

**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, 2012**

2012

HEALTH

2012



QUARTERLY STATEMENT
AS OF September 30, 2012
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, Suite 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 (757)490-6900
 (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)490-6900
 (City, or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.amerigroup.com

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

OFFICERS

Name	Title
Alvin Brock King	President/CEO
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

Kendall Benjamin Edwards, Vice President, Finance # Linda Kaye Whitley-Taylor, Vice President

DIRECTORS OR TRUSTEES

Charles Brian Shipp Kendall Benjamin Edwards #
 Alvin Brock King Nicholas Joseph Pace

State of Virginia
 County of Virginia Beach ss

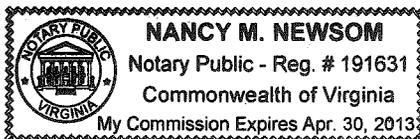
The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from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

 _____ (Signature) 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)
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Subscribed and sworn to before me this 7 day of November, 2012

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)



My Commission Expires July 31, 2013

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	124,351,620		124,351,620	154,050,420
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	15,609,156		15,609,156	8,379,130
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 (\$.....13,985,507), cash equivalents (\$.....8,504,833) and short-term investments (\$.....33,712,539)	56,202,879		56,202,879	81,359,272
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	196,163,655		196,163,655	243,788,822
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	1,201,637		1,201,637	1,337,600
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	7,524,317		7,524,317	8,942,398
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				
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 ...				2,305,561
18.2 Net deferred tax asset	1,690,133		1,690,133	1,223,535
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	9,865	9,178	687	5,284
21. Furniture and equipment, including health care delivery assets (\$.....0)	1,009,976	1,009,976		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$.....1,771,935) and other amounts receivable	3,927,998	2,156,063	1,771,935	13,418
25. Aggregate write-ins for other than invested assets	18	18		
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	211,527,599	3,175,235	208,352,364	257,616,618
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	211,527,599	3,175,235	208,352,364	257,616,618
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. Prepays	18	18		
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)	18	18		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	79,151,629		79,151,629	79,216,780
2. Accrued medical incentive pool and bonus amounts	37,005		37,005	195,562
3. Unpaid claims adjustment expenses	1,434,049		1,434,049	1,448,787
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	210,370		210,370	114,883
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	228,656		228,656	200,769
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	791,801		791,801	
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated	9,735,347		9,735,347	17,389,305
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates	1,470,343		1,470,343	860,708
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	1,494,754		1,494,754	1,369,731
23. Aggregate write-ins for other liabilities (including \$.....0 current)	12,116,292		12,116,292	12,626,601
24. Total liabilities (Lines 1 to 23)	106,670,246		106,670,246	113,423,126
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	1,000	1,000
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	95,669,106	95,337,989
29. Surplus notes	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds	X X X	X X X		
31. Unassigned funds (surplus)	X X X	X X X	6,012,012	48,854,503
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	101,682,118	144,193,492
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	208,352,364	257,616,618
DETAILS OF WRITE-INS				
2301. Accrued Premium Tax	12,116,292		12,116,292	12,626,601
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)	12,116,292		12,116,292	12,626,601
2501.	X X X	X X X		
2502.	X X X	X X X		
2503.	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 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	XXX	1,843,899	1,850,233	2,465,218
2. Net premium income (including \$.....0 non-health premium income)	XXX	678,967,973	700,408,562	920,132,503
3. Change in unearned premium reserves and reserves for rate credits	XXX			
4. Fee-for-service (net of \$.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX			
7. Aggregate write-ins for other non-health revenues	XXX			
8. Total revenues (Lines 2 to 7)	XXX	678,967,973	700,408,562	920,132,503
Hospital and Medical:				
9. Hospital/medical benefits		434,311,636	413,480,939	550,188,706
10. Other professional services		17,641,684	19,774,686	26,344,422
11. Outside referrals				
12. Emergency room and out-of-area		42,750,883	38,072,400	52,328,662
13. Prescription drugs		3,431,651	2,091,894	3,126,513
14. Aggregate write-ins for other hospital and medical		54,035,319	46,162,515	63,294,720
15. Incentive pool, withhold adjustments and bonus amounts		32,671	677,711	635,663
16. Subtotal (Lines 9 to 15)		552,203,844	520,260,145	695,918,686
Less:				
17. Net reinsurance recoveries		(205,099)	36,265	(30,116)
18. Total hospital and medical (Lines 16 minus 17)		552,408,943	520,223,880	695,948,802
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....15,258,301 cost containment expenses		19,284,295	15,997,155	22,124,382
21. General administrative expenses		75,740,962	81,490,740	107,852,442
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)		647,434,200	617,711,775	825,925,626
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	31,533,773	82,696,787	94,206,877
25. Net investment income earned		2,335,884	1,831,130	2,524,259
26. Net realized capital gains (losses) less capital gains tax of \$.....41,707		77,455	39,118	27,890
27. Net investment gains or (losses) (Lines 25 plus 26)		2,413,339	1,870,248	2,552,149
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	33,947,112	84,567,035	96,759,026
31. Federal and foreign income taxes incurred	XXX	11,675,388	29,757,481	29,133,714
32. Net income (loss) (Lines 30 minus 31)	XXX	22,271,724	54,809,554	67,625,312
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401. DME, Home Health Care, Ambulance		54,035,319	46,162,515	63,294,720
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)		54,035,319	46,162,515	63,294,720
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	144,193,492	150,602,541	150,602,541
34. Net income or (loss) from Line 32	22,271,724	54,809,554	67,625,312
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	1,053,368	(750,541)	(44,910)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	143,337	(40,693)	(5,197,022)
39. Change in nonadmitted assets	(1,310,920)	540,629	878,014
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	331,117	577,298	329,557
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders	(65,000,000)	(70,000,000)	(70,000,000)
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	(42,511,374)	(14,863,753)	(6,409,049)
49. Capital and surplus end of reporting period (Line 33 plus 48)	101,682,118	135,738,788	144,193,492
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	680,481,541	612,185,084	855,449,257
2. Net investment income	4,020,181	2,917,412	3,756,000
3. Miscellaneous income			
4. Total (Lines 1 to 3)	684,501,722	615,102,496	859,205,257
5. Benefit and loss related payments	555,915,055	531,380,789	706,570,850
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	94,121,842	95,296,887	127,571,894
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	8,619,733	38,460,272	40,531,849
10. Total (Lines 5 through 9)	658,656,630	665,137,948	874,674,593
11. Net cash from operations (Line 4 minus Line 10)	25,845,092	(50,035,452)	(15,469,336)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	56,531,036	95,895,388	111,189,691
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	574	1,518	1,518
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	56,531,610	95,896,906	111,191,209
13. Cost of investments acquired (long-term only):			
13.1 Bonds	28,261,982	118,885,573	155,599,375
13.2 Stocks	6,176,658	6,501,975	8,424,040
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	34,438,640	125,387,548	164,023,415
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	22,092,970	(29,490,642)	(52,832,206)
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	65,000,000	70,000,000	70,000,000
16.6 Other cash provided (applied)	(8,094,455)	5,979,918	7,413,458
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(73,094,455)	(64,020,082)	(62,586,542)
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)	(25,156,393)	(143,546,176)	(130,888,084)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	81,359,272	212,247,356	212,247,356
19.2 End of period (Line 18 plus Line 19.1)	56,202,879	68,701,180	81,359,272

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

20.0001	Depreciation	434,126	432,063	572,788
20.0002	Non-cash Capital Contributions	331,117	577,298	329,557

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	204,186							1,979	202,207	
2. First Quarter	205,595							3,023	202,572	
3. Second Quarter	204,832							3,250	201,582	
4. Third Quarter	205,548							3,556	201,992	
5. Current Year										
6. Current Year Member Months	1,843,899							28,690	1,815,209	
Total Member Ambulatory Encounters for Period:										
7. Physician	993,605							36,413	957,192	
8. Non-Physician	1,169,605							24,809	1,144,796	
9. Total	2,163,210							61,222	2,101,988	
10. Hospital Patient Days Incurred	118,127							7,203	110,924	
11. Number of Inpatient Admissions	16,251							860	15,391	
12. Health Premiums Written (a)	678,967,973							29,766,971	649,201,002	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	678,967,973							29,766,971	649,201,002	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	555,709,956							24,380,760	531,329,196	
18. Amount Incurred for Provision of Health Care Services	552,203,844							25,168,490	527,035,354	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....29,766,971.

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	9,966,416	517,085	604,984	(68,814)	(1,225,744)	9,793,927
0499999 Subtotals	9,966,416	517,085	604,984	(68,814)	(1,225,744)	9,793,927
0599999 Unreported claims and other claim reserves						69,357,702
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						79,151,629
0899999 Accrued Medical Incentive Pool And Bonus Amounts						37,005

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	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		
1. Comprehensive (hospital & medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	850,275	23,530,066	6,297	3,582,615	856,572	2,369,291
7. Title XIX - Medicaid	58,378,339	472,965,147	2,095,899	73,466,818	60,474,238	76,847,489
8. Other health						
9. Health subtotal (Lines 1 to 8)	59,228,614	496,495,213	2,102,196	77,049,433	61,330,810	79,216,780
10. Healthcare receivables (a)	2,976,576	829,422			2,976,576	523,594
11. Other non-health						
12. Medical incentive pools and bonus amounts	177,757	13,471		37,005	177,757	195,562
13. Totals (Lines 9 - 10 + 11 + 12)	56,429,795	495,679,262	2,102,196	77,086,438	58,531,991	78,888,748

(a) Excludes \$.....122,000 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) are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (TDCI).

TDCI 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 2012 (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Tennessee.

In accordance with the statutory hierarchy provided by the NAIC Codification, state legislative and regulatory authority is not preempted by the NAIC Codification. TDCI requires the premium tax liability to be included as an aggregate write-in on the NAIC statutory filing. The NAIC instructions require the change in this line item to be included in the financing and other miscellaneous sources section on the NAIC annual cash flow statement. Additionally, TDCI requires reinsurance recoveries to be netted with reinsurance expense as a component of medical expense on the NAIC statutory filing. The NAIC instructions require reinsurance expense to be netted with premium. These differences have no impact on statutory net income or net worth.

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

No significant change.

C. Accounting Policy

The Company records premium revenues based on its membership records and premium 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 – Accounted for at fair market value.
- (4) Preferred Stock – None
- (5) Mortgage loans – None
- (6) Loan backed securities – None
- (7) Investment in Subsidiaries, Controlled and affiliated companies – None
- (8) Joint Ventures, Partnerships and Limited Liability Companies – None
- (9) Derivatives – None
- (10) Premium deficiency calculation – The Company does not utilize anticipated investment income as 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 liabilities are continually reviewed and any adjustments are reflected in the period determined.
- (12) Capitalization policy – No change from prior year
- (13) Pharmaceutical rebates receivable – All pharmaceutical rebate receivables are considered nonadmitted due to their collectability beyond 90 days.

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

- A. Mortgage loans including Mezzanine Real Estate Loans – None
- B. Debt Restructuring – None

Notes to Financial Statement

- C. Reverse Mortgages – None
- D. Loan-Backed Securities – None
- E. Repurchase Agreements – None
- F. Real Estate – None
- G. Investments in low-income housing tax credits – None

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

7. Investment Income

No significant change.

8. Derivative Instruments

No significant change.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

- A. AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Intercompany management fees are charged to the Company in accordance with an approved Administrative and Support Services Agreement.
- B. As of the nine months ended September 30, 2012, the Company paid a \$65,000,000 extraordinary dividend to AMERIGROUP Corporation. AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the nine months ended September 30, 2012 was \$331,117. The Company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill the Company for these amounts, which are included in selling, general and administrative expenses in the accompanying statements of operations.
- C. AMERIGROUP Corporation provides administrative and financial support services to the Company. Total year to date expenses charged to the Company for these services were \$35,747,635 and were included in general administrative expenses in the accompanying statutory statements of revenue and expenses.
- D. The Company owes AMERIGROUP Corporation \$1,470,343 as of September 30, 2012. The amount is the difference between the estimated charges and the actual expenses incurred in the month of September and were paid in October 2012.
- E. Guarantees or undertakings, written or otherwise – None
- F. Material management or service contracts and cost sharing arrangements – The Company has an approved agreement for Administrative and Support Services, and Tax Allocations.
- G. The Company is a wholly owned subsidiary of AMERIGROUP Corporation. AMERIGROUP is a multi-state organization that provides for the delivery of health care services to Medicaid, Medicare and other government-sponsored health care programs for low-income families and individuals.
- H. Amount deducted from the value of an upstream intermediate entity or ultimate parent owned – None
- I. Investment in an SCA entity that exceeds 10% of the admitted assets of the insurer – None
- J. Investments in impaired SCA entities – None
- K. Investment in foreign insurance subsidiary – None
- L. Investment in downstream noninsurance holding company – None

11. Debt

None

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

No significant change.

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

- (1) The Company has 1,000 shares of common stock authorized and 1,000 shares outstanding at a par value of \$1 per share, as of September 30, 2012 and December 31, 2011.
- (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) In 1Q12, the Tennessee Department of Commerce and Insurance approved requests by the Company to pay dividends to AMERIGROUP Corporation as follows:

Notes to Financial Statement

On March 5, 2012, AMERIGROUP Tennessee, Inc. was granted approval from the Tennessee Department of Commerce and Insurance to pay an extraordinary dividend of \$65,000,000, which was disbursed on March 30, 2012.

- (5) Except as limited by the Tennessee Department of Commerce and Insurance and within the limits of #3 above, there are no restrictions on the portion of the Company's profit that may be paid as ordinary dividends.
- (6) Surplus restrictions – None
- (7) Advance to Surplus not repaid – None
- (8) The Company does not have any stock held for special purposes.
- (9) The Company does not have any special surplus funds.
- (10) Unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses are \$0.
- (11) The Company is not a party to any surplus notes.
- (12) The Company is not involved in any quasi-reorganization as of September 30, 2012.
- (13) Effective date of any quasi-reorganization - None

14. Contingencies

- A. Contingent commitments – None
- B. Assessments – None
- C. Gain contingencies – None
- D. Claims related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits – None
- E. All Other – None

15. Leases

No significant 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 – 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.
- B. ASC plans – None
- C. Medicare or similarly structured cost based reimbursement contract – None

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

None

20. Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

Cash (other than certificates of deposit, municipal bonds and commercial paper), investment income due and accrued, uncollected premiums in the course of collection, health care and other amounts receivable,

Notes to Financial Statement

aggregate write-ins for other than invested assets, claims unpaid, accrued medical incentive pool and bonus amounts, unpaid claims adjustment expense, aggregate health policy reserves, general expenses due or accrued, remittances and items not allocated, amounts due to parent, subsidiaries and affiliates, liability for amounts held under uninsured plans, and premium tax payable – the carrying amounts approximate fair value because of the short maturity of these items. These financial instruments were not assigned a level category since they are not carried at fair value.

Certificates of deposit – fair value is determined using a discounted cash flow model comparing the stated rates of the certificates of deposit to current market interest rates for similar instruments. These financial instruments were not assigned a level category since they are not carried at fair value.

Short-term investments and bonds – debt securities of government sponsored entities, money market funds, and U.S. Treasury included in these financial statement captions' fair values were determined using quoted market prices on one or more securities exchanges. The fair value of corporate bonds and municipal bonds was determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets. The Company held one auction rate security as of September 30, 2012. The estimated fair value of the auction rate security was determined using utilizing an income approach, specifically discounted cash flow analyses. These analyses considered among other items, the creditworthiness of the issuer, the timing of the expected future cash flows, including the final maturity associated with the securities, and an assumption of when the next time the security is expected to have a successful auction. These securities were also compared, when possible, to other observable and relevant market data. These debt securities are not assigned a level category as they are not carried at fair value. A portion of the short-term investments are comprised of money market funds that are carried at fair value and, accordingly, are assigned a level category.

Common stock – the fair value of exchange traded equity mutual funds was determined using quoted market prices on one or more securities exchanges. As this investment is carried at fair value, it is assigned a level category.

The fair value measurements of the assets carried at fair value for the quarter ended September 30, 2012 are as follows:

Asset category	Fair value measurement at reporting date using			
	Total Fair Value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Money market funds	\$ 32,810,137	32,810,137	—	—
Equity securities	15,609,156	15,609,156	—	—
Total assets measure at fair value	\$ 48,419,293	48,419,293	—	—

21. Other Items

Merger Agreement

On July 9, 2012, Amerigroup Corporation (“AGP Corp”), ultimate parent of the Company, announced the execution of an Agreement and Plan of Merger (the “Merger Agreement”) by and among AGP Corp, WellPoint, Inc. (“WellPoint”) and WellPoint Merger Sub, Inc. (“Merger Sub”), an indirect wholly-owned subsidiary of WellPoint, pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will be merged with and into AGP Corp, with AGP Corp surviving the merger as an indirect wholly-owned subsidiary of WellPoint (the “Merger”). On October 2, 2012, AGP Corp, WellPoint and Merger Sub entered into an amendment to the Merger Agreement to settle claims, without admitting any liability or wrongdoing, related to a class action lawsuit pertaining to the Merger. If the Merger is completed, AGP Corp's stockholders (other than holders of unvested restricted shares of AGP Corp's common stock and persons who properly demand statutory appraisal of their shares) will be entitled to receive \$92.00 per share in cash (without interest) for each share of AGP Corp's common stock that they hold, for an expected total purchase amount of \$4.9 billion. Under the Merger Agreement, each option to purchase shares of AGP Corp's common stock that is outstanding and becomes or is vested by its terms at the time of the Merger will be canceled and converted into the right to receive an amount payable in cash equal to the total number of shares subject to the option multiplied by the excess, if any, of \$92.00 over the per share exercise price of such vested option. Options that are outstanding but unvested at the time of the Merger will be converted into options to purchase shares of WellPoint common stock according to a formula defined in the Merger Agreement.

On October 23, 2012, AGP Corp's stockholders approved the Merger at AGP Corp's Special Meeting of Stockholders. The consummation of the Merger is subject to customary closing conditions, including, among others, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, including approval under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, and, subject to materiality exceptions, the accuracy of representations and warranties made by AGP Corp and WellPoint, respectively, and compliance by AGP Corp's and WellPoint

Notes to Financial Statement

with their respective obligations under the Merger Agreement. On October 2, 2012, the state of Tennessee Department of Commerce and Insurance approved the plan of acquisition filed by WellPoint in connection with WellPoint's acquisition of AGP Corp. AGP Corp continues to pursue regulatory approvals from the remaining states in which it conducts business. The Merger is expected to close in the fourth quarter of 2012.

On September 27, 2012, AGP Corp entered into a definitive agreement to sell its Virginia health plan, Amerigroup Virginia, Inc., to Inova Health System. AGP Corp and WellPoint each received a request for additional information (second request) from the United States Department of Justice ("DOJ") in connection with the DOJ's review of WellPoint's pending acquisition of AGP Corp. The second request focuses on AGP Corp's operations in the Commonwealth of Virginia, and both AGP Corp and WellPoint have worked and continue to work cooperatively with the DOJ staff and representatives of the Commonwealth of Virginia. The sale is conditioned on the closing of the Merger. The sale will divest all of AGP Corp's managed care operations in the Commonwealth of Virginia; is expected to close concurrently with the Merger, currently expected to occur in the fourth quarter of 2012; and is subject to the receipt of customary regulatory approvals and standard closing conditions.

22. Events Subsequent

The Company has evaluated subsequent events for potential recognition and/or disclosure through November 14th, the date the financial statements are available to be issued.

23. Reinsurance

A new contract was signed with RGA Reinsurance Company effective July 1, 2012, 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.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$79,412,342. As of September 30, 2012, \$59,406,392 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 \$2,102,196 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$17,903,754 favorable prior-year development since December 31, 2011. 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

No significant change.

29. Participating Policies

None

30. Premium Deficiency Reserves

None

31. Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

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

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

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

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

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2010.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2010.....
- 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).11/09/2011.....
- 6.4 By what department or departments?
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]

- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
- 7.2 If yes, give full information

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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 FDIC	6 SEC
.....	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

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

FINANCIAL

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

INVESTMENT

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

- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0
- 13. Amount of real estate and mortgages held in short-term investments: \$.....0

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[] No[X]
- 14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

	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
Yes No N/A

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.

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 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes No

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

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

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes No

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
77784	Deutsche Investment Management Americas, Inc.	345 Park Ave, New York, New York 10154

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes No

17.2 If no, list exceptions:

General Interrogatories Part 1 Attachments

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

The Company has entered into an Administrative Services Agreement with AMERIGROUP Corporation to provide administrative services. The Administrative Services Agreement with AMERIGROUP Corporation was amended in 2012 to reflect a revision to the pricing included in Exhibits A and B of the agreement.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	83.607%
1.2 A&H cost containment percent	2.247%
1.3 A&H expense percent excluding cost containment expenses	11.748%

2.1 Do you act as a custodian for health savings accounts?

Yes No

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.

\$ 0

2.3 Do you act as an administrator for health savings accounts?

Yes No

2.4 If yes, please provide the balance of the funds administered as of the reporting date.

\$ 0

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

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

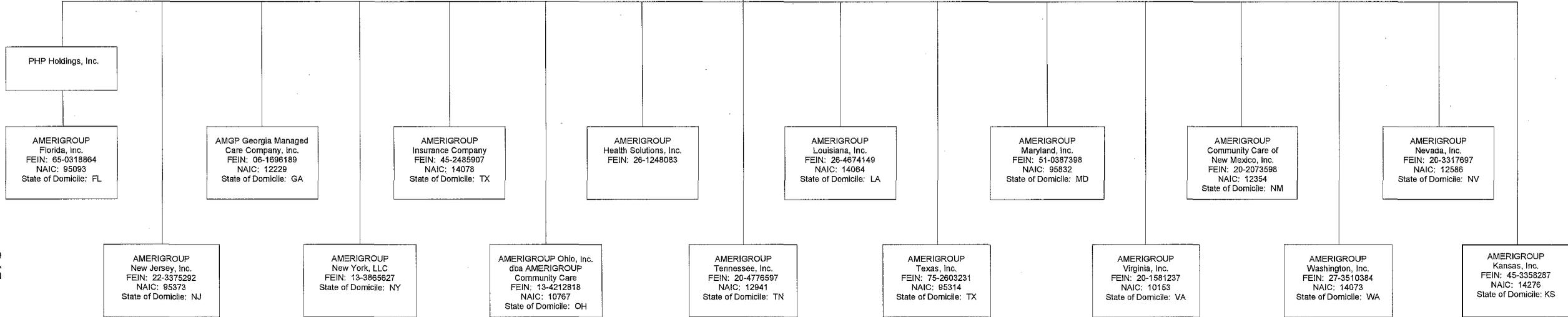
State, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
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		29,766,971	649,201,002				678,967,973	
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		29,766,971	649,201,002				678,967,973	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		29,766,971	649,201,002				678,967,973	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

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

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

AMERIGROUP Corporation



Q15

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
1156 ..	AMERIGROUP Corporation	00000	54-1739323		0001064863	NYSE	AMERIGROUP Corporation	DE	UDP ..			100.0		
1156 ..	AMERIGROUP Corporation	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA ..	PHP Holding, Inc.	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	10767	13-4212818				AMERIGROUP Ohio, Inc. dba AMERIGROUP Comm Care	OH	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	10153	20-1581237				AMERIGROUP Virginia, Inc.	VA	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	00000	13-3865627				AMERIGROUP New York, LLC.	NY	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	14078	45-2485907				AMERIGROUP Insurance Company	TX	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	00000	26-1248083				AMERIGROUP Health Solutions, Inc.	DE	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156 ..	AMERIGROUP Corporation	14276	45-3358287				AMERIGROUP Kansas, Inc.	KS	IA ..	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	

Q16

Asterisk	Explanation
0000001	

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



12941201236500003

2012

Document Code: 365

NONE

SCHEDULE A - VERIFICATION**Real Estate**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
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)		

SCHEDULE B - VERIFICATION**Mortgage Loans**

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest point		
9. Total foreign exchange change in book value/recorded investment		
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)		

SCHEDULE BA - VERIFICATION**Other Long-Term Invested Assets**

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

SCHEDULE D - VERIFICATION**Bonds and Stocks**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	162,429,550	111,270,121
2. Cost of bonds and stocks acquired	34,438,640	164,023,415
3. Accrual of discount	28,907	21,511
4. Unrealized valuation increase (decrease)	1,053,368	(44,910)
5. Total gain (loss) on disposals	118,588	41,389
6. Deduct consideration for bonds and stocks disposed of	56,531,036	111,189,691
7. Deduct amortization of premium	1,577,241	1,692,285
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)	139,960,776	162,429,550
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	139,960,776	162,429,550

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)	150,244,859	262,074,641	252,444,921	(2,791,546)	169,274,862	150,244,859	157,083,033	222,208,639
2. Class 2 (a)	10,821,836		3,621,584	2,285,707	9,503,178	10,821,836	9,485,959	10,251,987
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	161,066,695	262,074,641	256,066,505	(505,839)	178,778,040	161,066,695	166,568,992	232,460,626
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	161,066,695	262,074,641	256,066,505	(505,839)	178,778,040	161,066,695	166,568,992	232,460,626

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....7,496,597; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

QSI02

SCHEDULE DA - PART 1**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	33,712,539	X X X	33,716,658	47,881	2,689

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	77,816,583	192,580,941
2. Cost of short-term investments acquired	730,101,464	1,186,191,860
3. Accrual of discount	2,761	54,654
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	574	1,518
6. Deduct consideration received on disposals	774,086,182	1,300,671,616
7. Deduct amortization of premium	122,661	340,774
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)	33,712,539	77,816,583
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	33,712,539	77,816,583

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

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

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

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

SI07 **Schedule DB - Verification** **NONE**

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	600,000	3,699,764
2.	Cost of cash equivalents acquired	15,744,995	32,369,953
3.	Accrual of discount	502	3,563
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	7,840,000	35,458,000
7.	Deduct amortization of premium	664	15,280
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)	8,504,833	600,000
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	8,504,833	600,000

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

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

1	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									
3133EAVG0	F F C B DEB 0.800% 3/21/		07/06/2012	Morgan Keegan	XXX	2,000,000	2,000,000.00	667	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	2,000,000	2,000,000.00	667	XXX
Bonds - U.S. Special Revenue, Special Assessment									
59259YPM5	MET TRANSPRTN NY 5.000% 11/01/		07/23/2012	Deutsche Bank	XXX	1,827,180	1,500,000.00	15,417	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	1,827,180	1,500,000.00	15,417	XXX
8399997 Subtotal - Bonds - Part 3					XXX	3,827,180	3,500,000.00	16,084	XXX
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	3,827,180	3,500,000.00	16,084	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	XXX	XXX	XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	3,827,180	XXX	16,084	XXX

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

QE04

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	10 Change in Book/Adjusted Carrying Value					11 Book/ Adjusted Carrying Value at Disposal Date	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Bond Interest/ Stock Dividends Received During Year	16 Stated Contractual Maturity Date	17 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																					
313374R51	FHLB DEB 1.200% 10/27/	07/27/2012	CALLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				13,500	10/27/2014	1	
3136FRT29	FNMA MTN 1.000% 9/14/	09/14/2012	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				20,000	09/14/2015	1	
3136FRB36	FNMA MTN 1.150% 7/25/	07/25/2012	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				23,000	07/25/2014	1	
0599999 Subtotal - Bonds - U.S. Governments				XXX	5,500,000	5,500,000.00	5,500,000	5,500,000						5,500,000				56,500	XXX	XXX	
Bonds - U.S. Special Revenue, Special Assessment																					
679110CY0	OK Student Loan	07/20/2012	Suntrust	XXX	25,000	25,000.00	23,669	23,438		(159)				23,279		1,721	1,721	76	12/01/2033	1FE	
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment				XXX	25,000	25,000.00	23,669	23,438		(159)				23,279		1,721	1,721	76	XXX	XXX	
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
035229CP6	ANHEUSER BUSCH COS 4.375% 1/15/	08/13/2012	Deutsche Bank	XXX	1,016,550	1,000,000.00	1,058,030	1,033,082		(19,584)				1,013,498		3,052	3,052	47,153	01/15/2013	1FE	
071813BB4	BAXTER INTL 1.800% 3/15/	08/13/2012	Deutsche Bank	XXX	1,361,191	1,350,000.00	1,370,966	1,362,605		(6,428)				1,356,177		5,015	5,015	22,140	03/15/2013	1FE	
097023AV7	BOEING CO 5.000% 3/15/	08/13/2012	Deutsche Bank	XXX	642,186	600,000.00	662,748	642,678		(11,773)				630,904		11,282	11,282	27,333	03/15/2014	1FE	
10138MAB1	Bottling Group LLC Company	08/13/2012	Deutsche Bank	XXX	758,228	750,000.00	807,683	766,707		(11,772)				754,935		3,293	3,293	25,823	11/15/2012	1FE	
14912L4V0	CATERPILLAR FINL MTN 1.375% 5/20/	08/13/2012	Deutsche Bank	XXX	147,046	145,000.00	146,635	146,615		(414)				146,201		845	845	1,457	05/20/2014	1FE	
17275RAJ1	CISCO SYSTEMS 1.625% 3/14/	08/13/2012	Deutsche Bank	XXX	509,800	500,000.00	499,405	499,559		122				499,681		10,119	10,119	7,425	03/14/2014	1FE	
235851AK8	DANAHER CORP 1.300% 6/23/	08/13/2012	Deutsche Bank	XXX	1,431,573	1,410,000.00	1,430,343	1,430,326		(5,025)				1,425,301		6,272	6,272	11,711	06/23/2014	1FE	
263534BY4	DUPONT EINEMOUR 3.250% 1/15/	08/13/2012	Deutsche Bank	XXX	1,379,360	1,297,000.00	1,390,483	1,390,483		(15,826)				1,374,657		4,703	4,703	24,355	01/15/2015	1FE	
341099CC1	FLORIDA POWER CORP 4.800% 3/01/	08/13/2012	Deutsche Bank	XXX	645,082	630,000.00	668,739	658,767		(15,170)				643,597		1,485	1,485	28,728	03/01/2013	1FE	
36962G4C4	GEN ELEC CAP CRP 1.875% 9/16/	08/13/2012	Deutsche Bank	XXX	587,285	580,000.00	583,550	582,187		(783)				581,405		5,880	5,880	9,878	09/16/2013	1FE	
36962G4H4	GEN ELEC CAP MTN 2.800% 1/08/	08/13/2012	Deutsche Bank	XXX	1,110,230	1,100,000.00	1,129,766	1,116,662		(10,049)				1,106,613		3,617	3,617	33,794	01/08/2013	1FE	
38141GDK7	GOLDMAN SACHS GROUP 4.750% 7/15/	08/13/2012	Deutsche Bank	XXX	516,305	500,000.00	532,445	520,702		(8,216)				512,485		3,820	3,820	25,597	07/15/2013	1FE	
428236AQ6	HEWLETT PACK CO 4.500% 3/01/	08/13/2012	Deutsche Bank	XXX	1,122,352	1,100,000.00	1,166,121	1,146,311		(24,421)				1,121,890		462	462	47,025	03/01/2013	2FE	
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/	08/13/2012	Deutsche Bank	XXX	101,572	100,000.00	101,200	101,200		(247)				100,953		619	619	872	12/02/2014	1FE	
478160AP9	Johnson & Johnson 5yr	08/15/2012	MATURITY	XXX	500,000	500,000.00	548,655	510,892		(10,892)				500,000				25,750	08/15/2012	1FE	
46623EJD2	JPMORGAN CHASE 1.650% 9/30/	08/13/2012	Deutsche Bank	XXX	504,415	500,000.00	502,740	501,701		(596)				501,106		3,309	3,309	7,173	09/30/2013	1FE	
501044CJ8	KROGER CO 5.000% 4/15/	08/13/2012	Deutsche Bank	XXX	102,873	100,000.00	106,854	104,983		(2,375)				102,608		265	265	4,139	04/15/2013	2FE	
59018YSU6	MERRILL LYNCH CO MTN 5.000% 2/03/	08/13/2012	Deutsche Bank	XXX	186,955	180,000.00	186,867	184,634		(1,332)				183,302		3,653	3,653	9,250	02/03/2014	2FE	
617446HR3	MORGAN STANLEY 5.300% 3/01/	08/13/2012	Deutsche Bank	XXX	867,774	850,000.00	888,487	875,568		(13,443)				862,125		5,649	5,649	42,798	03/01/2013	2FE	
637432MM4	NATL RURAL UTIL 1.125% 11/01/	08/13/2012	Deutsche Bank	XXX	161,123	160,000.00	158,990	159,295		235				159,530		1,593	1,593	1,410	11/01/2013	1FE	
713448BX5	Pepsico Inc Sr Unsec	08/13/2012	Deutsche Bank	XXX	250,870	250,000.00	249,890	249,890		16				249,906		964	964	823	03/05/2015	1FE	
742718DR7	Procter & Gamble	08/01/2012	MATURITY	XXX	40,000	40,000.00	39,971	39,993		7				40,000				550	08/01/2012	1FE	
882508AP9	TEXAS INSTRUMENT 0.875% 5/15/	08/13/2012	Deutsche Bank	XXX	602,322	600,000.00	601,222	601,216		(545)				600,671		1,651	1,651	3,906	05/15/2013	1FE	
92976WBJ4	WACHOVIA CORP MTN 5.500% 5/01/	08/13/2012	Deutsche Bank	XXX	517,490	500,000.00	546,435	525,870		(11,893)				513,977		3,513	3,513	21,542	05/01/2013	1FE	
931422AD1	WALGREEN CO 4.875% 8/01/	08/13/2012	Deutsche Bank	XXX	1,352,962	1,300,000.00	1,400,619	1,384,421		(32,764)				1,351,657		1,305	1,305	65,488	08/01/2013	1FE	
949746NY3	WELLS FARGO CO 4.375% 1/31/	08/13/2012	Deutsche Bank	XXX	254,490	250,000.00	264,190	257,815		(4,445)				253,370		1,120	1,120	11,332	01/31/2013	1FE	
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				XXX	16,670,034	16,292,000.00	17,043,034	15,052,589		(207,613)				16,586,549		83,486	83,486	507,454	XXX	XXX	
8399997 Subtotal - Bonds - Part 4				XXX	22,195,034	21,817,000.00	22,566,703	20,576,027		(207,772)				22,109,828		85,207	85,207	564,030	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
8399999 Subtotal - Bonds				XXX	22,195,034	21,817,000.00	22,566,703	20,576,027		(207,772)				22,109,828		85,207	85,207	564,030	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
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
9899999 Subtotal - Preferred and Common Stocks				XXX	XXX	XXX	XXX	XXX		XXX				XXX		XXX	XXX	XXX	XXX	XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks				XXX	22,195,034	21,817,000.00	22,566,703	20,576,027		(207,772)				22,109,828		85,207	85,207	564,030	XXX	XXX	

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

QE05

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D NONE

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

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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
open depositories								
Wachovia					3,583,399	1,551,056	(3,216,265)	X X X
JP Morgan					150,495	875,459	192,711	X X X
0199998 Deposits in .....74 depositories that do not exceed the allowable limit in any one depository - open depositories	X X X	X X X	5,718	1,973	7,004,523	17,005,704	17,009,061	X X X
0199999 Totals - Open Depositories	X X X	X X X	5,718	1,973	10,738,417	19,432,219	13,985,507	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - suspended depositories	X X X	X X X						X X X
0299999 Totals - Suspended Depositories	X X X	X X X						X X X
0399999 Total Cash On Deposit	X X X	X X X	5,718	1,973	10,738,417	19,432,219	13,985,507	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	5,718	1,973	10,738,417	19,432,219	13,985,507	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
U.S. Governments - Issuer Obligations							
F F C B DEB 4.900% 12/03/		09/26/2012 ...	4.900	12/03/2012 ...	1,008,236	16,061	(664)
0199999 Subtotals - U.S. Governments - Issuer Obligations					1,008,236	16,061	(664)
0599999 Subtotals - U.S. Governments					1,008,236	16,061	(664)
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
HSBC AMERICAS INC C P 12/20/		09/28/2012 ...	0.000	12/20/2012 ...	1,998,889		42
ING US FUNDING LLC C P 12/11/		09/26/2012 ...	0.000	12/11/2012 ...	1,998,975		72
NORTHWESTERN UNIVERSIT C P 12/11/		09/26/2012 ...	0.000	12/11/2012 ...	1,999,408		42
WESTPAC SECURITIES NZ C P 12/21/		09/28/2012 ...	0.000	12/21/2012 ...	1,499,325		25
3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					7,496,597		181
3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated)					7,496,597		181
5599999 Subtotals - Parent, Subsidiaries and Affiliates Bonds							
7799999 Subtotals - Issuer Obligations					8,504,833	16,061	(483)
8399999 Subtotals - Bonds					8,504,833	16,061	(483)
8499999 Sweep Accounts							
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents					8,504,833	16,061	(483)

QE12



MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

NAIC Group Code: 1156

NAIC Company Code: 12941

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

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

Statement of Actuarial Opinion

NONE

Amended Statement Cover

NONE

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

Name of Insurer AMERIGROUP Tennessee, Inc.

Date 11/14/2012 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: 2012.Q.2

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 2012 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): 8.8.0.849

(Signed) Margaret Mary Roomsburg

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

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 09/30/12

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	605,118	1,815,209	2,444,669
Revenues:			
TennCare Capitation	217,970,555	649,201,002	896,910,241
Investment	787,992	2,309,145	2,552,148
Other Revenues	0	-	-
Total Revenues	218,758,547	651,510,147	899,462,389
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	41,596,430	118,944,036	143,533,978
Inpatient Hospital Services	36,359,364	105,494,582	136,053,770
Outpatient Hospital Services	7,759,200	26,046,391	47,033,009
Emergency Room Services	7,900,874	22,408,698	28,151,346
Dental Services	-	-	-
Vision Services	744,001	2,149,315	2,391,743
Pharmacy Services	-	-	-
Home Health Services	6,022,834	19,556,084	27,840,770
Chiropractic Services	-	-	-
Radiology Services	6,000,640	17,363,256	17,898,403
Laboratory Services	3,661,790	10,659,937	10,301,100
Durable Medical Equipment Services	1,606,448	4,513,484	5,294,817
Transportation Services	4,248,864	12,667,555	17,007,828
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	115,900,445	339,803,338	435,506,764
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,288,394	7,156,896	11,509,221
Inpatient Substance Abuse Treatment and Detox	1,525,595	4,641,910	4,505,626
Outpatient Mental Health Services	1,993,449	5,677,838	7,503,980
Outpatient Substance Abuse Treatment and Detox	1,474,502	4,559,746	6,474,527
Housing/Residential Treatment	1,437,804	3,825,664	4,740,336
Specialized Crisis Services	1,062,126	3,168,832	4,390,610
Psychiatric Rehab and Support Services	971,510	2,694,093	3,558,194
Case Management	5,556,981	16,513,078	23,779,936
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
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	16,310,361	48,238,057	66,462,430
CHOICES			
Nursing Facility Care	38,161,483	116,659,095	154,244,185
HCBS Services	8,693,222	22,334,864	22,469,749
Subtotal CHOICES	46,854,705	138,993,959	176,713,934
Subtotal Hospital, Medical, MH&SAS, CHOICES	179,065,511	527,035,354	678,683,128
LESS:			
Net Reinsurance Recoveries Incurred	(72,364)	(202,518)	(28,169)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(72,364)	(202,518)	(28,169)
Total Hospital, Medical, MH&SAS	179,137,875	527,237,872	678,711,297
Administration:			
Compensation	5,416,811	16,324,597	19,977,065
Direct and Allocated Admin expenses	11,605,909	34,129,902	50,715,996
Marketing	48,543	116,035	204,801
Interest Expense	-	-	-
Premium Tax Expense	11,988,380	35,680,551	49,452,316
Occupancy, Depreciation, and Amortization	351,273	957,720	1,183,006
Other Administration - Write-Ins	1,211,139	4,764,732	5,313,790
Total Administration Expenses	30,622,055	91,973,537	126,846,974
Total Expenses	209,759,930	619,211,409	805,558,271
Extraordinary Item	-	-	-
Provision for Income Tax	3,064,854	11,107,138	28,281,396
Net Income (Loss)	5,933,763	21,191,600	65,622,722
Write-Ins for Other Revenues			
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital			
Total Other Medical and Hospital	-	-	-
Write-Ins for Other MH & SS			
Total Other MH & SS	-	-	-
Write-Ins for Other Administration			
Purchased Services	93,422	559,420	813,389
Telephone	132,987	423,905	437,310
State Franchise & Excise Taxes	97,271	350,393	2,028,635
Contributions	13,750	51,250	29,650
Fines & Penalties	76,300	106,984	295,157
Bank Service Charges	13,889	41,338	65,922
Uncollected Provider Claim Recoveries	220,247	1,054,130	(1,004,231)
Postage and Delivery	134,126	518,608	623,174
Printing and Reproduction	150,490	689,788	895,633
Supplies	26,980	124,113	191,590
Temporary Labor	15,685	141,428	126,190
Travel and Entertainment	162,643	500,291	579,520
Recruitment	34,900	79,010	29,300
Other Administration < \$20,000 YTD	38,449	124,074	202,551
Total Other Administration	1,211,139	4,764,732	5,313,790

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Quality Performance Incentive	Money Follows the Person (MFP) Incentive	Long-Term Care Overpayment Recoupment	OCCP Rescission Letter	Liquidated Damages	Premium Taxes	Premium Tax Differential	ASO Claims	ASO Premium Taxes	Cash difference	Premium receivable	
	Cash P2, C3, L5 IA	Premium P4, C2, L2					Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1	
Beginning Balance (Prem. Rec)																	\$ 8,384,341.64	Balance @ 12/31/11
January	74,544,359.95	70,927,179.18	74,586,272.57	1,864,656.81	72,721,615.76	1,831,100.66											-	33,556.15
February	8,700.00	22,000.00						22,000.00									0.00	-
February	57,857,520.76	69,943,718.66	57,355,030.88	1,433,875.77	55,921,155.11	1,864,656.81					(8,356.47)						(13,300.00)	(503,417.58)
February						72,636.54					(927.70)							72,636.54
March	72,095,080.21	71,918,470.42	72,457,645.58	1,811,441.14	70,646,204.44	1,433,875.77	72,636.54										15,000.00	362,585.37
March						15,000.00		15,000.00										(30,000.00)
April	74,174,759.47	71,461,108.54	73,654,855.82	1,841,371.40	71,813,484.52	2,361,274.95						109,369.81	6,738.14	1,022.59			(116,107.95)	(403,795.60)
April																		
April	1,022.59	1,022.59																
April	12,395.80	12,395.80										10,197.59						
April	8,700.00	8,700.00						8,000.00			(300.00)							
May	69,244,537.21	71,139,495.39	71,668,922.93	1,791,723.07	69,877,199.86	1,846,771.40			(2,460,634.05)	5,700.00							(18,900.00)	(49,448.33)
May											200.00							
June	71,930,079.39	75,708,520.24	71,936,775.71	1,799,419.39	70,138,356.32	1,791,723.07												(0.00)
July	71,548,070.85	71,708,860.37	71,552,975.86	1,788,824.40	69,764,151.46	1,813,419.39												(15,000.01)
August	76,021,428.29	74,175,786.23	76,125,234.76	1,903,130.87	74,222,103.89	1,788,824.40		15,000.00										(4,500.00)
September	75,017,348.69	72,085,907.63	75,009,864.43	1,875,246.61	73,134,617.82	1,903,130.87												(20,400.00)
Total	\$ 642,464,203.21	\$ 649,201,001.59	\$ 644,347,578.64	\$ 16,108,689.47	\$ 628,238,869.17	\$ 16,722,413.87	\$ 72,636.54	\$ 61,000.00	\$ (2,460,634.05)	\$ 5,700.00	\$ (80,984.17)	\$ 119,587.40	\$ 6,738.14	\$ 1,022.59	\$ 2,198.21	\$ (224,344.49)	\$ 7,994,961.73	

Reconciliation

Cash collected	\$ 642,464,203.21
Premium earned	649,201,001.59
Difference	\$ (6,736,798.38)

Premium Receivable \$ 7,405,316.51

Less:

Beginning Balance	\$ 8,384,341.64
Liquidated Damages	(80,984.17)
OCCP Rescission Letter	5,700.00
ASO Claims	1,022.59
ASO Premium Taxes	2,198.21
HMS Refund-Premium Tax	10,197.59
Change in Payment Adjustments @ 09-2012	(7,653,957.74)
	\$ 668,518.12

Difference \$ (6,736,798.39) 0.01

\$ 7,994,961.73	Changes in Premium Receivable:
(200.00)	Rescinded/Liquidated Damages
(589,445.22)	Retro Receivable
7,405,316.51	Subtotal @ 09/30/12
7,405,316.50	Trial Balance @ 09/30/12
0.01	Checkpoint

Cash that should be included on premium tax return

Medicaid Premiums	649,201,001.59
Change in Premium Receivable	979,025.13
ASO Claims	1,022.59
ASO Premium Taxes	2,198.21
HMS Refund-Premium Tax	10,197.59
Change in Payment Adjustments @ 09-2012	(7,653,957.74)
	642,539,487.37
1Q12 Cash Included	(204,528,245.09)
2Q12 Cash Included	(215,384,994.46)
	222,626,247.82
Total Cash collected	642,464,203.21
1Q12 Cash Included	(204,528,245.09)
2Q12 Cash Included	(215,384,994.46)
add back liquidated damages	75,284.17
	222,626,247.83
	(0.01)

12,244,443.63

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.....	119,000					119,000
0499999 Premium due and unpaid from Medicaid entities.....	7,405,317					7,405,317
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) .	7,524,317					7,524,317

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Caremark	152,289	100,274	93,117	561,948	907,628	.....
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed .....	.....	.....	.....	.....	.....	.....
0199999 Subtotal - Pharmaceutical Rebate Receivables	152,289	100,274	93,117	561,948	907,628	.....
0299998 Claim Overpayment Receivables - Not Individually Listed	722,417	333,209	53,563	17,246	1,126,435	.....
0299999 Subtotal - Claim Overpayment Receivables	722,417	333,209	53,563	17,246	1,126,435	.....
Loans and Advances to Providers						
.....						
0399998 Loans and Advances to Providers - Not Individually Listed				122,000	122,000	.....
0399999 Subtotal - Loans and Advances to Providers				122,000	122,000	.....
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivables						
TennCare Oversight	552,188	.....	.....	1,219,747	.....	1,771,935
0699998 Other Receivables - Not Individually Listed .....	.....	.....	.....	.....	.....	.....
0699999 Subtotal - Other Receivables	552,188	.....	.....	1,219,747	.....	1,771,935
0799999 Gross health care receivables	1,426,894	433,483	146,680	1,920,941	2,156,063	1,771,935

