller Lansden Dortch and Davis, PLLC	65,093

34.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? \$..... 38,690

34.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies officers or department of government during the period covered by this statement.

1 Name	2 Amount Paid
Blair Boulevard, LLC	30,190

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]
- 1.2 If yes, indicate premium earned on U.S. business only: \$ 0
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$ 0
- 1.31 Reason for excluding:
- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$ 0
- 1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$ 0
- 1.6 Individual policies - Most current three years:
- 1.61 Total premium earned \$ 0
- 1.62 Total incurred claims \$ 0
- 1.63 Number of covered lives 0
- All years prior to most current three years:
- 1.64 Total premium earned \$ 0
- 1.65 Total incurred claims \$ 0
- 1.66 Number of covered lives 0
- 1.7 Group policies - Most current three years:
- 1.71 Total premium earned \$ 0
- 1.72 Total incurred claims \$ 0
- 1.73 Number of covered lives 0
- All years prior to most current three years:
- 1.74 Total premium earned \$ 0
- 1.75 Total incurred claims \$ 0
- 1.76 Number of covered lives 0

2. Health Test

	1 Current Year	2 Prior Year
2.1 Premium Numerator	888,601,659	626,125,979
2.2 Premium Denominator	888,601,659	626,125,979
2.3 Premium Ratio (2.1 / 2.2)	1.000	1.000
2.4 Reserve Numerator	89,822,127	66,885,138
2.5 Reserve Denominator	89,822,127	66,894,980
2.6 Reserve Ratio (2.4 / 2.5)	1.000	1.000

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [] No [X]
- 3.2 If yes, give particulars:
- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No []
- 4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No [X] N/A []
- 5.1 Does the reporting entity have stop-loss reinsurance? Yes [X] No []
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions):
- 5.31 Comprehensive Medical \$ 750,000
- 5.32 Medical Only \$ 0
- 5.33 Medicare Supplement \$ 0
- 5.34 Dental & Vision \$ 0
- 5.35 Other Limited Benefit Plan \$ 0
- 5.36 Other \$ 0
- 6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
On July 1, 2010, AGP entered into an insolvency continuation and conversion provision with RGA Reinsurance Company with the attachment points of \$1,250,000 per member. The Company during this reporting period had no Unsecured Reinsurance Recoverable, Reinsurance Recoverable in Dispute, Uncollectible Reinsurance, and Commutation of Reinsurance or Retroactive Reinsurance.
- 7.1 Does the reporting entity set up its claim liability for provider services on a service date base? Yes [X] No []
- 7.2 If no, give details:
- 8. Provide the following information regarding participating providers:
- 8.1 Number of providers at start of reporting year 7,234
- 8.2 Number of providers at end of reporting year 7,164
- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No [X]
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months 0
- 9.22 Business with rate guarantees over 36 months 0
- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes [X] No []
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$ 347,335
- 10.22 Amount actually paid for year bonuses \$ 214,714
- 10.23 Maximum amount payable withholds \$ 0
- 10.24 Amount actually paid for year withholds \$ 0
- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model Yes [] No [X]
- 11.13 An Individual Practice Association (IPA), or Yes [] No [X]
- 11.14 A Mixed Model (combination of above)? Yes [X] No []
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [X] No []
- 11.3 If yes, show the name of the state requiring such net worth. Yes [X] No []
Tennessee
- 11.4 If yes, show the amount required. \$ 17,616,707
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [] No [X]
- 11.6 If the amount is calculated, show the calculation.
The greater of \$1,500,000 or an amount totaling 4% of the first \$150,000,000 of premium revenues earned for the prior calendar year, plus 1.5% of the amount earned in excess of \$150,000,000 for the prior calendar year. \$17,616,707 (\$150,000,000 x 4% + (\$924,447,163 - \$150,000,000) x 1.5%)
- 12. List service areas in which the reporting entity is licensed to operate:

	1
Name of Service Area	
Grand Region Middle	

- 13.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date: \$ 0
- 13.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

GENERAL INTERROGATORIES (Continued)

13.4 If yes, please provide the balance of the funds administered as of the reporting date:

\$..... 0

FIVE-YEAR HISTORICAL DATA

	1 2010	2 2009	3 2008	4 2007	5 2006
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)	340,305,606	163,369,258	133,532,605	107,602,809	
2. TOTAL Liabilities (Page 3, Line 24)	189,703,065	82,515,366	78,944,307	83,541,695	261,411
3. Statutory surplus	17,616,707	16,133,399	15,656,844	15,656,844	
4. TOTAL Capital and Surplus (Page 3, Line 33)	150,602,541	80,853,892	54,588,298	24,061,114	(261,411)
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)	888,601,659	626,125,979	607,095,174	382,864,891	
6. TOTAL Medical and Hospital Expenses (Line 18)	653,302,266	516,193,087	535,851,712	360,775,300	
7. Claims adjustment expenses (Line 20)	21,399,865	16,002,926	15,665,584	10,471,572	
8. TOTAL Administrative Expenses (Line 21)	102,885,865	73,036,222	56,115,828	41,393,542	261,411
9. Net underwriting gain (loss) (Line 24)	111,013,663	20,893,744	(537,950)	(29,775,523)	(261,411)
10. Net investment gain (loss) (Line 27)	1,781,959	1,647,674	3,362,950	3,133,971	
11. TOTAL Other Income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	71,595,578	22,541,418	2,825,000	(26,641,552)	(261,411)
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	205,179,846	(12,697,884)	6,321,953	38,828,765	
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	150,602,541	80,853,892	54,588,298	24,061,114	
15. Authorized control level risk-based capital	25,560,518	20,115,782	20,987,751	16,643,989	
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)	203,382	195,103	186,887	186,629	
17. TOTAL Members Months (Column 6, Line 7)	2,430,753	2,297,031	2,224,177	1,642,504	
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)	73.5	82.4	88.3	94.2	
20. Cost containment expenses	1.8	1.8	1.9	2.3	
21. Other claims adjustment expenses	0.6	0.8	0.7	0.5	
22. TOTAL Underwriting Deductions (Line 23)	87.5	96.7	100.1	107.8	
23. TOTAL Underwriting Gain (Loss) (Line 24)	12.5	3.3	(0.1)	(7.8)	
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)	49,368,153	64,665,353	79,272,844		
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]	66,363,075	75,021,734	71,963,937		
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. TOTAL of Above Lines 26 to 31					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes[] No[] N/A[X]

If no, please explain::



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:

NAIC Group Code 1156

BUSINESS IN THE STATE OF TENNESSEE DURING THE YEAR

NAIC Company Code 12941

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	195,103							1,109	193,994	
2. First Quarter	201,438							1,160	200,278	
3. Second Quarter	199,568							1,205	198,363	
4. Third Quarter	213,840							1,270	212,570	
5. Current Year	203,382							1,389	201,993	
6. Current Year Member Months	2,430,753							14,637	2,416,116	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	1,310,782							16,486	1,294,296	
8. Non-Physician	1,183,573							15,452	1,168,121	
9. TOTAL	2,494,355							31,938	2,462,417	
10. Hospital Patient Days Incurred	180,225							3,373	176,852	
11. Number of Inpatient Admissions	21,602							455	21,147	
12. Health Premiums Written (b)	888,601,659							16,750,528	871,851,131	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	888,601,659							16,750,528	871,851,131	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	629,570,512							13,929,975	615,640,537	
18. Amount Incurred for Provision of Health Care Services	652,718,233							12,915,107	639,803,126	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....16,750,528



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:

NAIC Group Code 1156

BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR

NAIC Company Code 12941

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	195,103							1,109	193,994	
2. First Quarter	201,438							1,160	200,278	
3. Second Quarter	199,568							1,205	198,363	
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5. Current Year	203,382							1,389	201,993	
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TOTAL Member Ambulatory Encounters for Year:										
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9. TOTAL	2,494,355							31,938	2,462,417	
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12. Health Premiums Written (b)	888,601,659							16,750,528	871,851,131	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	888,601,659							16,750,528	871,851,131	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	629,570,512							13,929,975	615,640,537	
18. Amount Incurred for Provision of Health Care Services	652,718,233							12,915,107	639,803,126	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....16,750,528

29 Grand Total

30 Schedule S - Part 1 - Section 2 NONE

31 Schedule S - Part 2 NONE

32 Schedule S - Part 3 - Section 2 NONE

33 Schedule S - Part 4 NONE

34 Schedule S - Part 5 NONE

SCHEDULE S - PART 6**Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance**

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	323,517,477		323,517,477
2. Accident and health premiums due and unpaid (Line 15)	8,377,689		8,377,689
3. Amounts recoverable from reinsurers (Line 16.1)			
4. Net credit for ceded reinsurance	X X X		
5. All other admitted assets (Balance)	8,410,440		8,410,440
6. TOTAL Assets (Line 28)	340,305,606		340,305,606
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	89,474,792		89,474,792
8. Accrued medical incentive pool and bonus payments (Line 2)	347,335		347,335
9. Premiums received in advance (Line 8)	70,508,251		70,508,251
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)			
11. Reinsurance in unauthorized companies (Line 20)			
12. All other liabilities (Balance)	29,372,687		29,372,687
13. TOTAL Liabilities (Line 24)	189,703,065		189,703,065
14. TOTAL Capital and Surplus (Line 33)	150,602,541	X X X	150,602,541
15. TOTAL Liabilities, Capital and Surplus (Line 34)	340,305,606		340,305,606
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid			
17. Accrued medical incentive pool			
18. Premiums received in advance			
19. Reinsurance recoverable on paid losses			
20. Other ceded reinsurance recoverables			
21. TOTAL Ceded Reinsurance Recoverables			
22. Premiums receivable			
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
24. Unauthorized reinsurance			
25. Other ceded reinsurance payables/offsets			
26. TOTAL Ceded Reinsurance Payables/Offsets			
27. TOTAL Net Credit for Ceded Reinsurance			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

ALLOCATED BY STATES AND TERRITORIES

1 State, Etc.	2 Active Status	Direct Business Only							
		3 Accident & Health Premiums	4 Medicare Title XVII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life & Annuity Premiums & Other Considerations	8 Property/Casualty Premiums	9 Total Columns 2 Through 7	10 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		16,750,528	871,851,131				888,601,659	
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 Marianas Islands (MP)	N								
57. Canada (CN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		16,750,528	871,851,131				888,601,659	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. TOTAL (Direct Business)	(a) 1		16,750,528	871,851,131				888,601,659	

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.
Explanation of basis of allocation of premiums by states, etc.:

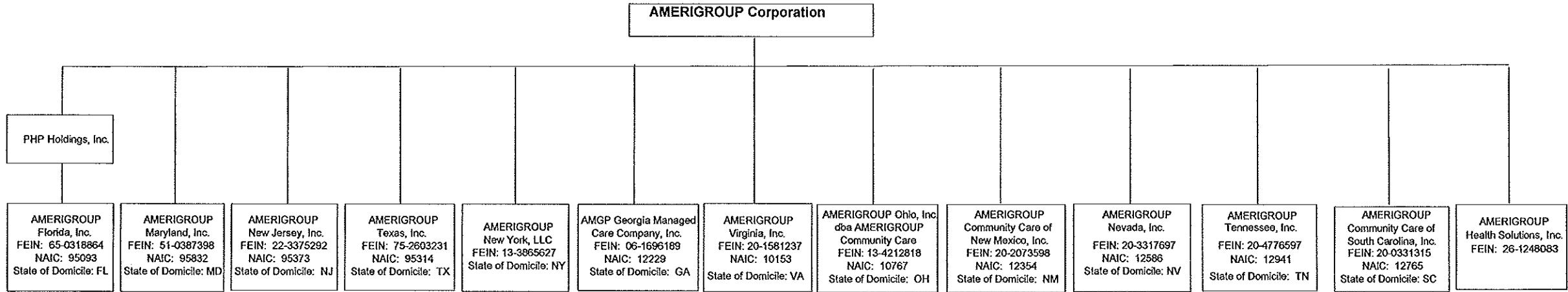
SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
	1	2	3	4	5	6
States, Etc.	Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CN)						
58. Aggregate other alien (OT)						
59. TOTALS						

NONE

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



SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.....	54-1739323	AMERIGROUP Corporation	61,381,000	(8,685,310)	.....	.....	447,321,224	.....	.....	.....	500,016,914	.....
95373	22-3375292	AMERIGROUP New Jersey, Inc. ....	.....	653,873	.....	.....	(26,691,189)	.....	.....	.....	(26,037,316)	.....
95314	75-2603231	AMERIGROUP Texas, Inc.	(31,381,000)	970,876	.....	.....	(140,702,294)	.....	.....	.....	(171,112,418)	.....
95832	51-0387398	AMERIGROUP Maryland, Inc.	(7,000,000)	215,700	.....	.....	(41,821,224)	.....	.....	.....	(48,605,524)	.....
95093	65-0318864	AMERIGROUP Florida, Inc. ....	.....	435,897	.....	.....	(43,551,271)	.....	.....	.....	(43,115,374)	.....
10767	13-4212818	AMERIGROUP Ohio, Inc.	(10,000,000)	276,753	.....	.....	(10,264,938)	.....	.....	.....	(19,988,185)	.....
10153	20-1581237	AMERIGROUP Virginia, Inc. ....	.....	15,913	.....	.....	(7,214,389)	.....	.....	.....	(7,198,476)	.....
12354	20-2073598	AMERIGROUP Community Care of New Mexico, Inc. ....	.....	84,152	.....	.....	(18,995,537)	.....	.....	.....	(18,911,385)	.....
12586	20-3317697	AMERIGROUP Nevada, Inc. ....	.....	29,876	.....	.....	(16,508,126)	.....	.....	.....	(16,478,250)	.....
12765	20-0331315	AMERIGROUP Community Care of South Carolina, Inc.	(3,000,000)	.....	.....	.....	(10,068)	.....	.....	.....	(3,010,068)	.....
12229	06-1696189	AMGP Georgia Managed Care Company, Inc. ....	.....	209,687	.....	.....	(69,512,009)	.....	.....	.....	(69,302,322)	.....
.....	13-3865627	AMERIGROUP New York, LLC .....	.....	5,148,455	.....	.....	(21,925,243)	.....	.....	.....	(16,776,788)	.....
12941	20-4776597	AMERIGROUP Tennessee, Inc.	(10,000,000)	644,128	.....	.....	(50,124,936)	.....	.....	.....	(59,480,808)	.....
.....	26-1248083	AMERIGROUP Health Solutions, Inc. ....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
9999999 Totals									XXX	.....	.....	.....

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

MARCH FILING

- | | |
|---|-----------------|
| 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? | Yes |
| 2. Will an actuarial opinion be filed by March 1? | Yes |
| 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? | See Explanation |
| 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? | See Explanation |

APRIL FILING

- | | |
|--|-----|
| 5. Will Management's Discussion and Analysis be filed by April 1? | Yes |
| 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? | Yes |
| 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? | Yes |

JUNE FILING

- | | |
|--|-----|
| 8. Will an audited financial report be filed by June 1? | Yes |
| 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? | Yes |

AUGUST FILING

- | | |
|--|-----|
| 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? | Yes |
|--|-----|

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 it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

- | | |
|--|----|
| 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? | No |
| 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? | No |
| 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? | No |
| 14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? | No |
| 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? | No |
| 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? | No |
| 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? | No |

APRIL FILING

- | | |
|--|----|
| 18. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? | No |
| 19. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? | No |
| 20. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? | No |
| 21. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? | No |
| 22. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1? | No |

AUGUST FILING

- | | |
|--|-----|
| 23. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? | Yes |
|--|-----|

Explanations:

3. Tennessee Department of Commerce and Insurance has not adopted the Risk Based Capital Report.
4. Tennessee Department of Commerce and Insurance has not adopted the Risk Based Capital Report.

Bar Codes:



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

Supplemental Health Care Exhibit



1294120102160000

2010

Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report



1294120102170000

2010

Document Code: 217

OVERFLOW PAGE FOR WRITE-INS

N O N E

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. treasury securities				
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies				
1.22 Issued by U.S. government sponsored agencies	58,935,027	18.217	58,935,027	18.217
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)				
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations	4,542,157	1.404	4,542,157	1.404
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	10,376,483	3.207	10,376,483	3.207
1.43 Revenue and assessment obligations	10,723,715	3.315	10,723,715	3.315
1.44 Industrial development and similar obligations				
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or Guaranteed by GNMA				
1.512 Issued or Guaranteed by FNMA and FHLMC				
1.513 All other				
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA				
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523 All other				
2. Other debt and other fixed income securities (excluding short term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	24,704,760	7.636	24,704,760	7.636
2.2 Unaffiliated Non-U.S. securities (including Canada)	1,987,979	0.614	1,987,979	0.614
2.3 Affiliated securities				
3. Equity interests:				
3.1 Investments in mutual funds				
3.2 Preferred stocks:				
3.21 Affiliated				
3.22 Unaffiliated				
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated				
3.32 Unaffiliated				
3.4 Other equity securities:				
3.41 Affiliated				
3.42 Unaffiliated				
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated				
3.52 Unaffiliated				
4. Mortgage loans:				
4.1 Construction and land development				
4.2 Agricultural				
4.3 Single family residential properties				
4.4 Multifamily residential properties				
4.5 Commercial loans				
4.6 Mezzanine real estate loans				
5. Real estate investments:				
5.1 Property occupied by company				
5.2 Property held for production of income (including \$.....0 of property acquired in satisfaction of debt)				
5.3 Property held for sale (including \$.....0 property acquired in satisfaction of debt)				
6. Contract loans				
7. Receivables for securities				
8. Cash, cash equivalents and short-term investments	212,247,356	65.606	212,247,356	65.606
9. Other invested assets				
10. Total invested assets	323,517,477	100.000	323,517,477	100.000

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 6)		
2.2	Additional investment made after acquisition (Part 2, Column 9)		
3.	Current year change in encumbrances:		
3.1	Totals, Part 1, Column 13		
3.2	Totals, Part 3, Column 11		
4.	Total gain (loss) on disposals, Part 3, Column 18		
5.	Deduct amounts received on disposals, Part 3, Column 15		
6.	Total foreign exchange change in book/adjusted c	NONE	
6.1	Totals, Part 1, Column 15		
6.2	Totals, Part 3, Column 13		
7.	Deduct current year's other than temporary impairment recognized:		
7.1	Totals, Part 1, Column 12		
7.2	Totals, Part 3, Column 10		
8.	Deduct current year's depreciation:		
8.1	Totals, Part 1, Column 11		
8.2	Totals, Part 3, Column 9		
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 (Lines 9 minus 10)		

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

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 (Part 2, Column 7)		
2.2	Additional investment made after acquisition (Part 2, Column 8)		
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 12		
3.2	Totals, Part 3, Column 11		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 9		
5.2	Totals, Part 3, Column 8		
6.	Total gain (loss) on disposals, Part 3, Column 18	NONE	
7.	Deduct amounts received on disposals, Part 3, C		
8.	Deduct amortization of premium and mortgage int		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
9.1	Totals, Part 1, Column 13		
9.2	Totals, Part 3, Column 13		
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 11		
10.2	Totals, Part 3, Column 10		
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 (Lines 11 plus 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 8)		
2.2	Additional investment made after acquisition (Part 2, Column 9)		
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 16		
3.2	Totals, Part 3, Column 12		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 13		
5.2	Totals, Part 3, Column 9		
6.	Total gain (loss) on disposals, Part 3, Column 19		
7.	Deduct amounts received on disposals, Part 3, Column 18		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value:		
9.1	Totals, Part 1, Column 17		
9.2	Totals, Part 3, Column 14		
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 15		
10.2	Totals, Part 3, Column 11		
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 BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year		55,367,813
2.	Cost of bonds and stocks acquired, Part 3, Column 7		145,791,206
3.	Accrual of Discount		17,669
4.	Unrealized valuation increase (decrease):		
4.1	Part 1, Column 12		
4.2	Part 2, Section 1, Column 15		
4.3	Part 2, Section 2, Column 13		
4.4	Part 4, Column 11		
5.	Total gain (loss) on disposals, Part 4, Column 19		79,520
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7		89,542,262
7.	Deduct amortization of premium		443,825
8.	Total foreign exchange change in book/adjusted carrying value:		
8.1	Part 1, Column 15		
8.2	Part 2, Section 1, Column 19		
8.3	Part 2, Section 2, Column 16		
8.4	Part 4, Column 15		
9.	Deduct current year's other than temporary impairment recognized:		
9.1	Part 1, Column 14		
9.2	Part 2, Section 1, Column 17		
9.3	Part 2, Section 2, Column 14		
9.4	Part 4, Column 13		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		111,270,121
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		111,270,121

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	58,935,027	58,906,839	59,112,349	58,819,000
	2. Canada				
	3. Other Countries				
	4. Totals	58,935,027	58,906,839	59,112,349	58,819,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	4,542,157	4,543,391	4,606,030	4,480,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	10,376,483	10,297,491	10,418,595	9,865,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	10,723,715	10,614,329	10,749,371	10,350,000
Industrial and Miscellaneous, Credit Tenant Loans and Hybrid Securities (unaffiliated)	8. United States	24,704,760	24,727,499	24,889,754	23,575,000
	9. Canada				
	10. Other Countries	1,987,979	1,986,312	2,014,184	1,980,000
	11. Totals	26,692,739	26,713,811	26,903,938	25,555,000
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	111,270,121	111,075,861	111,790,283	109,069,000
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States				
	21. Canada				
	22. Other Countries				
	23. Totals				
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks				
	26. Total Stocks				
	27. Total Bonds and Stocks	111,270,121	111,075,861	111,790,283	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	89,123,394	15,590,280				104,713,674	34.05	54,825,971	51.01	104,713,674	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 TOTALS	89,123,394	15,590,280				104,713,674	34.05	54,825,971	51.01	104,713,674	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 TOTALS											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 Class 1	5,714,778			1,763,685		7,478,463	2.43			7,478,463	
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 TOTALS	5,714,778			1,763,685		7,478,463	2.43			7,478,463	
4. U.S. Political Subdivisions of States, Territories & Possessions, Guaranteed											
4.1 Class 1	9,180,001	1,055,181	2,000,161		637,084	12,872,427	4.19			12,872,427	
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 TOTALS	9,180,001	1,055,181	2,000,161		637,084	12,872,427	4.19			12,872,427	
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Class 1	3,489,141		6,847,345		6,965,776	17,302,262	5.63	4,701,253	4.37	17,302,262	
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 TOTALS	3,489,141		6,847,345		6,965,776	17,302,262	5.63	4,701,253	4.37	17,302,262	

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SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 Class 1	142,685,133	22,498,867				165,184,000	53.71	47,953,609	44.62	165,183,999	
6.2 Class 2											
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 TOTALS	142,685,133	22,498,867				165,184,000	53.71	47,953,609	44.62	165,183,999	
7. Credit Tenant Loans											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 TOTALS											
8. Hybrid Securities											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates											
9.1 Class 1											
9.2 Class 2											
9.3 Class 3											
9.4 Class 4											
9.5 Class 5											
9.6 Class 6											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	(d) 250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	307,550,826	100.00	XXX	XXX	307,550,825	
10.2 Class 2	(d)							XXX	XXX		
10.3 Class 3	(d)							XXX	XXX		
10.4 Class 4	(d)							XXX	XXX		
10.5 Class 5	(d)					(c)		XXX	XXX		
10.6 Class 6	(d)					(c)		XXX	XXX		
10.7 TOTALS	250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	(b) 307,550,826	100.00	XXX	XXX	307,550,825	
10.8 Line 10.7 as a % of Column 6	81.35	12.73	2.88	0.57	2.47	100.00	XXX	XXX	XXX	100.00	
11. Total Bonds Prior Year											
11.1 Class 1	80,234,027	22,545,553			4,701,253	XXX	XXX	107,480,833	100.00	107,480,833	
11.2 Class 2						XXX	XXX				
11.3 Class 3						XXX	XXX				
11.4 Class 4						XXX	XXX				
11.5 Class 5						XXX	XXX	(c)			
11.6 Class 6						XXX	XXX	(c)			
11.7 TOTALS	80,234,027	22,545,553			4,701,253	XXX	XXX	(b) 107,480,833	100.00	107,480,833	
11.8 Line 11.7 as a % of Col. 8	74.65	20.98			4.37	XXX	XXX	100.00	XXX	100.00	
12. Total Publicly Traded Bonds											
12.1 Class 1	250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	307,550,826	100.00	107,480,833	100.00	307,550,826	XXX
12.2 Class 2											XXX
12.3 Class 3											XXX
12.4 Class 4											XXX
12.5 Class 5											XXX
12.6 Class 6											XXX
12.7 TOTALS	250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	307,550,826	100.00	107,480,833	100.00	307,550,826	XXX
12.8 Line 12.7 as a % of Col. 6	81.35	12.73	2.88	0.57	2.47	100.00	XXX	XXX	XXX	100.00	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	81.35	12.73	2.88	0.57	2.47	100.00	XXX	XXX	XXX	100.00	XXX
13. Total Privately Placed Bonds											
13.1 Class 1										XXX	
13.2 Class 2										XXX	
13.3 Class 3										XXX	
13.4 Class 4										XXX	
13.5 Class 5										XXX	
13.6 Class 6										XXX	
13.7 TOTALS										XXX	
13.8 Line 13.7 as a % of Col. 6							XXX	XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10							XXX	XXX	XXX	XXX	

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(a) Includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the Issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....31,710,797; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	89,123,394	15,590,280				104,713,674	34.05	54,825,971	51.01	104,713,674	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities											
1.7 TOTALS	89,123,394	15,590,280				104,713,674	34.05	54,825,971	51.01	104,713,674	
2. All Other Governments											
2.1 Issuer Obligations											
2.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined											
2.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined											
2.6 Other											
2.7 TOTALS											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations	5,714,778			1,763,685		7,478,463	2.43			7,478,463	
3.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined											
3.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined											
3.6 Other											
3.7 TOTALS	5,714,778			1,763,685		7,478,463	2.43			7,478,463	
4. U.S. Political Subdivisions of States, Territories & Possessions, Guaranteed											
4.1 Issuer Obligations	9,180,001	1,055,181	2,000,161		637,084	12,872,427	4.19			12,872,427	
4.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined											
4.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined											
4.6 Other											
4.7 TOTALS	9,180,001	1,055,181	2,000,161		637,084	12,872,427	4.19			12,872,427	
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Issuer Obligations	3,489,141		6,847,345		6,965,776	17,302,262	5.63	4,701,253	4.37	17,302,262	
5.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined											
5.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined											
5.6 Other											
5.7 TOTALS	3,489,141		6,847,345		6,965,776	17,302,262	5.63	4,701,253	4.37	17,302,262	

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	142,685,133	22,498,867				165,184,000	53.71	47,953,609	44.62	165,183,999	
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS	142,685,133	22,498,867				165,184,000	53.71	47,953,609	44.62	165,183,999	
7. Credit Tenant Loans											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed Securities											
7.7 TOTALS											
8. Hybrid Securities											
8.1 Issuer Obligations											
8.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
8.3 Defined											
8.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
8.5 Defined											
8.6 Other											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	307,550,826	100.00	XXX	XXX	307,550,825	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								XXX	XXX		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								XXX	XXX		
10.4 Other								XXX	XXX		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								XXX	XXX		
10.6 Other								XXX	XXX		
10.7 TOTALS	250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	307,550,826	100.00	XXX	XXX	307,550,825	
10.8 Line 10.7 as a % of Column 6	81.35	12.73	2.88	0.57	2.47	100.00	XXX	XXX	XXX	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations	80,234,027	22,545,553			4,701,253	XXX	XXX	107,480,833	100.00	107,480,833	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						XXX	XXX				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						XXX	XXX				
11.4 Other						XXX	XXX				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX				
11.6 Other						XXX	XXX				
11.7 TOTALS	80,234,027	22,545,553			4,701,253	XXX	XXX	107,480,833	100.00	107,480,833	
11.8 Line 11.7 as a % of Column 8	74.65	20.98			4.37	XXX	XXX	100.00	XXX	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	307,550,826	100.00	107,480,833	100.00	307,550,826	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											XXX
12.4 Other											XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											XXX
12.6 Other											XXX
12.7 TOTALS	250,192,447	39,144,328	8,847,506	1,763,685	7,602,860	307,550,826	100.00	107,480,833	100.00	307,550,826	XXX
12.8 Line 12.7 as a % of Column 6	81.35	12.73	2.88	0.57	2.47	100.00	XXX	XXX	XXX	100.00	XXX
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	81.35	12.73	2.88	0.57	2.47	100.00	XXX	XXX	XXX	100.00	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										XXX	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										XXX	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										XXX	
13.4 Other										XXX	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										XXX	
13.6 Other										XXX	
13.7 TOTALS										XXX	
13.8 Line 13.7 as a % of Column 6								XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10								XXX	XXX	XXX	

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SCHEDULE DA - VERIFICATION BETWEEN YEARS**Short-Term Investments**

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	47,114,062	47,114,062			
2. Cost of short-term investments acquired	3,020,645,483	3,020,645,483			
3. Accrual of discount	53,233	53,233			
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals					
6. Deduct consideration received on disposals	2,875,067,196	2,875,067,196			
7. Deduct amortization of premium	164,641	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)	192,580,941	192,580,941			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	192,580,941	192,580,941			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: 0

SI12 Schedule DB Part A Verification NONE

SI12 Schedule DB Part B Verification NONE

SI13 Schedule DB Part C Sn 1 - Sum Replicated Assets NONE

SI14 Schedule DB Part C Sn 2 - Recon Replicated Assets NONE

SI15 Schedule DB Verification NONE

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

		1	2	3
		Total	Bonds	Other (a)
1.	Book/adjusted carrying value, December 31 of prior year	4,998,958	4,998,958	
2.	Cost of cash equivalents acquired	34,326,500	34,326,500	
3.	Accrual of discount	5,957	5,957	
4.	Unrealized valuation increase (decrease)			
5.	Total gain (loss) on disposals			
6.	Deduct consideration received on disposals	35,620,000	35,620,000	
7.	Deduct amortization of premium	11,651	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	3,699,764	
11.	Deduct total nonadmitted amounts			
12.	Statement value at end of current period (Lines 10 minus 11)	3,699,764	3,699,764	

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment

E01 Schedule A - Part 1 Real Estate Owned NONE

E02 Schedule A - Part 2 Real Estate Acquired NONE

E03 Schedule A - Part 3 Real Estate Sold NONE

E04 Schedule B - Part 1 Mortgage Loans Owned NONE

E05 Schedule B - Part 2 Mortgage Loans Acquired NONE

E06 Schedule B - Part 3 Mortgage Loans DISPOSED NONE

E07 Schedule BA - Part 1 Invested Assets Owned NONE

E08 Schedule BA - Part 2 Invested Assets Acquired NONE

E09 Schedule BA - Part 3 Invested Assets DISPOSED NONE

E01, E02, E03, E04, E05, E06, E07, E08, E09

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book Adjusted Carrying Value			Interest					Dates		
		3 Code	4 F O R E I G N	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of Interest	18 When Paid	19 Admitted Amount Due and Accrued	20 Amount Received During Year	21 Acquired	22 Maturity
U.S. Governments - Issuer Obligations																					
31331JK77	F F C B D E B 0.500% 3/28/			1	2,000,000	100.0020	2,000,040	2,000,000	2,000,000					0.500	0.501	MS	2,583		09/28/2010	03/28/2012	
313371X50	F H L B D E B 0.500% 6/29/	SD		1	2,000,000	99.9610	1,999,220	2,000,000	2,000,000					1.000	1.003	JD	833		12/16/2010	12/16/2015	
3133704F2	F H L B D E B 0.450% 7/15/			1	3,000,000	100.0850	3,002,550	3,000,000	3,000,000					0.450	0.451	MAT	6,450		07/09/2010	07/15/2011	
3133KYKQ3	F H L B D E B 0.500% 6/29/			1	2,000,000	100.0630	2,001,260	2,000,000	2,000,000					0.500	0.501	JD	56	5,000	06/29/2010	06/29/2012	
3133KY7H2	F H L B D E B 0.625% 8/10/	SD		1	3,503,281	100.0280	3,500,980	3,500,000	3,522,174		18,892			0.625	1.512	FA	8,568	5,459	05/21/2010	08/10/2012	
313370PB8	F H L B D E B 0.625% 8/23/			1	2,000,000	99.8840	1,997,680	2,000,000	2,000,000					0.625	0.628	FA	4,444		08/23/2010	08/23/2013	
313370X37	F H L B D E B 0.625% 9/16/			1	3,000,000	99.8360	2,995,080	3,000,000	3,000,000					0.625	0.626	MS	5,459		09/24/2010	09/16/2013	
3133705K0	F H L B D E B 0.650% 1/19/			1	1,500,000	100.0800	1,501,200	1,500,000	1,500,000					0.625	0.626	MS	4,388		07/19/2010	01/19/2012	
3133ZYC22	F H L B D E B 0.670% 1/13/			1	2,000,000	100.1340	2,002,680	2,000,000	2,000,000					0.670	0.671	JJ	6,253		07/13/2010	01/13/2012	
313370P69	F H L B D E B 1.000% 8/26/			1	1,999,000	99.2190	1,984,380	2,000,000	1,999,230		230			1.000	1.036	FA	6,944		08/26/2010	08/26/2015	
313370TR9	F H L B D E B 1.020% 12/13/			1	2,000,000	99.5190	1,990,380	2,000,000	2,000,000					1.020	1.023	JD	1,020	5,100	09/27/2010	12/13/2013	
3133XXH34	F H L B D E B 2.350% 3/17/			1	959,310	100.3980	953,781	950,000	953,492		(5,818)			2.350	0.608	MS	6,449	11,163	08/24/2010	03/17/2014	
3133X9Z26	F H L B D E B 4.500% 1/06/			1	528,850	104.1060	520,530	500,000	518,875		(9,975)			4.500	0.757	JJ	10,938	11,250	06/17/2010	01/06/2012	
3134G1WM2	F H L M C M T N 0.500% 4/29/			1	2,000,000	99.8770	1,993,540	2,000,000	2,000,000					0.500	0.501	AO	1,722		10/29/2010	04/29/2014	
3134G1UZ5	F H L M C M T N 0.750% 9/30/			1	1,000,000	99.8790	998,790	1,000,000	1,000,000					0.750	0.751	MS	1,896		09/30/2010	09/30/2013	
3136FMX58	F N M A M T N 0.500% 7/26/	M		1	2,550,000	100.0040	2,550,102	2,550,000	2,550,000					0.500	0.501	JJ	5,490		07/26/2010	07/26/2012	
3136FPTJ6	F N M A M T N 0.750% 10/27/	SD		1	2,997,750	98.0740	2,942,220	3,000,000	2,998,143		393			0.750	0.827	AO	4,000		10/28/2010	10/27/2015	
3136FPLT2	F N M A M T N 1.150% 12/30/			1	1,000,000	99.2850	992,850	1,000,000	1,000,000					1.150	1.153	JD	64	2,875	09/30/2010	12/30/2015	
3136FPLU9	F N M A M T N 1.375% 9/29/			1	1,000,000	98.6720	986,720	1,000,000	1,000,000					1.370	1.375	MS	3,501		09/29/2010	09/29/2015	
31398A399	F N M A M T N 2.000% 9/30/			1	300,000	97.9740	293,922	300,000	300,000					2.000	2.010	MS	1,517		09/30/2010	09/30/2015	
31398ATL6	F N M A M T N 3.625% 8/15/			1	1,884,939	102.0100	1,855,562	1,818,000	1,852,768		(32,151)			3.625	0.631	FA	24,910	32,999	05/27/2010	08/15/2011	
31331GNC9	Federal Farm Credit Bank			1	3,000,000	100.2200	3,006,600	3,000,000	3,000,000					3.250	3.276	FA	36,021	97,500	02/18/2009	02/18/2014	
31331Y3P3	Federal Farm Credit Bank			1	3,035,130	102.3250	3,069,750	3,000,000	3,009,551		(12,292)			3.500	3.095	AO	25,667	105,000	11/19/2008	10/03/2011	
31339XWG5	Federal Home Loan Bank			1	2,354,242	102.3210	2,251,062	2,200,000	2,230,836		(61,030)			5.000	2.162	JD	306	110,000	12/15/2008	06/30/2011	
3133XSK37	Federal Home Loan Bank			1	3,000,000	100.2070	3,006,210	3,000,000	3,000,000					2.625	2.644	FA	30,625	78,750	02/12/2009	02/11/2013	
3133XU7D9	Federal Home Loan Bank			1	1,000,000	100.0220	1,000,220	1,000,000	1,000,000					0.750	0.751	JJ	3,396		07/16/2009	01/18/2011	
3133XVWQ8	Federal Home Loan Bank			1	2,000,000	100.0910	2,001,820	2,000,000	2,000,000					1.000	1.003	FA	7,167	10,000	02/24/2010	02/22/2013	
3134G1V99	Federal Home Loan Mortgage Corp	SD		1	2,000,000	99.6720	1,993,440	2,000,000	2,000,000					0.800	0.802	AO	3,200		12/06/2010	04/19/2013	
3136FHDR3	Federal National Mortgage Assoc.	SD		1	3,200,000	100.3790	3,212,128	3,200,000	3,200,000					2.500	2.516	MS	21,778	80,000	03/23/2009	03/23/2012	
90345AA40	US Cit Fed Cr Gov Gld			1	299,847	100.7140	302,142	300,000	299,938		76			1.250	1.260	AO	750	3,750	10/19/2009	10/19/2011	
0199999	Subtotal - U.S. Governments - Issuer Obligations				59,112,349	XXX	58,906,839	58,819,000	58,935,027		(101,675)			XXX	XXX	XXX	236,405	566,368	XXX	XXX	
0399999	Subtotal - U.S. Governments				59,112,349	XXX	58,906,839	58,819,000	58,935,027		(101,675)			XXX	XXX	XXX	236,405	566,368	XXX	XXX	
U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
13067JNV4	CALIFORNIA ST ECON 4.8913% 7/01/			1FE	1,763,685	100.7810	1,763,668	1,750,000	1,763,685					4.891	4.865	JJ	42,799		12/31/2010	07/01/2023	
373383GB8	GEORGIA ST 5.750% 8/01/			1FE	1,067,430	103.1640	1,031,640	1,000,000	1,031,435		(35,995)			5.750	0.352	FA	23,958	28,750	04/30/2010	08/01/2011	
644682E69	NEW HAMPSHIRE ST REF 2.000% 7/01/			1FE	509,060	100.8490	504,245	500,000	503,738		(5,322)			2.000	0.502	JJ	5,000	2,139	04/14/2010	07/01/2011	
83710D3Q9	SOUTH CAROLINA ST 3.000% 6/01/			1FE	1,265,855	101.1250	1,243,838	1,230,000	1,243,299		(22,555)			3.000	0.401	JD	3,075	24,600	04/16/2010	06/01/2011	
1199999	Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations				4,606,030	XXX	4,543,391	4,480,000	4,542,157		(63,872)			XXX	XXX	XXX	74,832	55,489	XXX	XXX	
1799999	Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed)				4,606,030	XXX	4,543,391	4,480,000	4,542,157		(63,872)			XXX	XXX	XXX	74,832	55,489	XXX	XXX	
U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
03588EML4	ANNE ARUNDEL CNTY MD 5.250% 3/01/			1FE	1,080,950	105.5590	1,055,590	1,000,000	1,055,181		(25,769)			5.250	0.502	MS	17,500	26,250	06/14/2010	03/01/2012	
041431F51	ARLINGTON CNTY VA 2.000% 8/15/			1FE	1,450,009	101.0410	1,439,834	1,425,000	1,440,399		(6,609)			2.000	0.261	FA	11,083		09/11/2010	08/15/2011	
152757BY5	CENTRAL CA JT PWR5 5.750% 2/01/			1FE	3,196,799	101.4530	3,145,043	3,100,000	3,195,706		(1,093)			5.750	5.571	FA	74,271	48,875	12/27/2010	02/01/2031	
235219CP5	DALLAS TX REF 5.000% 2/15/			1FE	854,589	115.2660	852,968	740,000	854,395		(194)			5.000	2.293	FA	4,419		12/27/2010	02/15/2017	
442331TN4	HOUSTON TX REF PUB 5.000% 3/01/			1FE	1,146,010	113.8280	1,138,280	1,000,000	1,145,766		(244)			5.000	2.455	MS	3,333		12/27/2010	03/01/2017	
4876927B5	KELLER TX INDPT* 5.375% 8/15/			1FE	637,758	103.1360	618,816	600,000	637,084		(674)			5.375	4.956	FA	12,183	16,125	05/06/2010	08/15/2031	
74514LAR8	PUERTO RICO COMWLTH* 5.125% 7/01/			1FE	2,052,480	102.3480	2,046,960	2,000,000	2,047,952		(4,528)			5.125	0.322	JJ	51,250		12/14/2010	07/01/2031	
1699999	Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations				10,418,595	XXX	10,297,491	9,865,000	10,376,483		(42,111)			XXX	XXX	XXX	174,039	91,250	XXX	XXX	
2499999	Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)				10,418,595	XXX	10,297,491	9,865,000	10,376,483		(42,111)			XXX	XXX	XXX	174,039	91,250	XXX	XXX	
U.S. Special Revenue, Special Assessment - Issuer Obligations																					
207758KV4	CONNECTICUT ST SPL 5.000% 11/01/			1FE	753,352	114.2680	742,742	650,000	752,464		(888)			5.000	2.494	MN	4,604		12/27/2010	11/01/2017	
246428XN1	DELAWARE TRANSN AUTH 5.000% 7/01/			1FE	422,933	116.1890	412,471	355,000	419,363		(3,609)			5.000	2.021	JJ	8,875		09/12/2010	07/01/2017	
442435YM9	HOUSTON TX UTIL SYS 5.000% 11/15/			1FE	1,142,160	113.9120	1,139,120	1,0													

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	F O R E I G N	B O N D C H A R	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B.J.A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Maturity
2599999	Subtotal - U.S. Special Revenue, Special Assessment - Issuer Obligations					10,749,371	XXX	10,614,329	10,350,000	10,723,715		303			XXX	XXX	XXX	60,368	48,842	XXX	XXX
3199999	Subtotal - U.S. Special Revenue, Special Assessment					10,749,371	XXX	10,614,329	10,350,000	10,723,715		303			XXX	XXX	XXX	60,368	48,842	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																					
002824AQ3	ABBOTT LABS 4.350% 3/15/				1FE	742,127	107.7900	738,362	685,000	741,150		(977)			4.350	1.719	MS	8,774		12/13/2010	03/15/2014
097023AV7	BOEING CO 5.000% 3/15/				1FE	2,209,160	109.6980	2,183,960	2,000,000	2,205,013		(4,147)			5.000	1.708	MS	29,444		12/07/2010	03/15/2014
10138MAB1	Bottling Group LLC Company				1FE	807,683	106.8870	801,653	750,000	785,490		(18,407)			4.625	2.047	MN	4,432	34,688	10/16/2009	11/15/2012
14912L4Q1	CATERPILLAR FINL 1.550% 12/20/				1FE	104,883	100.0950	105,100	105,000	104,885		1			1.550	1.594	JD	50		12/20/2010	12/20/2013
14912L4L2	CATERPILLAR FINL 2.000% 4/05/				1FE	29,949	101.7300	30,619	30,000	29,961		12			2.000	2.070	AO	143	298	04/06/2010	04/05/2013
172967EQ0	CITIGROUP INC 5.500% 4/11/				1FE	962,289	106.4830	958,347	900,000	961,050		(1,229)			5.500	2.436	AO	11,000		12/14/2010	04/11/2013
291011AN4	Emerson Electric Co Nt				1FE	376,495	104.2100	359,525	345,000	357,953		(15,367)			5.750	1.214	MN	3,306	19,838	10/16/2009	11/01/2011
36962G4Q4	GEN ELEC CAP CRP 1.875% 9/16/				1FE	2,092,149	100.0530	2,091,102	2,080,000	2,091,750		(369)			1.875	1.668	MS	11,375		11/29/2010	09/16/2013
369950AN8	GENERAL DYNAMICS 5.250% 2/01/				1FE	666,402	110.1110	660,666	600,000	665,197		(1,205)			5.250	1.630	FA	13,125		12/03/2010	01/15/2014
38143UAB7	GOLDMAN SACHS 5.150% 1/15/				1FE	1,619,418	107.7060	1,616,590	1,500,000	1,616,536		(2,882)			6.875	2.496	JJ	35,821		10/15/2009	01/15/2011
38141GAZ7	Goldman Sachs Group Inc Nt				1FE	292,614	100.1620	275,446	275,000	275,555		(14,105)			3.125	2.516	JD	8,718	18,906	12/16/2008	12/16/2011
4042EPAAS	HSBC - FDIC				1FE	2,544,875	102.5810	2,564,525	2,500,000	2,514,704		(16,990)			5.150	1.626	FA	9,728	25,750	10/16/2009	08/16/2012
478160AP9	Johnson & Johnson Syr				1FE	548,855	107.2550	536,275	500,000	528,158		(10,931)			5.600	1.569	JD	1,283	15,400	10/15/2009	06/01/2011
46625HG09	JP Morgan Chase & Co Sr Nt				1FE	292,826	102.1360	280,874	275,000	279,608		(336)			5.150	1.457	MS	8,342		11/29/2010	09/30/2013
46623EJD2	JPMORGAN CHASE 1.650% 9/30/				1FE	2,010,960	100.0680	2,001,360	2,000,000	2,010,624		(336)			5.600	3.743	FA	33,506		12/07/2010	02/03/2014
59018YSU6	MERRILL LYNCH CO MTN 5.000% 2/03/				1FE	1,692,185	103.4910	1,686,903	1,630,000	1,690,939		(1,246)			7.250	2.441	MS	13,292	39,875	10/16/2009	03/01/2012
637432CU7	National Rural Util MTN				1FE	610,880	107.2000	589,600	550,000	580,352		(25,330)			4.375	1.644	FA	8,264		12/10/2010	02/15/2014
71343PAF8	PEPSIAMERICAS INC 4.375% 2/15/				1FE	542,265	108.1530	540,765	500,000	541,508		(757)			4.500	1.626	FA	12,750		12/10/2010	02/15/2014
717081AR4	PFIZER INC 4.500% 2/15/				1FE	816,728	108.7080	815,310	750,000	815,532		(1,196)			2.125	1.302	JD	786		12/15/2010	06/14/2013
74005PAK2	PRAXAIR INC 2.125% 6/14/				1FE	798,864	102.1500	789,835	783,000	798,587		(277)			1.750	1.858	MN	89	698	11/16/2009	11/15/2012
74005PAW4	Praxair Inc Nt				1FE	39,971	101.1110	40,444	40,000	39,981		10			1.375	1.410	FA	229	264	02/08/2010	08/01/2012
742718DR7	Procter & Gamble				1FE	1,082,346	111.6080	1,073,669	962,000	1,080,550		(1,797)			5.750	1.787	MS	16,287		12/13/2010	03/15/2014
842400FK4	SOUTHERN CAL ED 5.750% 3/15/				1FE	1,494,645	99.0360	1,485,540	1,500,000	1,494,805		160			1.125	1.264	AO	2,766		11/29/2010	10/30/2013
91159HGZ7	US Bancorp N 1.125% 10/30/				1FE	285,791	100.0750	275,206	275,000	275,269		(6,074)			5.500	1.571	MN	18,333		12/02/2010	05/01/2011
92976WBJ4	WACHOVIA CORP MTN 5.500% 5/01/				1FE	1,496,792	99.6480	1,497,196	1,500,000	1,497,196		404			4.875	1.677	JJ	6,293	13,406	10/15/2009	01/12/2011
949746NB3	Wells Fargo Co				1FE	517,392	102.4150	491,592	480,000	490,783		(21,890)			0.364	0.524	MJSD	182	4,860	06/16/2010	03/20/2012
0727GOCN8	BAYERISCHE NY 0.331% 3/20/		R		1FE	1,496,792	99.6480	1,497,196	1,500,000	1,497,196		404			4.875	1.677	JJ	6,293	13,406	10/15/2009	01/12/2011
822582AA0	Shell International Fin Grd		R		1FE	517,392	102.4150	491,592	480,000	490,783		(21,890)			0.364	0.524	MJSD	182	4,860	06/16/2010	03/20/2012
3299999	Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					26,903,938	XXX	26,713,811	25,555,000	26,692,739		(168,558)			XXX	XXX	XXX	261,673	279,108	XXX	XXX
3899999	Subtotal - Industrial & Miscellaneous (Unaffiliated)					26,903,938	XXX	26,713,811	25,555,000	26,692,739		(168,558)			XXX	XXX	XXX	261,673	279,108	XXX	XXX
7799999	Subtotals - Issuer Obligations					111,790,283	XXX	111,075,861	109,069,000	111,270,121		(375,913)			XXX	XXX	XXX	807,317	1,041,057	XXX	XXX
8399999	Grand Total - Bonds					111,790,283	XXX	111,075,861	109,069,000	111,270,121		(375,913)			XXX	XXX	XXX	807,317	1,041,057	XXX	XXX

E10.1

E11 Schedule D - Part 2 Sn 1 Prfrd Stocks Owned NONE

E12 Schedule D - Part 2 Sn 2 Common Stocks Owned NONE

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
Bonds - U.S. Governments								
31331JK77	FFCBDEB 0.500% 3/28/		09/28/2010	Suntrust	XXX	2,000,000	2,000,000.00	
313371XS0	FHLBDEB		12/16/2010	UBS	XXX	2,000,000	2,000,000.00	
3133704F2	FHLBDEB 0.450% 7/15/		07/09/2010	UBS	XXX	3,000,000	3,000,000.00	
3133XYXQ3	FHLBDEB 0.500% 6/29/		06/29/2010	Suntrust	XXX	2,000,000	2,000,000.00	
3133XY7H2	FHLBDEB 0.625% 8/10/		05/21/2010	UBS	XXX	3,503,281	3,500,000.00	668
313370PB8	FHLBDEB 0.625% 8/23/		08/23/2010	Wells Fargo Sec.	XXX	2,000,000	2,000,000.00	
313370X37	FHLBDEB 0.625% 9/16/		09/24/2010	UBS	XXX	3,000,000	3,000,000.00	417
3133705K0	FHLBDEB 0.650% 1/19/		07/19/2010	Suntrust	XXX	1,500,000	1,500,000.00	
3133XYZC2	FHLBDEB 0.670% 1/13/		07/13/2010	UBS	XXX	2,000,000	2,000,000.00	
313370P69	FHLBDEB 1.000% 8/26/		08/26/2010	UBS	XXX	1,999,000	2,000,000.00	
313370TR9	FHLBDEB 1.020% 12/13/		09/27/2010	Suntrust	XXX	2,000,000	2,000,000.00	793
3133XXH34	FHLBDEB 2.350% 3/17/		08/24/2010	Suntrust	XXX	959,310	950,000.00	9,736
3133X9Z26	FHLBDEB 4.500% 1/06/		06/17/2010	Deutsche Bank	XXX	528,850	500,000.00	10,063
3134G1WM2	FHLMCMTN 0.500% 4/29/		10/29/2010	UBS	XXX	2,000,000	2,000,000.00	
3134G1UZ5	FHLMCMTN 0.750% 9/30/		09/30/2010	UBS	XXX	1,000,000	1,000,000.00	
3136FMX58	FNMA MTN 0.500% 7/26/		07/26/2010	Suntrust	XXX	2,550,000	2,550,000.00	
3136FPTJ6	FNMA MTN 0.750% 10/27/		10/28/2010	UBS	XXX	2,997,750	3,000,000.00	62
3136FPLT2	FNMA MTN 1.150% 12/30/		09/30/2010	Suntrust	XXX	1,000,000	1,000,000.00	
3136FPLU9	FNMA MTN 1.375% 9/29/		09/29/2010	UBS	XXX	1,000,000	1,000,000.00	
31398A3S9	FNMA MTN 2.000% 9/30/		09/30/2010	UBS	XXX	300,000	300,000.00	
31398ATL6	FNMA MTN 3.625% 8/15/		05/27/2010	UBS	XXX	1,884,939	1,819,000.00	18,683
3133XWWQ8	Federal Home Loan Bank		02/24/2010	Suntrust	XXX	2,000,000	2,000,000.00	111
3134G1VX9	Federal Home Loan Mortgage Corp		12/06/2010	UBS	XXX	2,000,000	2,000,000.00	2,133
0399999 Subtotal - Bonds - U.S. Governments						43,223,130	43,119,000.00	42,666
Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)								
13067JJV4	CALIFORNIA ST ECON 4.8913% 7/01/		12/31/2010	Deutsche Bank	XXX	1,763,685	1,750,000.00	43,750
373383GB8	GEORGIA ST 5.750% 8/01/		04/30/2010	Deutsche Bank	XXX	1,067,430	1,000,000.00	14,215
644682E69	NE HAMPSHIRE ST REF 2.000% 7/01/		04/14/2010	Deutsche Bank	XXX	509,060	500,000.00	
83710D3Q9	SOUTH CAROLINA ST 3.000% 6/01/		04/16/2010	Deutsche Bank	XXX	1,265,854	1,230,000.00	1,537
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)						4,606,029	4,480,000.00	59,502
Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)								
03588EML4	ANNE ARUNDEL CNTY MD 5.250% 3/01/		06/14/2010	Deutsche Bank	XXX	1,080,950	1,000,000.00	15,021
041431FS1	ARLINGTON CNTY VA 2.000% 8/15/		08/11/2010	Deutsche Bank	XXX	1,450,009	1,425,000.00	
152757BY5	CENTRAL CA JT PWRS* 5.750% 2/01/		12/27/2010	Deutsche Bank	XXX	3,196,799	3,100,000.00	69,575
235219CP5	DALLAS TX REF 5.000% 2/15/		12/27/2010	Deutsche Bank	XXX	854,589	740,000.00	4,008
442331TN4	HOUSTON TX REF PUB 5.000% 3/01/		12/27/2010	Deutsche Bank	XXX	1,146,010	1,000,000.00	2,778
4876927B5	KELLER TX INDPT* 5.375% 8/15/		05/06/2010	Deutsche Bank	XXX	637,758	600,000.00	7,256
74514LAR8	PUERTO RICO COMWLTH* 5.125% 7/01/		12/14/2010	Deutsche Bank	XXX	2,052,480	2,000,000.00	46,410
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)						10,418,595	9,865,000.00	145,048
Bonds - U.S. Special Revenue, Special Assessment								
207758KV4	CONNECTICUT ST SPL 5.000% 11/01/		12/27/2010	Deutsche Bank	XXX	753,352	650,000.00	2,611
246428XN1	DELAWARE TRANSN AUTH 5.000% 7/01/		08/12/2010	Deutsche Bank	XXX	422,933	355,000.00	2,022
442435YM9	HOUSTON TX UTIL SYS 5.000% 11/15/		12/27/2010	Deutsche Bank	XXX	1,142,160	1,000,000.00	16,111
64971MU91	NEW YORK NY CITY 2.000% 11/01/		06/04/2010	Deutsche Bank	XXX	107,192	105,000.00	
65003PCF9	NEW YORK ST URBAN 5.500% 1/01/		04/29/2010	Deutsche Bank	XXX	764,228	740,000.00	13,341
882756S75	TEXAS ST PUB FIN 5.000% 7/01/		12/16/2010	Deutsche Bank	XXX	3,772,545	3,500,000.00	
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						6,962,410	6,350,000.00	34,085

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
002824AQ3	ABBOTT LABS 4.350% 3/15/		12/13/2010	Deutsche Bank	XXX	742,127	685,000.00	7,066	
097023AV7	BOEING CO 5.000% 3/15/		12/07/2010	Deutsche Bank	XXX	2,209,160	2,000,000.00	22,778	
14912L4Q1	CATERPILLAR FINL 1.550% 12/20/		12/20/2010	Deutsche Bank	XXX	104,883	105,000.00		
14912L4L2	CATERPILLAR FINL 2.000% 4/05/		04/06/2010	Deutsche Bank	XXX	29,949	30,000.00		
172967EQ0	CITIGROUP INC 5.500% 4/11/		12/14/2010	Deutsche Bank	XXX	962,289	900,000.00	8,663	
36962G4C4	GEN ELEC CAP CRP 1.875% 9/16/		11/29/2010	Deutsche Bank	XXX	2,092,119	2,080,000.00	7,604	
369550AN8	GENERAL DYNAMICS 5.250% 2/01/		12/10/2010	Deutsche Bank	XXX	666,402	600,000.00	11,288	
38143UAB7	GOLDMAN SACHS 5.150% 1/15/		12/03/2010	Deutsche Bank	XXX	1,619,418	1,500,000.00	29,613	
46623EJD2	JPMORGAN CHASE 1.650% 9/30/		11/29/2010	Deutsche Bank	XXX	2,010,960	2,000,000.00	5,408	
59018YSU6	MERRILL LYNCH CO MTN 5.000% 2/03/		12/07/2010	Deutsche Bank	XXX	1,692,185	1,630,000.00	28,072	
71343PAF8	PEPSIAMERICAS INC 4.375% 2/15/		12/10/2010	Deutsche Bank	XXX	542,265	500,000.00	6,988	
717081AR4	PFIZER INC 4.500% 2/15/		12/10/2010	Deutsche Bank	XXX	816,727	750,000.00	10,781	
74005PAX2	PRAXAIR INC 2.125% 6/14/		12/15/2010	Deutsche Bank	XXX	798,864	783,000.00	46	
742718DR7	Procter & Gamble		02/08/2010	Deutsche Bank	XXX	39,971	40,000.00		
842400FK4	SOUTHERN CAL ED 5.750% 3/15/		12/13/2010	Deutsche Bank	XXX	1,082,346	962,000.00	13,521	
91159HGZ7	US Bancorp N 1.125% 10/30/		11/29/2010	Deutsche Bank	XXX	1,494,645	1,500,000.00	1,266	
92976WBJ4	WACHOVIA CORP MTN 5.500% 5/01/		12/02/2010	Deutsche Bank	XXX	2,185,740	2,000,000.00	9,472	
0727G0CN8	BAYERISCHE NY 0.331% 3/20/		06/16/2010	Deutsche Bank	XXX	1,496,792	1,500,000.00	1,186	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						20,586,842	19,565,000.00	163,752
8399997	Subtotal - Bonds - Part 3						85,797,006	83,379,000.00	445,053
8399998	Summary item from Part 5 for Bonds						59,994,200	60,000,000.00	3,613
8399999	Subtotal - Bonds						145,791,206	143,379,000.00	448,666
8999998	Summary Item from Part 5 for Preferred Stocks							XXX	
9799998	Summary Item from Part 5 for Common Stocks							XXX	
9899999	Subtotal - Preferred and Common Stocks							XXX	
9999999	Totals						145,791,206	XXX	448,666

E13.1

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				16 Book/Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (Cols. 11+12-13)							15 Total Foreign Exchange Change in B./A.C.V.
Bonds - U.S. Governments																			
3133XR2Y5	Federal Home Loan Bank		06/11/2010	MATURITY	XXX	3,000,000	3,000,000.00	2,985,870	2,996,025		3,975		3,975	3,000,000				45,000	06/11/2010
3133XTB62	Federal Home Loan Bank		03/11/2010	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000					2,000,000				12,500	03/11/2011
3133XTG04	Federal Home Loan Bank		10/07/2010	MATURITY	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000					2,000,000				24,000	10/07/2010
3133XV2J9	Federal Home Loan Bank		10/25/2010	MATURITY	XXX	2,000,000	2,000,000.00	2,000,640	2,000,487		(487)		(487)	2,000,000				10,400	10/25/2010
3133XW2N8	Federal Home Loan Bank		06/11/2010	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000					2,000,000				7,500	12/11/2012
3128X8Y30	Federal Home Loan Mortgage Corp		06/23/2010	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000					2,000,000				12,500	06/23/2011
3128X7NF7	Federal Home Loan Mortgage Corp.		11/05/2010	MATURITY	XXX	1,000,000	1,000,000.00	1,034,180	1,018,188		(18,188)		(18,188)	1,000,000				33,750	11/05/2010
3128X86R8	Federal Home Loan Mortgage Corp.		02/17/2010	CALLED @ 100.0000000	XXX	2,450,000	2,450,000.00	2,450,000	2,450,000					2,450,000				12,250	02/17/2012
3128X8QX3	Federal Home Loan Mortgage Corp.		03/18/2010	CALLED @ 100.0000000	XXX	3,500,000	3,500,000.00	3,500,000	3,500,000					3,500,000				26,250	03/18/2011
3128X8QY1	Federal Home Loan Mortgage Corp.		12/15/2010	MATURITY	XXX	1,000,000	1,000,000.00	1,000,000	1,000,000					1,000,000				15,500	12/15/2010
3136FHFT7	Federal National Mortgage Assoc.		09/24/2010	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	3,000,000	3,000,000					3,000,000				72,000	09/24/2013
0399999	Subtotal - Bonds - U.S. Governments					23,950,000	23,950,000.00	23,970,690	23,964,700		(14,700)		(14,700)	23,950,000				271,650	XXX
Bonds - U.S. Special Revenue, Special Assessment																			
679110CY0	OK Student Loan		11/09/2010	Sunttrust	XXX	1,000,000	1,000,000.00	946,740	940,251		712		712	940,963		59,037	59,037	3,223	12/01/2033
3199999	Subtotal - Bonds - U.S. Special Revenue, Special Assessment					1,000,000	1,000,000.00	946,740	940,251		712		712	940,963		59,037	59,037	3,223	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																			
060505BF0	Bank of America Corp Sr Nt		12/01/2010	MATURITY	XXX	150,000	150,000.00	154,698	153,825		(3,825)		(3,825)	150,000				6,563	12/01/2010
7591EAAA1	Regions Bank - FDIC		12/10/2010	MATURITY	XXX	4,000,000	4,000,000.00	4,005,160	4,002,481		(2,481)		(2,481)	4,000,000				110,000	12/10/2010
20825JAB0	Conoco Funding Co Guar Nt		08/03/2010	CALLED @ 106.9015000	XXX	133,627	125,000.00	137,648	136,345		(11,345)		(11,345)	125,000		8,627	8,627	6,350	10/15/2011
35177PAK3	France Telecom Nt		10/08/2010	CALLED @ 102.8782800	XXX	308,635	300,000.00	324,975	321,186		(21,186)		(21,186)	300,000		8,635	8,635	25,640	03/01/2011
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					4,592,262	4,575,000.00	4,622,481	4,613,837		(38,837)		(38,837)	4,575,000		17,262	17,262	148,553	XXX
8399997	Subtotal - Bonds - Part 4					29,542,262	29,525,000.00	29,539,911	29,518,788		(52,825)		(52,825)	29,465,963		76,299	76,299	423,426	XXX
8399998	Summary Item from Part 5 for Bonds					60,000,000	60,000,000.00	59,994,200			2,579		2,579	59,996,779		3,221	3,221	264,743	XXX
8399999	Subtotal - Bonds					89,542,262	89,525,000.00	89,534,111	89,518,788		(50,246)		(50,246)	89,462,742		79,520	79,520	688,169	XXX
8999998	Summary Item from Part 5 for Preferred Stocks					XXX													XXX
9799998	Summary Item from Part 5 for Common Stocks					XXX													XXX
9899999	Subtotal - Preferred and Common Stocks					XXX													XXX
9999999	Totals					89,542,262	89,534,111	89,534,111	89,518,788		(50,246)		(50,246)	89,462,742		79,520	79,520	688,169	XXX

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SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1 CUSIP Identifi- cation	2 Description	3 F O R E I G N	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) Number of Shares (Stock)	9 Actual Cost	10 Consider- ation	11 Book/ Adjusted Carrying Value at Disposal Date	Change in Book/Adjusted Carrying Value				17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends	
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (Col. 12+ 13-14)						16 Total Foreign Exchange Change in B./A.C.V.
Bonds - U.S. Governments																				
31331JWA7	F F C B DEB 0.700% 4/26/		07/26/2010	UBS	10/26/2010	CALLED @														
31331JRU9	F F C B DEB 0.820% 12/16/		06/16/2010	Suntrust	09/16/2010	CALLED @	1,000,000.000	999,550	1,000,000	999,614		64		64		386	386	1,750		
31331JTC8	F F C B DEB 0.870% 3/28/		06/28/2010	UBS	09/28/2010	CALLED @	1,500,000.000	1,500,000	1,500,000	1,500,000									3,075	
31331JRV7	F F C B DEB 0.960% 3/16/		06/16/2010	Suntrust	09/16/2010	CALLED @	2,000,000.000	2,000,000	2,000,000	2,000,000									4,350	
313370HW1	F H L B MTN 0.700% 8/10/		08/18/2010	Wells Fargo Sec.	11/08/2010	VARIOUS	1,000,000.000	1,000,000	1,000,000	1,000,000									2,400	
3133XYWC5	F H L B DEB 0.250% 9/30/		06/30/2010	Suntrust	09/30/2010	CALLED @	2,000,000.000	2,000,000	2,000,000	2,000,000									3,422	311
3133XXJQ1	F H L B DEB 0.500% 3/29/		05/21/2010	VARIOUS	09/29/2010	VARIOUS	2,000,000.000	2,000,000	2,000,000	2,000,000									1,250	
3133XXKZ9	F H L B DEB 0.500% 4/06/		03/25/2010	UBS	09/23/2010	CALLED @	5,500,000.000	5,500,000	5,500,000	5,500,000									13,750	1,806
3133XYSF3	F H L B DEB 0.625% 12/30/		06/30/2010	UBS	09/30/2010	CALLED @	3,000,000.000	2,997,750	3,000,000	2,998,828		1,078		1,078		1,172	1,172	7,500	83	
3133XYZJ7	F H L B DEB 0.650% 12/29/		06/29/2010	Suntrust	09/29/2010	CALLED @	1,000,000.000	1,000,000	1,000,000	1,000,000									1,563	
313370BH0	F H L B DEB 0.750% 7/26/		07/26/2010	Wells Fargo Sec.	10/26/2010	CALLED @	3,000,000.000	3,000,000	3,000,000	3,000,000									4,875	
3133XXP27	F H L B DEB 1.250% 3/30/		03/30/2010	UBS	06/30/2010	CALLED @	2,000,000.000	2,000,000	2,000,000	2,000,000									3,750	
3128X96D7	F H L M C MTN 0.750% 4/30/		04/29/2010	UBS	10/30/2010	CALLED @	2,000,000.000	2,000,000	2,000,000	2,000,000									6,250	
3128X93G3	F H L M C MTN 0.750% 10/12/		04/12/2010	UBS	10/12/2010	CALLED @	2,000,000.000	1,999,500	2,000,000	1,999,625		125		125		375	375	7,500		
3134G1FV1	F H L M C MTN 0.900% 12/23/		06/23/2010	UBS	12/23/2010	CALLED @	3,000,000.000	2,999,400	3,000,000	3,000,000		600		600					11,250	
31398AW65	F N M A MTN 1.000% 7/27/		07/27/2010	Suntrust	10/27/2010	CALLED @	2,500,000.000	2,500,000	2,500,000	2,500,000									11,250	
3136FMDR2	F N M A MTN 1.125% 4/23/		03/24/2010	Suntrust	12/23/2010	CALLED @	1,000,000.000	1,000,000	1,000,000	1,000,000									2,500	
3133XWNR6	Federal Home Loan Bank		01/27/2010	UBS	10/28/2010	CALLED @	2,000,000.000	1,998,000	2,000,000	1,998,712		712		712		1,288	1,288	16,875	63	
3128X9YM6	Federal Home Loan Mortgage Corp		02/26/2010	Undefined	08/19/2010	CALLED @	4,000,000.000	4,000,000	4,000,000	4,000,000									90,333	
3136FJ6A4	Federal National Mortgage Assoc.		02/26/2010	UBS	08/26/2010	CALLED @	300,000.000	300,000	300,000	300,000									1,125	44
31398AD25	Federal National Mortgage Assoc.		01/15/2010	UBS	07/15/2010	CALLED @	1,500,000.000	1,500,000	1,500,000	1,500,000									8,438	
0399999	Subtotal - Bonds - U.S. Governments							46,300,000.000	46,294,200	46,300,000	46,296,779		2,579		2,579		3,221	3,221	248,206	2,307
Bonds - U.S. Special Revenue, Special Assessment																				
052422DS8	AUSTIN TX HOTEL 0.30115%		05/04/2010	Deutsche Bank	11/17/2010	Deutsche Bank	600,000.000	600,000	600,000	600,000									1,072	103
167562JS7	CHICAGO IL MIDWAY 0.330% 1/01/		06/08/2010	Deutsche Bank	12/15/2010	Deutsche Bank	1,800,000.000	1,800,000	1,800,000	1,800,000									2,259	116
419771AC4	HAWAII PAC HEALTH 0.310% 7/01/		06/16/2010	Deutsche Bank	11/04/2010	Deutsche Bank	2,400,000.000	2,400,000	2,400,000	2,400,000									2,689	257
469404UN5	JACKSONVILLE FL 0.24433% 8/15/		10/08/2010	Deutsche Bank	12/16/2010	Deutsche Bank	1,500,000.000	1,500,000	1,500,000	1,500,000									824	58
5742173L7	MARYLAND ST HEALTH 0.250% 7/01/		06/16/2010	Deutsche Bank	12/22/2010	Deutsche Bank	1,500,000.000	1,500,000	1,500,000	1,500,000									1,830	
59259YCX5	METROPOLITAN NY 0.240% 11/01/		06/10/2010	Deutsche Bank	12/22/2010	Deutsche Bank	1,350,000.000	1,350,000	1,350,000	1,350,000									1,761	

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SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures manual)	6 Do Insurer's Assets Include Intangible Assets connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book/Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding
NONE									
1999999 Total - Preferred and Common Stocks .....								... XXX...	... XXX...

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$.....0.
2. Total amount of intangible assets nonadmitted \$.....0.

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
NONE					
0399999 Total - Preferred and Common Stocks .....				... XXX...	... XXX...

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest					21			
		3	4					9	10	11	12			15	16	17	18	19		20		
CUSIP Identifi- cation	Description	Code	For- eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bond Not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid For Accrued Interest		
Bonds - U.S. Governments - Issuer Obligations																						
FFCB DISC NTS	2/04/	@		06/17/2010	UBS	02/04/2011	999,718		1,652			1,000,000	998,067				0.307	N/A				
FFCB DISC NTS	4/12/	@		06/04/2010	UBS	04/12/2011	499,409		1,229			500,000	498,180				0.422	N/A				
FFCB DISC NTS	6/27/	@		12/30/2010	UBS	06/27/2011	4,994,837		58			5,000,000	4,994,779				0.210	N/A				
FFCB DISC NTS	7/13/	@		12/30/2010	UBS	07/13/2011	4,994,103		61			5,000,000	4,994,042				0.220	N/A				
FHLB DEB	0.750% 7/08/			07/08/2010	Suntrust	07/08/2011	1,001,809		(1,671)			1,000,000	1,003,480	3,604		0.750	0.401	JJ				
FNMA MTN	1.375% 4/28/			07/15/2010	Suntrust	04/28/2011	2,006,976		(9,884)			2,000,000	2,016,860	4,813		1.375	0.301	AO	13,750	5,882		
FNMA DISC NT	3/23/	@		09/29/2010	UBS	03/23/2011	1,999,100		1,044			2,000,000	1,998,056				0.200	N/A				
FNMA DISC NT	4/11/	@		09/29/2010	UBS	04/11/2011	1,998,861		1,070			2,000,000	1,997,791				0.205	N/A				
FNMA DISC NT	5/02/	@		07/06/2010	UBS	05/02/2011	1,291,345		2,440			1,293,000	1,288,906				0.381	N/A				
FNMA DISC NT	5/16/	@		10/12/2010	UBS	05/16/2011	1,998,424		944			2,000,000	1,997,480				0.210	N/A				
FNMA DISC NT	6/10/	@		10/12/2010	UBS	06/10/2011	1,998,132		944			2,000,000	1,997,188				0.210	N/A				
FNMA DISC NT	6/20/	@		07/06/2010	UBS	06/20/2011	1,995,930		4,267			2,000,000	1,991,663				0.432	N/A				
0199999 Subtotal - Bonds - U.S. Governments - Issuer Obligations							25,778,644		2,154			25,793,000	25,776,492	8,417			XXX	XXX	XXX	13,750	5,882	
0399999 Total - U.S. Government Bonds							25,778,644		2,154			25,793,000	25,776,492	8,417				XXX	XXX	XXX	13,750	5,882
U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations																						
FAIRFAX CNTY VA REF	5.000% 10/01/			11/04/2010	Deutsche Bank	10/01/2011	672,865		(4,819)			650,000	677,684	8,125		5.000	0.302	AO		2,979		
FAIRFAX CNTY VA REF	5.250% 4/01/			04/09/2010	Deutsche Bank	04/01/2011	506,069		(17,621)			500,000	523,690	6,563		5.250	0.391	AO	13,125	583		
GOOSE CREEK TX CONS	5.000% 2/15/			04/13/2010	Deutsche Bank	02/15/2011	251,389		(8,121)			250,000	259,510	4,722		5.000	0.453	FA	6,250	2,014		
HAWAII ST HWY REV	4.000% 1/01/			06/09/2010	Deutsche Bank	01/01/2011	500,000		(10,075)			500,000	510,075	10,000		4.000	0.402	JJ	10,000	8,778		
NEW JERSEY ECON DEV ZCP	2/15/	@		04/23/2010	Deutsche Bank	02/15/2011	659,193		4,512			660,000	654,650				1.003	N/A				
NEW YORK ST DORM	5.000% 3/15/			04/14/2010	Deutsche Bank	03/15/2011	201,860		(6,440)			200,000	208,300	2,944		5.000	0.472	MS	5,000	806		
OHIO ST	5.000% 5/01/			07/07/2010	Deutsche Bank	05/01/2011	1,726,383		(41,877)			1,700,000	1,768,260	14,167		5.000	0.339	MN	42,500	11,611		
OREGON ST TAX ANTIC	2.000% 6/30/			12/14/2010	Deutsche Bank	06/30/2011	1,209,923		(1,009)			1,200,000	1,210,932	12,067		2.000	0.331	MAT		10,867		
SUFFOLK CNTY NY TAX	3.000% 8/11/			12/22/2010	Deutsche Bank	08/11/2011	4,261,329		(2,511)			4,200,000	4,263,840	3,150		3.000	0.602	MAT				
TEXAS ST TAX REV	2.000% 6/31/			12/15/2010	Deutsche Bank	08/31/2011	2,021,789		(1,531)			2,000,000	2,023,320	13,479		2.000	0.351	MAT		11,616		
2599999 Subtotal - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations							12,010,800		(89,492)			11,860,000	12,100,291	75,217			XXX	XXX	XXX	76,875	49,254	
3199999 Total - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions							12,010,800		(89,492)			11,860,000	12,100,291	75,217				XXX	XXX	XXX	76,875	49,254
7799999 Subtotal - Issuer Obligations							37,789,444		(87,338)				37,653,000	37,876,783	83,634			XXX	XXX	XXX	90,625	55,136
8399999 Total Bonds							37,789,444		(87,338)				37,653,000	37,876,783	83,634			XXX	XXX	XXX	90,625	55,136
8699999 Total - Parent, Subsidiaries and Affiliates													XXX					XXX	XXX	XXX		
Exempt Money Market Mutual Funds																						
31846V807	First American Treasury Fund	R		12/24/2009	U.S. Bank																	
61747C673	Morgan Stanley Prime Port. # 311			12/30/2010	Wells Fargo Sec.		20,000,000						20,000,000	298						7,774		
8899999 Subtotal - Exempt Money Market Mutual Funds							20,000,000					XXX	20,000,000	298			XXX	XXX	XXX	7,774		
Class One Money Market Mutual Funds																						
825252554	AIM STIC-Liquid Assets			12/03/2010	U.S. Bank															11,006		
26188J206	Dreyfus Cash Management #288			12/30/2010	U.S. Bank		20,000,000						20,000,000	493						11,565		
300250602	Evergreen Institutional MM Fund	M		07/09/2010	U.S. Bank															8,556		
60934N625	Federated Fund # 851			12/30/2010	Wells Fargo Sec.		25,000,000						25,000,000	745						17,077		
316175405	Fidelity Prime Money Fund #690			12/30/2010	Wells Fargo Sec.		20,000,000						20,000,000	622						16,927		
31846V625	First American Prime			12/03/2010	U.S. Bank															4,982		
38141W323	Goldman Sachs Finl Sq Trust			12/01/2010	U.S. Bank		4,620,974						4,620,974	141						1,742		
38141W364	Goldman Sachs FS Prime Oblig. #462			12/30/2010	Wells Fargo Sec.		17,000,000						17,000,000							8,285		
4812A2603	JP Morgan Prime Fund #829			12/30/2010	Wells Fargo Sec.		17,000,000						17,000,000	212						7,443		
MMPORTAL0	US Bank Money Market Portal			03/29/2010	U.S. Bank															15,203		
949917397	Wells Fargo Adv Heritage MM Inst			12/29/2010	U.S. Bank		13,170,523						13,170,523	3,065						2,790		
949917397	Wells Fargo Adv Heritage #3801			12/30/2010	Wells Fargo Sec.		18,000,000						18,000,000	197			0.200	MON				

E17

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest					21	
		3	4					9	10	11	12			15	16	17	18	19		20
CUSIP Identi- fication	Description	Code	For- eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bond Not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid For Accrued Interest
8999999	Subtotal - Class One Money Market Mutual Funds						134,791,497					XXX	134,791,497	5,475		XXX	XXX	XXX	105,676	
9199999	Total Short-Term Investments						192,680,941		(87,338)			XXX	192,668,280	89,407		XXX	XXX	XXX	203,975	55,136

E18 Schedule DB - Part A Sn 1 Opt/Cap/Floors/Collars/Swaps/Forwards Open NONE

E19 Schedule DB - Part A Sn 2 Opt/Cap/Floors/Collars/Swaps/Forwards Terminated NONE

E20 Schedule DB - Part B Sn 1 Futures Contracts Open NONE

E21 Schedule DB - Part B Sn 2 Futures Contracts Terminated NONE

E22 Schedule DB - Part D Counterparty Exposure for Derivative Instruments Open NONE

E23 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E24 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH

1		2	3	4	5	6	7
Depository		Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
open depositories							
Wachovia	Cash					(4,407,471)	XXX
JP Morgan	Cash					276,700	XXX
0199998 Deposits in .....89 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			XXX	80,476	1,657	20,097,422	XXX
0199999 Totals - Open Depositories			XXX	80,476	1,657	15,966,651	XXX
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories			XXX				XXX
0299999 Totals - Suspended Depositories			XXX				XXX
0399999 Total Cash On Deposit			XXX	80,476	1,657	15,966,651	XXX
0499999 Cash in Company's Office			XXX	XXX	XXX		XXX
0599999 Total Cash			XXX	80,476	1,657	15,966,651	XXX

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January	13,423,700	4. April	14,650,277	7. July	19,485,630	10. October	18,881,486
2. February	12,802,953	5. May	17,031,000	8. August	19,806,685	11. November	17,706,748
3. March	18,717,493	6. June	20,059,505	9. September	16,552,517	12. December	15,966,651

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
HARRIS CNTY TX C P 0.270% 2/07/		12/09/2010	0.270	02/07/2011	500,000 .....	.85	
METROPOLITAN C P 0.290% 2/08/		12/01/2010	0.290	02/08/2011	1,200,000	300	
NORTHWESTERN UNIV C P 1/18/		11/03/2010	0.000	01/18/2011	1,999,764		819
3299999 Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					3,699,764	385	819
3899999 Subtotal - Industrial & Miscellaneous (Unaffiliated)					3,699,764	385	819
7799999 Subtotals - Issuer Obligations					3,699,764	385	819
8399999 Subtotal - Bonds					3,699,764	385	819
8699999 Total Cash Equivalents					3,699,764	385	819

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

	States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
				3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1.	Alabama (AL)						
2.	Alaska (AK)						
3.	Arizona (AZ)						
4.	Arkansas (AR)						
5.	California (CA)						
6.	Colorado (CO)						
7.	Connecticut (CT)						
8.	Delaware (DE)						
9.	District of Columbia (DC)						
10.	Florida (FL)						
11.	Georgia (GA)						
12.	Hawaii (HI)						
13.	Idaho (ID)						
14.	Illinois (IL)						
15.	Indiana (IN)						
16.	Iowa (IA)						
17.	Kansas (KS)						
18.	Kentucky (KY)						
19.	Louisiana (LA)						
20.	Maine (ME)						
21.	Maryland (MD)						
22.	Massachusetts (MA)						
23.	Michigan (MI)						
24.	Minnesota (MN)						
25.	Mississippi (MS)						
26.	Missouri (MO)						
27.	Montana (MT)						
28.	Nebraska (NE)						
29.	Nevada (NV)						
30.	New Hampshire (NH)						
31.	New Jersey (NJ)						
32.	New Mexico (NM)						
33.	New York (NY)						
34.	North Carolina (NC)						
35.	North Dakota (ND)						
36.	Ohio (OH)						
37.	Oklahoma (OK)						
38.	Oregon (OR)						
39.	Pennsylvania (PA)						
40.	Rhode Island (RI)						
41.	South Carolina (SC)						
42.	South Dakota (SD)						
43.	Tennessee (TN)	O	Statutory Deposit	20,640,521	20,547,264		
44.	Texas (TX)						
45.	Utah (UT)						
46.	Vermont (VT)						
47.	Virginia (VA)						
48.	Washington (WA)						
49.	West Virginia (WV)						
50.	Wisconsin (WI)						
51.	Wyoming (WY)						
52.	American Samoa (AS)						
53.	Guam (GU)						
54.	Puerto Rico (PR)						
55.	U.S. Virgin Islands (VI)						
56.	Northern Mariana Islands (MP)						
57.	Canada (CN)						
58.	Aggregate other alien (OT)	XXX	XXX				
59.	Total	XXX	XXX	20,640,521	20,547,264		
DETAILS OF WRITE-INS							
5801.							
5802.							
5803.							
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	XXX				

Supp13 SIS Title NONE

Supp14 SIS Financial Reporting NONE

Supp15 SIS Inform. - Management and Directors NONE

Supp16 Statement Beneficial Ownership NONE

Supp13, Supp14, Supp15, Supp16



Medicare Part D Coverage Supplement (Net of Reinsurance)

NAIC Group Code: 1156

(To be Filed By March 1)

NAIC Company Code: 12941

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected					
1.1 Standard Coverage					
1.11 With Reinsurance Coverage		XXX		XXX	
1.12 Without Reinsurance Coverage		XXX		XXX	
1.13 Risk-Corridor Payment Adjustments		XXX		XXX	
1.2 Supplemental Benefits		XXX		XXX	
2. Premiums Due and Uncollected - change					
2.1 Standard Coverage					
2.11 With Reinsurance Coverage		XXX		XXX	XXX
2.12 Without Reinsurance Coverage		XXX		XXX	XXX
2.2 Supplemental Benefits		XXX		XXX	XXX
3. Unearned Premium and Advance Premium - change					
3.1 Standard Coverage					
3.11 With Reinsurance Coverage		XXX		XXX	XXX
3.12 Without Reinsurance Coverage		XXX		XXX	XXX
3.2 Supplemental Benefits		XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments - change					
4.1 Receivable		XXX		XXX	XXX
4.2 Payable		XXX		XXX	XXX
5. Earned Premiums					
5.1 Standard Coverage					
5.11 With Reinsurance Coverage		XXX		XXX	XXX
5.12 Without Reinsurance Coverage		XXX		XXX	XXX
5.13 Risk-Corridor Payment Adjustments		XXX		XXX	XXX
5.2 Supplemental Benefits		XXX		XXX	XXX
6. Total Premiums		XXX		XXX	
7. Claims Paid					
7.1 Standard Coverage					
7.11 With Reinsurance Coverage	NONE			XXX	
7.12 Without Reinsurance Coverage				XXX	
7.2 Supplemental Benefits				XXX	
8. Claim Reserves and Liabilities - change					
8.1 Standard Coverage					
8.11 With Reinsurance Coverage		XXX		XXX	XXX
8.12 Without Reinsurance Coverage		XXX		XXX	XXX
8.2 Supplemental Benefits		XXX		XXX	XXX
9. Healthcare Receivables - change					
9.1 Standard Coverage					
9.11 With Reinsurance Coverage		XXX		XXX	XXX
9.12 Without Reinsurance Coverage		XXX		XXX	XXX
9.2 Supplemental Benefits		XXX		XXX	XXX
10. Claims Incurred					
10.1 Standard Coverage					
10.11 With Reinsurance Coverage		XXX		XXX	XXX
10.12 Without Reinsurance Coverage		XXX		XXX	XXX
10.2 Supplemental Benefits		XXX		XXX	XXX
11. Total Claims		XXX		XXX	
12. Reinsurance Coverage and Low Income Cost Sharing					
12.1 Claims Paid - net to reimbursements applied	XXX		XXX		
12.2 Reimbursements Received but Not Applied - change	XXX		XXX		
12.3 Reimbursements Receivable - change	XXX		XXX		XXX
12.4 Healthcare Receivables - change	XXX		XXX		XXX
13. Aggregate Policy Reserves - change					XXX
14. Expenses Paid		XXX		XXX	
15. Expenses Incurred		XXX		XXX	XXX
16. Underwriting Gain/Loss		XXX		XXX	XXX
17. Cash Flow Results	XXX	XXX	XXX	XXX	

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**ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION
(HEALTH)**

Name of Insurer AMERIGROUP Tennessee, Inc.

Date March 1, 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

	March	April	June
1. Is this the first time you've submitted this filing? (Y/N) .....	..... Yes .....	..... N/A .....	..... N/A
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N) .	..... N/A .....	..... N/A .....	..... N/A
3. Is this being re-filed due to changes to the data originally filed? (Y/N) .....	..... N/A .....	..... N/A .....	..... N/A
4. 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 - Statutory
 Version: 2010.A.1

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

F. The undersigned hereby certifies that, 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 annual statement information required to be contained on diskette is identical to the information in the 2010 Annual 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): 8.5.0.781

(Signed) Margaret M. Roomsburg

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

Amended Statement Cover

NONE

AMERIGROUP Tennessee, Inc.
MLR Reconciliation to NAIC Filing
December 31, 2010

TOTAL REVENUES

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
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	2,466,423,688	8,112,101	-		
MLR Report	<u>2,464,215,585</u>				
Difference	2,208,103				
Premium Tax Reimbursement	(1,988,542)				
Prem.Tax on Retro Rec. for June09 & Prior Pd	(219,561)				
Unreconciled difference	<u>(0)</u>				

UNPAID CLAIMS

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	87,332,554	2,142,238		89,474,792	3, C3, L1
Accrued medical incentive pool and bonus amounts	344,695	2,640		347,335	3, C3, L2
Unpaid claims adjustment expenses	1,723,558	41,599		1,765,157	3, C3, L3
TOTAL	89,400,807	2,186,478	-	91,587,284	

Middle Tennessee Unpaid Claims Total
IBNR on MLR report 90,168,947

Difference
Held checks included in paid on MLR report -

Difference
IPA Settlement included in claims payment (105,653)
Vision included in claims payment (88,033)
Unreconciled difference (961,826)
IPA Settlement included in claims payment (105,653)
Vision included in claims payment (88,033)
Difference (1,155,512)
Difference between full margin and change in margin 1,155,512
Unreconciled difference -

HOSPITAL AND MEDICAL

Total expenses on MLR report 2,036,257,520

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 Cur YTD 653,302,266 4, C2, L18
Total from NAIC filing 2,066,122,365

Less Medicare expenses 29,864,845

NAIC net of Medicare expenses 2,036,257,520

Unreconciled difference (0)

Medical Loss Ratio Report - Total Grand Region

MCO																												
AMERIGROUP, Tennessee, Inc.																												
Reporting Month		2007						2008						For the Year Ended 6/30/2008		2008						2009						For the Year Ended 6/30/2009
		Incurred Month						Incurred Month								Incurred Month						Incurred Month						
		July	August	September	October	November	December	January	February	March	April	May	June			July	August	September	October	November	December	January	February	March	April	May	June	
Enrollment		555,628	183,326	184,482	185,498	186,101	186,300	186,284	185,996	186,544	187,252	187,042	186,103	185,777	2,230,705	185,011	184,848	184,927	185,883	186,897	187,156	186,512	187,902	189,785	191,437	192,411	193,958	2,256,727
Capitation Revenue		\$144,800,422	\$47,672,450	\$47,926,422	\$48,136,374	\$48,395,099	\$48,257,258	\$48,339,552	\$48,284,546	\$48,287,146	\$48,354,047	\$46,495,506	\$46,292,050	\$46,183,411	\$572,623,861	\$48,690,862	\$48,743,018	\$48,753,099	\$49,100,645	\$49,469,454	\$49,500,585	\$48,982,794	\$49,378,691	\$49,738,718	\$50,002,487	\$50,016,733	\$50,209,183	\$52,586,269
Premium Tax		\$2,896,008	\$953,449	\$958,528	\$962,727	\$967,902	\$965,145	\$966,791	\$965,691	\$965,743	\$967,081	\$929,910	\$925,841	\$923,668	\$11,452,477	\$973,817	\$974,860	\$975,062	\$982,013	\$989,389	\$990,012	\$979,656	\$987,574	\$994,774	\$1,000,050	\$1,000,335	\$1,004,184	\$11,851,725
Capitation Revenue Net of Premium Tax		\$141,904,414	\$46,719,001	\$46,967,893	\$47,173,647	\$47,427,197	\$47,292,113	\$47,372,761	\$47,318,855	\$47,321,403	\$47,386,966	\$45,565,596	\$45,366,209	\$45,259,742	\$561,171,384	\$47,717,044	\$47,768,158	\$47,778,037	\$48,118,632	\$48,480,064	\$48,510,573	\$48,003,138	\$48,391,118	\$48,743,944	\$49,002,438	\$49,016,399	\$49,204,999	\$580,734,544
Payments for Covered Services for the Month																												
Medical Services																												
CMS 1450/UB 92 Payments by the Claims Processing System																												
Inpatient - Maternity		\$3,835,211	\$1,335,437	\$1,769,319	\$1,285,659	\$1,492,394	\$1,309,395	\$1,437,649	\$1,640,442	\$1,678,200	\$1,365,455	\$1,337,445	\$1,532,507	\$1,485,977	\$17,669,878	\$1,511,483	\$1,610,028	\$1,455,697	\$1,475,918	\$1,308,696	\$1,401,638	\$1,496,504	\$1,402,545	\$1,487,321	\$1,418,274	\$1,580,628	\$1,437,532	\$17,586,264
Inpatient - Newborn		\$6,680,262	\$2,700,534	\$1,853,360	\$1,823,539	\$2,807,824	\$1,636,845	\$2,264,874	\$2,364,105	\$2,219,606	\$2,040,158	\$1,682,366	\$1,908,182	\$2,109,746	\$25,411,141	\$3,228,887	\$1,917,288	\$2,121,065	\$1,724,428	\$3,476,816	\$2,465,025	\$2,234,725	\$1,683,432	\$2,268,377	\$2,078,408	\$2,417,515	\$2,504,976	\$28,120,942
Inpatient - Medical		\$10,900,295	\$3,452,188	\$3,403,313	\$4,635,218	\$3,402,493	\$3,295,187	\$3,963,064	\$4,453,247	\$4,011,907	\$3,927,207	\$3,924,042	\$3,402,237	\$3,620,155	\$45,490,257	\$4,130,092	\$4,216,363	\$3,737,943	\$3,102,931	\$4,113,756	\$4,696,164	\$3,674,889	\$5,167,963	\$4,351,237	\$4,359,507	\$4,068,005	\$4,700,135	\$50,318,985
Inpatient - Surgery		\$6,249,021	\$2,313,363	\$2,533,343	\$2,260,794	\$2,625,842	\$2,147,791	\$2,123,997	\$2,604,098	\$2,531,444	\$2,502,029	\$2,611,207	\$2,323,154	\$2,449,413	\$29,206,475	\$2,336,293	\$2,554,525	\$2,735,577	\$2,445,308	\$2,828,475	\$2,580,009	\$2,835,959	\$2,398,984	\$2,932,902	\$2,490,221	\$3,025,869	\$3,064,866	\$32,228,987
Inpatient Other		\$380,785	\$88,359	\$80,993	\$127,467	\$118,105	\$58,357	\$82,709	\$84,313	\$2,765	\$2,697	\$94,896	\$77,114	\$71,758	\$989,095	\$90,911	\$78,628	\$60,988	\$33,139	\$48,288	\$37,187	\$63,992	\$52,835	\$85,930	\$51,837	\$30,777	\$74,135	\$748,648
Outpatient - Emergency Room		\$4,044,766	\$1,893,314	\$2,028,499	\$2,078,065	\$2,092,778	\$2,151,476	\$2,311,737	\$2,397,454	\$2,495,797	\$2,294,846	\$2,175,375	\$2,330,367	\$2,161,687	\$26,411,394	\$2,199,088	\$2,370,794	\$2,355,719	\$2,301,991	\$2,357,305	\$2,403,702	\$2,409,898	\$2,484,220	\$2,823,881	\$2,611,862	\$2,727,655	\$2,482,028	\$29,528,144
Outpatient - Laboratory		\$1,373,837	\$361,839	\$399,569	\$358,342	\$409,284	\$391,850	\$370,996	\$473,525	\$477,145	\$442,044	\$423,951	\$400,831	\$414,087	\$4,923,462	\$436,687	\$435,438	\$447,740	\$468,758	\$423,074	\$432,077	\$528,380	\$509,620	\$579,217	\$516,202	\$502,114	\$502,276	\$5,781,583
Outpatient - Radiology		\$3,243,818	\$947,749	\$1,133,940	\$973,264	\$1,081,897	\$1,014,908	\$901,383	\$1,081,064	\$995,036	\$1,143,200	\$1,155,495	\$1,027,428	\$1,072,938	\$12,528,303	\$1,129,514	\$1,140,860	\$1,212,853	\$1,264,052	\$1,135,301	\$1,101,500	\$1,272,775	\$1,228,763	\$1,367,284	\$1,409,053	\$1,248,597	\$1,284,850	\$14,795,403
Outpatient - Surgery		\$3,272,644	\$1,142,845	\$1,244,551	\$1,131,412	\$1,353,901	\$1,300,044	\$1,092,783	\$1,427,243	\$1,277,166	\$1,320,570	\$1,421,422	\$1,442,495	\$1,372,145	\$15,526,577	\$1,487,040	\$1,400,745	\$1,325,636	\$1,554,785	\$1,405,081	\$1,421,926	\$1,500,890	\$1,625,629	\$1,765,320	\$1,848,524	\$1,731,043	\$1,939,431	\$19,006,050
Outpatient - Other		\$1,194,798	\$392,273	\$446,595	\$448,260	\$463,005	\$444,791	\$460,239	\$456,177	\$407,986	\$418,382	\$444,765	\$470,210	\$449,077	\$5,301,760	\$473,217	\$457,696	\$281,565	\$285,983	\$262,702	\$291,679	\$316,574	\$343,625	\$364,432	\$380,459	\$388,403	\$395,056	\$4,241,391
Hospice		\$2,067,348	\$723,237	\$662,439	\$593,482	\$585,684	\$509,970	\$505,693	\$522,514	\$489,847	\$579,107	\$534,696	\$619,698	\$575,959	\$6,902,326	\$557,686	\$598,597	\$561,532	\$594,480	\$523,756	\$536,537	\$548,428	\$492,817	\$543,269	\$586,757	\$676,873	\$654,010	\$6,874,742
Long-Term Care Payments																												
Level I Facility		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$150	\$150	\$1,500	\$2,850	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$6,300
Level II Facility		\$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	\$15,250	\$24,850	\$23,750	\$54,625	\$23,135	\$18,750	\$18,500	\$41,500	\$364,401
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	\$0	\$0	\$0	\$0	\$0	\$0
CMS 1500 Payments by the Claims Processing System																												
Prof - E&M		\$19,027,223	\$5,952,772	\$7,113,580	\$6,190,326	\$7,095,432	\$6,685,548	\$6,107,078	\$7,319,159	\$7,124,299	\$6,725,155	\$7,075,732	\$6,633,528	\$6,483,526	\$80,506,134	\$6,974,117	\$6,847,321	\$7,127,370	\$7,453,277	\$6,711,150	\$6,932,331	\$7,682,524	\$7,837,360	\$8,318,791	\$8,218,140	\$7,729,710	\$7,945,821	\$89,777,911
Prof - Home Health		\$18,358,103	\$6,397,295	\$6,532,350	\$6,129,727	\$6,728,221	\$6,542,247	\$6,551,056	\$6,706,389	\$6,120,994	\$6,646,410	\$6,597,088	\$6,785,273	\$6,564,618	\$78,301,669	\$6,671,198	\$6,044,116	\$4,671,671	\$3,552,605	\$3,015,099	\$2,851,365	\$2,710,549	\$2,596,373	\$2,772,185	\$2,636,166	\$2,534,063	\$2,471,298	\$42,526,689
Prof - Maternity		\$2,736,583	\$981,467	\$1,100,347	\$943,062	\$1,042,616	\$922,256	\$930,446	\$1,153,548	\$1,149,095	\$1,082,337	\$1,087,953	\$1,069,902	\$1,014,743	\$12,477,773	\$1,113,943	\$1,062,417	\$1,080,400	\$1,126,311	\$943,626	\$1,011,479	\$1,104,946	\$975,345	\$1,111,263	\$1,068,356	\$1,054,330	\$1,112,440	\$12,764,888
Prof - Surgery		\$1,575,793	\$528,442	\$582,254	\$501,193	\$641,131	\$519,291	\$461,268	\$643,524	\$527,224	\$610,082	\$640,902	\$630,557	\$651,904	\$6,937,770	\$600,018	\$675,362	\$671,305	\$737,850	\$600,948	\$535,450	\$689,466	\$718,704	\$750,067	\$714,566	\$657,985	\$809,406	\$8,161,127
Prof - DME		\$937,632	\$254,316	\$302,700	\$323,052	\$330,036	\$349,960	\$378,795	\$398,271	\$364,078	\$356,705	\$395,606	\$403,251	\$384,467	\$4,241,237	\$364,283	\$366,272	\$337,469	\$406,723	\$321,257	\$394,460	\$386,127	\$451,389	\$419,469	\$440,173	\$374,148	\$347,769	\$4,609,539
Prof - Lab		\$1,840,447	\$508,565	\$593,767	\$513,363	\$574,012	\$529,784	\$454,134	\$628,744	\$640,958	\$584,419	\$716,691	\$653,892	\$673,926	\$7,072,256	\$700,289	\$712,717	\$725,334	\$799,322	\$670,069	\$677,548	\$820,903	\$827,926	\$932,929	\$911,034	\$816,297	\$882,046	\$9,476,513
Prof - Radiology		\$2,769,730	\$762,824	\$874,922	\$764,327	\$922,191	\$766,224	\$706,090	\$882,279	\$785,087	\$819,319	\$878,997	\$832,166	\$853,012	\$9,847,438	\$919,765	\$896,292	\$896,298	\$910,170	\$799,091	\$832,106	\$917,643	\$912,185	\$1,050,334	\$1,075,897	\$996,834	\$1,038,661	\$11,245,275
Prof - Transportation		\$3,585,547	\$1,233,836	\$1,338,255	\$1,208,978	\$1,424,350	\$1,342,085	\$1,239,254	\$1,481,059	\$1,378,622	\$1,426,165	\$1,466,935	\$1,477,306	\$1,464,227	\$15,481,072	\$1,512,346	\$1,327,522	\$336,907	\$250,856	\$224,934	\$194,220	\$225,475	\$213,167	\$253,425	\$259,099	\$237,239	\$245,891	\$5,281,080
Prof - Other		\$4,923,772	\$1,577,677	\$1,730,128	\$1,524,245	\$1,812,764	\$1,758,237	\$1,585,028	\$1,894,553	\$1,796,194	\$1,678,773	\$1,794,217	\$1,749,632	\$1,695,699	\$20,597,147	\$1,765,716	\$1,828,974	\$1,789,373	\$2,021,522	\$1,789,593	\$1,845,974	\$1,804,027	\$1,765,875	\$1,895,531	\$1,824,669	\$1,791,611	\$1,744,811	\$21,867,677
Capitation Payments		\$1,507,078	\$289,825	\$288,747	\$287,352	\$276,628	\$267,207	\$274,331	\$271,507	\$290,086	\$247,883	\$237,138	\$233,575	\$233,821	\$3,198,101	\$235,092	\$236,978	\$1,146,729	\$1,123,282	\$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
Subcontractor Payments for Medical Services		\$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	\$142,635	\$134,561	\$149,389	\$148,413	\$148,577	\$122,339	\$135,899	\$1,786,721	
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	\$0	\$0	\$0
Behavioral Health																												
Inpatient Payments by the Claims Processing System		\$4,734,311	\$1,752,872	\$1,966,982	\$2,068,210	\$1,821,493	\$1,717,578	\$1,939,705	\$1,884,503	\$1,974,388	\$1,798,708	\$1,926,668	\$1,984,803	\$1,732,7														

Medical Loss Ratio Report - Total Grand Region

MCO																				
AMERIGROUP, Tennessee, Inc.																				
Reporting Month																				
	2009						2010						For the Year Ended 6/30/2010	2010						For the Year Ended 6/30/2011
	Incurred Month						Incurred Month							Incurred Month						
	July	August	September	October	November	December	January	February	March	April	May	June		July	August	September	October	November	December	
Enrollment	192,835	191,709	190,076	190,365	190,697	191,123	194,248	194,831	195,819	196,441	196,784	197,808	2,322,738	197,152	198,835	200,115	200,446	199,885	198,012	1,194,446
Capitation Revenue	\$55,620,447	\$54,393,255	\$53,242,134	\$53,491,637	\$53,370,144	\$53,368,141	\$54,585,366	\$54,417,185	\$71,992,283	\$72,093,253	\$72,270,778	\$72,824,859	\$721,669,482	\$1,979,581	\$72,144,918	\$72,295,142	\$72,363,747	\$72,176,699	\$71,575,464	\$432,535,550
Premium Tax	\$3,059,125	\$2,991,629	\$2,928,317	\$2,942,040	\$2,935,358	\$2,935,248	\$3,002,195	\$2,992,945	\$3,959,576	\$3,965,129	\$3,974,893	\$4,005,367	\$39,691,821	\$3,958,877	\$3,967,970	\$3,976,233	\$3,980,006	\$3,969,718	\$3,936,651	\$23,789,455
Capitation Revenue Net of Premium Tax	\$52,561,322	\$51,401,626	\$50,313,817	\$50,549,597	\$50,434,786	\$50,432,893	\$51,583,171	\$51,424,240	\$68,032,708	\$68,128,124	\$68,295,885	\$68,819,492	\$681,977,660	\$68,020,704	\$68,176,947	\$68,318,909	\$68,383,741	\$68,206,980	\$67,638,814	\$408,746,095
Payments for Covered Services for the Month																				
Medical Services																				
CMS 1450/UB 92 Payments by the Claims Processing System																				
Inpatient - Maternity	\$1,587,870	\$1,521,491	\$1,669,459	\$1,613,359	\$1,551,533	\$1,783,403	\$1,728,783	\$1,636,108	\$1,681,127	\$1,471,776	\$1,584,934	\$1,444,986	\$19,274,828	\$1,608,695	\$1,663,583	\$1,665,785	\$1,796,298	\$1,399,859	\$635,864	\$8,770,083
Inpatient - Newborn	\$3,329,565	\$2,426,066	\$2,660,021	\$2,689,019	\$2,614,104	\$2,445,064	\$3,195,321	\$2,435,292	\$3,103,275	\$2,580,266	\$2,118,408	\$2,718,159	\$32,314,560	\$3,241,621	\$2,395,150	\$1,898,749	\$1,703,719	\$991,516	\$307,772	\$10,538,528
Inpatient - Medical	\$5,313,473	\$3,677,045	\$4,553,578	\$5,069,309	\$4,833,997	\$3,528,628	\$5,743,822	\$5,302,800	\$5,158,392	\$4,013,944	\$3,300,445	\$4,793,195	\$55,288,629	\$4,199,883	\$4,001,658	\$3,444,165	\$3,002,054	\$2,074,531	\$698,940	\$17,421,231
Inpatient - Surgery	\$3,164,692	\$3,218,091	\$2,908,507	\$2,750,735	\$2,353,861	\$2,218,608	\$2,689,096	\$2,339,241	\$2,944,440	\$2,733,440	\$2,383,095	\$2,634,096	\$32,337,902	\$2,394,906	\$2,944,911	\$2,327,722	\$2,083,290	\$1,277,682	\$566,744	\$11,595,254
Inpatient Other	\$136,378	\$98,608	\$70,092	\$84,682	\$72,406	\$147,527	\$137,530	\$137,086	\$121,877	\$112,000	\$107,372	\$50,630	\$1,366,188	\$78,735	\$61,916	\$48,297	\$119,238	\$9,642	\$0	\$317,827
Outpatient - Emergency Room	\$2,482,262	\$2,913,284	\$3,400,859	\$2,869,737	\$1,938,461	\$1,912,698	\$1,932,900	\$1,753,937	\$2,154,071	\$2,079,643	\$2,210,602	\$2,083,633	\$27,732,087	\$2,067,809	\$2,104,180	\$2,015,201	\$2,003,784	\$1,988,897	\$1,177,344	\$11,357,215
Outpatient - Laboratory	\$460,380	\$488,369	\$525,237	\$430,765	\$443,841	\$460,734	\$451,798	\$453,197	\$509,196	\$462,259	\$414,327	\$458,117	\$5,540,221	\$427,774	\$498,366	\$464,833	\$444,672	\$452,598	\$259,848	\$2,548,087
Outpatient - Radiology	\$1,321,748	\$1,294,946	\$1,204,484	\$1,115,854	\$974,785	\$1,046,929	\$999,891	\$943,626	\$1,213,802	\$1,201,519	\$1,052,381	\$1,041,025	\$13,410,990	\$1,076,629	\$1,182,767	\$1,164,583	\$1,131,187	\$1,127,056	\$508,541	\$6,190,762
Outpatient - Surgery	\$1,792,131	\$1,893,645	\$1,780,809	\$1,917,859	\$1,546,335	\$1,686,153	\$1,659,529	\$1,682,139	\$2,200,697	\$2,042,310	\$1,835,539	\$2,007,094	\$22,044,241	\$1,977,847	\$2,125,774	\$1,921,799	\$1,804,833	\$1,626,039	\$840,941	\$10,297,233
Outpatient - Other	\$370,968	\$417,635	\$381,840	\$310,703	\$320,514	\$318,907	\$275,539	\$277,904	\$328,923	\$269,149	\$249,304	\$306,379	\$3,827,765	\$299,580	\$339,668	\$317,710	\$339,831	\$279,176	\$59,674	\$1,635,639
Hospice	\$668,688	\$633,677	\$618,411	\$649,123	\$588,486	\$563,242	\$557,868	\$481,031	\$532,192	\$517,678	\$581,934	\$601,985	\$6,994,314	\$618,555	\$603,524	\$591,430	\$555,071	\$469,400	\$0	\$2,837,980
Long-Term Care Payments																				
Level I Facility	\$0	\$600	\$0	\$0	\$0	\$0	\$1,050	\$1,050	\$10,606,538	\$10,209,736	\$10,668,785	\$10,186,109	\$41,673,868	\$10,792,212	\$10,907,644	\$10,860,928	\$11,225,443	\$10,676,399	\$1,148,104	\$55,610,728
Level II Facility	\$48,800	\$70,500	\$60,125	\$70,625	\$78,250	\$29,075	\$38,875	\$47,125	\$1,344,591	\$1,374,964	\$1,463,288	\$1,330,929	\$5,957,146	\$1,406,464	\$1,442,137	\$1,270,736	\$1,098,512	\$916,872	\$44,065	\$6,178,785
Home and Community Based Services	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$813,077	\$858,644	\$933,732	\$1,018,784	\$3,624,236	\$1,141,561	\$1,265,197	\$1,267,972	\$1,231,816	\$1,243,303	\$475,918	\$6,625,767
CMS 1500 Payments by the Claims Processing System																				
Prof - E&M	\$8,185,864	\$8,104,360	\$8,175,637	\$7,992,199	\$7,378,432	\$7,329,384	\$7,095,238	\$7,184,434	\$8,595,978	\$8,031,090	\$6,971,577	\$7,494,281	\$92,538,474	\$7,376,011	\$8,033,246	\$8,032,117	\$7,354,463	\$7,152,111	\$3,949,729	\$41,897,676
Prof - Home Health	\$2,592,387	\$2,600,645	\$2,520,909	\$2,511,026	\$2,380,182	\$2,407,320	\$2,493,264	\$2,371,703	\$2,813,315	\$2,729,533	\$2,696,764	\$2,658,981	\$30,776,026	\$2,617,330	\$2,560,531	\$2,391,730	\$2,322,751	\$1,900,431	\$363,804	\$12,156,577
Prof - Maternity	\$1,255,430	\$1,173,277	\$1,243,445	\$1,230,443	\$1,099,195	\$1,232,236	\$1,188,039	\$1,180,410	\$1,304,591	\$1,161,780	\$1,137,869	\$1,114,330	\$14,321,047	\$1,274,586	\$1,338,005	\$1,234,407	\$1,142,984	\$1,087,270	\$598,029	\$6,675,281
Prof - Surgery	\$900,557	\$786,890	\$790,643	\$746,617	\$645,498	\$597,046	\$648,770	\$604,787	\$801,839	\$697,009	\$630,077	\$718,603	\$8,568,338	\$693,300	\$758,342	\$716,947	\$698,845	\$599,827	\$325,536	\$3,792,797
Prof - DME	\$366,773	\$441,364	\$372,695	\$363,372	\$388,918	\$388,754	\$357,812	\$353,003	\$432,350	\$407,362	\$367,882	\$407,055	\$4,647,341	\$352,389	\$432,152	\$345,689	\$394,415	\$342,453	\$167,978	\$2,035,076
Prof - Lab	\$882,661	\$921,101	\$963,632	\$939,534	\$797,826	\$797,813	\$790,693	\$804,290	\$962,468	\$845,902	\$771,405	\$771,484	\$10,208,811	\$714,074	\$809,382	\$806,510	\$705,921	\$669,642	\$431,464	\$4,136,993
Prof - Radiology	\$1,016,662	\$961,936	\$996,551	\$976,061	\$933,204	\$949,575	\$905,201	\$890,779	\$1,065,533	\$996,385	\$886,418	\$959,227	\$11,537,533	\$936,320	\$1,006,707	\$953,855	\$860,878	\$821,708	\$512,501	\$5,091,969
Prof - Transportation	\$244,977	\$270,100	\$285,532	\$274,909	\$246,839	\$257,669	\$274,408	\$238,858	\$282,189	\$271,890	\$274,017	\$290,575	\$3,211,963	\$283,687	\$305,532	\$273,278	\$259,163	\$209,248	\$69,952	\$1,400,859
Prof - Other	\$1,864,874	\$1,970,731	\$2,163,180	\$2,110,324	\$1,910,562	\$1,843,949	\$1,836,181	\$1,760,840	\$2,067,529	\$1,909,323	\$1,812,666	\$1,882,428	\$23,132,587	\$1,886,622	\$2,098,983	\$2,000,671	\$2,030,582	\$1,812,861	\$907,725	\$10,737,444
Capitation Payments	\$1,074,629	\$1,017,801	\$963,980	\$1,194,872	\$1,181,067	\$1,175,596	\$1,229,102	\$1,256,752	\$1,285,787	\$1,271,983	\$1,261,782	\$1,257,780	\$14,171,131	\$1,233,644	\$1,231,051	\$1,243,927	\$1,285,099	\$1,291,381	\$1,190,426	\$7,475,528
Subcontractor Payments for Medical Services	\$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	\$224,325	\$180,088	\$174,152	\$160,457	\$84,967	\$1,017,024
Other Medical (provide description)	\$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	\$904,922	\$944,884	\$804,567	\$787,814	\$898,586	\$751,131	\$1,053,090	\$949,974	\$966,639	\$811,111	\$876,130	\$785,171	\$10,534,018	\$1,151,197	\$1,055,030	\$1,048,687	\$990,306	\$720,630	\$125,156	\$5,091,006
Outpatient Payments by the Claims Processing System	\$1,913,615	\$1,961,372	\$2,047,371	\$2,072,654	\$1,893,792	\$1,937,378	\$1,905,415	\$1,875,160	\$2,033,204	\$2,063,344	\$1,891,777	\$1,913,693	\$23,508,773	\$1,724,881	\$2,025,156	\$2,114,549	\$2,037,406	\$1,992,876	\$1,126,562	\$11,021,430
Supported Housing Payments by the Claims Processing System	\$331,257	\$333,549	\$331,320	\$351,084	\$347,747	\$374,350	\$378,467	\$291,790	\$300,557	\$321,593	\$343,554	\$348,255	\$4,053,523	\$328,716	\$364,644	\$357,268	\$375,718	\$367,369	\$229,330	\$2,023,045
Intensive Outpatient Payments by the Claims Processing System	\$71,666	\$82,212	\$78,134	\$84,222	\$66,498	\$72,742	\$62,286	\$56,098	\$79,980	\$62,305	\$66,657	\$86,225	\$868,825	\$68,062	\$68,669	\$63,693	\$56,129	\$48,228	\$12,561	\$317,342
Partial Hospitalization Payments by the Claims Processing System	\$97,270	\$96,892	\$77,142	\$73,150	\$59,620	\$107,040	\$70,740	\$82,000	\$103,115	\$104,780	\$95,135	\$79,660	\$1,046,544	\$54,542	\$120,120	\$128,615	\$65,400	\$4,905	\$0	\$373,582
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
Transportation Payments by the Claims Processing System	\$12,267	\$14,101	\$11,841	\$7,066	\$9,963	\$13,216	\$11,684	\$8,177	\$9,669	\$13,224	\$13,293	\$10,653	\$135,155	\$9,571	\$11,398	\$6,555	\$9,565	\$7,530	\$2,289	\$46,908
Twenty-Three Hour Payments by the Claims Processing System	\$1,422	\$1,111	\$328	\$2,930	\$317	\$80	\$220	\$434	\$990	\$0	\$2,800	\$433	\$11,063	\$330	\$137	\$182	\$450	\$1,382	\$0	\$2,481
CMHA Capitation Payments	\$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	\$354,517	\$359,522	\$360,850	\$316,578	\$2,100,406
Other Capitation Payments	\$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
Non-FFS Inpatient	\$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	\$1,114,892	\$1,126,965	\$1,111,179	\$1,117,009	\$1,134,963	\$1,131,744	\$1,156,100	\$1,155,720	\$1,246,430	\$1,225,325	\$1,210,360	\$1,180,088	\$13,910,775	\$1,126,437	\$1,209,236	\$1,266,538	\$1,259,599	\$1,264,430	\$520,597	\$6,646,837

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 12/31/10

Member Months	Current Period	Year-To-Date Total	Previous Year Total
	610,258	2,416,116	2,286,060
Revenues:			
TennCare Capitation	226,222,790	871,851,131	612,724,592
Investment	462,977	1,781,958	1,636,485
Other Revenues	-	-	-
Total Revenues	226,685,767	873,633,089	614,361,078
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	267,800	1,038,956	205,814
Fee-for Service Physician Services	35,988,904	137,898,464	148,921,443
Inpatient Hospital Services	26,438,307	147,989,664	138,535,102
Outpatient Hospital Services	14,065,264	52,463,877	46,115,432
Emergency Room Services	6,363,477	24,826,025	32,418,244
Dental Services	-	-	-
Vision Services	552,954	2,174,706	2,068,802
Pharmacy Services	-	-	-
Home Health Services	7,262,291	29,405,479	30,803,658
Chiropractic Services	-	-	-
Radiology Services	2,926,702	12,061,197	12,701,600
Laboratory Services	2,179,776	9,524,334	10,766,427
Durable Medical Equipment Services	1,292,868	4,592,521	4,408,617
Transportation Services	4,125,653	15,683,389	14,149,018
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	101,463,996	437,658,612	441,094,157
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,652,073	9,165,284	6,376,963
Inpatient Substance Abuse Treatment and Detox	129,940	1,849,319	2,112,908
Outpatient Mental Health Services	2,174,223	7,283,076	9,192,615
Outpatient Substance Abuse Treatment and Detox	1,854,034	5,801,580	4,120,674
Housing/Residential Treatment	1,580,418	5,701,513	5,629,195
Specialized Crisis Services	1,093,486	4,400,805	381,075
Psychiatric Rehab and Support Services	799,498	3,160,309	27,248,985
Case Management	6,889,347	25,627,497	8,891,538
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	28,380	120,466	128,249
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	16,201,399	63,109,849	64,082,202
CHOICES			
Nursing Facility Care	39,041,664	127,021,290	-
HCBS Services	4,450,163	12,013,375	-
Subtotal CHOICES	43,491,827	139,034,665	-
Subtotal Hospital, Medical, MH&SAS, CHOICES	161,157,222	639,803,126	505,176,359
LESS:			
Net Reinsurance Recoveries Incurred	(120,274)	(582,336)	(640,058)
Copayments	0	0	0
Subrogation and Coordination of Benefits	0	0	0
Subtotal Reinsurance, Copay, Subrogation	(120,274)	(582,336)	(640,058)
Total Hospital, Medical, MH&SAS	161,277,496	640,385,462	505,816,417
Administration:			
Compensation	4,856,863	18,528,549	12,121,242
Direct and Allocated Admin expenses	12,761,544	49,059,427	43,385,101
Marketing	52,811	185,891	106,288
Interest Expense	0	0	0
Premium Tax Expense	14,485,251	48,770,370	23,434,003
Occupancy, Depreciation, and Amortization	337,929	1,360,982	1,439,219
Other Administration - Write-Ins	1,171,038	4,357,018	3,240,993
Total Administration Expenses	33,665,436	122,262,237	83,726,846
Total Expenses	194,942,932	762,647,699	589,543,263
Extraordinary Item	0	0	0
Provision for Income Tax	15,356,019	41,200,044	0
Net Income (Loss)	16,386,816	69,785,346	24,817,814
Write-Ins for Other Revenues			
	0	0	0
Total Other Revenues	0	0	0
Write-Ins for Other Medical and Hospital			
	0	0	0
Total Other Medical and Hospital	0	0	0
Write-Ins for Other MH & SS			
	0	0	0
Total Other MH & SS	0	0	0
Write-Ins for Other Administration			
Purch Svc Accts	221,092	406,764	409,551
Telephone Expenses	86,366	291,132	150,791
Fines & Penalties	15,700	612,193	78,240
Provision for Bad Debt	184,741	794,483	388,964
Postage and Delivery	132,101	593,284	624,917
Printing and Reproduction	100,627	455,515	675,063
Repairs and Maintenance	15,670	49,635	43,386
Supplies Expense	51,557	133,185	58,689
Temporary Labor Accts	49,007	80,995	4,974
Travel and Entertainment Exp	193,587	456,241	197,016
Recruitment Expenses	66,772	284,347	364,446
Other Administration < \$30,000 YTD	53,818	199,244	244,956
Total Other Administration	1,171,038	4,357,018	3,240,993

Month Received	Cash	Recorded	Rate cell before accrual	Jan - 10 % thru Jul - 5% Aug thru Dec - 2.5%	Feb	Collected	January 2011 capitation Paid @ 97.5%	Collected 10% thru Mar 5% Aug thru Sept - 2.5%	Jan Feb	Liquidated Damages	Premium Taxes	ASO Claims	Refund Checks	ASO fees	Other A/R	Quality Performance Incentive	Cash difference	Premium receivable
	Cash P2, C3, L51A	L7								Admin Exp P4, C2, L21	Not Reported	Not Reported	Not Reported	Premium P4, C2, L2	Not Reported	Not Reported		L18.1
Beginning Balance (Pram. Rac)																		\$ 36,472,947.31
January	48,652,837.32	53,157,870.38	48,715,159.87	4,871,515.99		43,843,643.88		4,824,193.44		(15,000.00)							\$ (0.01)	47,322.55
February	51,155,005.01	55,895,382.14	48,723,673.71	2,436,183.69		46,287,490.02		4,871,515.99		(4,000.00)							\$ (0.00)	(2,435,332.30)
March	64,258,113.69	71,485,137.59	65,194,958.95	3,259,747.95		61,935,211.00		2,436,183.69		(113,281.00)							\$ 0.00	823,564.26
E. Lane Refunds	178.00														178.00		\$ -	-
April	107,240,552.74	71,106,037.02	109,457,899.78	5,472,894.99		103,985,004.79		3,259,747.95		(4,200.00)							\$ 0.00	2,213,147.04
May	72,698,175.38	75,534,641.05	72,843,975.38			72,843,975.38				(145,800.00)							\$ -	-
June	74,505,104.29	72,222,277.22	72,685,588.74	3,634,279.44		69,051,309.30		5,472,894.99		(19,100.00)							\$ (0.00)	(1,838,615.55)
June-Retro Eligibility	19,834,476.19	5,991,321.83															13,893,154.36	(13,893,154.36)
July	71,397,592.76	71,561,712.40	71,127,677.65	3,566,133.88		67,566,543.77		3,634,279.44		(1,500.00)						199,269.55	\$ 0.01	(78,145.55)
August	78,289,924.02	84,245,722.69	78,976,682.20	1,924,392.06		75,051,290.15		3,566,133.88		(317,500.00)							\$ (0.01)	(1,631,741.82)
September	79,832,219.06	84,426,238.96	79,920,848.20	1,958,021.21		77,922,827.00		1,924,392.06		(15,000.00)							\$ 0.01	73,629.14
October	77,145,812.70	78,520,049.46	77,075,478.46	1,926,686.96		75,148,991.50		1,958,021.21									\$ (0.00)	(71,134.24)
November	85,018.19										44,793.33	40,060.86		164.00			\$ -	-
November	76,357,901.56	74,305,623.59	75,067,001.56	1,901,675.05		74,165,326.50		1,926,686.96		(7,100.00)						272,787.70	\$ 0.00	(25,211.91)
December	73,856,804.70	71,189,013.49	73,823,927.84	1,845,568.20		71,978,329.64		1,901,675.05		(24,200.00)							\$ 0.01	(56,076.86)
December for January Pre-payment	78,290,666.91	1,988,541.81	78,365,668.63	1,909,141.72			74,456,526.91	1,845,568.20									1,568,541.80	(1,924,998.28)
December for January Pre-payment Withhold																	\$ -	(1,909,141.72)
Prem. Tax on Retro Rac. for June09 & Prior Ptd		219,561.38															(219,561.38)	219,561.38
Total	\$ 973,650,183.52	\$ 871,851,131.01	\$ 943,972,541.36	\$ 32,827,329.39		\$ 839,779,543.34		\$ 37,651,522.84		\$ (666,681.00)	\$ 44,793.33	\$ 40,060.86		\$ 164.00	\$ 178.00	\$ 471,057.25	\$ 15,662,134.79	\$ 15,767,057.70

Reconciliation		\$ 15,666,619.08
Cash collected	\$ 973,650,183.52	13,893,154.36 Retro Eligibility Accrued April07-May10
Premium earned	871,851,131.01	(6,775,879.77) Retro Eligibility Accrued April07-Dec09
Difference	\$ 101,799,052.51	(24,873,074.10) Rate Adjustment Acct. Jul09-Mar10
		6,565,912.02 December Retroeligibility accrual
		1,525,161.18 December Retro Reclassification
		1,988,541.81 Premium Tax Reimbursement

Premium Receivable	\$ 8,340,634.58	8,340,634.58 Subtotal @ 12/31/10
Less:		(0.00) AMERIVANTAGE Premium Receivable
Beginning Balance	\$ 36,472,947.31	8,340,634.58 Balance @ 12/31/10
Chip copy	(0.01)	
Liquidated Damages	(666,681.00)	
Premium Taxes	44,793.33	
ASO Claims	40,060.86	
Refund Checks	-	
ASO fees	164.00	
Refund/Reimbursement	178.00	
Unearned 12-2010	67,971,872.85	
Contract to date premium true-up from 2007	1,520.69	
Retroeligibility due to state	463,702.67	
Payment Adjustments @ 12-2010	3,545,990.39	
Difference	\$ 99,533,914.62	2,265,138.00

Cash that should be included on premium tax return	
Medicaid Premiums	871,851,131.01
Change in Premium Receivable	28,132,312.73
Unearned included in cash payment	(0.01)
January pre payment	67,971,872.85
Unpaid LTC payment adjustments	3,545,990.39
Retroeligibility due to state	463,702.67
Contract to date premium true-up from 2007	1,520.69
Premium Taxes	44,793.33
ASO Claims	40,060.86
Refund Checks	-
ASO fees	164.00
Refund/Reimbursement	178.00
	972,051,726.52
1Q10 Cash Included	(164,193,416.02)
2Q10 Cash Included	(274,497,408.60)
3Q10 Cash Included	(229,863,735.84)
	303,502,166.06
Total Cash Collected	973,650,183.52
1Q10 Cash Collected	(164,193,416.02)
2Q10 Cash Collected	(274,497,408.60)
3Q10 Cash Collected	(229,863,735.84)
add back liquidated damages	666,681.00
	305,767,304.06
	(2,265,138.00)

16,817,201.72



SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2010
(To be filed by March 1)

PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system:
If yes, do the below amounts represent 1) total gross compensation paid to each individual by or on behalf of all companies which are part of the group:
or 2) allocation to each insurer: Yes[X] No[]
2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity? Yes[] No[X]
3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement? Yes[] No[X]

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1	2	Annual Compensation			
		3	4	5	6
Name and Principal Position	Year	Salary	Bonus	All Other Compensation	Totals
1. Al Brock King CEO/President	2010	283,083	52,500	115,635	451,218
	2009	275,182	197,400	64,920	537,502
	2008	302,985	58,457		361,442
2. Charles Brian Shipp Regional CEO	2010	302,715	240,982	430,064	973,761
	2009	290,000	310,000	(97)	599,903
	2008	285,962	225,000	6,775	517,737
3. William Gardner Wood Vice President	2010	262,758	68,900	38,745	370,403
	2009	257,122	148,487	80,954	486,563
	2008	9,585	37,618	6,954	54,157
4. Michael Anthony Scarbrough Former Vice President/COO	2010	208,862	47,500	85,194	341,556
	2009	196,894	169,978	27	366,899
	2008	205,457	33,427	42,152	281,036
5. William George Runyon Vice President/CMO	2010	253,456	20,212	1,744	275,412
	2009	245,000	20,000	3,746	268,746
	2008	68,203			68,203
6. James Ward Truess Vice President/Asst Treasurer	2010	78,362	89,696	354,403	522,461
	2009	63,033	165,086	(26)	228,093
	2008	70,041	83,865	17,219	171,125
7. Richard Charles Zoretic Vice President/Asst Secretary	2010	78,362	89,696	281,155	449,213
	2009	63,033	165,086	456	228,575
	2008	66,355	71,884	6,801	145,040
8. Stanley Forrest Baldwin Former Vice President/Secretary	2010	56,234	107,508	95,118	258,860
	2009	40,593	79,517	607	120,717
	2008	49,424	58,021	4,145	111,590
9. Melanie Dolores Hunter Medical Director	2010	217,235	12,000	11,336	240,571
	2009	220,649	53,400		274,049
	2008	219,128	31,451		250,579
10. Kendall B. Edwards Vice President - Finance	2010	193,950	25,200	10,798	229,948
	2009	189,197	89,546	157,369	436,112
	2008	183,377	53,382	26,640	263,399

PART 3 - DIRECTOR COMPENSATION

1	2	3	4
Name and Principal Position or Occupation	Compensation Paid or Deferred for Services as Director	All Other Compensation Paid or Deferred	Totals
NONE			
9999999			