

## **Amended Statement Cover**

1. The Cash Flow Schedule as of March 31, 2009 has been amended to reflect the prior year changes to lines 13.1 (Bonds) and 16.2 (Capital and paid-in surplus).
2. The Report 2A-TennCare Income Statement-1Q09 for the Grand Region West Tennessee has been amended to reflect Previous Year Totals for the year ended December 31, 2008 for Column 3.



**QUARTERLY STATEMENT**  
**AS OF March 31, 2009**  
**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 Virginia Beach, VA (757)473-2721  
 (Street and Number) (City or Town, State and Zip Code) (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 Virginia Beach, VA 23462 (757)473-2721  
 (Street and Number) (City, or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.amerigroupcorp.com

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

**OFFICERS**

Name	Title
Alvin Brock King	President/CEO
William George Runyon	Vice President/CMO
Michael Anthony Scarbrough	Vice President/COO
Stanley Forrest Baldwin	Vice President/Secretary
Nicholas Joseph Pace, II	Vice President/Asst Secretary
Richard Charles Zoretic	Vice President/Asst Secretary
Scott Wayne Anglin	Vice President/Treasurer
James Ward Truess	Vice President/Asst Treasurer
Karen Lint Shields	Vice President/Asst Treasurer

**OTHERS**

William Gardner Wood, M.D., Vice President  
 Linda Kaye Whitley-Taylor, Vice President  
 Margaret Mary Roomsburg, Vice President

**DIRECTORS OR TRUSTEES**

Charles Brian Shipp  
 Nicholas Joseph Pace, II  
 Alvin Brock King

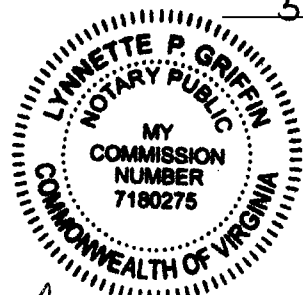
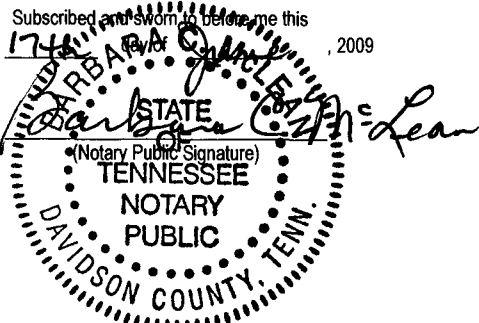
State of Virginia  
 County of Virginia Beach ss

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.

Alvin Brock King (Signature) Stanley Forrest Baldwin (Signature) Margaret Mary Roomsburg (Signature)  
 Alvin Brock King Stanley Forrest Baldwin Margaret Mary Roomsburg  
 (Printed Name) (Printed Name) (Printed Name)  
 1. 2. 3.  
 President/CEO Vice President/Secretary Vice President  
 (Title) (Title) (Title)

Subscribed and sworn to before me this 17th day of April, 2009

a. Is this an original filing? Yes[ ] No[X]  
 b. If no, 1. State the amendment number 1  
 2. Date filed 6/26/09  
 3. Number of pages attached 5



My Commission Expires JAN. 23, 2010

*Commission Expires 4/30/12*

**CASH FLOW**

		1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>			
1.	Premiums collected net of reinsurance .....	131,473,600	605,857,140
2.	Net investment income .....	469,030	3,648,857
3.	Miscellaneous income .....		
4.	Total (Lines 1 to 3) .....	131,942,630	609,505,997
5.	Benefit and loss related payments .....	115,877,390	532,793,915
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	18,421,182	70,390,129
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....		
10.	Total (Lines 5 through 9) .....	134,298,572	603,184,044
11.	Net cash from operations (Line 4 minus Line 10) .....	(2,355,942)	6,321,953
<b>Cash from Investments</b>			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....	14,125,000	30,975,000
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) .....	14,125,000	30,975,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....	26,679,464	48,352,650
13.2	Stocks .....		
13.3	Mortgage loans .....		
13.4	Real estate .....		
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....	31,656	7,278
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	26,711,120	48,359,928
14.	Net increase (or decrease) in contract loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....	(12,586,120)	(17,384,928)
<b>Cash from Financing and Miscellaneous Sources</b>			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....		22,200,000
16.3	Borrowed funds .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....		
16.6	Other cash provided (applied) .....	5,955,491	(6,601,263)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	5,955,491	15,598,737
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(8,986,571)	4,535,762
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year .....	75,349,688	70,813,926
19.2	End of period (Line 18 plus Line 19.1) .....	66,363,117	75,349,688

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

Description		Amount 1	Amount 2
20.0001	Depreciation .....	399,219	1,688,220
20.0002	Non-cash Capital Contributions .....	72,308	392,252

AMERIGROUP Tennessee, Inc.  
**Report 2A - TennCare Income Statement-1Q09**  
Grand Region West Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	-	-	<b>1,987,456</b>
<b>Revenues:</b>			
TennCare Capitation	18,677,341	18,677,341	366,263,416
Investment	0	-	(220)
Other Revenues	0	-	-
<b>Total Estimated Revenues</b>	<b>18,677,341</b>	<b>18,677,341</b>	<b>366,263,196</b>
<b>Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	8,948,747
Fee for Service Physician Services	1,319,726	1,319,726	39,079,363
Inpatient Hospital Services	2,538,385	2,538,385	70,075,232
Outpatient Services	15,510	15,510	4,597,229
Emergency Room Services	166,821	166,821	21,998,595
Mental Health Services	3,312	3,312	34,030
Dental Services	1,082	1,082	199,514
Vision Services	25,460	25,460	2,464,063
Pharmacy Services	-	-	-
Home Health Services	444,495	444,495	11,472,406
Chiropractic Services	-	-	-
Radiology Services	287,455	287,455	18,289,010
Laboratory Services	232,627	232,627	9,499,723
Durable Medical Equipment Services	28,774	28,774	306,671
Transportation Services	3,953	3,953	1,342,083
Outside Referrals	-	-	-
Medical incentive Pool and Withhold Adjustments	-	-	-
Occupancy Depreciation and Amortization	-	-	-
Other Medical and Hospital Services	8,772,567	8,772,567	138,419,284
<b>IBNR</b>	<b>2,897,621</b>	<b>2,897,621</b>	<b>14,591,930</b>
<b>Subtotal Medical and Hospital</b>	<b>16,737,789</b>	<b>16,737,789</b>	<b>341,317,881</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MHS&amp;S</b>	<b>16,737,789</b>	<b>16,737,789</b>	<b>341,317,881</b>
<b>Administation:</b>			
Compensation	805,824	805,824	9,334,343
Marketing	919	919	30,319
Interest Expense	-	-	-
Premium Tax Expense	1,939,552	1,939,552	5,623,162
Occupancy, Depreciation, and Amortization	205,132	205,132	880,806
Other Administration - Write-Ins	465,291	465,291	5,517,714
<b>Total Administration Expenses</b>	<b>3,416,718</b>	<b>3,416,718</b>	<b>21,386,344</b>
<b>Total Expenses</b>	<b>20,154,507</b>	<b>20,154,507</b>	<b>362,704,225</b>
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
<b>Net Income (Loss)</b>	<b>(1,477,166)</b>	<b>(1,477,166)</b>	<b>3,558,971</b>

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

Name of Insurer AMERIGROUP Tennessee, Inc.

Date 06/25/2009 FEIN 20-4776597  
 NAIC Group # 1156 NAIC Company # 12941

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

	QTR. 1	QTR. 2	QTR. 3
A01. Is this the first time you've submitted this filing? (Y/N) .....	No .....	N/A .....	N/A .....
A02. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N) .....	Yes .....	N/A .....	N/A .....
A03. Is this being re-filed due to changes to the data originally filed? (Y/N) .....	Yes .....	N/A .....	N/A .....
A04. Other? (Y/N) .....	No .....	N/A .....	N/A .....
(If "yes" attach an explanation.)			

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg

Phone: (757)473-2721-

Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS, LLC  
 Version: 2009.Q.0

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

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2009 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.5.0.781

(Signed) Margaret Mary Roomsburg

Type Name and Title: Margaret Mary Roomsburg, Vice President