

RECEIVED  
C & I TennCare Division  
May 11, 2012

## Amended Explanation Page

1. On the original 2011 Report 2A TennCare Operating Statement, AMERIGROUP Tennessee, Inc. reported the entire balance of \$29,133,714 for provision of income tax. When preparing Schedule 3, a supplemental schedule of the Statutory Audited Financials, the Company realized that this amount should be allocated between the TennCare Program (Medicaid) and the Other TennCare Program (Medicare). The allocation between these 2 programs affected the Report 2A TennCare Operating Statement since this statement only reflects the TennCare Program (Medicaid). The following line items were impacted:

Column	Line Description	Original	Revised	Difference
Current Period	Provision for Income Tax	(623,766)	(1,476,084)	(852,318)
Year-To-Date Total	Provision for Income Tax	29,133,714	28,281,396	(852,318)
Current Period	Net Income (Loss)	12,809,349	13,661,667	852,318
Year-To-Date Total	Net Income (Loss)	64,770,404	65,622,722	852,318



**ANNUAL STATEMENT**  
For the Year Ending December 31, 2011  
OF THE CONDITION AND AFFAIRS OF THE  
**AMERIGROUP Tennessee, Inc.**

NAIC Group Code	<u>1156</u>	<u>1156</u>	NAIC Company Code	<u>12941</u>	Employer's ID Number	<u>20-4776597</u>
	(Current Period)	(Prior Period)				
Organized under the Laws of	<u>Tennessee</u>		State of Domicile or Port of Entry	<u>Tennessee</u>		
Country of Domicile	<u>United States of America</u>					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]	Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]	Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]			
Incorporated/Organized	<u>04/26/2006</u>	Commenced Business	<u>04/01/2007</u>			
Statutory Home Office	<u>22 Century Boulevard, Ste 310</u>		<u>Nashville, TN 37214</u>			
	(Street and Number)		(City or Town, State and Zip Code)			
Main Administrative Office	<u>4425 Corporation Lane</u>		<u>Virginia Beach, VA 23462</u>			
	(Street and Number)		(City or Town, State and Zip Code)			
Mail Address	<u>4425 Corporation Lane</u>		<u>Virginia Beach, VA 23462</u>	<u>(757)490-6900</u>		
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Primary Location of Books and Records	<u>4425 Corporation Lane</u>		<u>Virginia Beach, VA 23462</u>			
	(Street and Number)		(City or Town, State and Zip Code)			
Internet Website Address	<u>www.amerigroupcorp.com</u>					
Statutory Statement Contact	<u>Margaret Mary Roomsburg</u>		<u>(757)473-2721</u>			
	(Name)		(Area Code)(Telephone Number)(Extension)			
	<u>mroomsb@amerigroupcorp.com</u>		<u>(757)557-6742</u>			
	(E-Mail Address)		(Fax Number)			

**OFFICERS**

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

**OTHERS**

Linda Kaye Whitley-Taylor, Vice President

**DIRECTORS OR TRUSTEES**

Charles Brian Shipp  
Nicholas Joseph Pace

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)  
Alvin Brock King  
(Printed Name)  
1.  
President/CEO  
(Title)

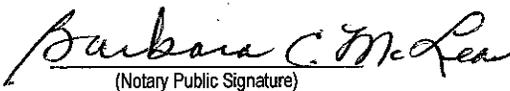
  
(Signature)  
Nicholas Joseph Pace  
(Printed Name)  
2.  
Vice President/Secretary  
(Title)

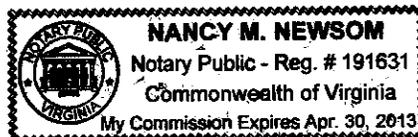
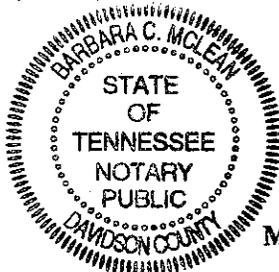
  
(Signature)  
Margaret Mary Roomsburg  
(Printed Name)  
3.  
Vice President/Asst Secretary  
(Title)

Subscribed and sworn to before me this  
2nd day of May, 2012

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

1  
5/10/2012  
4

  
(Notary Public Signature)



**My Commission Expires:  
March 3, 2014**

	Current Period	Year-To-Date Total	Previous Year Total
<b>Member Months</b>	<b>609,105</b>	<b>2,444,669</b>	<b>2,416,116</b>
<b>Revenues:</b>			
TennCare Capitation	213,023,148	896,910,241	871,851,131
Investment	681,900	2,552,148	1,781,958
Other Revenues	0	0	-
<b>Total Revenues</b>	<b>213,705,048</b>	<b>899,462,389</b>	<b>873,633,089</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	1,038,956
Fee-for Service Physician Services	37,350,903	143,533,978	137,898,464
Inpatient Hospital Services	32,050,449	136,053,770	147,989,664
Outpatient Hospital Services	6,585,740	47,033,009	52,463,877
Emergency Room Services	7,434,387	28,151,346	24,826,025
Dental Services	-	-	-
Vision Services	476,782	2,391,743	2,174,706
Pharmacy Services	-	-	-
Home Health Services	8,708,305	27,840,770	29,405,479
Chiropractic Services	-	-	-
Radiology Services	7,695,635	17,898,403	12,061,197
Laboratory Services	2,903,427	10,301,100	9,524,334
Durable Medical Equipment Services	1,442,720	5,294,817	4,592,521
Transportation Services	2,757,885	17,007,828	15,683,389
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
<b>Subtotal Medical and Hospital</b>	<b>107,406,233</b>	<b>435,506,764</b>	<b>437,658,612</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	3,222,342	11,509,221	9,165,284
Inpatient Substance Abuse Treatment and Detox	2,952,570	4,505,626	1,849,319
Outpatient Mental Health Services	1,399,097	7,503,980	7,283,076
Outpatient Substance Abuse Treatment and Detox	1,602,366	6,474,527	5,801,580
Housing/Residential Treatment	626,089	4,740,336	5,701,513
Specialized Crisis Services	770,832	4,390,610	4,400,805
Psychiatric Rehab and Support Services	1,151,741	3,558,194	3,160,309
Case Management	3,631,707	23,779,936	25,627,497
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	120,466
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
<b>Subtotal MH&amp;SAS</b>	<b>15,356,744</b>	<b>66,462,430</b>	<b>63,109,849</b>
<b>CHOICES</b>			
Nursing Facility Care	41,725,649	154,244,185	127,021,290
HCBS Services	5,422,554	22,469,749	12,013,375
<b>Subtotal CHOICES</b>	<b>47,148,203</b>	<b>176,713,934</b>	<b>139,034,665</b>
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>169,911,180</b>	<b>678,683,128</b>	<b>639,803,126</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	(65,825)	(28,169)	(582,336)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>(65,825)</b>	<b>(28,169)</b>	<b>(582,336)</b>
<b>Total Hospital, Medical, MH&amp;SAS</b>	<b>169,977,005</b>	<b>678,711,297</b>	<b>640,385,462</b>
<b>Administration:</b>			
Compensation	4,752,616	19,977,065	18,528,549
Direct and Allocated Admin expenses	12,353,798	50,715,996	49,059,427
Marketing	49,647	204,801	185,891
Interest Expense	-	-	-
Premium Tax Expense	11,732,253	49,452,316	48,770,370
Occupancy, Depreciation, and Amortization	307,287	1,183,006	1,360,982
Other Administration - Write-Ins	2,346,859	5,313,790	4,357,018
<b>Total Administration Expenses</b>	<b>31,542,460</b>	<b>126,846,974</b>	<b>122,262,237</b>
<b>Total Expenses</b>	<b>201,519,465</b>	<b>805,558,271</b>	<b>762,647,699</b>
Extraordinary Item	-	-	-
Provision for Income Tax	(1,476,084)	28,281,396	41,200,044
<b>Net Income (Loss)</b>	<b>13,661,667</b>	<b>65,622,722</b>	<b>69,785,346</b>
<b>Write-Ins for Other Revenues</b>			
Total Other Revenues	-	-	-
<b>Write-Ins for Other Medical and Hospital</b>			
Total Other Medical and Hospital	-	-	-
<b>Write-Ins for Other MH &amp; SS</b>			
Total Other MH & SS	-	-	-
<b>Write-Ins for Other Administration</b>			
Purch Svc Accts	192,371	813,389	406,764
Telephone Expenses	113,064	437,310	291,132
Other Taxes	1,076,734	2,014,548	38,600
Conference/Seminars/Meetings	26,273	59,624	20,421
Filing Fees	19,674	36,945	(11,039)
Contractual Sanctions	31,743	295,157	-
Bank Service Charges	13,021	65,922	36,674
Provision for Bad Debt	158,773	(1,004,231)	794,483
Postage and Delivery	144,647	623,174	593,284
Printing and Reproduction	208,700	895,633	455,515
Repairs and Maintenance	7,727	35,961	49,635
Supplies Expense	77,140	191,590	133,185
Temporary Labor Accts	59,697	126,190	80,995
Travel and Entertainment Exp	177,178	579,520	456,241
Other Administration < \$35,000 YTD	40,117	143,058	1,011,128
<b>Total Other Administration</b>	<b>2,346,859</b>	<b>5,313,790</b>	<b>4,357,018</b>

RECEIVED  
C & I TennCare Division  
May 11, 2012

ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION  
(HEALTH)

Name of Insurer

AMERIGROUP Tennessee, Inc.

Date May 10, 2012  
NAIC Group # 1156

FEIN 20-4776597  
NAIC Company # 12941

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS, WITH THE EXCEPTION OF RBC FILINGS,  
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) .....	No .....	N/A .....	N/A .....
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N) .....	No .....	N/A .....	N/A .....
3. Is this being re-filed due to changes to the data originally filed? (Y/N) .....	Yes .....	N/A .....	N/A .....
4. 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

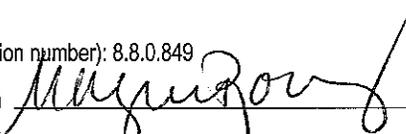
D. Software Vendor: SunGard iWORKS - Statutory  
Version: 2011.A.2

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 2011 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): 8.8.0.849

(Signed)

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