

**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, 2016**

**2016**

**HEALTH**

**2016**



# HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2016  
OF THE CONDITION AND AFFAIRS OF THE

## AMERIGROUP Tennessee, Inc.

NAIC Group Code 0671 0671 NAIC Company Code 12941 Employer's ID Number 20-4776597  
(Current) (Prior)

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: Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized 04/26/2006 Commenced Business 04/01/2007

Statutory Home Office 22 Century Boulevard, Suite 220, Nashville, TN, US 37214  
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 4425 Corporation Lane  
(Street and Number) 757-490-6900  
Virginia Beach, VA, US 23462  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 4425 Corporation Lane, Virginia Beach, VA, US 23462  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 4425 Corporation Lane  
(Street and Number) 757-490-6900  
Virginia Beach, VA, US 23462  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.amerigroup.com

Statutory Statement Contact Bette Lou Gronseth, 757-518-3638  
(Name) (Area Code) (Telephone Number)  
Bette.Gronseth@amerigroup.com, 757-557-6742  
(E-mail Address) (FAX Number)

### OFFICERS

Chairperson Charles Brian Shipp Vice President/COO Edna Laverne Willingham  
President/CEO Alvin Brock King Vice President/Assistant Secretary Jack Louis Young

### OTHER

Kathleen Susan Kiefer, Secretary Robert David Kretschmer, Treasurer Eric (Rick) Kenneth Noble, Assistant Treasurer  
Kendall Benjamin Edwards, Vice President - Finance Mark Daniel Justus, Valuation Actuary

### DIRECTORS OR TRUSTEES

Carter Allen Beck Catherine Irene Kelaghan Alvin Brock King  
Charles Brian Shipp

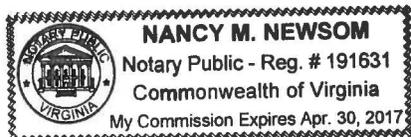
State of Tennessee SS:  
County of Nashville

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

Alvin Brock King President/CEO  
Robert David Kretschmer Treasurer  
Kathleen Susan Kiefer Secretary

Subscribed and sworn to before me this 14th day of November, 2016  
Nancy M. Newsom

- 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.....



STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**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 .....	394,201,505		394,201,505	358,305,356
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	21,292,634
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ encumbrances) .....			0	0
5. Cash (\$ .....48,691,738 ), cash equivalents (\$ ..... ) and short-term investments (\$ .....3,476,445 ) .....	52,168,183		52,168,183	147,253,525
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....			0	0
9. Receivables for securities .....			0	76,941
10. Securities lending reinvested collateral assets .....	40,400,205		40,400,205	24,199,098
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	486,769,893	0	486,769,893	551,127,554
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	3,842,618		3,842,618	3,676,491
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	33,366,230		33,366,230	7,908,540
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums (\$ ..... ) and contracts subject to redetermination (\$ .....2,126,672 ) .....	2,126,672		2,126,672	1,646,637
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	10,056,134		10,056,134	8,865,445
18.1 Current federal and foreign income tax recoverable and interest thereon .....	1,720,328		1,720,328	0
18.2 Net deferred tax asset .....	9,892,297	266,630	9,625,667	16,947,281
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....			0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	4,672,062	4,672,062	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	2,896,085		2,896,085	74,636
24. Health care (\$ .....2,024,088 ) and other amounts receivable .....	8,906,616	6,882,528	2,024,088	1,304,578
25. Aggregate write-ins for other than invested assets .....	262,180	262,180	0	99
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	564,511,115	12,083,400	552,427,715	591,551,261
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	564,511,115	12,083,400	552,427,715	591,551,261
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Prepaid Expenses .....	262,180	262,180	0	0
2502. State Income Tax Receivable .....			0	99
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	262,180	262,180	0	99

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded) .....	208,154,245		208,154,245	182,082,975
2. Accrued medical incentive pool and bonus amounts .....	1,016,686		1,016,686	1,436,341
3. Unpaid claims adjustment expenses .....	6,478,009		6,478,009	6,295,127
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	48,863,513		48,863,513	8,686,982
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....	12,670,267		12,670,267	144,407,148
9. General expenses due or accrued .....	8,544,693		8,544,693	3,290,017
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....			0	6,927,021
10.2 Net deferred tax liability .....			0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....	83,934		83,934	31,018
13. Remittances and items not allocated .....	12,685,863		12,685,863	11,652,003
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	5,436,592		5,436,592	2,143,617
16. Derivatives .....			0	0
17. Payable for securities .....			0	0
18. Payable for securities lending .....	40,400,205		40,400,205	24,199,098
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... certified reinsurers) .....			0	0
20. Reinsurance in unauthorized and certified (\$ ..... ) companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....	11,264,350		11,264,350	9,898,177
23. Aggregate write-ins for other liabilities (including \$ .....31,489,344 current) .....	32,223,513	0	32,223,513	20,934,704
24. Total liabilities (Lines 1 to 23) .....	387,821,870	0	387,821,870	421,984,228
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	24,277,032
26. Common capital stock .....	XXX	XXX	1,000	1,000
27. Preferred capital stock .....	XXX	XXX		
28. Gross paid in and contributed surplus .....	XXX	XXX	110,809,432	110,809,432
29. Surplus notes .....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	53,795,413	34,479,569
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	164,605,845	169,567,033
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	552,427,715	591,551,261
<b>DETAILS OF WRITE-INS</b>				
2301. Accrued Premium Tax .....	31,302,341		31,302,341	20,394,177
2302. Escheat Liability .....	815,945		815,945	540,527
2303. Other Discrepant Members .....	97,009		97,009	
2398. Summary of remaining write-ins for Line 23 from overflow page .....	8,218	0	8,218	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above) .....	32,223,513	0	32,223,513	20,934,704
2501. Estimated ACA Health Insurer Fee .....	XXX	XXX	0	24,277,032
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	XXX	XXX	0	24,277,032
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above) .....	XXX	XXX	0	0

**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	4, 127, 646	3, 668, 273	4, 953, 662
2. Net premium income ( including \$ non-health premium income)	XXX	1, 480, 559, 418	1, 238, 420, 738	1, 682, 022, 317
3. Change in unearned premium reserves and reserve for rate credits	XXX	(40, 169, 444)	6, 317, 579	6, 382, 900
4. Fee-for-service (net of \$ medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1, 440, 389, 974	1, 244, 738, 317	1, 688, 405, 217
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits		938, 388, 125	746, 724, 140	1, 014, 721, 485
10. Other professional services		76, 135, 827	59, 707, 951	82, 276, 481
11. Outside referrals				
12. Emergency room and out-of-area		98, 298, 235	101, 545, 262	128, 252, 813
13. Prescription drugs		8, 837, 786	6, 332, 973	8, 223, 795
14. Aggregate write-ins for other hospital and medical	0	103, 683, 204	83, 246, 812	129, 993, 431
15. Incentive pool, withhold adjustments and bonus amounts		1, 027, 179	982, 210	1, 244, 273
16. Subtotal (Lines 9 to 15)	0	1, 226, 370, 356	998, 539, 348	1, 364, 712, 278
<b>Less:</b>				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	1, 226, 370, 356	998, 539, 348	1, 364, 712, 278
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 64,936,081 cost containment expenses		89, 512, 383	72, 428, 118	113, 679, 238
21. General administrative expenses		137, 824, 190	143, 307, 065	167, 544, 818
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22)	0	1, 453, 706, 929	1, 214, 274, 531	1, 645, 936, 334
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(13, 316, 955)	30, 463, 786	42, 468, 883
25. Net investment income earned		9, 609, 448	6, 725, 944	9, 818, 763
26. Net realized capital gains (losses) less capital gains tax of \$ 1,598,183		(496, 812)	139, 316	(30, 602)
27. Net investment gains (losses) (Lines 25 plus 26)	0	9, 112, 636	6, 865, 260	9, 788, 161
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ) (amount charged off \$ (1,217) )]		(1, 217)		
29. Aggregate write-ins for other income or expenses	0	0	0	0
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	(4, 205, 536)	37, 329, 046	52, 257, 044
31. Federal and foreign income taxes incurred	XXX	(3, 123, 836)	16, 090, 346	29, 574, 694
32. Net income (loss) (Lines 30 minus 31)	XXX	(1, 081, 700)	21, 238, 700	22, 682, 350
<b>DETAILS OF WRITE-INS</b>				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401. DME, Home Health Care, Ambulance, Labs, Other LTSS, Therapy, Other		103, 683, 204	83, 246, 812	129, 993, 431
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	103, 683, 204	83, 246, 812	129, 993, 431
2901. Other Income (expense)				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	169,567,033	156,552,359	156,552,359
34. Net income or (loss) from Line 32.....	(1,081,700)	21,238,700	22,682,350
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... 1,570,121	2,915,938	(7,251,790)	(7,993,360)
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(8,292,673)	(4,595,714)	5,079,142
39. Change in nonadmitted assets.....	1,497,247	(5,865,001)	(6,753,458)
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(4,961,188)	3,526,195	13,014,674
49. Capital and surplus end of reporting period (Line 33 plus 48)	164,605,845	160,078,554	169,567,033
<b>DETAILS OF WRITE-INS</b>			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	1,322,891,899	1,094,273,867	1,699,226,123
2. Net investment income .....	11,635,683	6,363,404	10,246,910
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	1,334,527,582	1,100,637,271	1,709,473,033
5. Benefit and loss related payments .....	1,202,575,850	899,380,543	1,262,387,412
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7. Commissions, expenses paid and aggregate write-ins for deductions .....	210,284,562	194,967,161	273,295,620
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	7,121,696	24,725,974	30,424,370
10. Total (Lines 5 through 9) .....	1,419,982,108	1,119,073,678	1,566,107,402
11. Net cash from operations (Line 4 minus Line 10) .....	(85,454,526)	(18,436,407)	143,365,631
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	59,779,452	48,380,334	68,529,076
12.2 Stocks .....	21,595,926	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	295	290	290
12.7 Miscellaneous proceeds .....	76,941	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	81,452,614	48,380,624	68,529,366
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	92,603,586	233,215,699	256,479,726
13.2 Stocks .....	0	694,911	694,911
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	16,201,107	29,265,617	17,958,040
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	108,804,693	263,176,227	275,132,677
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(27,352,079)	(214,795,603)	(206,603,311)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied) .....	17,721,263	62,361,040	19,068,385
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	17,721,263	62,361,040	19,068,385
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(95,085,342)	(170,870,970)	(44,169,295)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	147,253,525	191,422,820	191,422,820
19.2 End of period (Line 18 plus Line 19.1) .....	52,168,183	20,551,850	147,253,525
<b>Note: Supplemental disclosures of cash flow information for non-cash transactions:</b>			
20.0001. Depreciation .....	512,556	159,758	243,259

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**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							
<b>Total Members at end of:</b>										
1. Prior Year .....	426,813	0	0	0	0	0	0	7,734	419,079	0
2. First Quarter .....	446,127	0	0	0	0	0	0	7,969	438,158	0
3. Second Quarter .....	459,772	0	0	0	0	0	0	8,756	451,016	0
4. Third Quarter .....	455,991							9,247	446,744	
5. Current Year	0									
6. Current Year Member Months	4,127,646							76,381	4,051,265	
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	1,913,238							106,511	1,806,727	
8. Non-Physician .....	2,340,614							82,991	2,257,623	
9. Total	4,253,852	0	0	0	0	0	0	189,502	4,064,350	0
10. Hospital Patient Days Incurred	242,271							17,261	225,010	
11. Number of Inpatient Admissions	40,543							2,730	37,813	
12. Health Premiums Written (a) .....	1,480,559,418							84,886,930	1,395,672,488	
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	1,440,389,974							83,766,174	1,356,623,800	
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services.....	1,200,718,741							68,155,442	1,132,563,299	
18. Amount Incurred for Provision of Health Care Services	1,226,370,356							70,262,071	1,156,108,285	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....84,866,930



**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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					0	0
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....	10,060,420	62,448,665	(809,902)	11,592,006	9,250,518	8,738,894
7. Title XIX - Medicaid .....	170,598,723	964,720,715	2,728,636	194,643,505	173,327,359	173,344,081
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8) .....	180,659,143	1,027,169,380	1,918,734	206,235,511	182,577,877	182,082,975
10. Healthcare receivables (a) .....	527,577	8,029,039			527,577	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	1,032,011	414,823	45,758	970,928	1,077,769	1,436,341
13. Totals (Lines 9-10+11+12)	181,163,577	1,019,555,164	1,964,492	207,206,439	183,128,069	183,519,316

(a) Excludes \$ 350,000 loans or advances to providers not yet expensed.

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STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
**NOTES TO FINANCIAL STATEMENTS**

*For the purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2015. This presentation addresses only significant events occurring since the last Annual Statement.*

**1. Summary of Significant Accounting Policies and Going Concern**

**A. Accounting Practices**

The accompanying financial statements of AMERIGROUP Tennessee, Inc. (the “Company”) have been prepared in conformity with the National Association of Insurance Commissioners’ (“NAIC”) *Annual Statement Instructions* and in accordance with accounting practices prescribed by the NAIC *Accounting Practices and Procedures Manual* (“NAIC SAP”), subject to any deviations prescribed or permitted by the Tennessee Department of Commerce and Insurance (the “TDCI”).

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the TDCI is shown below:

	<b>State of Domicile</b>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
<b><u>Net Income</u></b>			
(1) AMERIGROUP Tennessee, Inc. state basis (Page 4, Line 32, Columns 2 & 4)	Tennessee	\$ (1,081,700)	\$ 22,682,350
(2) State Prescribed Practices that increase/ (decrease) NAIC SAP:	—	—	—
(3) State Permitted Practices that increase/(decrease) NAIC SAP:	—	—	—
(4) NAIC SAP (1-2-3=4)	Tennessee	\$ (1,081,700)	\$ 22,682,350
<b><u>Surplus</u></b>			
(5) AMERIGROUP Tennessee, Inc. state basis (Page 3, Line 33, Columns 3 & 4)	Tennessee	\$ 164,605,845	\$ 169,567,033
(6) State Prescribed Practices that increase/ (decrease) NAIC SAP:	—	—	—
(7) State Permitted Practices that increase/(decrease) NAIC SAP:	—	—	—
(8) NAIC SAP (5-6-7=8)	Tennessee	\$ 164,605,845	\$ 169,567,033

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

No significant change.

**C. Accounting Policies**

(1) - (5) No significant change.

(6) Loan-backed securities are stated at amortized cost. Pre-payment assumptions for loan-backed securities and structured securities were obtained from broker-dealer survey

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
NOTES TO FINANCIAL STATEMENTS

values or internal estimates. These assumptions are consistent with the current interest rate and economic environment. The retrospective adjustment method is used to value all loan-backed securities. Non-investment grade loan-backed securities are stated at the lower of amortized cost or fair value.

(7) - (13) No significant change.

**D. Going Concern**

Not applicable.

**2. Accounting Changes and Corrections of Errors**

Not applicable.

**3. Business Combinations and Goodwill**

Not applicable.

**4. Discontinued Operations**

Not applicable.

**5. Investments**

**A. - C.**

Not applicable.

**D. Loan-Backed Securities**

1. Prepayment assumptions for single-class and multi-class mortgage-backed and asset-backed securities were obtained from broker-dealer survey values or internal estimates. The Company used various third-party pricing sources in determining the market value of its loan-backed securities.
2. The Company did not recognize other-than-temporary impairments ("OTTI")s on its loan-backed securities during the nine months ended September 30, 2016.
3. The Company did not hold other-than-temporarily impaired loan-backed securities at September 30, 2016.
4. The Company had no impaired securities for which an OTTI had not been recognized in earnings as a realized loss at September 30, 2016.
5. The Company had no impaired loan-backed securities at September 30, 2016.

**E. Repurchase Agreements and/or Securities Lending Transactions**

1. Not applicable.
2. No significant change.
3. Collateral Received

a. No significant change.

b. The fair value of that collateral and of the portion of that collateral that it has sold or replugged \$ 40,408,006

c. No significant change.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
NOTES TO FINANCIAL STATEMENTS

4. Not applicable.
5. No significant change.
6. Not applicable.
7. Not applicable.

**F. Real Estate**

Not applicable.

**G. Investments in Low-Income Housing Tax Credits**

Not applicable.

**H. Restricted Assets**

No significant change.

**I. Working Capital Finance Investments**

Not applicable.

**J. Offsetting and Netting of Assets and Liabilities**

Not applicable.

**K. Structured Notes**

Not applicable.

**6. Joint Ventures, Partnerships and Limited Liability Companies**

No significant change.

**7. Investment Income**

No significant change.

**8. Derivative Instruments**

Not applicable.

**9. Income Taxes**

No significant change.

**10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties**

**A. Nature of the Relationship**

On July 24, 2015, the Company's ultimate parent company, Anthem, Inc. ("Anthem"), and Cigna Corporation ("Cigna") entered into an Agreement and Plan of Merger dated as of July 23, 2015, by and among Anthem, Cigna and Anthem Merger Sub Corp., a Delaware corporation and a direct wholly-owned subsidiary of Anthem, pursuant to which Anthem will acquire all outstanding shares of Cigna. The acquisition is subject to certain state regulatory approvals, standard closing conditions and customary approvals required under the Hart-Scott-Rodino Antitrust Improvements Act.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
NOTES TO FINANCIAL STATEMENTS

On July 21, 2016, the U.S. Department of Justice, along with certain state attorneys general, filed a civil antitrust lawsuit in the U.S. District Court for the District of Columbia seeking to block the acquisition. Anthem intends to vigorously defend the acquisition in this litigation and remains committed to completing the acquisition as soon as practicable.

**B. - C.**

No significant change.

**D. Amounts Due to or from Related Parties**

At September 30, 2016, the Company reported \$2,896,085 due from affiliates and \$5,436,592 due to affiliates. The receivable and payable balances represent intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

**E. - L.**

No significant change.

**11. Debt**

Not applicable.

**12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans**

**A. Defined Benefit Plan**

Not applicable.

**B.** Not applicable.

**C.** Not applicable.

**D.** Not applicable.

**E. Defined Contribution Plans**

Not applicable.

**F. Multiemployer Plans**

The Company does not participate in a multiemployer plan.

**G. Consolidated/Holding Company Plans**

No significant change.

**13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

No significant change.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
NOTES TO FINANCIAL STATEMENTS

**14. Liabilities, Contingencies and Assessments**

**A. - E.**

No significant change.

**F. All Other Contingencies**

In March 2016, Anthem filed a lawsuit against its vendor for pharmacy benefit management (“PBM”) services, captioned *Anthem, Inc. v. Express Scripts, Inc.*, in the U.S. District Court for the Southern District of New York. The lawsuit seeks to recover damages for pharmacy pricing that is higher than competitive benchmark pricing, damages related to operational breaches and seeks various declarations under the PBM agreement between the parties. Anthem’s suit asserts that Express Scripts, Inc.’s (“Express Scripts”) current pricing exceeds the competitive benchmark pricing required by the PBM agreement over the remaining term of the PBM agreement and through the post-termination transition period. Further, Anthem believes that Express Scripts’ excessive pricing has caused Anthem to lose existing customers and prevented the Company from gaining new business. In addition to the amounts associated with competitive benchmark pricing, Anthem is seeking damages associated with operational breaches incurred to date, together with a declaratory judgment that Express Scripts: (1) breached its obligation to negotiate in good faith and to agree in writing to new pricing terms; (2) is required to provide competitive benchmark pricing to Anthem through the term of the PBM agreement; (3) has breached the PBM agreement, and that Anthem can terminate the PBM agreement either due to Express Scripts’ breaches or because Anthem has determined that Express Scripts’ performance with respect to the delegated Medicare Part D functions has been unsatisfactory; and (4) is required under the PBM agreement to provide post-termination services, at competitive benchmark pricing, for one year following any termination. In April 2016, Express Scripts filed an answer to the lawsuit disputing Anthem’s contractual claims and alleging various defenses and counterclaims. Express Scripts contends that Anthem breached the PBM agreement by failing to negotiate proposed new pricing terms in good faith and that Anthem breached the implied covenant of good faith and fair dealing by disregarding the terms of the transaction. In addition, Express Scripts is seeking declaratory judgments: (1) regarding the timing of the periodic pricing review under the PBM agreement; (2) that it has no obligation to ensure that Anthem receives any specific level of pricing, that Anthem has no contractual right to any change in pricing under the PBM agreement and that its sole obligation is to negotiate proposed pricing terms in good faith; and (3) that Anthem does not have the right to terminate the PBM agreement. In the alternative, Express Scripts claims that Anthem has been unjustly enriched by its payment of \$4.675 billion at the time of the PBM agreement. Anthem believes that Express Scripts’ defenses and counterclaims are without merit. Anthem intends to vigorously pursue these claims and defend against any counterclaims; however, the ultimate outcome cannot be presently determined.

Anthem and Express Scripts were also named as defendants in a purported class action lawsuit filed in June 2016 in the Southern District of New York by three members of ERISA plans alleging ERISA violations. The lawsuit was then consolidated with a similar lawsuit that was previously filed against Express Scripts. A first amended consolidated complaint was filed in the consolidated lawsuit, which is captioned *In Re Express Scripts/Anthem ERISA Litigation*. The first amended consolidated complaint was filed by six individual plaintiffs against Anthem and Express Scripts on behalf of all persons who are participants in or beneficiaries of any ERISA or non-ERISA health care plan from December 1, 2009 to the present in which Anthem provided prescription drug benefits through a PBM agreement with Express Scripts and who paid a percentage bases on co-insurance payment in the course of using that prescription drug benefit. As to the ERISA members, the plaintiffs allege that Anthem breached its duties under ERISA (i) by failing to adequately monitor Express Scripts’ pricing under the PBM agreement and (ii) by trading off the best interests of Anthem insureds for its own pecuniary interest by allegedly agreeing to higher pricing in the PBM agreement in exchange for the \$4.675 billion purchase price for Anthem’s NextRX PBM business. As to the non-ERISA members, the

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
NOTES TO FINANCIAL STATEMENTS

plaintiffs assert that Anthem breached the implied covenant of good faith and fair dealing implied in the health plans under which the non-ERISA members are covered by (i) negotiating and entering into the PBM agreement with Express Scripts that was detrimental to the interests of the such non-ERISA members, (ii) failing to adequately monitor the activities of Express Scripts, including failing to timely monitor and correct the prices charged by Express Scripts for prescription medications, and (iii) acting in Anthem's self-interests instead of the interests of the non-ERISA members when it accepted the \$4.675 billion purchase price for NextRx. Plaintiffs seek to recover all losses suffered by the proposed class, equitable relief, disgorgement of alleged ill-gotten gains, injunctive relief, joint and several liability, attorney's fees and costs and interest. Anthem intends to vigorously defend this suit; however, its ultimate outcome cannot be presently determined.

**15. Leases**

No significant change.

**16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk**

No significant change.

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

**A. Transfers of Receivables Reported as Sales**

Not applicable.

**B. Transfer and Servicing of Financial Assets**

(1) The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers. At September 30, 2016, the fair value of securities loaned was \$39,431,408 and the carrying value of securities loaned was \$35,753,221.

(2) - (7) Not applicable.

**C. Wash Sales**

1. In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.

2. At September 30, 2016, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

**A. Administrative Services Only Plans**

Not applicable.

**B. Administrative Services Contract Plans**

No significant change.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
NOTES TO FINANCIAL STATEMENTS

**C. Medicare or Other Similarly Structured Cost-Based Reimbursement Contract**

No significant change.

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

Not applicable.

**20. Fair Value**

**A. Fair Value Measurements**

(1) Fair Value Measurement at Reporting Date

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Bonds				
Industrial and misc	\$ —	\$ 29,687,645	\$ —	\$ 29,687,645
Total bonds	—	29,687,645	—	29,687,645
Total assets at fair value	\$ —	\$ 29,687,645	\$ —	\$ 29,687,645

(2) As of September 30, 2016, there were no investments in Level 3 carried at fair value.

(3) The Company's policy is to recognize transfers between Levels, if any, as of the beginning of the reporting period.

(4) Fair values of fixed maturity securities are based on quoted market prices, where available. These fair values are obtained primarily from third party pricing services, which generally use Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. United States government securities represent Level 1 securities, while Level 2 securities primarily include corporate securities, securities from states, municipalities and political subdivisions and residential mortgage-backed securities. For Securities not actively traded, the third party pricing services may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds.

Fair values of equity securities are generally designated as Level 1 and are based on quoted market prices. For certain equity securities, quoted market prices for the identical security are not always available and the fair value is estimated by reference to similar securities for which quoted prices are available. These securities are designated Level 2. The Company has certain equity securities, including private equity securities, for which the fair value is estimated based on each security's current condition and future cash flow projections. Such securities are designated Level 3. The fair values of these private equity securities are generally based on either broker quotes or discounted cash flow projections using assumptions for inputs such as the weighted-average cost of capital, long-term revenue growth rates and earnings before interest, taxes, depreciation and amortization, or revenue multiples that are not observable in the markets.

There have been no significant changes in the valuation techniques during the current period.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
**NOTES TO FINANCIAL STATEMENTS**

**B. Fair Value Measurements Under Other Accounting Pronouncements**

Not applicable.

**C. Financial Instruments**

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 407,115,682	\$ 394,201,505	\$ 2,391,876	\$ 404,723,806	\$ —	\$ —
Short-term investments	3,476,445	3,476,445	3,476,445	—	—	—
Securities lending collateral asset	40,408,006	40,400,205	30,946,730	9,461,276	—	—

**D. Not Practicable to Estimate Fair Value**

There are no financial instruments that were not practicable to estimate fair value.

**21. Other Items**

No significant change.

**22. Events Subsequent**

Subsequent events have been considered through November 14, 2016 for the statutory statement issued on November 14, 2016. There were no events occurring subsequent to September 30, 2016 requiring recognition or disclosure.

**23. Reinsurance**

No significant change.

**24. Retrospectively Rated Contracts & Contracts Subject to Redetermination**

**A. - D.**

No significant change.

**E. Risk Sharing Provisions of the Affordable Care Act ("ACA")**

(1) Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk sharing provisions (YES/NO)? No

(2) Impact of Risk-Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year.

Not applicable.

(3) Roll-forward of prior year ACA risk-sharing provisions for the following asset (gross of any nonadmission) and liability balances, along with the reasons for adjustments to prior year balance.

Not applicable.

(4) Roll-forward of Risk Corridors Asset and Liability Balances by Program Benefit Year.

Not applicable.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE AMERIGROUP Tennessee, Inc.  
NOTES TO FINANCIAL STATEMENTS

(5) ACA Risk Corridors Receivable as of Reporting Date.

Not applicable.

**25. Change in Incurred Claims and Claim Adjustment Expenses**

The estimated cost of claims and claim adjustment expense attributable to insured events of prior years increased by \$6,765,638 during 2016. This is approximately 3.6% of unpaid claims and claim adjustment expenses of \$189,814,443 as of December 31, 2015. The deficiency reflects the increases in estimated claims and claims adjustment expenses as a result of claims payment during the year, and as additional information is received regarding claims incurred prior to 2016. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims and unpaid claim adjustment expense.

**26. Intercompany Pooling Arrangements**

Not applicable.

**27. Structured Settlements**

Not applicable.

**28. Health Care Receivables**

No significant change.

**29. Participating Policies**

Not applicable.

**30. Premium Deficiency Reserves**

1. Liability carried for premium deficiency reserves	\$	—
2. Date of the most recent evaluation of this liability		December 31, 2016
3. Was anticipated investment income utilized in the calculation?	Yes	No X

The Company did not record any premium deficiency reserves at September 30, 2016.

**31. Anticipated Salvage and Subrogation**

No significant change.

# 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 [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [ X ]
- 2.2 If yes, date of change: .....
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? ..... Yes [ X ] No [ ]  
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [ X ]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 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 the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ X ] 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. .... 12/31/2014
- 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. .... 12/31/2012
- 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). .... 03/04/2016
- 6.4 By what department or departments?  
State of Tennessee Department of Commerce and Insurance TennCare Division
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ ] No [ ] N/A [ 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

**GENERAL INTERROGATORIES**

- 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 [ X ] No [ ]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
The Anthem Standards of Ethical Business Conduct applies to all associates, management, officers and directors of Anthem. In June 2016 the code of conduct was revised for the following: a) updated Gift policy (offering) to address new Finance policy prohibiting offering gift cards, unless an approved wellness program; b) added a new section on Telephone Consumer Protection Act; c) added a new section on Non-discrimination under the Affordable Care Act (ACA) since we had a section on non-discrimination for government business.
- 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 [ X ] No [ ]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ 2,474,903

**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: ..... \$
13. Amount of real estate and mortgages held in short-term investments: ..... \$
- 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:
- |   | 1<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>Carrying Value |
|---|--|---|
| 14.21 Bonds .....   | \$ 0   | \$  |
| 14.22 Preferred Stock .....   | \$ 0   | \$  |
| 14.23 Common Stock .....  | \$ 0   | \$  |
| 14.24 Short-Term Investments .....  | \$ 0   | \$  |
| 14.25 Mortgage Loans on Real Estate .....   | \$ 0   | \$  |
| 14.26 All Other .....   | \$ 0   | \$  |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$ 0   | \$ 0  |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$   | \$  |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [ ] No [ X ]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ ]  
If no, attach a description with this statement.

**GENERAL INTERROGATORIES**

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....\$ .....40,408,006
  - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....\$ .....40,400,205
  - 16.3 Total payable for securities lending reported on the liability page .....\$ .....40,400,205

17. 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 [ X ] No [ ]
- 17.1 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
Bank of New York Mellon Corporation .....	One BNY Mellon Center Room 151-1035 Pittsburgh, PA 15258 .....

- 17.2 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)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? ..... Yes [ ] No [ X ]

- 17.4 If yes, give full information relating thereto:

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

- 17.5 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
105006 .....	Deutsche Asset Management .....	New York, NY .....
113878 .....	McDonnell Investment Management, LLC .....	Oak Brook, IL .....
110441 .....	Western Asset Management .....	Pasadena, CA .....

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed? ..... Yes [ X ] No [ ]

- 18.2 If no, list exceptions:

# GENERAL INTERROGATORIES

## PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent .....89.6 %
  - 1.2 A&H cost containment percent .....4.5 %
  - 1.3 A&H expense percent excluding cost containment expenses .....11.3 %
- 2.1 Do you act as a custodian for health savings accounts? ..... Yes [ ] No [ X ]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date .....\$.....
- 2.3 Do you act as an administrator for health savings accounts? ..... Yes [ ] No [ X ]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date .....\$.....

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
<b>NONE</b>								

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

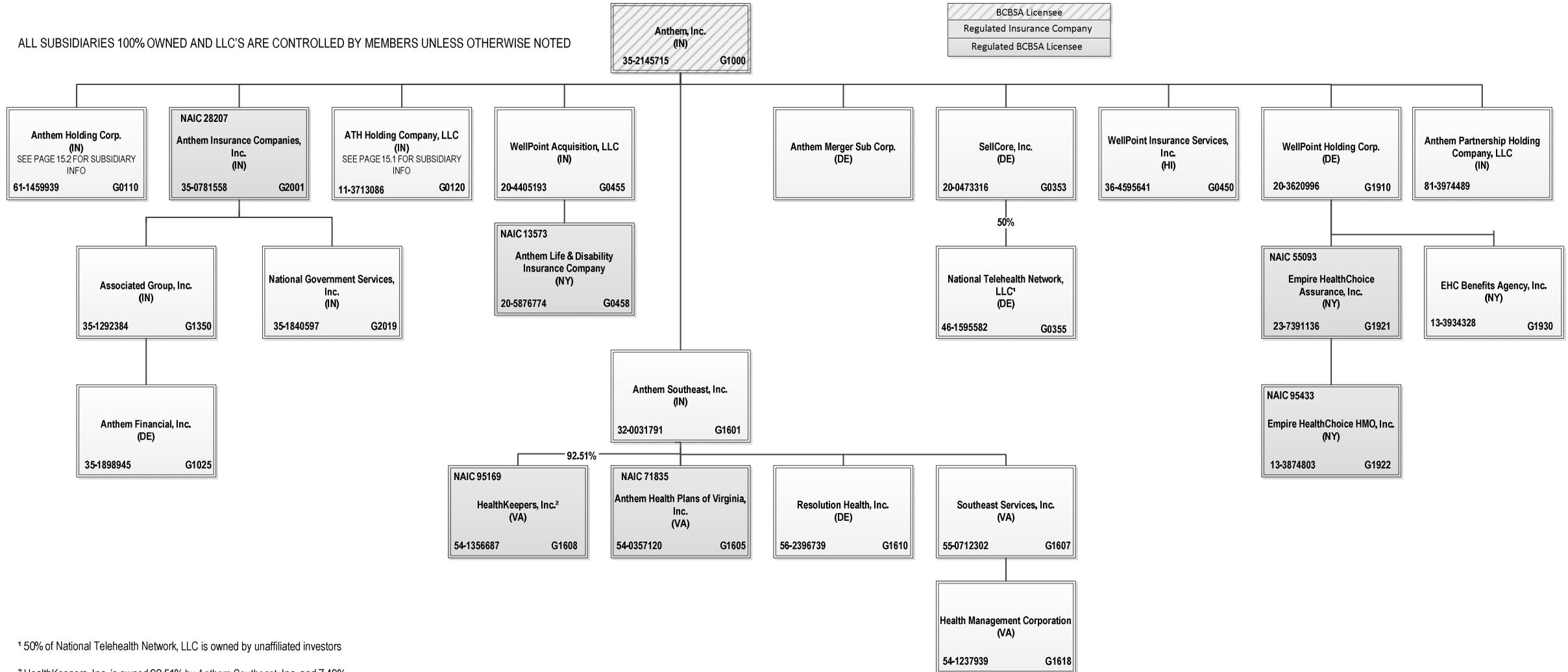
States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. District of Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	84,886,930	1,395,672,488				1,480,559,418		
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	84,886,930	1,395,672,488	0	0	0	1,480,559,418	0	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 1	0	84,886,930	1,395,672,488	0	0	0	1,480,559,418	0	0
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(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**

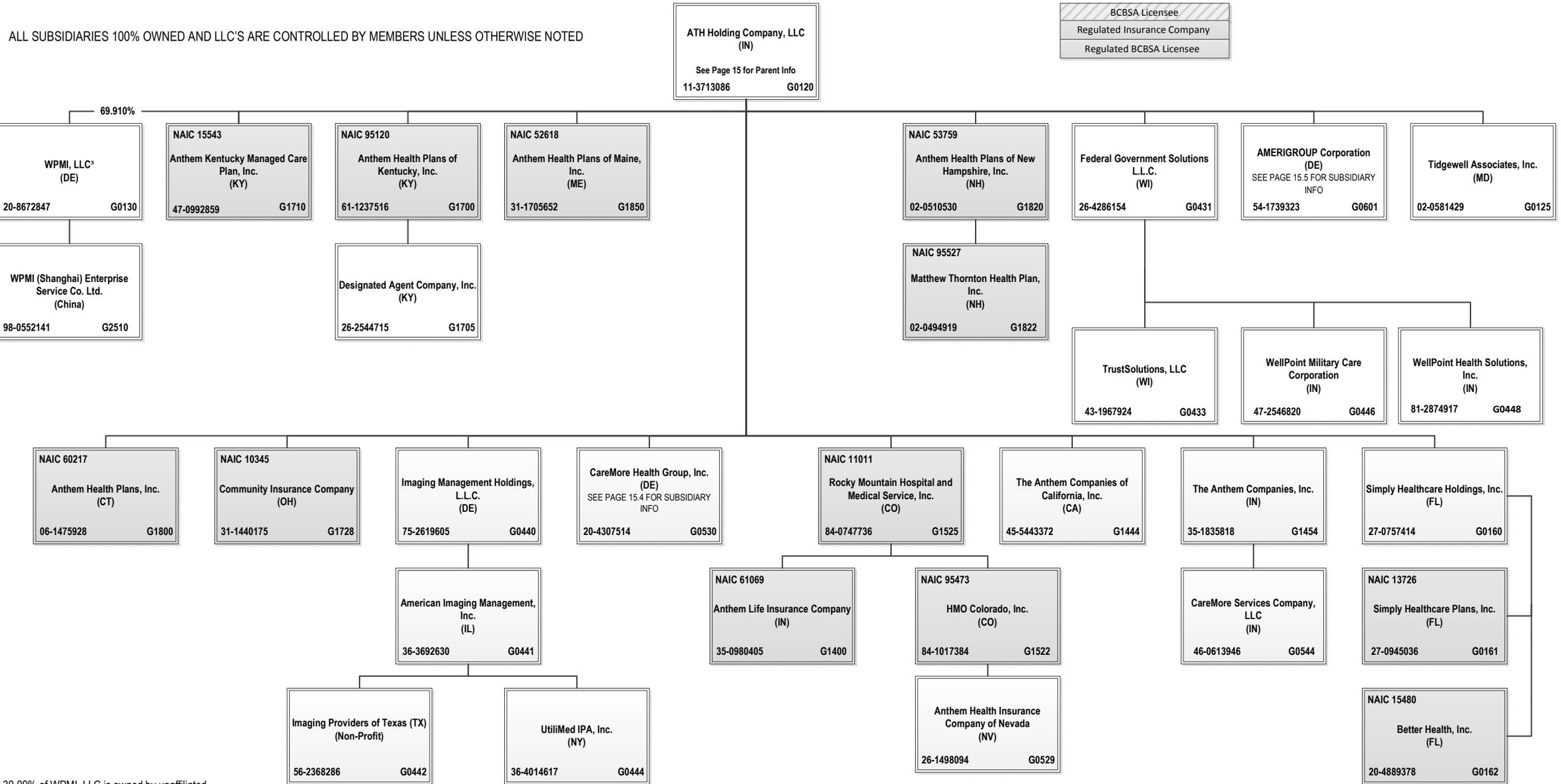
ALL SUBSIDIARIES 100% OWNED AND LLC'S ARE CONTROLLED BY MEMBERS UNLESS OTHERWISE NOTED



<sup>1</sup> 50% of National Telehealth Network, LLC is owned by unaffiliated investors

<sup>2</sup> HealthKeepers, Inc. is owned 92.51% by Anthem Southeast, Inc. and 7.49% by UNICARE National Services, Inc.

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



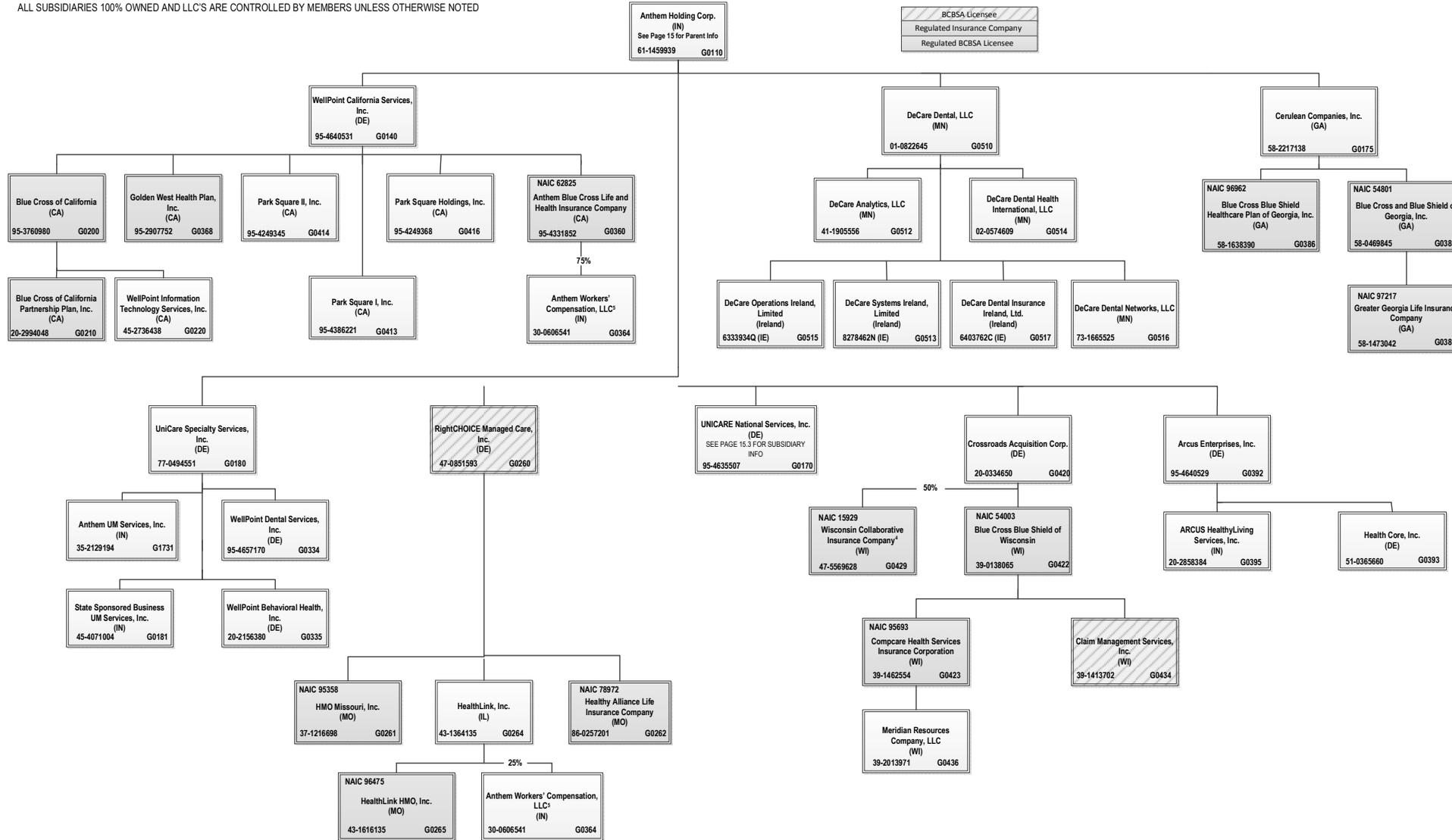
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

15.1

\* 30.09% of WPMI, LLC is owned by unaffiliated investors

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

ALL SUBSIDIARIES 100% OWNED AND LLC'S ARE CONTROLLED BY MEMBERS UNLESS OTHERWISE NOTED



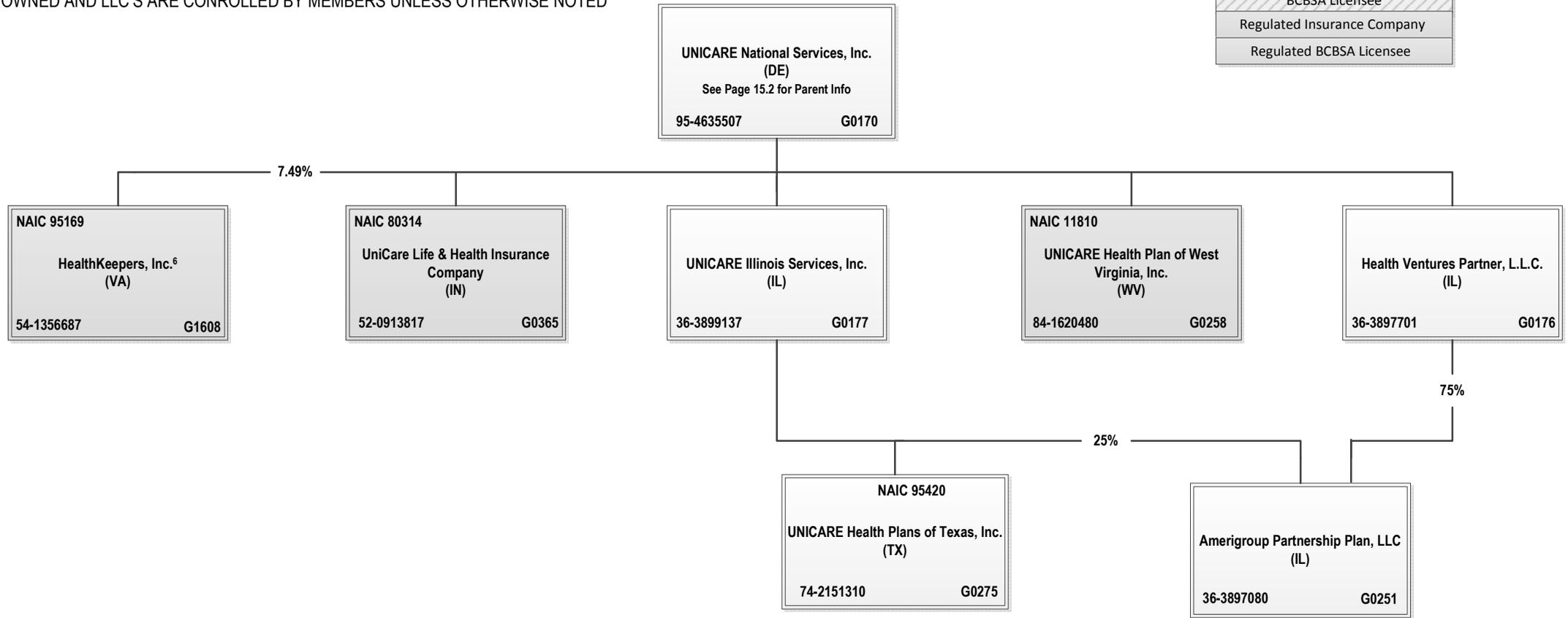
<sup>4</sup> 50% of WCIC is owned by an unaffiliated investor.

<sup>5</sup> Anthem Workers' Compensation LLC is owned 75% by Anthem Blue Cross Life and Health Insurance Company and 25% by HealthLink, Inc.

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

ALL SUBSIDIARIES 100% OWNED AND LLC'S ARE CONTROLLED BY MEMBERS UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

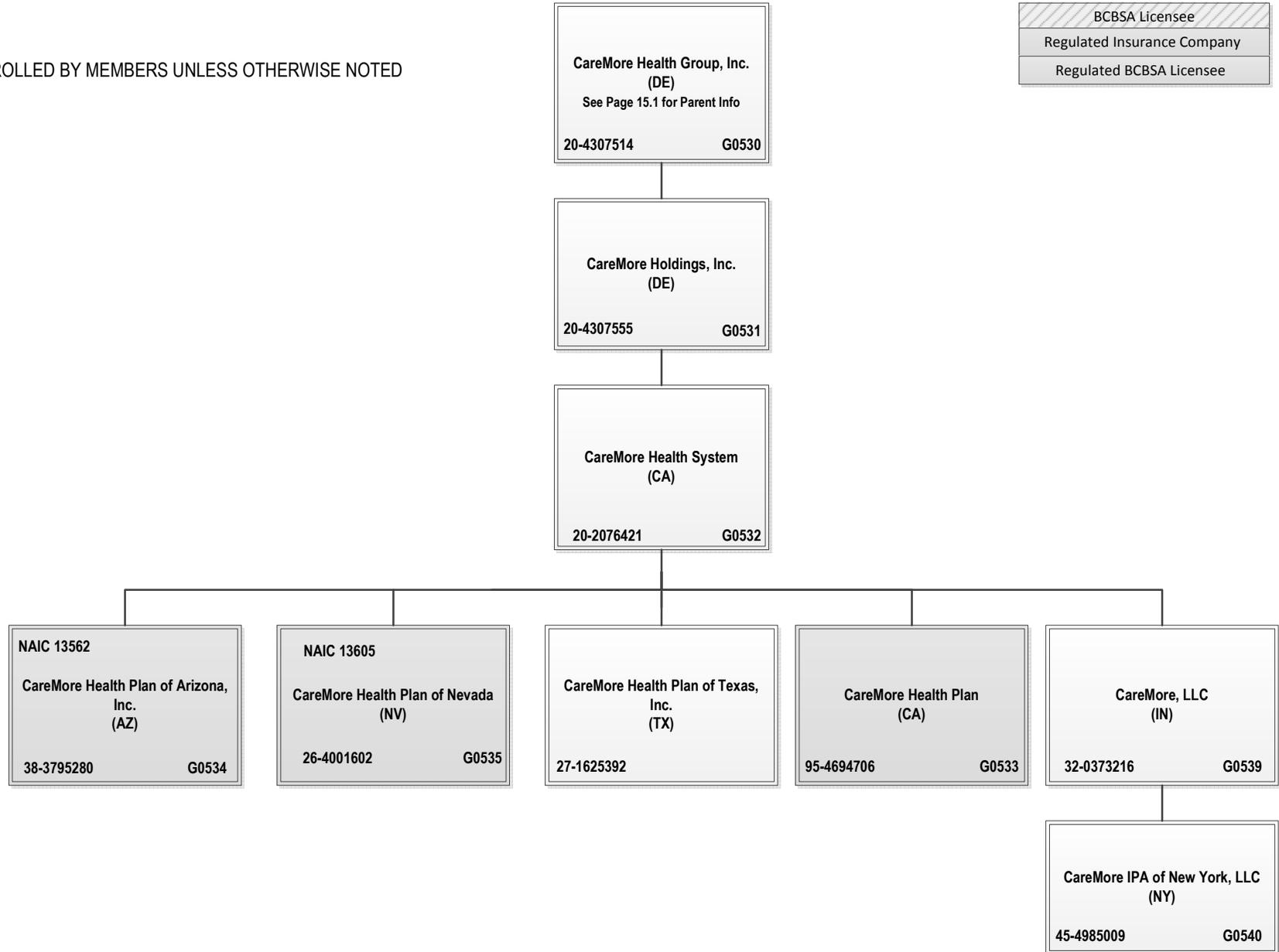


<sup>6</sup> HealthKeepers, Inc. is owned 92.51% by Anthem Southeast, Inc. and 7.49% by UNICARE National Services, Inc.

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

ALL SUBSIDIARIES 100% OWNED AND LLC'S ARE CONTROLLED BY MEMBERS UNLESS OTHERWISE NOTED

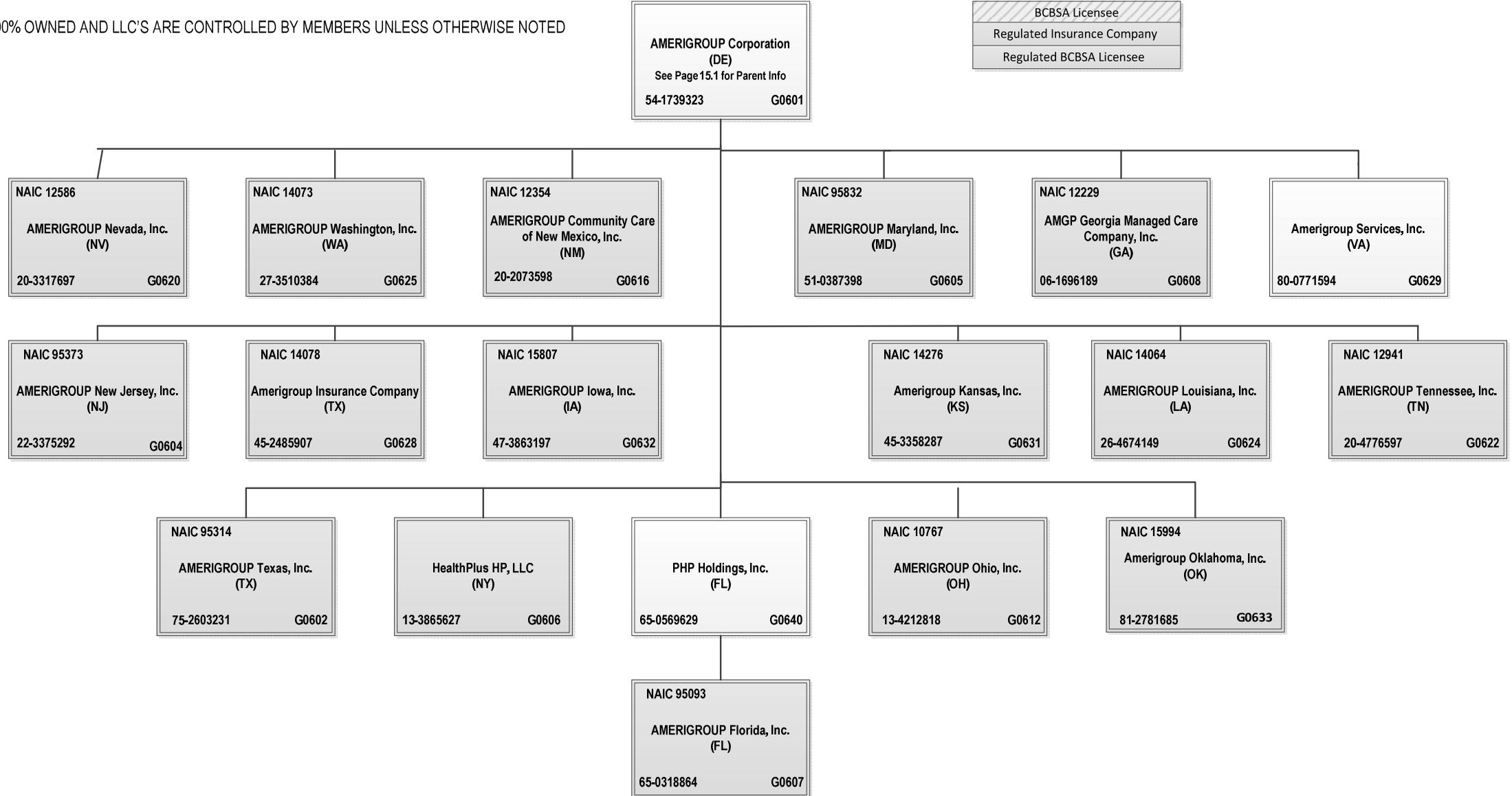
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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

ALL SUBSIDIARIES 100% OWNED AND LLC'S ARE CONTROLLED BY MEMBERS UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



15.5

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**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	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	*
0671	Anthem, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95093	54-1739323				AMERIGROUP Corporation	DE	UDP	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14078	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	15807	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14276	47-3863197				AMERIGROUP Iowa, Inc.	IA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14064	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95832	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12586	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95373	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	10767	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	15994	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		81-2781685				AMERIGROUP Oklahoma, Inc.	OK	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		36-3897080				Amerigroup Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.000	Anthem, Inc.	
0671	Anthem, Inc.		36-3897080				Amerigroup Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.000	Anthem, Inc.	
0671	Anthem, Inc.		80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	RE	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		61-1459939				Anthem Holding Corp.	IN	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		35-2145715		6324	New York Stock Exchange (NYSE)	Anthem, Inc.	IN	UIP				Anthem, Inc.	
0671	Anthem, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	15543	47-0992859				Anthem Kentucky Managed Care Plan, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		81-3974489				Anthem Merger Sub Corp.	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		32-0031791				Anthem Partnership Holding Company, LLC	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		35-2129194				Anthem Southeast, Inc.	IN	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		30-0606541				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4640529				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.000	Anthem, Inc.	
0671	Anthem, Inc.		20-2858384				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		35-1292384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		11-3713086				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						ATH Holding Company, LLC	IN	UIP	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**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	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	*
0671	Anthem, Inc.	15480	20-4889378				Better Health, Inc.	FL	IA	Simply Healthcare Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	0101
0671	Anthem, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.000	Anthem, Inc.	0102
0671	Anthem, Inc.		20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	0103
0671	Anthem, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		46-0613946				CareMore Services Company, LLC	IN	NIA	The Anthem Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Dental Insurance Ireland, Ltd.	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Operations Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.						DeCare Systems Ireland, Limited	JRL	NIA	DeCare Dental, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		26-4286154				Federal Government Solutions, LLC	WI	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	0104
0671	Anthem, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.510	Anthem, Inc.	
0671	Anthem, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.490	Anthem, Inc.	
0671	Anthem, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		13-3865627				HealthPlus HP, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	0100
0671	Anthem, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	Anthem, Inc.	

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**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	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	*
0671	Anthem, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		39-2013971				Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.000	Anthem, Inc.	0105
0671	Anthem, Inc.		95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		65-0569629				PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-0473316				SellCore, Inc.	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		27-0757414				Simply Healthcare Holdings, Inc.	FL	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	13726	27-0945036				Simply Healthcare Plans, Inc.	FL	IA	Simply Healthcare Holdings, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		35-1835818				The Anthem Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		45-5443372				The Anthem Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		02-0581429				Tidgewell Associates, Inc.	MD	NIA	ATH Holding Company, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		74-2151310				UNICARE Health Plans of Texas, Inc.	TX	NIA	UNICARE Illinois Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-4405193				WellPoint Acquisition, LLC	IN	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		81-2874917				WellPoint Health Solutions, Inc.	DE	NIA	Federal Government Solutions, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-3620996				WellPoint Holding Corp	DE	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	Anthem, Inc.	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		47-2546820				WellPoint Military Care Corporation	IN	NIA	Government Health Services, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.	15929	47-5569628				Wisconsin Collaborative Insurance Company	WI	IA	Crossroads Acquisition Corp.	Ownership	50.000	Anthem, Inc.	0107
0671	Anthem, Inc.		98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.000	Anthem, Inc.	
0671	Anthem, Inc.		20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	69.910	Anthem, Inc.	0106

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the New York State Department of Health.
0101	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0104	Insurer is deemed to be an insurance affiliate in column 10, but does not have an NAIC Company Code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	50% owned by unaffiliated investors
0106	30.09% owned by unaffiliated investors
0107	50% owned by an unaffiliated investor

# 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

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



**OVERFLOW PAGE FOR WRITE-INS**

Additional Write-ins for Liabilities Line 23

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
2304. Other Liabilities .....	8,218		8,218	0
2397. Summary of remaining write-ins for Line 23 from overflow page	8,218	0	8,218	0

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**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)		

**NONE**

**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 and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

**NONE**

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	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)		

**NONE**

**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	379,597,990	205,942,692
2. Cost of bonds and stocks acquired	92,603,586	257,174,637
3. Accrual of discount	103,632	91,361
4. Unrealized valuation increase (decrease)	4,486,059	(12,297,475)
5. Total gain (loss) on disposals	5,749,530	(34,842)
6. Deduct consideration for bonds and stocks disposed of	81,375,377	68,529,076
7. Deduct amortization of premium	2,315,460	2,749,307
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	4,648,455	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	394,201,505	379,597,990
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	394,201,505	379,597,990

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a) .....	206,875,631	113,492,150	93,831,024	333,566	208,750,719	206,875,631	226,870,323	211,770,666
2. NAIC 2 (a) .....	54,788,961	24,237,665	18,036,118	4,507,718	53,923,308	54,788,961	65,498,226	50,158,738
3. NAIC 3 (a) .....	97,978,777	5,107,882	4,859,794	(7,135,346)	94,917,473	97,978,777	91,091,519	91,427,820
4. NAIC 4 (a) .....	10,359,785	1,025,988	1,629,175	3,033,924	10,091,261	10,359,785	12,790,522	10,116,508
5. NAIC 5 (a) .....	1,246,025	0	195,000	(379,765)	1,690,400	1,246,025	671,260	574,300
6. NAIC 6 (a) .....	391,100	0	0	365,000	73,600	391,100	756,100	
7. Total Bonds	371,640,279	143,863,685	118,551,111	725,097	369,446,761	371,640,279	397,677,950	364,048,032
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0				0	0	0	0
9. NAIC 2 .....	0				0	0	0	0
10. NAIC 3 .....	0				0	0	0	0
11. NAIC 4 .....	0				0	0	0	0
12. NAIC 5 .....	0				0	0	0	0
13. NAIC 6 .....	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	371,640,279	143,863,685	118,551,111	725,097	369,446,761	371,640,279	397,677,950	364,048,032

(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 \$ ..... ; NAIC 2 \$ ..... ; NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

S102

**SCHEDULE DA - PART 1**

## Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	3,476,445	XXX	3,476,445	5,483	0

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	5,742,676	15,797,950
2. Cost of short-term investments acquired .....	113,123,796	230,823,831
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	295	290
6. Deduct consideration received on disposals .....	115,390,322	240,866,938
7. Deduct amortization of premium .....		12,457
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	3,476,445	5,742,676
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	3,476,445	5,742,676

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

**N O N E**

Schedule DB - Part B - Verification - Futures Contracts

**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives

**N O N E**

**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 .....	0	
2. Cost of cash equivalents acquired .....		2,005,469
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....		2,000,000
7. Deduct amortization of premium .....		5,469
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) .....	0	0
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2 - Real Estate Acquired and Additions Made

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

**N O N E**

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**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)
12593C-AE-1	CPPIB CAPITAL INC SERIES 144A 1.250% 09/20/19	A	09/13/2016	Goldman Sachs & Co		2,383,356	2,390,000	0	1FE
<b>1099999. Subtotal - Bonds - All Other Governments</b>						2,383,356	2,390,000	0	XXX
3132L7-YL-7	FHLMC POOL V82515 3.500% 06/01/46		07/26/2016	Citigroup Global Markets		2,235,708	2,112,896	2,054	1
3140EV-VB-0	FNMA POOL BC1509 3.000% 08/01/46		08/04/2016	Wachovia Securities		3,757,500	3,600,000	3,000	1
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						5,993,208	5,712,896	5,054	XXX
00912X-AT-1	AIR LEASE CORP 3.000% 09/15/23		09/09/2016	Various		2,017,984	2,045,000	3,444	2FE
02665W-BG-5	AMERICAN HONDA FINANCE SERIES MTN 1.700% 09/09/21		09/06/2016	Banc of America Securities		2,165,660	2,170,000	0	1FE
037833-CC-2	APPLE COMPUTER INC 1.550% 08/04/21		07/28/2016	Goldman Sachs & Co		664,076	665,000	0	1FE
109641-AH-3	BRINKER INTERNATIONAL INC SERIES 144A 5.000% 10/01/24		09/20/2016	Various		331,250	330,000	0	2FE
14042R-BT-7	CAPITAL ONE NA 2.250% 09/13/21		09/08/2016	J P Morgan		1,327,939	1,330,000	0	2FE
14162V-AA-4	CARE CAPITAL PROPERTIES LP SERIES 144A 5.125% 08/15/26		07/07/2016	Wachovia Securities		140,000	140,000	0	2FE
15135B-AF-8	CENTENE CORP SERIES W1 5.625% 02/15/21		07/12/2016	Tax Free Exchange		220,000	220,000	5,191	3FE
15135B-AH-4	CENTENE CORP SERIES W1 6.125% 02/15/24		07/12/2016	Tax Free Exchange		170,000	170,000	4,367	3FE
17275R-BG-6	CISCO SYSTEMS INC 1.400% 09/20/19		09/13/2016	Citigroup Global Markets		2,367,369	2,370,000	0	1FE
23311R-AA-4	DOP MIDSTREAM SERIES 144A 6.750% 09/15/37		08/26/2016	Bony/Barclays Capital Inc		282,025	290,000	9,026	3FE
256746-AD-0	DOLLAR TREE INC SERIES W1 5.250% 03/01/20		07/26/2016	Tax Free Exchange		930,791	900,000	19,031	3FE
26969P-AA-6	EAGLE MATERIALS INC 4.500% 08/01/26		07/28/2016	Various		262,600	260,000	0	3FE
37555B-BH-5	GILEAD SCIENCES INC 1.950% 03/01/22		09/15/2016	Banc of America Securities		1,306,974	1,310,000	0	1FE
449934-AD-0	JMS HEALTH INC SERIES 144A 5.000% 10/15/26		09/14/2016	Goldman Sachs & Co		200,000	200,000	0	3FE
464287-22-6	ISHARES BARCLAYS AGGREGATE BON 0.000% Perpet.		07/01/2016	WallachBeth		4,293,463	38,165	0	1
464287-24-2	ISHARES IBOXX INV GRD CORP BON 0.000% Perpet.		07/01/2016	WallachBeth		4,342,451	35,548	0	2
464288-63-8	ISHARES INTERMEDIATE CREDIT 0.000% Perpet.		07/01/2016	WallachBeth		3,271,227	29,442	0	2
49446R-AP-4	KIMCO REALTY CORP 2.800% 10/01/26		08/09/2016	Bony/Barclays Capital Inc		649,557	655,000	0	2FE
513075-BL-4	LAMAR MEDIA CORP SERIES W1 5.750% 02/01/26		08/26/2016	Tax Free Exchange		70,000	70,000	280	3FE
552953-QD-1	MGM MIRAGE INC 4.625% 09/01/26		08/16/2016	Bony/Barclays Capital Inc		350,000	350,000	0	3FE
55336V-AG-5	MPLX LP SERIES W1 4.875% 12/01/24		09/27/2016	Tax Free Exchange		1,008,761	1,000,000	15,708	2FE
55342U-AG-9	MPT OPER PARTNERSP/FINL 5.250% 08/01/26		07/13/2016	Goldman Sachs & Co		130,000	130,000	0	3FE
57665R-AF-3	MATCH GROUP INC SERIES W1 6.375% 06/01/24		08/15/2016	Tax Free Exchange		170,000	170,000	2,228	3FE
594918-BP-8	MICROSOFT CORP 1.550% 08/08/21		08/01/2016	MTGSUS6SXXX		1,093,850	1,095,000	0	1FE
60855R-AG-5	MOLINA HEALTHCARE INC SERIES W1 5.375% 11/15/22		09/15/2016	Tax Free Exchange		584,466	580,000	10,392	3FE
63938C-AD-0	NAVIENT CORP 6.625% 07/26/21		07/26/2016	J P Morgan		180,000	180,000	0	3FE
654740-AS-8	NISSAN MOTOR ACCEPTANCE SERIES 144A 1.900% 09/14/21		09/07/2016	Citigroup Global Markets		1,477,188	1,480,000	0	1FE
68389X-BL-8	ORACLE CORPORATION 2.400% 09/15/23		08/01/2016	Citigroup Global Markets		1,508,565	1,500,000	2,700	1FE
693304-AU-1	PECO ENERGY CO 1.700% 09/15/21		09/14/2016	Morgan Stanley		2,299,356	2,300,000	0	1FE
69371R-N4-4	PACCAR FINANCIAL CORP SERIES MTN 1.650% 08/11/21		08/04/2016	Mitsubishi Securities		524,297	525,000	0	1FE
75281A-AV-1	RANGE RESOURCES CORP SERIES 144A 5.750% 06/01/21		09/16/2016	Tax Free Exchange		1,025,988	1,000,000	0	4FE
78464A-47-4	SPDR BARCLAYS SHORT TERM COR 0.000% Perpet.		07/01/2016	WallachBeth		2,181,410	70,877	0	2
785592-AR-7	SABINE PASS LIQUEFACTION SERIES 144A 5.000% 03/15/27		09/19/2016	Bank of America		260,000	260,000	0	3FE
80874Y-AR-1	SCIENTIFIC GAMES CORP SERIES 144A 7.000% 01/01/22		07/06/2016	Stifel Nicolaus & Co		51,250	50,000	97	4FE
92206C-40-9	ISHARES VANGUARD GROUP INTERM 0.000% Perpet.		07/01/2016	WallachBeth		6,544,393	81,128	0	2FE
92343V-DG-6	VERIZON COMMUNICATIONS SERIES 1.750% 08/15/21		07/27/2016	Goldman Sachs & Co		278,779	280,000	0	2FE
949746-SA-0	WELLS FARGO & COMPANY 2.100% 07/26/21		07/18/2016	Wachovia Securities		2,247,885	2,250,000	0	1FE
952355-AQ-8	WEST CORPORATION SERIES 144A 4.750% 07/15/21		09/06/2016	Bank of America		276,750	270,000	2,921	3FE
960413-AN-2	WESTLAKE CHEMICAL CORP SERIES 4.875% 05/15/23		09/02/2016	Tax Free Exchange		1,883,915	1,900,000	28,817	2FE
00687Y-AA-3	ADIENT GLOBAL HOLDINGS SERIES 144A 4.875% 08/15/26	F	08/05/2016	Citigroup Global Markets		280,000	280,000	0	3FE
013822-AA-9	ALCOA NEDERLAND HOLDING SERIES 144A 6.750% 09/30/24	F	09/22/2016	Morgan Stanley		310,000	310,000	0	3FE
013822-AB-7	ALCOA NEDERLAND HOLDING SERIES 144A 7.000% 09/30/26	F	09/22/2016	Morgan Stanley		200,000	200,000	0	3FE
80627D-AC-0	SCHAEFFLER VERWALTUNG ZW SERIES 144A 4.750% 09/15/26	F	09/08/2016	Citigroup Global Markets		270,000	270,000	0	3FE
98954N-AA-7	ZIGGO SECURED FINANCE BV SERIES 144A 5.500% 01/15/27	F	09/16/2016	CS First Boston		370,000	370,000	0	3FE
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						50,520,219	30,130,160	104,202	XXX
<b>8399997. Total - Bonds - Part 3</b>						58,896,783	38,233,056	109,256	XXX
<b>8399998. Total - Bonds - Part 5</b>						XXX	XXX	XXX	XXX
<b>8399999. Total - Bonds</b>						58,896,783	38,233,056	109,256	XXX
<b>8999997. Total - Preferred Stocks - Part 3</b>						0	XXX	0	XXX
<b>8999998. Total - Preferred Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>8999999. Total - Preferred Stocks</b>						0	XXX	0	XXX
<b>9799997. Total - Common Stocks - Part 3</b>						0	XXX	0	XXX
<b>9799998. Total - Common Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>9799999. Total - Common Stocks</b>						0	XXX	0	XXX

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STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						58,896,783	XXX	109,256	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
36179R-BW-8	GNMA 11 POOL MA2753 3.000% 04/20/45		09/01/2016	Paydown		112,597	112,597	114,849	114,816	.0	(2,219)	.0	(2,219)	.0	112,597	.0	.0	.0	2,300	04/20/2045	1
36179R-D7-1	GNMA 11 POOL MA2826 3.500% 05/20/45		09/01/2016	Paydown		343,795	343,795	357,332	357,164	.0	(13,369)	.0	(13,369)	.0	343,795	.0	.0	.0	8,025	05/20/2045	1
36179R-NW-5	GNMA 11 POOL MA3105 3.500% 09/20/45		09/01/2016	Paydown		118,581	118,581	123,728	118,581	.0	(5,147)	.0	(5,147)	.0	118,581	.0	.0	.0	2,794	09/20/2045	1
36180J-V6-8	GNMA POOL AD6937 3.500% 03/20/43		09/01/2016	Paydown		57,195	57,195	61,878	61,710	.0	(4,515)	.0	(4,515)	.0	57,195	.0	.0	.0	1,275	03/20/2043	1
36180K-B2-6	GNMA POOL AD7257 3.500% 03/15/43		09/01/2016	Paydown		5,721	5,721	6,161	6,142	.0	(422)	.0	(422)	.0	5,721	.0	.0	.0	134	03/15/2043	1
3620AC-Z3-1	GNMA POOL 726262 5.000% 09/15/39		09/01/2016	Paydown		42,286	42,286	46,515	46,394	.0	(4,108)	.0	(4,108)	.0	42,286	.0	.0	.0	1,380	09/15/2039	1
36297F-RQ-7	GNMA POOL 710695 5.500% 07/15/39		09/01/2016	Paydown		19,085	19,085	21,805	21,805	.0	(2,720)	.0	(2,720)	.0	19,085	.0	.0	.0	451	07/15/2039	1
0599999	Subtotal - Bonds - U.S. Governments					699,260	699,260	732,308	709,954	0	(32,500)	0	(32,500)	0	699,260	0	0	0	16,359	XXX	XXX
3128M7-W6-9	FHLMC POOL G05769 5.000% 12/01/39		09/01/2016	Paydown		36,396	36,396	40,224	40,145	.0	(3,749)	.0	(3,749)	.0	36,396	.0	.0	.0	1,123	12/01/2039	1
3128M9-K2-7	FHLMC GOLD POOL G07213 3.500% 11/01/42		09/01/2016	Paydown		49,450	49,450	52,900	52,377	.0	(2,927)	.0	(2,927)	.0	49,450	.0	.0	.0	1,185	11/01/2042	1
3128MJ-TW-0	FHLMC GOLD POOL G08564 4.500% 12/01/43		09/01/2016	Paydown		178,722	178,722	189,138	189,080	.0	(10,358)	.0	(10,358)	.0	178,722	.0	.0	.0	5,214	12/01/2043	1
312943-ZY-2	FGLMC POOL A95259 4.000% 12/01/40		09/01/2016	Paydown		44,640	44,640	47,444	47,409	.0	(2,769)	.0	(2,769)	.0	44,640	.0	.0	.0	1,181	12/01/2040	1
3132L7-YL-7	FHLMC POOL V82515 3.500% 06/01/46		09/01/2016	Paydown		7,378	7,378	7,807	7,807	.0	(429)	.0	(429)	.0	7,378	.0	.0	.0	22	06/01/2046	1
3132M4-KD-6	FHLMC GOLD POOL Q24192 4.000% 01/01/44		09/01/2016	Paydown		215,049	215,049	228,926	228,766	.0	(13,717)	.0	(13,717)	.0	215,049	.0	.0	.0	5,935	01/01/2044	1
3136AD-3F-4	FNMA SERIES 2013-45 CLASS CB 4.000% 12/25/42		09/01/2016	Paydown		63,424	63,424	69,905	68,749	.0	(5,325)	.0	(5,325)	.0	63,424	.0	.0	.0	1,852	12/25/2042	1
3137B0-XC-3	FHLMC MULTIFAMILY STRUCTURED SERIES 4182 CLASS KT 3.500% 05/15/41		09/01/2016	Paydown		51,172	51,172	55,386	54,655	.0	(3,483)	.0	(3,483)	.0	51,172	.0	.0	.0	1,210	05/15/2041	1
3138AX-XV-8	FNMA POOL AJ6091 4.000% 12/01/41		09/01/2016	Paydown		35,946	35,946	38,476	38,406	.0	(2,461)	.0	(2,461)	.0	35,946	.0	.0	.0	909	12/01/2041	1
3138E1-HX-8	FNMA POOL AJ8345 4.000% 12/01/41		09/01/2016	Paydown		112,915	112,915	120,784	120,516	.0	(7,601)	.0	(7,601)	.0	112,915	.0	.0	.0	2,993	12/01/2041	1
3138EB-HM-8	FNMA POOL AK6544 3.000% 04/01/27		09/01/2016	Paydown		61,078	61,078	64,886	64,345	.0	(3,266)	.0	(3,266)	.0	61,078	.0	.0	.0	1,185	04/01/2027	1
3138EG-HT-4	FNMA POOL AL0241 4.000% 04/01/41		09/01/2016	Paydown		38,553	38,553	41,415	41,312	.0	(2,759)	.0	(2,759)	.0	38,553	.0	.0	.0	971	04/01/2041	1
3138EK-NK-7	FNMA POOL AL3093 3.500% 02/01/43		09/01/2016	Paydown		65,099	65,099	68,964	68,747	.0	(3,648)	.0	(3,648)	.0	65,099	.0	.0	.0	1,517	02/01/2043	1
3138EK-RG-2	FNMA POOL AL3186 5.500% 03/01/39		09/01/2016	Paydown		14,869	14,869	16,495	16,467	.0	(1,598)	.0	(1,598)	.0	14,869	.0	.0	.0	541	03/01/2039	1
3138EK-UG-4	FNMA POOL AL3307 4.000% 11/01/42		09/01/2016	Paydown		72,182	72,182	75,081	75,001	.0	(2,819)	.0	(2,819)	.0	72,182	.0	.0	.0	1,951	11/01/2042	1
3138EK-WE-1	FNMA POOL AL3344 4.500% 10/01/42		09/01/2016	Paydown		23,135	23,135	24,790	24,742	.0	(1,608)	.0	(1,608)	.0	23,135	.0	.0	.0	691	10/01/2042	1
3138EL-BR-3	FNMA POOL AL3647 4.000% 12/01/42		09/01/2016	Paydown		54,992	54,992	58,687	58,632	.0	(3,640)	.0	(3,640)	.0	54,992	.0	.0	.0	1,447	12/01/2042	1
3138EP-DB-7	FNMA POOL AL6397 3.500% 01/01/30		09/01/2016	Paydown		221,168	221,168	233,436	233,127	.0	(11,959)	.0	(11,959)	.0	221,168	.0	.0	.0	5,007	01/01/2030	1
3138I9-MF-4	FNMA POOL AS0357 4.000% 09/01/43		09/01/2016	Paydown		239,917	239,917	255,503	255,360	.0	(15,442)	.0	(15,442)	.0	239,917	.0	.0	.0	6,109	09/01/2043	1
3138IC-TN-3	FNMA POOL AS3256 4.000% 09/01/44		09/01/2016	Paydown		268,779	268,779	286,859	286,667	.0	(17,888)	.0	(17,888)	.0	268,779	.0	.0	.0	7,087	09/01/2044	1
3138ID-RW-3	FNMA POOL AS4100 4.500% 12/01/44		09/01/2016	Paydown		79,331	79,331	86,842	86,787	.0	(7,456)	.0	(7,456)	.0	79,331	.0	.0	.0	2,290	12/01/2044	1
3138Y3-MT-5	FNMA POOL AX2169 4.000% 11/01/44		09/01/2016	Paydown		71,425	71,425	76,101	76,012	.0	(4,586)	.0	(4,586)	.0	71,425	.0	.0	.0	1,965	11/01/2044	1
31402Q-ZV-2	FNMA POOL 735288 5.000% 03/01/35		09/01/2016	Paydown		29,127	29,127	31,630	31,516	.0	(2,389)	.0	(2,389)	.0	29,127	.0	.0	.0	976	03/01/2035	1
31403D-DX-4	FNMA POOL 745418 5.500% 04/01/36		09/01/2016	Paydown		33,374	33,374	36,315	36,214	.0	(2,840)	.0	(2,840)	.0	33,374	.0	.0	.0	1,225	04/01/2036	1
3140EV-VB-0	FNMA POOL BC1509 3.000% 08/01/46		09/01/2016	Paydown		13,796	13,796	14,399	14,399	.0	(604)	.0	(604)	.0	13,796	.0	.0	.0	34	08/01/2046	1
31412Q-ZW-8	FNMA POOL 932389 4.500% 01/01/40		09/01/2016	Paydown		131,383	131,383	143,166	143,166	.0	(11,783)	.0	(11,783)	.0	131,383	.0	.0	.0	2,913	01/01/2040	1
31416B-TA-6	FNMA POOL 995245 5.000% 01/01/39		09/01/2016	Paydown		72,996	72,996	79,654	79,654	.0	(6,658)	.0	(6,658)	.0	72,996	.0	.0	.0	2,432	01/01/2039	1
31416C-D3-7	FNMA POOL 995722 5.000% 05/01/38		09/01/2016	Paydown		40,163	40,163	43,840	43,465	.0	(3,302)	.0	(3,302)	.0	40,163	.0	.0	.0	1,353	05/01/2038	1
31416Y-XY-9	FNMA POOL AB3394 4.500% 08/01/41		09/01/2016	Paydown		101,065	101,065	109,830	109,646	.0	(8,580)	.0	(8,580)	.0	101,065	.0	.0	.0	2,950	08/01/2041	1
31417G-CE-4	FNMA POOL AB9068 3.500% 04/01/43		09/01/2016	Paydown		20,890	20,890	22,193	22,142	.0	(1,252)	.0	(1,252)	.0	20,890	.0	.0	.0	530	04/01/2043	1
31417G-CF-1	FNMA POOL AB9069 3.500% 04/01/43		09/01/2016	Paydown		51,588	51,588	54,921	54,753	.0	(3,165)	.0	(3,165)	.0	51,588	.0	.0	.0	1,140	04/01/2043	1
31418A-BG-8	FNMA POOL MA1770 4.500% 02/01/44		09/01/2016	Paydown		92,954	92,954	99,765	99,604	.0	(6,650)	.0	(6,650)	.0	92,954	.0	.0	.0	2,802	02/01/2044	1
31418A-JL-3	FNMA POOL MA1166 3.500% 09/01/32		09/01/2016	Paydown		71,413	71,413	75,742	75,410	.0	(3,997)	.0	(3,997)	.0	71,413	.0	.0	.0	1,694	09/01/2032	1
31419D-4K-4	FNMA POOL AE3525 4.000% 03/01/41		09/01/2016	Paydown		24,459	24,459	26,302	26,242	.0	(1,782)	.0	(1,782)	.0	24,459	.0	.0	.0	590	03/01/2041	1
3199999	Subtotal - Bonds - U.S. Special Revenues					2,688,828	2,688,828	2,877,379	2,705,948	0	(182,490)	0	(182,490)	0	2,688,828	0	0	0	71,024	XXX	XXX
02376T-AC-2	AMER AIRLIN 13-2 B PTT SERIES SERIES W1 5.600% 07/15/20		07/15/2016	Redemption	100,000			62,614	62,614	65,510	63,867	1,270	997	.0	64,864	.0	(2,249)	(2,249)	3,506	07/15/2020	3FE
05463D-AA-8	AXIALL CORP 4.875% 05/15/23		09/02/2016	Tax Free Exchange		1,900,000	1,883,915	1,881,000	1,710,000	172,552	1,363	.0	173,915	.0	1,883,915	.0	.0	.0	79,879	05/15/2023	3FE
13057Q-AF-4	CALIFORNIA RESOURCES CRP 6.000% 11/15/24		09/23/2016	Various		757,050	1,500,000	195,000	457,500	924,846	2,401	1,189,747	(262,500)	.0	195,000	.0	562,050	562,050	69,087	11/15/2024	5FE
15135B-AE-1	CENTENE ESCROW CORP SERIES 144A 6.125% 02/15/21		07/12/2016	Tax Free Exchange		220,000	220,000	220,000	.0	.0	.0	.0	.0	220,000	.0	.0	.0	.0	5,191	02/15/2021	3FE

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
25470X-AB-1	DISH DBS CORP 7.875% 09/01/19		09/26/2016	Goldman Sachs & Co		280,128	250,000	282,813	271,875	6,370	(5,325)	0	1,045	0	272,920	0	7,208	7,208	21,109	09/01/2019	3FE	
30161M-AP-8	EXELON GENERATION CO LLC 2.950% 01/15/20		09/14/2016	Morgan Stanley		389,857	380,000	379,928	379,941	0	10	0	10	0	379,951	0	9,906	9,906	13,203	01/15/2020	2FE	
30706V-AC-9	FAMILY TREE ESCROW LLC SERIES 144A 5.250% 03/01/20		07/26/2016	Tax Free Exchange		930,791	900,000	945,000	929,250	7,820	(6,279)	0	1,541	0	930,791	0	0	0	42,656	03/01/2020	3FE	
44993A-AD-0	IMS HEALTH INC SERIES 144A 5.000% 10/15/26		09/20/2016	Goldman Sachs & Co		204,500	200,000	200,000	0	0	0	0	0	0	200,000	0	4,500	4,500	0	10/15/2026	3FE	
464287-22-6	ISHARES BARCLAYS AGGREGATE BON 0.000% Perpet.		07/08/2016	WallachBeth		4,320,298	38,165	4,293,463	0	0	0	0	0	0	4,293,463	0	26,835	26,835	0	01/01/9999	1	
464287-24-2	ISHARES IBOXX INV GRD CORP BON 0.000% Perpet.		07/08/2016	WallachBeth		4,417,905	35,548	4,342,451	0	0	0	0	0	0	4,342,451	0	75,454	75,454	0	01/01/9999	2	
464288-63-8	ISHARES INTERMEDIATE CREDIT 0.000% Perpet.		07/08/2016	WallachBeth		3,283,079	29,442	3,271,227	0	0	0	0	0	0	3,271,227	0	11,852	11,852	0	01/01/9999	2	
513075-BJ-9	LAMAR MEDIA CORP SERIES 144A 5.750% 02/01/26		08/26/2016	Tax Free Exchange		70,000	70,000	70,000	0	0	0	0	0	0	70,000	0	0	0	2,326	02/01/2026	3FE	
527298-BC-6	LEVEL 3 FINANCING INC SERIES W1 5.625% 02/01/23		07/29/2016	Goldman Sachs & Co		105,000	100,000	103,977	102,000	1,679	(493)	0	1,186	0	103,186	0	1,814	1,814	3,563	02/01/2023	4FE	
55336V-AF-7	MPLX LP SERIES 144A 4.875% 12/01/24		09/27/2016	Tax Free Exchange		1,008,761	1,000,000	1,009,439	1,009,408	0	(648)	0	(648)	0	1,008,761	0	0	0	40,083	12/01/2024	2FE	
57668R-AD-8	MATCH GROUP INC SERIES 144A 6.375% 06/01/24		08/15/2016	Tax Free Exchange		170,000	170,000	170,000	0	0	0	0	0	0	170,000	0	0	0	2,228	06/01/2024	3FE	
60855R-AF-7	MOLINA HEALTHCARE INC SERIES 144A 5.375% 11/15/22		09/15/2016	Tax Free Exchange		584,466	580,000	585,000	580,000	4,910	(444)	0	4,466	0	584,466	0	0	0	26,412	11/15/2022	3FE	
75281A-AM-1	RANGE RESOURCES CORP 5.750% 06/01/21		09/16/2016	Tax Free Exchange		1,025,988	1,000,000	1,047,500	790,000	245,557	(9,569)	0	235,988	0	1,025,988	0	0	0	45,521	06/01/2021	4FE	
76117W-AB-5	RESOLUTE FOREST PRODUCTS SERIES W1 5.875% 05/15/23	G	07/12/2016	Various		105,825	130,000	123,157	94,575	31,322	110	2,850	28,582	0	123,157	0	(17,332)	(17,332)	5,066	05/15/2023	3FE	
78464A-47-4	SPDR BARCLAYS SHORT TERM COR 0.000% Perpet.		07/08/2016	WallachBeth		2,179,597	70,877	2,181,410	0	0	0	0	0	0	2,181,410	0	(1,812)	(1,812)	0	01/01/9999	2	
90932Q-AB-2	UNITED AIR 2014 2 B PTT SERIES B 4.625% 09/03/22		09/06/2016	Redemption 100.0000		149,502	149,502	151,745	151,459	0	(77)	0	(77)	0	151,382	0	(1,880)	(1,880)	6,914	09/03/2022	2FE	
92206C-40-9	ISHARES VANGUARD GROUP INTERM 0.000% Perpet.		07/08/2016	WallachBeth		6,555,851	81,128	6,544,393	0	0	0	0	0	0	6,544,393	0	11,458	11,458	0	01/01/9999	2FE	
561233-AC-1	MALLINCKRODT FIN SB SERIES 144A 5.500% 04/15/25	F	07/13/2016	Jeffries & Co		468,750	500,000	500,000	460,000	40,000	0	0	40,000	0	500,000	0	(31,250)	(31,250)	20,854	04/15/2025	4FE	
8999999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					29,648,096	9,854,545	29,063,586	7,158,290	1,436,326	(21,041)	1,192,597	222,688	0	29,013,548	0	634,550	634,550	407,475	XXX	XXX	
8399997	Total - Bonds - Part 4					33,036,184	13,242,633	32,673,273	10,574,192	1,436,326	(236,031)	1,192,597	7,698	0	32,401,636	0	634,550	634,550	494,858	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					33,036,184	13,242,633	32,673,273	10,574,192	1,436,326	(236,031)	1,192,597	7,698	0	32,401,636	0	634,550	634,550	494,858	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
464287-16-8	ISHARES MSCI EAFE INDEX FUND MULTI-CAP		07/01/2016	WallachBeth		20,880,000	1,706,130	1,118,030	1,569,132	(451,102)	0	0	(451,102)	0	1,118,030	0	588,100	588,100	27,248			
464287-40-8	ISHARES MSCI EAFE INDEX FUND LARGE-CAP		07/09/2016	Various		0	0	0	0	0	0	0	0	0	0	0	0	0	40,631			
78462F-10-3	SPDR TRUST SERIES 1		07/01/2016	WallachBeth		10,430,000	2,109,141	1,387,351	2,126,364	(739,013)	0	0	(739,013)	0	1,387,351	0	721,790	721,790	34,832			
78464A-76-3	SPDR BARCLAYS INTERMEDIATE ETF		07/01/2016	WallachBeth		47,700,000	3,846,091	2,523,025	3,509,289	(966,264)	0	0	(966,264)	0	2,523,025	0	1,323,067	1,323,067	46,033			
921937-83-5	VANGUARD ETF		07/08/2016	WallachBeth		8,400,000	712,600	694,911	678,384	16,527	0	0	16,527	0	694,911	0	17,689	17,689	8,487			
921943-85-8	VANGUARD ETF		07/01/2016	WallachBeth		62,810,000	2,145,700	2,078,837	2,306,383	(227,546)	0	0	(227,546)	0	2,078,837	0	66,863	66,863	40,136			
921946-40-6	VANGUARD HIGH DVD YIELD ETF		07/01/2016	WallachBeth		31,310,000	2,149,785	1,425,136	2,089,943	(664,806)	0	0	(664,806)	0	1,425,136	0	724,649	724,649	33,063			
922042-77-5	VANGUARD INTERNATIONAL EQUITY		07/09/2016	Various		0	0	0	0	0	0	0	0	0	0	0	0	0	35,527			
922908-74-4	VANGUARD LARGE-CAP		07/01/2016	WallachBeth		41,740,000	3,400,610	2,306,817	3,402,645	(1,095,828)	0	0	(1,095,828)	0	2,306,817	0	1,093,786	1,093,786	42,575			
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					16,070,057	XXX	11,534,107	15,682,140	(4,148,032)	0	0	(4,148,032)	0	11,534,107	0	4,535,944	4,535,944	308,532	XXX	XXX	
9799997	Total - Common Stocks - Part 4					16,070,057	XXX	11,534,107	15,682,140	(4,148,032)	0	0	(4,148,032)	0	11,534,107	0	4,535,944	4,535,944	308,532	XXX	XXX	
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					16,070,057	XXX	11,534,107	15,682,140	(4,148,032)	0	0	(4,148,032)	0	11,534,107	0	4,535,944	4,535,944	308,532	XXX	XXX	
9899999	Total - Preferred and Common Stocks					16,070,057	XXX	11,534,107	15,682,140	(4,148,032)	0	0	(4,148,032)	0	11,534,107	0	4,535,944	4,535,944	308,532	XXX	XXX	
9999999	Totals					49,106,241	XXX	44,207,380	26,256,332	(2,711,706)	(236,031)	1,192,597	(4,140,334)	0	43,935,743	0	5,170,494	5,170,494	803,390	XXX	XXX	

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open  
**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open  
**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made  
**N O N E**

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By  
**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To  
**N O N E**

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE DL - PART 1**  
**SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/ Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Date
912796-HQ-5	UNITED STATES TREASURY BILL		1	1,675	1,675	11/10/2016
912796-JN-0	UNITED STATES TREASURY BILL		1	13,291	13,291	10/06/2016
912796-JR-1	UNITED STATES TREASURY BILL		1	53,209	53,209	10/27/2016
912796-JS-9	UNITED STATES TREASURY BILL		1	7,679	7,679	11/03/2016
912796-JV-2	UNITED STATES TREASURY BILL		1	3,703	3,703	11/25/2016
912796-KN-8	UNITED STATES TREASURY BILL		1	71,284	71,284	03/16/2017
912810-RB-6	UNITED STATES TREASURY BOND		1	4,816	4,816	05/15/2043
912810-RD-2	UNITED STATES TREASURY BOND		1	27,050	27,050	11/15/2043
912810-RE-0	UNITED STATES TREASURY BOND		1	352	352	02/15/2044
912810-PP-5	UNITED STATES TREASURY BOND		1	19,159	19,159	11/15/2045
912828-C3-2	UNITED STATES TREASURY NOTE		1	121	121	03/15/2017
912828-D5-6	UNITED STATES TREASURY NOTE		1	1,588	1,588	08/15/2024
912828-H5-2	UNITED STATES TREASURY NOTE		1	471	471	01/31/2020
912828-J2-7	UNITED STATES TREASURY NOTE		1	26,736	26,736	02/15/2025
912828-J4-3	UNITED STATES TREASURY NOTE		1	2,584	2,584	02/28/2022
912828-K7-4	UNITED STATES TREASURY NOTE		1	3,354	3,354	08/15/2025
912828-QV-5	US TREASURY INFLATION INDEXED NOTES		1	48	48	07/15/2021
912828-VB-3	UNITED STATES TREASURY NOTE		1	36,628	36,628	05/15/2023
912828-WN-6	UNITED STATES TREASURY NOTE		1	2,623	2,623	05/31/2021
912828-WY-2	UNITED STATES TREASURY NOTE		1	319	319	07/31/2021
912828-XN-5	UNITED STATES TREASURY NOTE		1	86,805	86,805	07/31/2017
0199999. Subtotal - Bonds - U.S. Governments - Issuer Obligations				363,494	363,494	XXX
0299999. Subtotal - Bonds - U.S. Governments - Residential Mortgage-Backed Securities				0	0	XXX
0399999. Subtotal - Bonds - U.S. Governments - Commercial Mortgage-Backed Securities				0	0	XXX
0499999. Subtotal - Bonds - U.S. Governments - Other Loan-Backed and Structured Securities				0	0	XXX
0599999. Total - U.S. Government Bonds				363,494	363,494	XXX
0699999. Subtotal - Bonds - All Other Governments - Issuer Obligations				0	0	XXX
0899999. Subtotal - Bonds - All Other Governments - Commercial Mortgage-Backed Securities				0	0	XXX
0999999. Subtotal - Bonds - All Other Governments - Other Loan-Backed and Structured Securities				0	0	XXX
1099999. Total - All Other Government Bonds				0	0	XXX
1199999. Subtotal - Bonds - U.S. States, Territories and Possessions - Issuer Obligations				0	0	XXX
1299999. Subtotal - Bonds - U.S. States, Territories and Possessions - Residential Mortgage-Backed Securities				0	0	XXX
1399999. Subtotal - Bonds - U.S. States, Territories and Possessions - Commercial Mortgage-Backed Securities				0	0	XXX
1499999. Subtotal - Bonds - U.S. States, Territories and Possessions - Other Loan-Backed and Structured Securities				0	0	XXX
1799999. Total - U.S. States, Territories and Possessions Bonds				0	0	XXX
1899999. Subtotal - Bonds - U.S. Political Subdivisions - Issuer Obligations				0	0	XXX
1999999. Subtotal - Bonds - U.S. Political Subdivisions - Residential Mortgage-Backed Securities				0	0	XXX
2099999. Subtotal - Bonds - U.S. Political Subdivisions - Commercial Mortgage-Backed Securities				0	0	XXX
2199999. Subtotal - Bonds - U.S. Political Subdivisions - Other Loan-Backed and Structured Securities				0	0	XXX
2499999. Total - U.S. Political Subdivisions Bonds				0	0	XXX
2599999. Subtotal - Bonds - U.S. Special Revenues - Issuer Obligations				0	0	XXX
2699999. Subtotal - Bonds - U.S. Special Revenues - Residential Mortgage-Backed Securities				0	0	XXX
2799999. Subtotal - Bonds - U.S. Special Revenues - Commercial Mortgage-Backed Securities				0	0	XXX
2899999. Subtotal - Bonds - U.S. Special Revenues - Other Loan-Backed and Structured Securities				0	0	XXX
3199999. Total - U.S. Special Revenues Bonds				0	0	XXX
05582W-AV-6	BNP PARIBAS (NEW YORK)		1	400,286	400,000	02/03/2017
06417G-KF-4	BANK OF NOVA SCOTIA (HOUSTON)		1	300,086	300,000	05/25/2017
06417G-NM-6	BANK OF NOVA SCOTIA (HOUSTON)		1	500,256	500,000	03/03/2017
06427K-2X-4	BANK OF MONTREAL (CHICAGO)		1	399,077	400,000	08/03/2017
13606A-YR-3	CANADIAN IMPERIAL BANK OF COMMERCE (NEW YORK)		1	300,100	300,000	05/24/2017
161453-BK-0	CHASE BANK USA NA		1	300,064	300,000	05/26/2017
17305T-BM-3	CITIBANK NA		1	300,098	300,000	11/16/2016
21684B-S4-7	COOPERATIEVE RABOBANK NA (NEW YORK)		1	300,032	300,000	09/11/2017
22549V-JR-5	CREDIT SUISSE AG (NEW YORK)		1	300,309	300,000	02/06/2017
40428A-W7-8	HSBC BANK USA NA		1	400,222	400,000	12/07/2016
60682A-X6-8	MITSUBISHI UFJ TRUST AND BANKING CORP (NEW YORK)		1	300,158	300,000	02/06/2017
60689D-B2-8	MIZUHO BANK LTD (NEW YORK)		1	300,275	300,000	02/03/2017
60689D-B5-1	MIZUHO BANK LTD (NEW YORK)		1	399,980	400,000	02/06/2017
63253T-D3-9	NATIONAL AUSTRALIA BANK LTD (NEW YORK)		1	300,238	300,000	02/24/2017
65558L-PU-0	NORDEA BANK FINLAND PLC (NEW YORK)		1	300,115	300,000	04/20/2017
65558L-QL-9	NORDEA BANK FINLAND PLC (NEW YORK)		1	300,084	300,000	05/26/2017
83050F-LA-7	SKANDINAVISKA ENSKILDA BANKEN AB (NEW YORK)		1	299,973	300,000	04/03/2017
83050F-LL-3	SKANDINAVISKA ENSKILDA BANKEN AB (NEW YORK)		1	299,939	300,000	04/13/2017
8574P1-HZ-2	STATE STREET BANK & TRST		1	300,136	300,000	01/13/2017
8574P1-JF-4	STATE STREET BANK & TRST		1	299,982	300,000	02/22/2017
86563Q-Z7-8	SUMITOMO MITSUI BANKING CORP (NEW YORK)		1	400,160	400,000	12/05/2016
86958D-3D-2	SVENSKA HANDELSBANKEN AB (NEW YORK)		1	300,113	300,000	04/21/2017
86958D-BQ-4	SVENSKA HANDELSBANKEN AB (NEW YORK)		1	400,288	400,050	11/28/2016
89113W-JR-8	TORONTO-DOMINION BANK (NEW YORK)		1	400,046	400,000	10/16/2017
90275D-BY-5	UBS AG (STAMFORD)		1	400,336	400,000	02/02/2017
94988E-WH-7	WELLS FARGO BANK NA		1	499,836	500,000	06/01/2017
96121T-K2-3	WESTPAC BANKING CORP (NEW YORK)		1	300,274	300,035	02/06/2017
000000-00-0	PAYABLE/RECEIVABLE		1	(3,715)	(4,306)	10/03/2016
05574L-TV-0	BNP PARIBAS		1	200,158	200,156	12/12/2016
06053P-QM-2	BANK OF AMERICA NA		1	300,090	300,000	11/18/2016
06053P-RU-3	BANK OF AMERICA NA		1	300,138	300,000	02/15/2017
191216-BX-7	COCA-COLA CO/THE		1	400,009	400,000	11/16/2017
459200-JD-4	IBM CORP		1	301,022	300,000	08/18/2017
57629W-BX-7	MASSMUTUAL GLOBAL FUNDIN		1	185,065	185,000	12/09/2016
59217G-BE-8	MET LIFE GLOB FUNDING I		1	400,541	400,556	04/10/2017
89236T-CW-3	TOYOTA MOTOR CREDIT CORP		1	300,306	300,000	03/27/2017
94988J-5C-7	WELLS FARGO BANK NA		1	300,897	300,000	09/07/2017
000000-00-0	NATIONAL AUSTRALIA BANK LTD (CAYMAN)		1	1,210,000	1,210,000	10/03/2016
000000-00-0	STANDARD CHARTERED BANK (NEW YORK)		1	1,600,000	1,600,000	10/03/2016

**SCHEDULE DL - PART 1**  
**SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/ Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Date
000000-00-0	AUSTRALIA & NEW ZEALAND BANKING GROUP LTD (LONDON)		1	1,360,000	1,360,000	10/03/2016
3299999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations			16,156,971	16,151,491	XXX
000000-00-0	NOMURA SECURITIES INT. INC. REPO		1	4,451,591	4,451,591	10/03/2016
3399999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities			4,451,591	4,451,591	XXX
06742L-AA-1	DROCK2014-1		1	400,295	400,120	12/16/2019
161571-GR-9	CHAIT2014-A8		1	300,059	300,027	11/15/2018
161571-GR-9	CHAIT2014-A8		1	300,059	300,025	11/15/2018
17305E-FL-4	CCCI2013-A12		1	100,019	100,004	11/07/2018
17305E-FV-2	CCCI2014-A9		1	300,058	300,049	11/23/2018
17305E-FV-2	CCCI2014-A9		1	300,058	300,048	11/23/2018
254683-BM-6	DCENT2015-A1		1	300,835	300,457	08/17/2020
70659P-AH-4	PENAR2016-1A		1	601,666	600,000	03/18/2020
3599999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities			2,603,050	2,600,729	XXX
3899999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds			23,211,612	23,203,811	XXX
4899999	Total - Hybrid Securities			0	0	XXX
5599999	Total - Parent, Subsidiaries and Affiliates Bonds			0	0	XXX
6199999	Total - Issuer Obligations			16,520,465	16,514,985	XXX
6299999	Total - Residential Mortgage-Backed Securities			4,451,591	4,451,591	XXX
6399999	Total - Commercial Mortgage-Backed Securities			0	0	XXX
6499999	Total - Other Loan-Backed and Structured Securities			2,603,050	2,600,729	XXX
6599999	Total Bonds			23,575,106	23,567,305	XXX
7099999	Total - Preferred Stocks			0	0	XXX
000000-00-0	CITIGROUP GLOBAL MARKETS INC REPO		L	585,000	585,000	01/04/2017
000000-00-0	CITIGROUP GLOBAL MARKETS INC REPO		L	626,000	626,000	11/29/2016
000000-00-0	DEUTSCHE BANK AG LONDON - REPO		L	8,943,900	8,943,900	10/03/2016
7199999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)			10,154,900	10,154,900	XXX
7599999	Total - Common Stocks			10,154,900	10,154,900	XXX
7699999	Total - Preferred and Common Stocks			10,154,900	10,154,900	XXX
09248U-70-0	BLACKROCK LIQUID FED FUNDS			1,060,000	1,060,000	10/03/2016
31607A-70-3	FIDELITY GOVERNMENT PORT-INS FD #2642			1,148,000	1,148,000	10/03/2016
481200-67-0	JPMORGAN US GOVERNMENT MM-CP			1,178,000	1,178,000	10/03/2016
608919-71-8	FEDERATED GOVT OBLI FD-PRM			1,130,000	1,130,000	10/03/2016
61747C-70-7	MSILF #8302 GOVERNMENT PORTFOLIO INSTL SHARE CLASS			1,148,000	1,148,000	10/03/2016
825282-88-5	INVESCO STIT GOVT & AGENCY-INST			1,014,000	1,014,000	10/03/2016
8999999	Total - Short-Term Invested Assets (Schedule DA type)			6,678,000	6,678,000	XXX
9999999	Totals			40,408,006	40,400,205	XXX

General Interrogatories:

- Total activity for the year to date Fair Value \$ 16,209,885 Book/Adjusted Carrying Value \$ 16,201,107
- Average balance for the year to date Fair Value \$ 36,003,919 Book/Adjusted Carrying Value \$ 36,001,604
- Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:  
 NAIC 1 \$ 30,245,305 NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

**SCHEDULE DL - PART 2  
SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
NONE						
9999999 - Totals						XXX

General Interrogatories:

- |   |                     |                                       |
|---|---------------------|---------------------------------------|
| 1. Total activity for the year to date  | Fair Value \$ ..... | Book/Adjusted Carrying Value \$ ..... |
| 2. Average balance for the year to date | Fair Value \$ ..... | Book/Adjusted Carrying Value \$ ..... |



Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter

**N O N E**

Medicare Part D Coverage Supplement

**N O N E**

## QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

Name of Insurer AMERIGROUP Tennessee, Inc.  
 Date 11/14/2016 FEIN 20-4776597  
 NAIC Group # 0671 NAIC Company # 12941

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

A.	QTR. 1	QTR. 2	QTR. 3
1. Is this the first time you've submitted this filing? (Y/N)			YES
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N)			NO
3. Is this being re-filed due to changes to the data originally filed? (Y/N) (IF "YES", ENCLOSE HARD COPY PAGES FOR THE CHANGES.)			NO
4. Other? (Y/N) (If "yes", attach an explanation.)			NO

B. Additional comments if necessary for clarification:

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C. Diskette Contact Person:

Bette Lou Gronseth

Phone: 757-518-3638

Address: 4425 Corporation Lane Virginia Beach VA 23462

D. Software Vendor: Eagle Technology Management

Version: 2016

E. Have material validation failures been addressed in the explanation file?

Yes  No

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 2016 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes submitted 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 (version number) 4.8.0.1500

Signed



Type Name and Title: Bette L. Gronseth, Director II Regulatory Reporting

**AMERIGROUP Tennessee, Inc. - Middle Region**  
**Report 2A**  
**For the Period Ending 09/30/16**

Member Months	Current Period 523,170	Year-To-Date Total 1,553,633	Previous Year Total 1,961,019
<b>Revenues:</b>			
TennCare Capitation	165,013,029	492,685,451	662,326,176
Investment	3,155,281	4,439,790	4,546,042
Other Revenues	3,915,043	11,453,197	22,785,457
<b>Total Revenues</b>	<b>172,083,353</b>	<b>508,578,438</b>	<b>689,657,675</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	30,922,150	92,937,154	116,230,732
Inpatient Hospital Services	28,023,757	89,369,115	94,335,451
Outpatient Hospital Services	9,602,313	25,702,922	26,408,984
Emergency Room Services	8,446,358	25,420,418	27,234,878
Dental Services	-	-	-
Vision Services	459,474	1,449,385	1,887,456
Pharmacy Services	-	-	-
Home Health Services	4,262,994	12,327,856	15,589,217
Chiropractic Services	-	-	-
Radiology Services	4,095,056	12,771,334	15,679,086
Laboratory Services	2,265,761	7,011,510	10,310,560
Durable Medical Equipment Services	1,062,697	3,071,634	3,724,881
Transportation Services	3,638,028	11,353,509	14,026,005
Outside Referrals	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
<b>Subtotal Medical and Hospital</b>	<b>92,778,588</b>	<b>281,414,837</b>	<b>325,427,250</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,451,450	7,197,199	7,489,367
Inpatient Substance Abuse Treatment and Detox	1,634,300	4,778,723	5,083,661
Outpatient Mental Health Services	2,703,983	8,614,333	8,574,563
Outpatient Substance Abuse Treatment and Detox	1,751,193	5,594,376	5,820,088
Housing/Residential Treatment	1,657,091	4,947,089	5,132,733
Specialized Crisis Services	879,813	2,801,405	3,248,569
Psychiatric Rehab and Support Services	1,164,759	3,668,651	3,933,294
Case Management	4,056,920	12,849,658	12,947,524
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
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>16,299,509</b>	<b>50,451,434</b>	<b>52,229,799</b>
<b>CHOICES</b>			
Nursing Facility Care	25,857,048	76,866,573	108,583,020
HCBS Services	8,793,770	26,146,325	33,422,508
<b>Subtotal CHOICES</b>	<b>34,650,818</b>	<b>103,012,898</b>	<b>142,005,528</b>
Value Based Payouts	7,703	7,703	
Value Based Recoveries	-	-	
Other Medical Incentive Pool and Withhold Adjustments	-	-	
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>143,736,618</b>	<b>434,886,872</b>	<b>519,662,577</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MH&amp;SAS</b>	<b>143,736,618</b>	<b>434,886,872</b>	<b>519,662,577</b>
<b>Administration:</b>			
Compensation	5,464,133	15,654,663	22,204,188
Direct and Allocated Admin expenses	9,354,411	26,383,261	36,177,502
Marketing	71,632	142,000	170,166
Interest Expense	-	-	-
Premium Tax Expense	10,134,874	30,062,041	39,687,795
Occupancy, Depreciation, and Amortization	232,179	658,105	653,316
Other Administration - Write-Ins	1,427,065	12,770,128	11,266,268
<b>Total Administration Expenses</b>	<b>26,684,294</b>	<b>85,670,198</b>	<b>110,159,236</b>
<b>Total Expenses</b>	<b>170,420,912</b>	<b>520,557,070</b>	<b>629,821,813</b>
Extraordinary Item	-	-	-
Provision for Income Tax	(3,816,108)	489,329	25,352,212
<b>Net Income (Loss)</b>	<b>5,478,549</b>	<b>(12,467,961)</b>	<b>34,483,650</b>
<b>Write-Ins for Other Revenues</b>			
HIF Reimbursement	3,915,043	11,453,197	22,785,457
Total Other Revenues	3,915,043	11,453,197	22,785,457
<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>			
ACA Health Insurer Fee	(104,921)	8,791,001	5,271,430
Claims Adjustment Expense	131,370	116,185	(515,912)
DME/Vision Network Admin Fees	54,836	162,485	621,687
External Labor Services	584,955	1,472,863	1,245,560
Printing	74,002	277,289	387,873
Implementation Fee	-	-	(1,000,000)
Mailings	111,490	280,684	452,628
Bad Debt	293,154	965,641	2,825,666
Telecommunication	74,075	249,175	385,676
Travel	133,402	415,770	766,012
Liquidated Damages	28,467	(170,342)	567,517
Other Administration < \$175,000 YTD	46,235	209,377	258,131
Total Other Administration	1,427,065	12,770,128	11,266,268

**AMERIGROUP Tennessee, Inc. - East Region**  
**Report 2A**  
**For the Period Ending 09/30/16**

Member Months	Current Period	Year-To-Date Total	Previous Year Total
	439,523	1,282,811	1,480,312
<b>Revenues:</b>			
TennCare Capitation	157,100,324	455,585,817	485,675,994
Investment	1,844,666	2,197,997	2,616,855
Other Revenues	(312,223)	7,785,749	-
<b>Total Revenues</b>	<b>158,632,767</b>	<b>465,569,563</b>	<b>488,292,849</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	27,940,097	78,704,980	90,418,645
Inpatient Hospital Services	21,897,030	69,272,491	83,993,323
Outpatient Hospital Services	8,224,589	20,559,029	19,287,355
Emergency Room Services	9,025,157	25,386,128	24,936,730
Dental Services	-	-	-
Vision Services	285,520	795,208	1,100,185
Pharmacy Services	-	-	-
Home Health Services	1,135,839	2,664,902	6,664,865
Chiropractic Services	-	-	-
Radiology Services	4,617,303	12,950,695	11,800,711
Laboratory Services	1,983,443	5,168,990	6,692,351
Durable Medical Equipment Services	799,558	2,022,808	2,751,460
Transportation Services	3,678,047	10,737,220	11,627,076
Outside Referrals	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
<b>Subtotal Medical and Hospital</b>	<b>79,586,583</b>	<b>228,262,451</b>	<b>259,272,701</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,963,710	8,213,492	6,207,361
Inpatient Substance Abuse Treatment and Detox	1,975,806	5,492,650	4,401,539
Outpatient Mental Health Services	1,884,438	5,681,611	5,709,450
Outpatient Substance Abuse Treatment and Detox	1,202,633	3,623,649	4,299,307
Housing/Residential Treatment	162,145	467,958	2,429,283
Specialized Crisis Services	493,376	1,487,267	2,009,478
Psychiatric Rehab and Support Services	999,973	3,013,239	2,839,616
Case Management	2,745,140	8,249,766	8,858,593
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
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>12,427,221</b>	<b>36,229,632</b>	<b>36,754,627</b>
<b>CHOICES</b>			
Nursing Facility Care	39,410,551	113,289,766	90,478,478
HCBS Services	4,876,977	13,363,275	15,373,849
<b>Subtotal CHOICES</b>	<b>44,287,528</b>	<b>126,653,041</b>	<b>105,852,327</b>
Value Based Payouts	8,320	8,320	-
Value Based Recoveries	-	-	-
Other Medical Incentive Pool and Withhold Adjustments	-	-	-
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>136,309,652</b>	<b>391,153,444</b>	<b>401,879,655</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MH&amp;SAS</b>	<b>136,309,652</b>	<b>391,153,444</b>	<b>401,879,655</b>
<b>Administration:</b>			
Compensation	5,231,990	14,387,721	15,980,912
Direct and Allocated Admin expenses	6,773,242	18,655,144	25,158,135
Marketing	61,952	120,370	129,964
Interest Expense	-	-	-
Premium Tax Expense	9,407,286	27,670,763	27,999,108
Occupancy, Depreciation, and Amortization	216,183	605,625	430,319
Other Administration - Write-Ins	1,163,408	10,325,407	14,277,631
<b>Total Administration Expenses</b>	<b>22,854,061</b>	<b>71,765,029</b>	<b>83,976,070</b>
<b>Total Expenses</b>	<b>159,163,713</b>	<b>462,918,473</b>	<b>485,855,725</b>
Extraordinary Item	-	-	-
Provision for Income Tax	8,151,926	(1,550,172)	4,421,461
<b>Net Income (Loss)</b>	<b>(8,682,872)</b>	<b>4,201,262</b>	<b>(1,984,337)</b>
<b>Write-Ins for Other Revenues</b>			
HIF Reimbursement	(312,223)	7,785,749	-
<b>Total Other Revenues</b>	<b>(312,223)</b>	<b>7,785,749</b>	<b>-</b>
<b>Write-Ins for Other Medical and Hospital</b>			
<b>Total Other Medical and Hospital</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Write-Ins for Other MH &amp; SS</b>			
<b>Total Other MH &amp; SS</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Write-Ins for Other Administration</b>			
ACA Health Insurer Fee	(63,770)	7,447,170	8,917,681
Claims Adjustment Expense	191,014	295,593	2,275,365
DME/Vision Network Admin Fees	41,231	114,034	672,098
External Labor Services	490,248	899,683	749,681
Printing	62,491	230,478	292,369
Implementation Fee	-	-	-
Mailings	94,026	233,133	339,813
Bad Debt	9,253	14,412	584
Telecommunication	68,563	224,237	279,605
Travel	143,947	389,072	477,377
Liquidated Damages	86,010	281,614	26,500
Other Administration < \$175,000 YTD	40,395	195,981	246,558
<b>Total Other Administration</b>	<b>1,163,408</b>	<b>10,325,407</b>	<b>14,277,631</b>

**AMERIGROUP Tennessee, Inc. - West Region**  
**Report 2A**  
**For the Period Ending 09/30/16**

Member Months	Current Period 408,078	Year-To-Date Total 1,214,821	Previous Year Total 1,429,059
<b>Revenues:</b>			
TennCare Capitation	128,174,834	381,923,291	432,065,197
Investment	1,420,614	1,915,062	2,079,256
Other Revenues	1,726,151	7,190,294	-
<b>Total Revenues</b>	<b>131,321,599</b>	<b>391,028,647</b>	<b>434,144,453</b>
<b>Estimated Expenses:</b>			
<b>Hospital and Medical (w/o Mental Health)</b>			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	22,406,871	71,437,519	92,450,287
Inpatient Hospital Services	18,298,452	62,058,925	81,820,499
Outpatient Hospital Services	4,915,269	15,523,186	18,651,320
Emergency Room Services	7,103,751	23,026,887	22,225,114
Dental Services	-	-	-
Vision Services	304,507	957,648	1,233,606
Pharmacy Services	-	-	-
Home Health Services	1,226,803	3,929,457	7,701,708
Chiropractic Services	-	-	-
Radiology Services	3,093,647	9,782,716	11,339,032
Laboratory Services	1,423,697	4,666,882	6,626,364
Durable Medical Equipment Services	666,935	2,220,961	2,595,488
Transportation Services	2,959,668	9,446,038	10,564,406
Outside Referrals	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
<b>Subtotal Medical and Hospital</b>	<b>62,399,600</b>	<b>203,050,219</b>	<b>255,207,824</b>
<b>Mental Health and Substance Abuse Services</b>			
Inpatient Psychiatric Facility Services	2,056,666	6,538,567	6,176,331
Inpatient Substance Abuse Treatment and Detox	1,371,111	4,366,552	3,624,356
Outpatient Mental Health Services	1,094,724	3,594,679	4,510,034
Outpatient Substance Abuse Treatment and Detox	667,518	2,176,500	3,024,193
Housing/Residential Treatment	517,912	1,801,673	2,673,020
Specialized Crisis Services	342,820	1,131,094	1,729,875
Psychiatric Rehab and Support Services	535,054	1,661,160	2,100,159
Case Management	1,523,683	4,969,567	7,081,849
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
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>8,109,488</b>	<b>26,239,792</b>	<b>30,919,817</b>
<b>CHOICES</b>			
Nursing Facility Care	30,464,112	88,436,040	71,728,192
HCBS Services	3,873,343	12,341,659	15,264,525
<b>Subtotal CHOICES</b>	<b>34,337,455</b>	<b>100,777,699</b>	<b>86,992,717</b>
Value Based Payouts	259	259	-
Value Based Recoveries	-	-	-
Other Medical Incentive Pool and Withhold Adjustments	-	-	-
<b>Subtotal Hospital, Medical, MH&amp;SAS, CHOICES</b>	<b>104,846,802</b>	<b>330,067,969</b>	<b>373,120,358</b>
<b>LESS:</b>			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
<b>Subtotal Reinsurance, Copay, Subrogation</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Hospital, Medical, MH&amp;SAS</b>	<b>104,846,802</b>	<b>330,067,969</b>	<b>373,120,358</b>
<b>Administration:</b>			
Compensation	4,318,441	12,400,926	14,118,791
Direct and Allocated Admin expenses	5,687,244	16,611,548	24,126,981
Marketing	55,815	123,271	123,028
Interest Expense	-	-	-
Premium Tax Expense	7,794,059	23,229,809	24,907,112
Occupancy, Depreciation, and Amortization	168,553	476,491	367,238
Other Administration - Write-Ins	737,630	8,597,149	12,660,235
<b>Total Administration Expenses</b>	<b>18,761,742</b>	<b>61,439,194</b>	<b>76,303,385</b>
<b>Total Expenses</b>	<b>123,608,544</b>	<b>391,507,163</b>	<b>449,423,743</b>
Extraordinary Item	-	-	-
Provision for Income Tax	(2,395,835)	(913,958)	(2,860,337)
<b>Net Income (Loss)</b>	<b>10,108,890</b>	<b>435,442</b>	<b>(12,418,953)</b>
<b>Write-Ins for Other Revenues</b>			
HIF Reimbursement	1,726,151	7,190,294	-
<b>Total Other Revenues</b>	<b>1,726,151</b>	<b>7,190,294</b>	<b>-</b>
<b>Write-Ins for Other Medical and Hospital</b>			
<b>Total Other Medical and Hospital</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Write-Ins for Other MH &amp; SS</b>			
<b>Total Other MH &amp; SS</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Write-Ins for Other Administration</b>			
ACA Health Insurer Fee	(126,053)	6,432,297	7,933,625
Claims Adjustment Expense	(23,592)	(234,815)	1,876,133
DME/Vision Network Admin Fees	41,005	117,136	550,425
External Labor Services	484,391	984,373	805,194
Printing	58,902	219,043	281,477
Implementation Fee	-	-	-
Mailings	87,298	219,946	326,823
Bad Debt	7,241	28,759	652
Telecommunication	60,142	198,917	257,164
Travel	107,879	312,665	414,383
Liquidated Damages	4,000	144,791	4,500
Other Administration < \$175,000 YTD	36,417	174,037	209,859
<b>Total Other Administration</b>	<b>737,630</b>	<b>8,597,149</b>	<b>12,660,235</b>





## EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
AMERIGROUP Corporation	2,474,903					2,474,903	
0199999 Total - Individually listed receivables .....	2,474,903					2,474,903	
0299999 Receivables not individually listed .....	421,182					421,182	
0399999 Total gross amounts receivable .....	2,896,085					2,896,085	