

**QUARTERLY STATEMENT
OF THE
AMERIGROUP Tennessee, Inc.**

**of
Nashville
in the state of
Tennessee**

**TO THE
Insurance Department
OF THE STATE OF
Tennessee**

**FOR THE QUARTER ENDED
September 30, 2009**

2009

HEALTH

2009



QUARTERLY STATEMENT
AS OF September 30, 2009
OF THE CONDITION AND AFFAIRS OF THE
AMERIGROUP Tennessee, Inc.

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

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 (757)473-2721
(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
(Street and Number)

Virginia Beach, VA 23462 (757)473-2721
(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

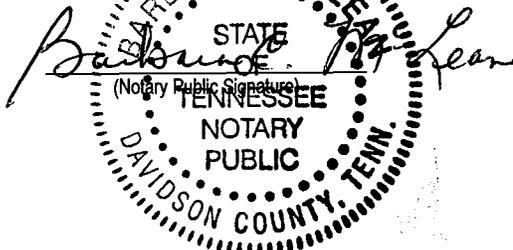
State of Virginia
 County of Virginia Beach ss

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.

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

Subscribed and sworn to before me this both day of November, 2009

- 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 _____



My Commission Expires JAN. 23, 2010

ASSETS

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	58,726,992		58,726,992	46,213,753
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....32,062,219), cash equivalents (\$.....0) and short-term investments (\$.....34,359,020)	66,421,239		66,421,239	75,349,688
6. Contract loans (including \$.....0 premium notes)				
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	125,148,231		125,148,231	121,563,441
11. Title plants less \$.....0 charged off (for Title insurers only)				
12. Investment income due and accrued	341,334		341,334	362,026
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	9,430,072		9,430,072	9,816,800
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums	137,250		137,250	
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				254
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans	1,093,791		1,093,791	1,151,466
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	700,372	489,868	210,504	638,618
19. Furniture and equipment, including health care delivery assets (\$.....0)	1,594,236	1,594,236		
20. Net adjustments in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				
22. Health care (\$.....0) and other amounts receivable	2,245,741	2,245,741		
23. Aggregate write-ins for other than invested assets				
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	140,691,027	4,329,845	136,361,182	133,532,605
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	140,691,027	4,329,845	136,361,182	133,532,605
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)				
2301. Prepaid Expenses - Short-term				
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)				

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	66,655,597		66,655,597	75,084,654
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	1,745,619		1,745,619	1,899,953
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	361,110		361,110	645,090
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
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	429,911		429,911	
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans	205,682		205,682	
21. Aggregate write-ins for other liabilities (including \$.....0 current)	8,815,028		8,815,028	1,314,610
22. Total liabilities (Lines 1 to 21)	78,212,947		78,212,947	78,944,307
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X	1,000	1,000
25. Preferred capital stock	X X X	X X X		
26. Gross paid in and contributed surplus	X X X	X X X	94,174,597	93,939,311
27. Surplus notes	X X X	X X X		
28. Aggregate write-ins for other than special surplus funds	X X X	X X X		
29. Unassigned funds (surplus)	X X X	X X X	(36,027,362)	(39,352,013)
30. Less treasury stock, at cost:				
30.1 .....0 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.2 .....0 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	58,148,235	54,588,298
32. Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	136,361,182	133,532,605
DETAILS OF WRITE-INS				
2101. Due to MMCC				153,532
2102. Accrued Premium Tax	8,815,028		8,815,028	1,161,078
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)	8,815,028		8,815,028	1,314,610
2301.	X X X	X X X		
2302.	X X X	X X X		
2303.	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	X X X	X X X		
2802.	X X X	X X X		
2803.	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899. TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	X X X	1,712,181	1,665,448	2,224,177
2. Net premium income (including \$.....0 non-health premium income)	X X X	445,297,698	457,564,030	607,095,174
3. Change in unearned premium reserves and reserves for rate credits	X X X			
4. Fee-for-service (net of \$.....0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	445,297,698	457,564,030	607,095,174
Hospital and Medical:				
9. Hospital/medical benefits		300,969,713	284,793,221	344,344,799
10. Other professional services		8,603,376	13,871,368	28,092,729
11. Outside referrals				
12. Emergency room and out-of-area		28,810,335	24,945,923	50,030,095
13. Prescription drugs		1,301,185	646,449	903,872
14. Aggregate write-ins for other hospital and medical		43,413,440	89,585,243	111,891,744
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		383,098,049	413,842,204	535,263,239
Less:				
17. Net reinsurance recoveries		(473,157)	(431,983)	(588,473)
18. Total hospital and medical (Lines 16 minus 17)		383,571,206	414,274,187	535,851,712
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....8,162,102 cost containment expenses		11,714,241	11,124,310	15,665,584
21. General administrative expenses		50,462,093	51,147,776	56,115,828
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)		445,747,540	476,546,273	607,633,124
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(449,842)	(18,982,243)	(537,950)
25. Net investment income earned		1,265,699	2,624,086	3,355,672
26. Net realized capital gains (losses) less capital gains tax of \$.....0		32,003	4,983	7,278
27. Net investment gains or (losses) (Lines 25 plus 26)		1,297,702	2,629,069	3,362,950
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)	X X X	847,860	(16,353,174)	2,825,000
31. Federal and foreign income taxes incurred	X X X			
32. Net income (loss) (Lines 30 minus 31)	X X X	847,860	(16,353,174)	2,825,000
DETAILS OF WRITE-INS				
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401. Home Health Care, DME, Transportation, etc.		43,413,440	89,585,243	111,891,744
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)		43,413,440	89,585,243	111,891,744
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	54,588,298	24,061,114	24,061,114
34. Net income or (loss) from Line 32	847,860	(16,353,174)	2,825,000
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			
39. Change in nonadmitted assets	2,476,791	6,902,616	8,843,644
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	235,286	27,254,093	27,325,953
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			(8,467,413)
48. Net change in capital and surplus (Lines 34 to 47)	3,559,937	17,803,535	30,527,184
49. Capital and surplus end of reporting period (Line 33 plus 48)	58,148,235	41,864,649	54,588,298
DETAILS OF WRITE-INS			
4701. Goodwill			(6,544,413)
4702. Intangible Asset			(1,923,000)
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			(8,467,413)

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	445,547,176	605,857,140
2.	Net investment income	1,318,394	3,648,857
3.	Miscellaneous income		
4.	Total (Lines 1 to 3)	446,865,570	609,505,997
5.	Benefit and loss related payments	392,029,084	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	60,989,702	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)	453,018,786	603,184,044
11.	Net cash from operations (Line 4 minus Line 10)	(6,153,216)	6,321,953
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	28,625,000	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)	28,625,000	30,975,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	41,106,236	48,352,650
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications	32,003	7,278
13.7	Total investments acquired (Lines 13.1 to 13.6)	41,138,239	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)	(12,513,239)	(17,384,928)
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		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)	9,738,006	(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)	9,738,006	15,598,737
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)	(8,928,449)	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)	66,421,239	75,349,688

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

Description		Amount 1	Amount 2
20.0001	Depreciation	1,126,303	1,688,220
20.0002	Non-cash Capital Contributions	235,286	5,125,953

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	186,887							694	186,193	
2. First Quarter	188,802							788	188,014	
3. Second Quarter	195,469							878	194,591	
4. Third Quarter	192,219							1,050	191,169	
5. Current Year										
6. Current Year Member Months	1,712,181							7,692	1,704,489	
Total Member Ambulatory Encounters for Period:										
7. Physician	910,010							8,385	901,625	
8. Non-Physician	638,523							7,031	631,492	
9. Total	1,548,533							15,416	1,533,117	
10. Hospital Patient Days Incurred	94,281							2,309	91,972	
11. Number of Inpatient Admissions	16,430							272	16,158	
12. Health Premiums Written (a)	445,297,698							9,744,571	435,553,127	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	445,297,698							9,744,571	435,553,127	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	391,556,179							6,744,841	384,811,338	
18. Amount Incurred for Provision of Health Care Services	383,098,049							7,015,130	376,082,919	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....9,744,571.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	9,023,653	510,714	36,717	73,655	(1,502,792)	8,141,947
0499999 Subtotals	9,023,653	510,714	36,717	73,655	(1,502,792)	8,141,947
0599999 Unreported claims and other claim reserves						58,513,650
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						66,655,597
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
Line of Business						
1. Comprehensive (hospital & medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	1,490,066	5,255,871	92,400	2,205,158	1,582,466	2,027,057
7. Title XIX - Medicaid	60,419,924	324,863,223	3,468,307	60,889,732	63,888,231	73,057,343
8. Other health						
9. Health subtotal (Lines 1 to 8)	61,909,990	330,119,094	3,560,707	63,094,890	65,470,697	75,084,400
10. Healthcare receivables (a)		91,741				62,666
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals	61,909,990	330,027,353	3,560,707	63,094,890	65,470,697	75,021,734

(a) Excludes \$.....2,154,000 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

The Tennessee Department of Commerce and Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, version effective March 1, 2009 (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 new worth for AMERIGROUP Tennessee, Inc.

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

No Change

C. Accounting Policy

No Change

2. Accounting Changes and Corrections of Errors

A. Disclosure for Insurers Upon Initial Implementation of Codification:

None

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

No Change

6. Joint Ventures, Partnerships and Limited Liability Companies

No Change

7. Investment Income

No Change

8. Derivative Instruments

No Change

9. Income Taxes

No Change

10. Information Concerning Parent, Subsidiaries and Affiliates

AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Inter-company management fees are charged to the Company during 2009 and 2008 for these services were \$27,753,099 and \$33,795,917, respectively, and in accordance with a Management Services Agreement based on generally accepted accounting principles. As of September 30, 2009 the company owed \$429,911 to AMERIGROUP Corporation.

11. Debt

No Change

Notes to Financial Statement**12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefits Plans**

No Change

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

No Change

14. Contingencies

None

15. Leases

No Change

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

The Company has not engaged in any wash sales.

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. In 2009, 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	\$ (2,935,235)	\$ 0	\$ (2,935,235)
b. Total Net Other Income or Expenses (Including Interest paid or received from plan	\$ 0	\$ 0	\$ 0
c. Net Gain or Loss from Operations	\$ (2,935,235)	\$ 0	\$ (2,935,535)
d. Total Claim Payment Volume	\$15,387,955	\$ 0	\$ 15,387,955

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

None

20. Other Items

None

21. Events Subsequent

None

Notes to Financial Statement**22. Reinsurance**

A new contract was signed with the ING Reinsurance, a division of ReliaStar Life Insurance Company, effective July 1, 2009, with the attachment points of \$1,000,000 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

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None

24. Change in Incurred Claims and Claim Adjustment Expenses

A summary of the activity for claims unpaid is as follows:

	2009	2008
Liability balance prior year	\$75,084,654	\$72,252,049
Plus incurred related to:		
Current year	392,706,277	528,218,428
Prior years	<u>(9,608,228)</u>	<u>7,044,811</u>
Total Incurred	383,098,049	535,263,239
Less paid related to:		
Current year	329,611,387	453,855,936
Prior years	<u>61,915,719</u>	<u>78,574,698</u>
Total Paid	391,527,106	532,430,634
Balance current year	<u>\$66,655,597</u>	<u>\$75,084,654</u>

The Company uses actuarial techniques based principally on historical payment patterns to estimate incurred claims. Changes in payment patterns and claims trends can result in adjustments to the claims estimate, which are recorded in current operations. The change in estimate of incurred claims related to the prior year recognized in 2009 was attributable to higher than anticipated utilization and costs of medical services.

25. Intercompany Pooling Arrangements

None

26. Structured Settlements

None

27. Health Care Receivables

Health Care Receivables consist of provider advances and provider overpayments on paid claims.

28. Participating Policies

None

29. Premium Deficiency Reserves.

None

30. Salvage and Subrogation

None

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes No
- 1.2 If yes, has the report been filed with the domiciliary state? Yes No N/A
- 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
- 2.2 If yes, date of change:
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes No
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes No
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes No N/A
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 03/31/2008
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).
- 6.4 By what department or departments?
Department of Commerce and Insurance, TennCare Division
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes No N/A
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes No N/A
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes No
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes No
- 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
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>				

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

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
- 13. Amount of real estate and mortgages held in short-term investments: \$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds		
14.22 Preferred Stock		
14.23 Common Stock		
14.24 Short-Term Investments		
14.25 Mortgages Loans on Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above		

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

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

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

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

1 Name of Custodian(s)	2 Custodian Address
U.S. Bank	EX DC-WNWW, 1025 Connecticut Avenue, Suite 517, Washington, DC 20036

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

17.2 If no, list exceptions:

General Interrogatories Part 1 Attachments

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Effective July 9, 2009, the State of Tennessee Department of Commerce and Insurance approved a new Administrative Support Services Agreement retroactive to January 1, 2009.

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
67105	41-0451140	07/01/2009	RELIASTAR LIFE INS CO	20 Washington Avenue South, Minneapolis, MN 55401 .....	..... SSL/L/G .....	..... Yes[X] No[]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		Direct Business Only								
1	2	3	4	5	6	7	8	9		
Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts		
State, Etc.										
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	9,744,571	435,553,127			445,297,698			
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX	9,744,571	435,553,127			445,297,698			
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1	9,744,571	435,553,127			445,297,698			
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								

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

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

Q14

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



12941200936500003

2009

Document Code: 365

NONE

STATEMENT AS OF **September 30, 2009** OF THE **AMERIGROUP Tennessee, Inc.**
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	46,213,753	24,095,124
2.	Cost of bonds and stocks acquired	41,184,370	53,108,523
3.	Accrual of discount	1,675	7,998
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	32,003	7,278
6.	Deduct consideration for bonds and stocks disposed of	28,625,000	30,975,000
7.	Deduct amortization of premium	79,809	30,170
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)	58,726,992	46,213,753
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	58,726,992	46,213,753

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	91,802,336	513,794,956	502,483,295	(27,985)	103,251,059	91,802,336	103,086,012	104,783,128
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	91,802,336	513,794,956	502,483,295	(27,985)	103,251,059	91,802,336	103,086,012	104,783,128
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	91,802,336	513,794,956	502,483,295	(27,985)	103,251,059	91,802,336	103,086,012	104,783,128

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....10,000,000; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

QS102

SCHEDULE DA - PART 1**Short - Term Investments Owned End of Current Quarter**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	34,359,020	X X X	39,366,475	424,135	4,625

SCHEDULE DA - Verification**Short-Term Investments**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	58,569,375	65,869,993
2. Cost of short-term investments acquired	1,194,231,138	906,134,067
3. Accrual of discount		45,003
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	1,218,436,538	913,479,688
7. Deduct amortization of premium	4,955	
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)	34,359,020	58,569,375
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	34,359,020	58,569,375

SI04 **Schedule DB Part F Section 1** **NONE**

SI05 **Schedule DB Part F Section 2** **NONE**

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	.....	.....
2.	Cost of cash equivalents acquired .....	.....	1,000,000
3.	Accrual of discount .....	.....	.....
4.	Unrealized valuation increase (decrease) .....	.....	.....
5.	Total gain (loss) on disposals .....	.....	.....
6.	Deduct consideration received on disposals .....	.....	1,000,000
7.	Deduct amortization of premium .....	.....	.....
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) .....	.....	.....
11.	Deduct total nonadmitted amounts .....	.....	.....
12.	Statement value at end of current period (Line 10 minus Line 11) .....	.....	.....

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
3133XTVF0	Federal Home Loan Bank		08/31/2009	UBS	X X X	4,000,000	4,000,000.00	3,722	1
3133XU7D9	Federal Home Loan Bank		07/16/2009	Suntrust	X X X	1,000,000	1,000,000.00		1
3133XV2J9	Federal Home Loan Bank		09/28/2009	Suntrust	X X X	2,000,640	2,000,000.00	80	1
3128X86R8	Federal Home Loan Mortgage Corp.		08/20/2009	Suntrust	X X X	2,450,000	2,450,000.00	204	1
0399999 Subtotal - Bonds - U.S. Governments					X X X	9,450,640	9,450,000.00	4,006	X X X
8399997 Subtotal - Bonds - Part 3					X X X	9,450,640	9,450,000.00	4,006	X X X
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds					X X X	9,450,640	9,450,000.00	4,006	X X X
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	X X X	X X X	X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	9,450,640	X X X	4,006	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

SCHEDULE D - PART 4

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

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	22 NAIC Designation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.									
Bonds - U.S. Governments																							
31331Y4G2	Federal Farm Credit Bank		07/28/2009	CALLED @ 100.0000000	XXX	2,500,000	2,500,000.00	2,500,000	2,500,000						2,500,000					82,500	07/28/2010	1	
3128X8NT5	Federal Home Loan Mortgage Corp.		09/21/2009	VARIOUS	XXX	2,000,000	2,000,000.00	2,000,000							2,000,000					20,000	03/19/2012	1	
0399999 Subtotal - Bonds - U.S. Governments					XXX	4,500,000	4,500,000.00	4,500,000	2,500,000						4,500,000					102,500	XXX	XXX	
8399997 Subtotal - Bonds - Part 4					XXX	4,500,000	4,500,000.00	4,500,000	2,500,000						4,500,000					102,500	XXX	XXX	
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	4,500,000	4,500,000.00	4,500,000	2,500,000						4,500,000					102,500	XXX	XXX	
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	XXX	XXX	XXX	XXX													XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	4,500,000	4,500,000.00	4,500,000	2,500,000							4,500,000					102,500	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide the number of such issues0.

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

E06 **Schedule DB Part B Section 1** **NONE**

E07 **Schedule DB Part C Section 1** **NONE**

E07 **Schedule DB Part D Section 1** **NONE**

SCHEDULE E - PART 1 - CASH**Month End Depository Balances**

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories									
Wachovia	Cash		0.140			16,114,068	13,295,468	22,006,091	X X X
0199998 Deposits in .....43 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		X X X	X X X			22,935	45,400	10,056,128	X X X
0199999 Totals - Open Depositories		X X X	X X X			16,137,003	13,340,868	32,062,219	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories		X X X	X X X						X X X
0299999 Totals - Suspended Depositories		X X X	X X X						X X X
0399999 Total Cash On Deposit		X X X	X X X			16,137,003	13,340,868	32,062,219	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash		X X X	X X X			16,137,003	13,340,868	32,062,219	X X X

E09 Schedule E Part 2 Cash Equivalents NONE

Supp1 Medicare Part D Coverage Supplement NONE

SAO Statement of Actuarial Opinion NONE

AEP Amended Explanation NONE

INDEX TO HEALTH QUARTERLY STATEMENT

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11
Accounting Practices and Policies; Q5; Q10, Note 1
Admitted Assets; Q2
Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05
Bonuses; Q3; Q4; Q8; Q9
Borrowed Funds; Q3; Q6
Business Combinations and Goodwill; Q10, Note 3
Capital Gains (Losses)
 Realized; Q4
 Unrealized; Q4; Q5
Capital Stock; Q3; Q10, Note 13
Capital Notes; Q6; Q10, Note 11
Caps; QE06
Cash; Q2; Q6; QE08
Cash Equivalents; Q2; Q6; QE09
Claims; Q3; Q4; Q8; Q9
Collars; QE07
Commissions; Q6
Common Stock; Q2; Q3; Q6; Q11.1; Q11.2
Cost Containment Expenses; Q4
Contingencies; Q10, Note 14
Counterparty Exposure; Q10, Note 8; QE06; QE07
Debt; Q10, Note 11
Deferred Compensation; Q10, Note 2
Derivative Instruments; Q10, Note 8; QSI04; QSI05; QE06; QE07
Discontinued Operations; Q10, Note 4
Electronic Data Processing Equipment; Q2
Encumbrances; Q2; QSI01; QE01
Emergency Room; Q4
Expenses; Q3; Q4; Q6
Extinguishment of Liabilities; Q10, Note 17
Extraordinary Item; Q10, Note 20
Fee for Service; Q4
Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05
Forwards; QE07
Furniture, Equipment and Supplies; Q2
Guaranty Fund; Q2
Health Care Receivables; Q2; Q9; Q10, Note 27
Hospital/Medical Benefits; Q4
Incentive Pools; Q3; Q4; Q8; Q9
Income; Q4; Q5; Q6
Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9
Incurred Claims and Claim Adjustment Expenses; Q10, Note 24
Intercompany Pooling; Q10, Note 25
Investment Income; Q10, Note 7
 Accrued; Q2
 Earned; Q2; QSI03
 Received; Q6
Investments; Q10, Note 5; Q11.1; Q11.2
Joint Venture; Q10, Note 6
Leases; Q10, Note 15
Limited Liability Company (LLC); Q10, Note 6
Limited Partnership; Q10, Note 6
Long-Term Invested Assets; Q2; QE03
Managing General Agents; Q10, Note 19
Medicare Part D Coverage; QSupp1
Member Months; Q4; Q7
Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02
Nonadmitted Assets; Q2; Q5; QSI01; QSI03
Off-Balance Sheet Risk; Q10, Note 16
Options; QE06
Organizational Chart; Q11; Q14
Out-of-Area; Q4
Outside Referrals; Q4
Parent, Subsidiaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1
Participating Policies; Q10, Note 28
Pharmaceutical Rebates; Q10, Note 27
Policyholder Dividends; Q5; Q6
Postemployment Benefits; Q10, Note 12
Postretirement Benefits; Q10, Note 12
Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2
Premium Deficiency Reserves; Q10, Note 29

INDEX TO HEALTH QUARTERLY STATEMENT

Premiums and Considerations

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

Prescription Drugs; Q4

Quasi Reorganizations; Q10, Note 13

Real Estate; Q2; Q6; QE01; QSI01

Redetermination, Contracts Subject to; Q10, Note 23

Reinsurance; Q9; Q10, Note 22

Ceded; Q3; Q12
Funds Held; Q2
Payable; Q3
Premiums; Q3
Receivable; Q2; Q4
Unauthorized; Q3; Q5

Reserves

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

Retirement Plans; Q10, Note 12

Retrospectively Rated Policies; Q10, Note 23

Risk Revenue; Q4

Salvage and Subrogation; Q10, Note 30

Servicing of Financial Assets; Q10, Note 17

Short-Term Investments; Q2; Q6; Q11.1; QSI03

Stockholder Dividends; Q5; Q6

Subsequent Events; Q10, Note 21

Surplus; Q3; Q5; Q6

Surplus Notes; Q3; Q5; Q6

Swaps; QE07

Synthetic Assets; QSI04; QSI05

Third Party Administrator; Q10, Note 19

Treasury Stock; Q3; Q5

Uninsured Accident and Health; Q2; Q3; Q10, Note 18

Valuation Allowance; QSI01

Wash Sales; Q10, Note 17

Withholds; Q4; Q8

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

Name of Insurer AMERIGROUP Tennessee, Inc.

Date 11/15/2009 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) .....	..... N/A .....	..... N/A .....	..... Yes
A02. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N) .....	..... N/A .....	..... N/A .....	..... N/A
A03. Is this being re-filed due to changes to the data originally filed? (Y/N) .....	..... N/A .....	..... N/A .....	..... N/A
A04. Other? (Y/N) .....	..... N/A .....	..... N/A .....	..... N/A

(If "yes" attach an explanation.)

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg

Phone: (757)473-2721-

Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS, LLC
Version: 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 M Roomsburg

Type Name and Title: Margaret Mary Roomsburg, Vice President

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premium due and unpaid from Medicare entities.....				137,250		137,250
0499999 Premium due and unpaid from Medicaid entities.....	6,199,916	1,592,726	1,637,429			9,430,072
0599999 Accident and health premiums due and unpaid (Page 2, Line 13) .	6,199,916	1,592,726	1,637,429	137,250		9,567,322

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Claim Overpayment Receivables - Not Individually Listed	91,367			373	91,741	
0299999 Subtotal - Claim Overpayment Receivables	91,367	-		373	91,741	
Loans and Advances to Providers						
Lifecare Family Services, Inc.				350,000	350,000	
Park Center, Inc.				225,000	225,000	
Centerstone Medical Health Center		150,000	150,000		300,000	
0399998 Loans and Advances to Providers - Not Individually Listed	70,000	40,000	100,000	1,069,000	1,279,000	-
0399999 Subtotal - Loans and Advances to Providers	70,000	190,000	250,000	1,644,000	2,154,000	-
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	161,368	190,000	250,000	1,644,373	2,245,741	

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

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

AMERIGROUP Tennessee, Inc.
 Report 2A - TennCare Income Statement-3Q09
 Middle Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	572,270	1,705,949	2,217,753
Revenues:			
TennCare Capitation	146,136,129	435,553,127	598,983,073
Investment	352,649	1,288,390	3,363,170
Other Revenues	-	-	-
Total Estimated Revenues	146,488,778	436,841,517	602,346,243
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	205,814	205,814	24,311
Fee-for Service Physician Services	47,705,279	133,483,760	205,691,649
Inpatient Hospital Services	41,162,196	101,226,158	128,704,477
Outpatient Hospital Services	12,240,751	35,028,649	39,210,052
Emergency Room Services	8,863,046	25,376,876	29,230,160
Dental Services	-	-	-
Vision Services	602,955	1,530,602	1,817,505
Pharmacy Services	-	-	-
Home Health Services	-	-	-
Chiropractic Services	-	-	-
Radiology Services	3,179,840	9,523,142	10,266,020
Laboratory Services	2,680,391	7,503,500	7,971,404
Durable Medical Equipment Services	1,132,101	3,183,495	4,333,471
Transportation Services	3,444,996	10,338,410	17,589,187
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	121,217,370	327,400,406	444,838,236
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,808,204	5,068,641	13,217,971
Inpatient Substance Abuse Treatment and Detox	773,883	1,557,109	2,323,017
Outpatient Mental Health Services	2,550,838	6,619,608	10,771,003
Outpatient Substance Abuse Treatment and Detox	960,086	2,641,957	8,481,373
Housing/Residential Treatment	1,804,799	4,250,558	7,296,859
Specialized Crisis Services	59,110	292,869	215,511
Psychiatric Rehab and Support Services	4,982,712	22,406,988	41,312,336
Case Management	3,040,899	5,746,941	87,116
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	44,415	97,840	149,374
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	16,024,946	48,682,512	83,854,559
Subtotal Hospital, Medical, MH&SAS	137,242,316	376,082,918	528,692,795
LESS:			
Net Reinsurance Recoveries Incurred	(165,113)	(472,061)	(587,544)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(165,113)	(472,061)	(587,544)
Total Hospital, Medical, MHS&S	137,407,430	376,554,980	529,280,339
Administration:			
Compensation	(775,227)	8,160,765	19,147,149
Marketing	16,737	91,735	192,471
Interest Expense	-	-	-
Premium Tax Expense	8,182,473	14,049,686	12,009,017
Occupancy, Depreciation, and Amortization	341,101	1,055,900	1,408,130
Other Administration - Write-Ins	15,633,644	34,755,735	40,738,890
Total Administration Expenses	23,398,729	58,113,822	73,495,657
Total Expenses	160,806,158	434,668,801	602,775,996
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
Net Income (Loss)	(14,317,381)	2,172,716	(429,753)
Write-Ins for Other Expense			
Detail of Other Medical and Hospital:			
	-	-	-
	-	-	-
	-	-	-
Total Other Medical and Hospital	-	-	-
Detail of Other MH and SAS:			
	-	-	-
	-	-	-
	-	-	-
Total Other MH and SAS	-	-	-
Detail of Other Administration:			
Purch Svc Accts	603,321	2,116,642	3,014,467
Telephone Expenses	(51,601)	124,228	484,195
Miscellaneous Expenses	248,247	528,278	846,623
Postage and Delivery	171,341	553,144	848,571
Printing and Reproduction	146,146	563,139	914,991
Management Fee-Ind	14,364,983	30,041,187	33,340,844
Other Administration < \$90,000 YTD	151,208	829,117	1,289,200
Total Other Administration	15,633,644	34,755,735	40,738,890

AMERIGROUP Tennessee, Inc.-Grand Region West
 Cash Reconciliation
 September 30, 2009

Date Received	Cash	Recorded	Liquidated Damages	Due to Health Solutions	Weekly Claims Run	Manual Checks	Capitation Payment	Refund Checks	Case Management	Premium Taxes	Voided Checks	Voided Invoice	Other A/R	Accrued Expenses	Interest to state	Cash difference	Premium receivable
	Cash P2, C3, L5, A	Premium P4, C2, L2	Admin Exp P4, C2, L2	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Prem Rec P2, C3, L13, L
Total for 06/30/2009 Cash Recon	20,215,033.05	-	-	-	13,424,423.75	3,898,934.00	321,867.94	(1,088,559.13)	-	3,639,357.07	(20,409.21)	-	-	39,418.63	-	-	-
Total	\$ 20,215,033.05	\$ -	\$ -	\$ -	\$ 13,424,423.75	\$ 3,898,934.00	\$ 321,867.94	\$ (1,088,559.13)	\$ -	\$ 3,639,357.07	\$ (20,409.21)	\$ -	\$ -	\$ 39,418.63	\$ -	\$ -	\$ -

Cash collected	\$ 20,215,033.05
add LD's	-
interest remitted	-
	20,215,033.05
1009 Cash Included	(15,779,459.64)
2009 Cash Included	(4,435,573.41)
	\$ -