

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
MARCH 31, 2014**

2014

HEALTH

2014



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2014
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 310, Nashville, TN, US 37214
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 4425 Corporation Lane
(Street and Number)
Virginia Beach, VA, US 23462, 757-490-6900
(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)
Virginia Beach, VA, US 23462, 757-490-6900
(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 Wayne Scott DeVeydt Catherine Irene Kelaghan
Alvin Brock King Charles Brian Shipp

State of Virginia SS:
County of Virginia Beach

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 29th day of April 2014
Barbara C. McLean

- 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 MARCH 31, 2014 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	186,073,213		186,073,213	183,667,162
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	20,730,605		20,730,605	20,516,142
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 (\$7,023,722), cash equivalents (\$0) and short-term investments (\$9,538,067)	16,561,789		16,561,789	3,590,558
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	178,142		178,142	0
10. Securities lending reinvested collateral assets	8,702,208		8,702,208	7,167,817
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	232,245,957	0	232,245,957	214,941,679
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,250,412		1,250,412	1,414,583
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	7,766,444		7,766,444	15,997,631
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			0	0
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	582,405		582,405	118,307
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	1,202,002		1,202,002	1,934,053
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	1,454		1,454	1,704
21. Furniture and equipment, including health care delivery assets (\$)	359,097	359,097	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$2,361,185) and other amounts receivable	6,448,425	4,087,240	2,361,185	2,312,931
25. Aggregate write-ins for other than invested assets	130,687	130,687	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	249,986,883	4,577,024	245,409,859	236,720,888
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	249,986,883	4,577,024	245,409,859	236,720,888
DETAILS OF WRITE-INS				
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. Prepaids	130,687	130,687	0	0
2502.			0	0
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)	130,687	130,687	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	70,872,835		70,872,835	74,472,028
2. Accrued medical incentive pool and bonus amounts	485,230		485,230	407,493
3. Unpaid claims adjustment expenses	2,381,372		2,381,372	2,511,745
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	13,580,736		13,580,736	11,688,880
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			0	0
9. General expenses due or accrued	8,354,232		8,354,232	152,717
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	3,248,164		3,248,164	5,462,240
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			0	0
13. Remittances and items not allocated	15,342,343		15,342,343	11,966,120
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	58,143		58,143	1,456,086
16. Derivatives			0	0
17. Payable for securities	3,444,596		3,444,596	0
18. Payable for securities lending	8,702,208		8,702,208	7,167,817
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	1,297,133		1,297,133	0
23. Aggregate write-ins for other liabilities (including \$ current)	13,389,346	0	13,389,346	13,360,626
24. Total liabilities (Lines 1 to 23)	141,156,338	0	141,156,338	128,645,752
25. Aggregate write-ins for special surplus funds	XXX	XXX	3,910,402	0
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	95,809,432	95,809,432
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	4,532,687	12,264,704
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	104,253,521	108,075,136
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	245,409,859	236,720,888
DETAILS OF WRITE-INS				
2301. Accrued Premium Tax	13,109,808		13,109,808	13,155,500
2302. Escheat Liability	212,038		212,038	205,126
2303. Other Liabilities	67,500		67,500	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	13,389,346	0	13,389,346	13,360,626
2501. Estimated 2015 ACA Health Insurer Fee	XXX	XXX	3,910,402	
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	3,910,402	0
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	622,204	609,075	2,434,601
2. Net premium income (including \$ non-health premium income)	XXX	231,237,697	223,098,012	917,635,709
3. Change in unearned premium reserves and reserve for rate credits	XXX		46,826	(616,991)
4. Fee-for-service (net of \$ medical expenses)	XXX			0
5. Risk revenue	XXX			0
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	231,237,697	223,144,838	917,018,718
Hospital and Medical:				
9. Hospital/medical benefits		144,087,444	146,151,716	588,057,264
10. Other professional services		6,848,191	6,423,137	25,110,419
11. Outside referrals				0
12. Emergency room and out-of-area		14,574,201	12,946,415	50,188,010
13. Prescription drugs		2,160,993	2,157,861	7,534,807
14. Aggregate write-ins for other hospital and medical	0	22,025,279	17,495,435	86,730,076
15. Incentive pool, withhold adjustments and bonus amounts		318,922	54,668	510,827
16. Subtotal (Lines 9 to 15)	0	190,015,030	185,229,232	758,131,403
Less:				
17. Net reinsurance recoveries			(72,597)	(142,524)
18. Total hospital and medical (Lines 16 minus 17)	0	190,015,030	185,301,829	758,273,927
19. Non-health claims (net)				0
20. Claims adjustment expenses, including \$ 9,916,333 cost containment expenses		12,265,692	6,645,991	48,550,186
21. General administrative expenses		30,488,690	24,859,085	76,382,472
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	232,769,412	216,806,905	883,206,585
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,531,715)	6,337,933	33,812,133
25. Net investment income earned		1,058,064	647,104	3,592,353
26. Net realized capital gains (losses) less capital gains tax of \$ 23,818		39,085	6,848	(282,808)
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,097,149	653,952	3,309,545
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]				
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	(434,566)	6,991,885	37,121,678
31. Federal and foreign income taxes incurred	XXX	2,946,706	2,261,666	13,292,908
32. Net income (loss) (Lines 30 minus 31)	XXX	(3,381,272)	4,730,219	23,828,770
DETAILS OF WRITE-INS				
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, Other LTSS		22,025,279	17,495,435	86,730,076
1402.				0
1403.				0
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	22,025,279	17,495,435	86,730,076
2901.				
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
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	108,075,136	106,079,845	106,079,845
34. Net income or (loss) from Line 32.....	(3,381,272)	4,730,219	23,828,770
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 75,063	139,400	927,082	2,491,550
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(656,988)	(174,717)	1,414,792
39. Change in nonadmitted assets.....	77,245	608,023	(1,739,821)
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.....		0	(24,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(3,821,615)	6,090,607	1,995,291
49. Capital and surplus end of reporting period (Line 33 plus 48)	104,253,521	112,170,452	108,075,136
DETAILS OF WRITE-INS			
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 MARCH 31, 2014 OF THE Amerigroup Tennessee, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	241,360,740	223,542,394	920,160,306
2. Net investment income	1,758,670	1,212,458	5,734,707
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	243,119,410	224,754,852	925,895,013
5. Benefit and loss related payments	191,876,063	179,229,615	757,009,283
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	33,791,761	30,035,663	124,005,700
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	5,184,600	4,229,006	10,425,523
10. Total (Lines 5 through 9)	230,852,424	213,494,284	891,440,506
11. Net cash from operations (Line 4 minus Line 10)	12,266,986	11,260,568	34,454,507
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	11,606,672	509,324	39,979,023
12.2 Stocks	0	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	0	0	(1,053)
12.7 Miscellaneous proceeds	3,444,596	10,704,684	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	15,051,268	11,214,008	39,977,970
13. Cost of investments acquired (long-term only):			
13.1 Bonds	14,486,255	29,439,362	97,855,533
13.2 Stocks	0	0	820,726
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	1,712,533	0	7,167,817
13.7 Total investments acquired (Lines 13.1 to 13.6)	16,198,788	29,439,362	105,844,076
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)	(1,147,520)	(18,225,354)	(65,866,106)
Cash from Financing and Miscellaneous Sources			
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	24,000,000
16.6 Other cash provided (applied)	1,851,765	(7,432,885)	4,291,092
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	1,851,765	(7,432,885)	(19,708,908)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	12,971,231	(14,397,671)	(51,120,507)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	3,590,558	54,711,065	54,711,065
19.2 End of period (Line 18 plus Line 19.1)	16,561,789	40,313,394	3,590,558

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Depreciation	58,444	158,833	497,685
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STATEMENT AS OF MARCH 31, 2014 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							
Total Members at end of:										
1. Prior Year	204,169	0	0	0	0	0	0	4,404	199,765	0
2. First Quarter	208,447							4,828	203,619	
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	622,204							14,272	607,932	
Total Member Ambulatory Encounters for Period:										
7. Physician	308,283							17,322	290,961	
8. Non-Physician	373,282							8,925	364,357	
9. Total	681,565	0	0	0	0	0	0	26,247	655,318	0
10. Hospital Patient Days Incurred	39,298							4,664	34,634	
11. Number of Inpatient Admissions	5,718							476	5,242	
12. Health Premiums Written (a)	231,237,697							14,583,975	216,653,722	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	231,237,697							14,583,975	216,653,722	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	193,536,486							12,272,503	181,263,983	
18. Amount Incurred for Provision of Health Care Services	190,015,030							12,496,020	177,519,010	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$14,583,975

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	5,315,074	8,896,965	293,130	5,265,726	5,608,204	5,335,339
7. Title XIX - Medicaid	59,217,919	124,554,644	3,930,142	61,383,837	63,148,061	69,136,689
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	64,532,993	133,451,609	4,223,272	66,649,563	68,756,265	74,472,028
10. Healthcare receivables (a)	2,695,959	1,993,342			2,695,959	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	241,185		325,534	159,696	566,719	407,493
13. Totals (Lines 9-10+11+12)	62,078,219	131,458,267	4,548,806	66,809,259	66,627,025	74,879,521

(a) Excludes \$ 1,759,124 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presented that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2013. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies

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 ("TDCI").

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

<u>NET INCOME</u>	<u>State of Domicile</u>	<u>31-Mar-14</u>	<u>31-Dec-13</u>
(1) AMERIGROUP Tennessee Inc. (Page 4, Line 32, Columns 2&3)	Tennessee	\$ (3,381,272)	\$ 23,828,770
(2) States Prescribed Practices that increase(decrease) NAIC SAP:	_____	_____	_____
(3) State Permitted Practices that increase(decrease) NAIC SAP:	_____	_____	_____
(4) NAIC SAP (1-2-3 = 4)	Tennessee	\$ (3,381,272)	\$ 23,828,770
<u>SURPLUS</u>			
(5) AMERIGROUP Tennessee Inc. (Page 3, Line 33, Columns 3&4)	Tennessee	\$ 104,253,521	\$ 108,075,136
(6) States Prescribed Practices that increase(decrease) NAIC SAP:	_____	_____	_____
(7) State Permitted Practices that increase(decrease) NAIC SAP:	_____	_____	_____
(8) NAIC SAP (5-6-7 = 8)	Tennessee	\$ 104,253,521	\$ 108,075,136

B. – C.

No significant change.

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.

No significant change.

D. Loan-Backed Securities

- Prepayment assumptions for mortgage-backed and structured 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.
- The Company did not recognize other-than-temporary impairments on its loan-backed securities for the three month period ended March 31, 2014.
- The Company did not hold other-than-temporarily impaired loan-backed securities at March 31, 2014.
- The Company had no impaired securities for which an other-than-temporary impairment had not been recognized in earnings as a realized loss at March 31, 2014.
- The Company had no impaired loan-backed securities at March 31, 2014.

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 repledged \$ 8,702,138
 - c. No significant change.
4. Not applicable.
5. Not applicable.
6. Not applicable
7. Not applicable

F. – G.

Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

7. Investment Income

No significant change.

8. Derivative Instruments

Not applicable.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. Nature of the relationship

No significant change.

B. Significant transactions for each period

No significant change.

C. Intercompany Management and Service Arrangements

See note F below for changes to intercompany management and service arrangements.

D. Amounts due to or from Related Parties

As of March 31, 2014 the Company reported \$58,143 due to affiliates. The payable balance represents intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

E. Guarantees or Contingencies for Related Parties

No significant change.

F. Management, Service Contracts, Cost Sharing Arrangements

Effective January 1, 2014 the Company entered into the WellPoint, Inc. Master Services Agreement, which the Department approved on February 20, 2014. Pursuant to these agreements, various administrative, management and support services are provided to or provided by the Company. The costs and expenses related to these administrative management and support services are allocated to or allocated by the Company in an amount equal to the direct and indirect costs and expenses incurred in providing these services. Direct costs include expenses such as salaries, employee benefits, communications, advertising, consulting services, maintenance, rent, utilities, and supplies which are directly attributable to the Company's operations. Allocated costs

STATEMENT AS OF MARCH 31, 2014 OF THE Amerigroup Tennessee, Inc.

include expenses such as salaries, benefit claims and enrollment processing, billing, accounting, underwriting, product development and budgeting, which support the Company's operations. These costs are allocated based on various utilization statistics.

G. – L

No significant change.

11. Debt

Not applicable.

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

No significant change.

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

No significant change.

14. Contingencies

No significant change.

15. Leases

No significant change.

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial 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. No significant change.

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 March 31, 2014, 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 A&H Plans and the Uninsured Portion of Partially Insured Plans.

A. Administrative Services Only Plans

Not applicable.

B. Administrative Services Contract Plans

Not applicable.

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

Not applicable.

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

Not applicable.

20. Fair Value Measurement**A. Fair Value Measurement****1. Fair Value Measurements at March 31, 2014**

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Asset at fair value				
Perpetual Preferred Stock				
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Perpetual Preferred Stocks	\$ -	\$ -	\$ -	\$ -
Bonds				
U.S. Governments	\$ -	\$ -	\$ -	\$ -
Industrial and Misc	-	-	-	-
Hybrid Securities	-	-	-	-
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Bonds	\$ -	\$ -	\$ -	\$ -
Common Stock				
Industrial and Misc	\$ 20,730,605	\$ -	\$ -	\$ 20,730,605
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Common Stocks	\$ 20,730,605	\$ -	\$ -	\$ 20,730,605
Derivative assets				
Interest rate contracts	\$ -	\$ -	\$ -	\$ -
Foreign exchange contracts	-	-	-	-
Credit contracts	-	-	-	-
Commodity futures contracts	-	-	-	-
Commodity forward contracts	-	-	-	-
Total Derivatives	\$ -	\$ -	\$ -	\$ -
.....				
.....				
Separate account assets	\$ -	\$ -	\$ -	\$ -
Total assets at fair value	\$ 20,730,605	\$ -	\$ -	\$ 20,730,605
b. Liabilities at fair value				
Derivative liabilities	\$ -	\$ -	\$ -	\$ -
.....	-	-	-	-
.....	-	-	-	-
Total liabilities at fair value	\$ -	\$ -	\$ -	\$ -

2. There are no assets measured at fair value that are categorized as Level 3.
3. The Company's policy is to recognize transfers between Levels, if any, at 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 included 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.

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

B. Fair value Measurements Under Other Accounting Pronouncements

Not applicable.

STATEMENT AS OF MARCH 31, 2014 OF THE Amerigroup Tennessee, Inc.

C. Financial Instruments

Type of Financial Instrument	Aggregated Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 187,138,466	\$ 186,073,213	\$ -	\$ 187,138,466	\$ -	\$ -
Common Stock	20,730,605	20,730,605	20,730,605	-	-	-
Short Term Inv & MMFs	9,538,067	9,538,067	9,538,067	-	-	-
	\$ 217,407,138	\$ 216,341,885	\$ 30,268,672	\$ 187,138,466	\$ -	\$ -

D. Not Practicable to Estimate Fair Value

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

21. Other Items

A.-G.

No significant change.

H. Offsetting and Netting of Assets and Liabilities

Not applicable.

I. Joint and Several Liabilities

Not applicable.

J. Risk Sharing Provisions of the Affordable Care Act

Not applicable.

22. Events Subsequent

There were no events occurring subsequent to March 31, 2014 requiring disclosure. Subsequent events have been considered through May 15, 2014 for the statutory statement issued on May 15, 2014.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims attributable to insured events of prior years decreased by \$5,077,569 during 2014. This is approximately 6.6% of unpaid claims of \$77,391,266 as of December 31 2013. The redundancy reflects the decreases in estimated claims expenses as a result of claim payments during the year, and as additional information is received regarding claims incurred prior to 2014. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims.

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

Not applicable.

31. Anticipated Salvage and Subrogation

Not applicable.

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 [X] No [] N/A []
If yes, attach an explanation.
Effective January 1, 2014, the Company entered into the WellPoint, Inc. Master Services Agreement which the Department approved on February 20, 2014.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 11/09/2011
- 6.4 By what department or departments?
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 No
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
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
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ 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
- 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\$8,702,138
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$8,702,208
 - 16.3 Total payable for securities lending reported on the liability page\$8,702,208

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	New York, NY

- 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

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation 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 percent86.5 %
1.2 A&H cost containment percent4.3 %
1.3 A&H expense percent excluding cost containment expenses14.2 %

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
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

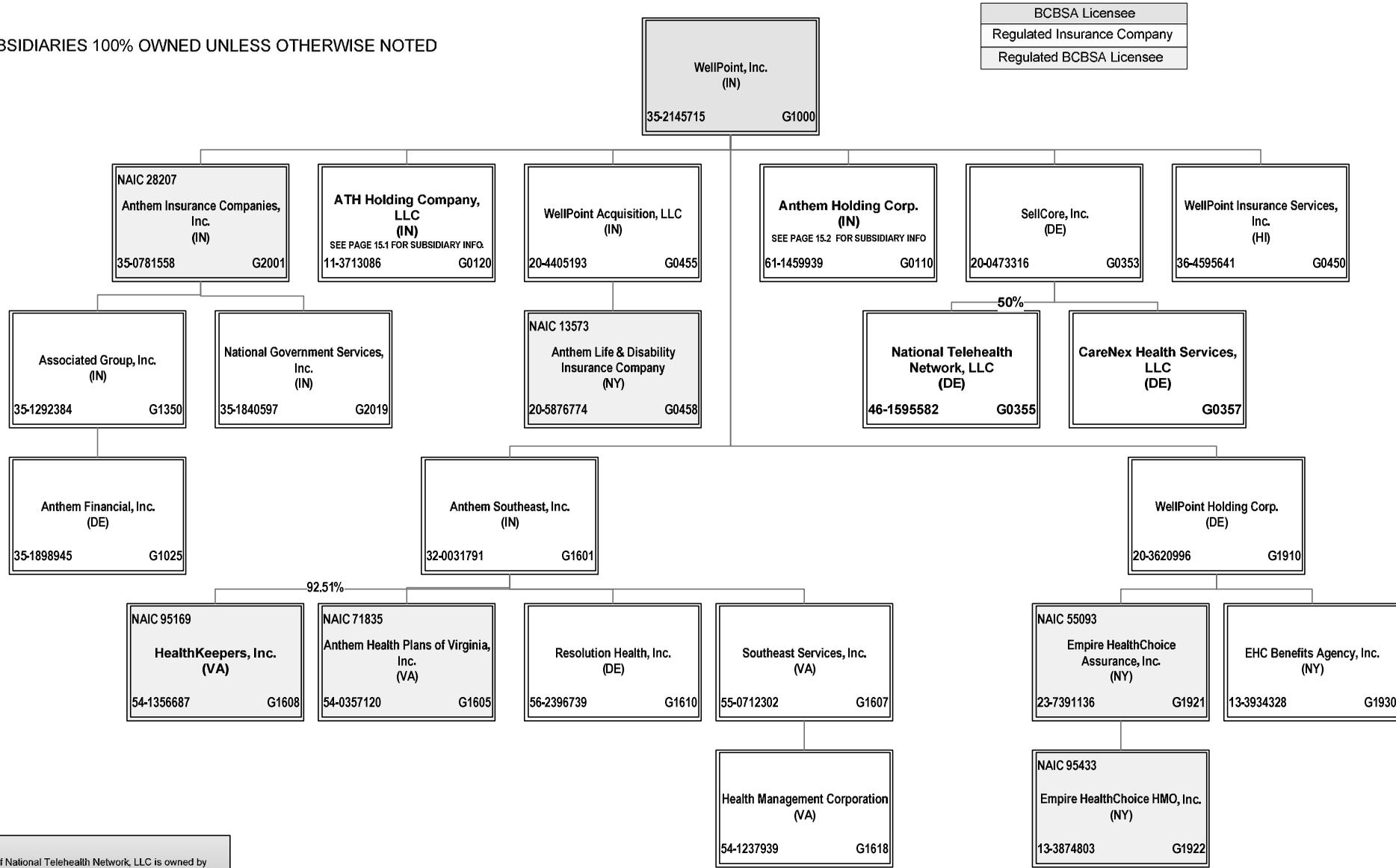
States, etc.	1 Active Status	Direct Business Only								
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
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		14,583,975	216,653,722				231,237,697		
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	14,583,975	216,653,722	0	0	0	231,237,697	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 1	0	14,583,975	216,653,722	0	0	0	231,237,697	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	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	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**

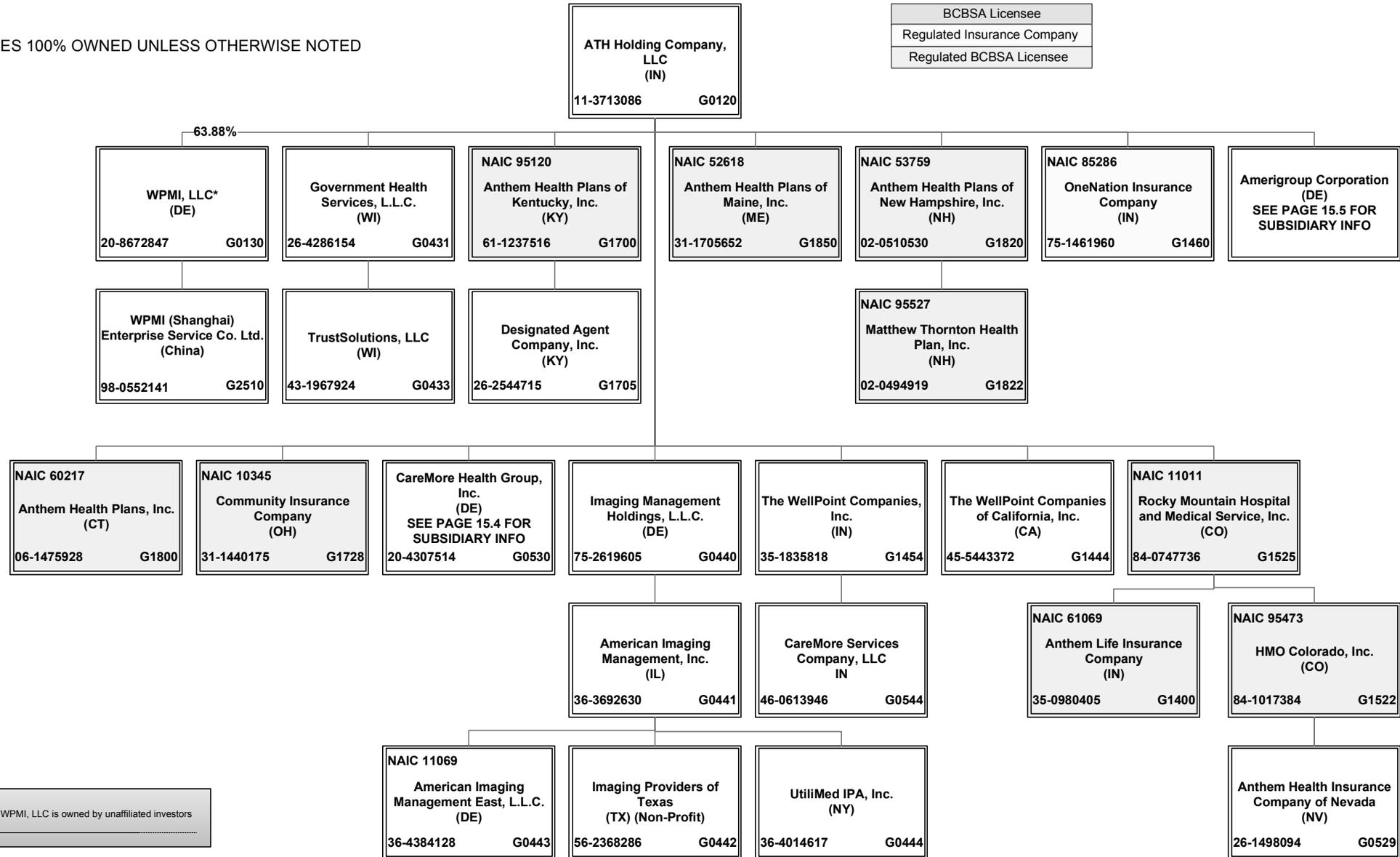
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



50% of National Telehealth Network, LLC is owned by American Well Corporation

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

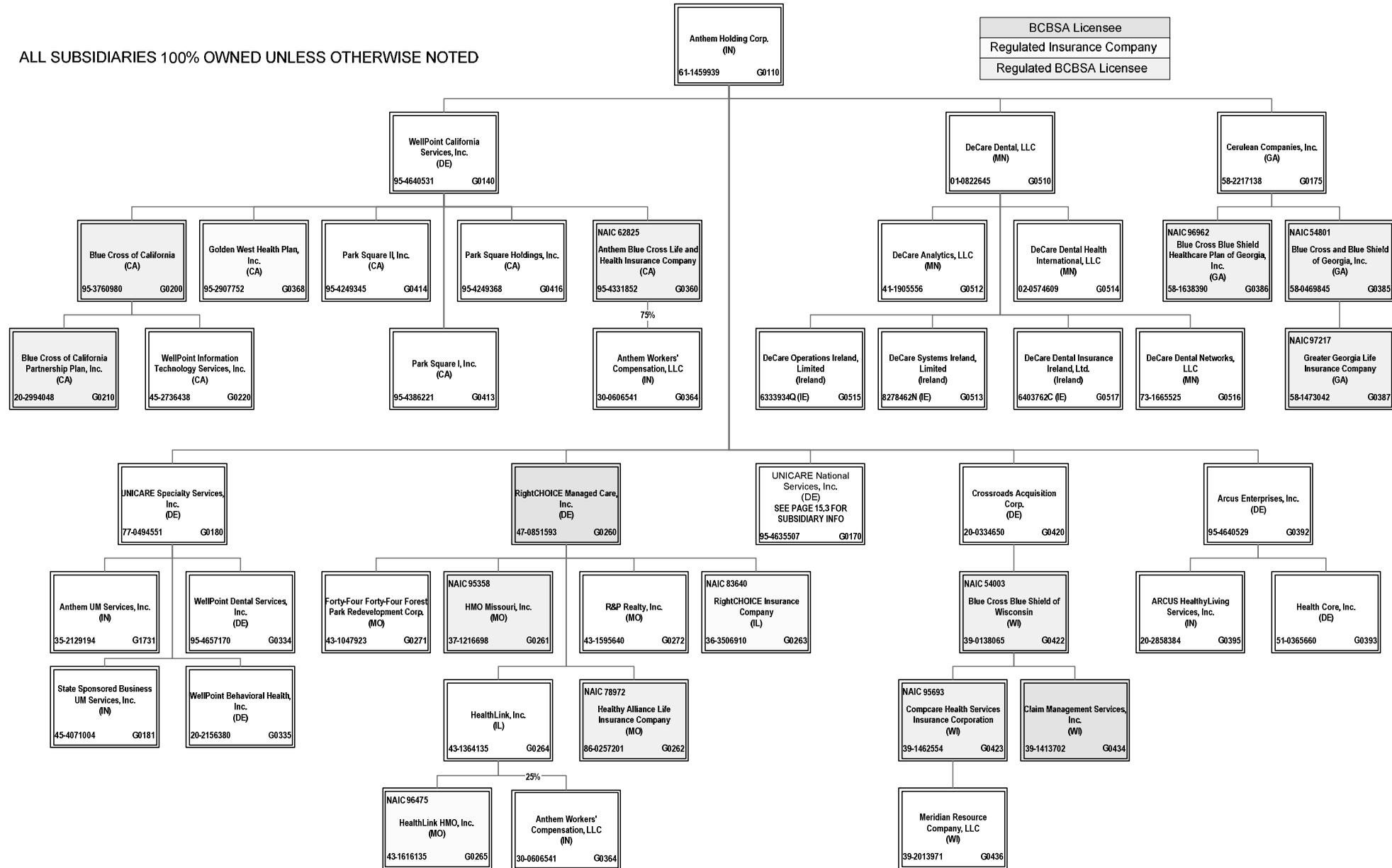


BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

*36.12 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

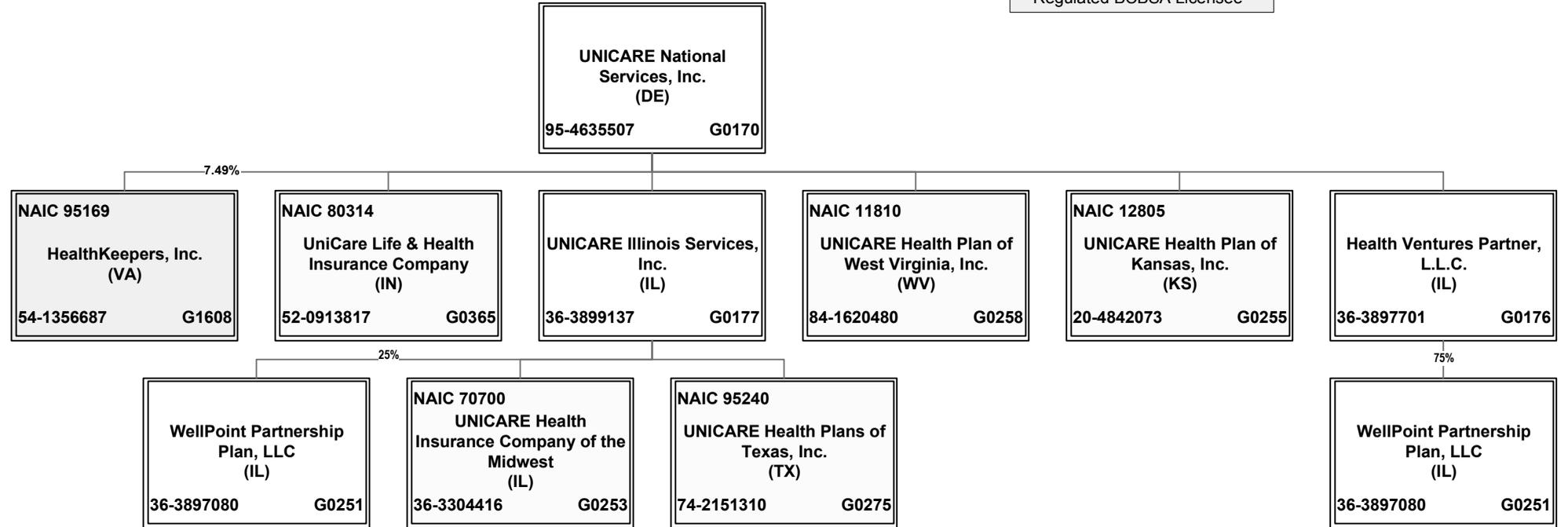
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

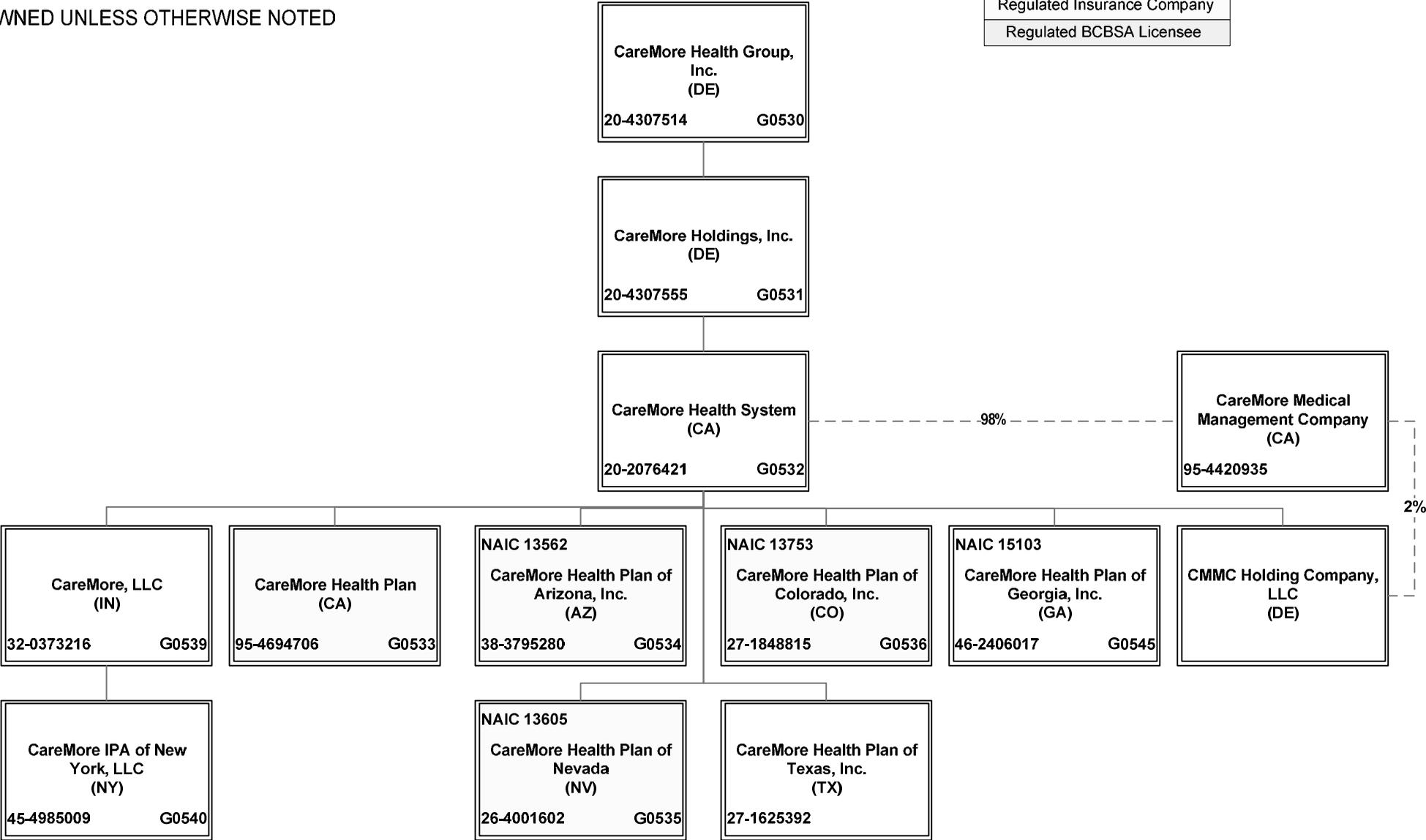
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

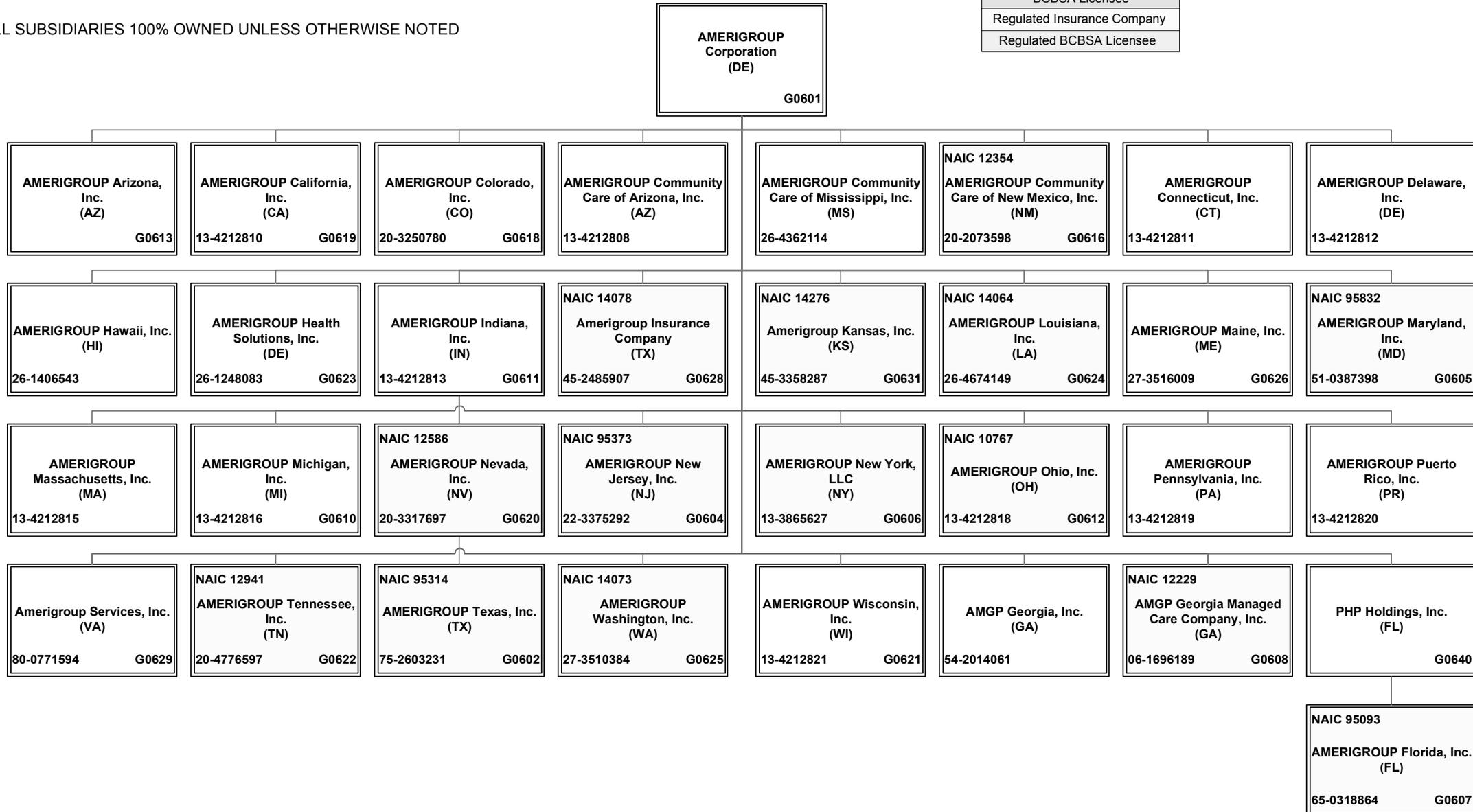
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



15.5

STATEMENT AS OF MARCH 31, 2014 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	Federal 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	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212810				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-3250780				AMERIGROUP Colorado, Inc.	CO	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212808				AMERIGROUP Community Care of Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-4362114				AMERIGROUP Community Care of Mississippi, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Connecticut, Inc.	CT	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212811				AMERIGROUP Corporation	DE	UDP	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212812				AMERIGROUP Delaware, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1406543				AMERIGROUP Hawaii, Inc.	HI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1248083				AMERIGROUP Health Solutions, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212813				AMERIGROUP Indiana, Inc.	IN	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		27-3516009				AMERIGROUP Maine, Inc.	ME	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212815				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212816				AMERIGROUP Michigan, Inc.	MI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	0100
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212820				AMERIGROUP Puerto Rico, Inc.	PR	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	RE	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		61-1459939				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558								Ownership	100.000	WellPoint, Inc.	

STATEMENT AS OF MARCH 31, 2014 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	Federal 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	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	..NY..	..IA..	WellPoint Acquisition, LLC Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	..IN..	..IA..	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		32-0031791				Anthem Southeast, Inc.	..IN..	..NIA..	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		35-2129194				Anthem UM Services, Inc.	..IN..	..NIA..	UNICARE Specialty Services, Inc. Anthem Blue Cross Life and Health Insurance Company	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	..IN..	..NIA..	HealthLink, Inc.	Ownership	75.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	..IN..	..NIA..	Anthem Holding Corp.	Ownership	25.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4640529				Arcus Enterprises, Inc.	..DE..	..NIA..	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-2858384				ARCUS HealthLiving Services, Inc.	..IN..	..NIA..	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		35-1292384				Associated Group, Inc.	..IN..	..NIA..	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		11-3713086				ATH Holding Company, LLC	..IN..	..UIP..		Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	..GA..	..IA..	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	..GA..	..IA..	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	..WI..	..IA..	Crossroads Acquisition Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-3760980				Blue Cross of California	..CA..	..IA..	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	..0101
...0671	WellPoint, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc.	..CA..	..IA..	Blue Cross of California	Ownership	100.000	WellPoint, Inc.	..0102
...0671	WellPoint, Inc.		20-4307514				CareMore Health Group, Inc.	..DE..	..NIA..	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4694706				CareMore Health Plan	..CA..	..IA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	..0103
...0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	..AZ..	..IA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	..CO..	..IA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		46-2406017				CareMore Health Plan of Georgia, Inc.	..GA..	..NIA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	..NV..	..IA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		27-1625392				CareMore Health Plan of Texas, Inc.	..TX..	..NIA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-4307555				CareMore Holdings, Inc.	..DE..	..NIA..	CareMore Health Group, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		45-4985009				CareMore IPA of New York, LLC	..NY..	..NIA..	CareMore, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		32-0373216				CareMore, LLC	..IN..	..NIA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-2076421				CareMore Health System	..CA..	..NIA..	CareMore Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	..CA..	..NIA..	CareMore Health System	Ownership	98.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		95-4420935				CareMore Medical Management Company	..CA..	..NIA..	CMMC Holding Company, LLC	Ownership	2.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						CareNex Health Services, LLC	..DE..	..NIA..	SellCore, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		58-2217138				Cerulean Companies, Inc.	..GA..	..NIA..	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		39-1413702				Claim Management Services, Inc.	..WI..	..NIA..	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						CMMC Holding Company, LLC	..DE..	..NIA..	CareMore Health System	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	..OH..	..IA..	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						Compcare Health Services Insurance Corporation	..WI..	..IA..	Blue Cross Blue Shield of Wisconsin	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.	95693	39-1462554				Crossroads Acquisition Corp.	..DE..	..NIA..	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		20-0334650				DeCare Analytics, LLC	..MN..	..NIA..	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		41-1905556				DeCare Dental Health International, LLC	..MN..	..NIA..	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		02-0574609				DeCare Dental Insurance Ireland, Ltd.	..JRL..	..NIA..	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		73-1665525				DeCare Dental Networks, LLC	..MN..	..NIA..	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		01-0822645				DeCare Dental, LLC	..MN..	..NIA..	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						DeCare Operations Ireland, Limited	..JRL..	..NIA..	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.						DeCare Systems Ireland, Limited	..JRL..	..NIA..	DeCare Dental, LLC	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		26-2544715				Designated Agent Company, Inc.	..KY..	..NIA..	Anthem Health Plans of Kentucky, Inc.	Ownership	100.000	WellPoint, Inc.	
...0671	WellPoint, Inc.		13-3934328				EHC Benefits Agency, Inc.	..NY..	..NIA..	WellPoint Holding Corp	Ownership	100.000	WellPoint, Inc.	

STATEMENT AS OF MARCH 31, 2014 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	Federal 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	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	0104
0671	WellPoint, Inc.		26-4286154				Government Health Services, LLC	WI	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.510	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.490	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		39-2013971				Meridian Resource Company, LLC	WI	NIA	Compicare Health Services Insurance Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.000	WellPoint, Inc.	0105
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1595640				PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	

STATEMENT AS OF MARCH 31, 2014 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	Federal 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	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.		98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.880	WellPoint, Inc.	0106

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC 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 doesn't have an NAIC 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 doesn't have an NAIC 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 doesn't have an NAIC 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 doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	50% owned by American Well Corporation
0106	36.12% owned by unaffiliated investors

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

NONE

STATEMENT AS OF MARCH 31, 2014 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	204,183,304	144,175,378
2. Cost of bonds and stocks acquired	14,486,255	98,676,259
3. Accrual of discount	5,293	53,920
4. Unrealized valuation increase (decrease)	214,463	3,833,154
5. Total gain (loss) on disposals	62,903	2,026
6. Deduct consideration for bonds and stocks disposed of	11,606,672	39,979,023
7. Deduct amortization of premium	541,728	2,307,951
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		270,459
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	206,803,818	204,183,304
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	206,803,818	204,183,304

STATEMENT AS OF MARCH 31, 2014 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
BONDS								
1. NAIC 1 (a)	175,164,569	27,048,151	20,576,575	(1,915,230)	179,720,915	0	0	175,164,569
2. NAIC 2 (a)	15,861,588	0	1,350,018	1,378,795	15,890,365	0	0	15,861,588
3. NAIC 3 (a)	0				0			0
4. NAIC 4 (a)	0				0			0
5. NAIC 5 (a)	0				0			0
6. NAIC 6 (a)	0				0			0
7. Total Bonds	191,026,157	27,048,151	21,926,593	(536,435)	195,611,280	0	0	191,026,157
PREFERRED STOCK								
8. NAIC 1	0				0			
9. NAIC 2	0				0			
10. NAIC 3	0				0			
11. NAIC 4	0				0			
12. NAIC 5	0				0			
13. NAIC 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	191,026,157	27,048,151	21,926,593	(536,435)	195,611,280	0	0	191,026,157

(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 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	9,538,067	xxx	9,538,067	15	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	7,358,995	47,760,197
2. Cost of short-term investments acquired	12,561,896	226,971,346
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		(1,053)
6. Deduct consideration received on disposals	10,382,824	267,332,230
7. Deduct amortization of premium		39,265
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,538,067	7,358,995
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	9,538,067	7,358,995

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	.662,893
2. Cost of cash equivalents acquired		14,017,290
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals		14,676,866
7. Deduct amortization of premium		3,317
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
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		0
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

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

N O N E

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

N O N E

STATEMENT AS OF MARCH 31, 2014 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)
3138EK--RG-2	FNMA Pool # AL3186 5.500% 03/01/39		.03/21/2014	Pershing		390,283	351,804	1,344	1
31418A--66-8	FNMA POOL MA1770 4.500% 02/01/44		.01/30/2014	Nomura Securities		1,714,986	1,597,890	2,397	1
442435--40-3	HOUSTON TEX UTIL SYS REV SER C 5.000% 05/15/28		.03/13/2014	National Financial Services		460,655	405,000	0	1FE
684517--QB-4	ORANGE CNTY FL SCH BRD COPS Series A 5.000% 08/01/29		.03/19/2014	Chase		2,308,173	2,100,000	0	1FE
71883P--JJ-2	PHOENIX ARIZ CIVIC IMPT CORP 5.000% 07/01/29		.03/19/2014	Goldman Sachs & Co		675,768	590,000	0	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						5,549,865	5,044,694	3,741	XXX
140420--NG-1	CAPITAL ONE BANK USA SERIES BKINT 1.200% 02/13/17		.02/10/2014	Bony/Barclays Capital Inc		739,697	740,000	0	1FE
428236--BY-8	HEWLETT-PACKARD CO 2.750% 01/14/19		.01/09/2014	Bank of America		494,772	495,000	0	2FE
446438--RG-0	HUNTINGTON NATIONAL BANK 2.200% 04/01/19		.02/26/2014	CS First Boston		808,720	810,000	0	1FE
681936--BA-7	OMEGA HEALTHCARE INVESTORS SERIES 144A 4.950% 04/01/24		.03/07/2014	Various		898,251	910,000	51	2FE
983919--AG-6	XILINX CORP 2.125% 03/15/19		.03/05/2014	J P Morgan		815,711	820,000	0	1FE
00131L--2A-2	AIA GROUP LTD SERIES 144A 2.250% 03/11/19	F	.03/04/2014	Citigroup Global Markets		363,664	365,000	0	1FE
65531W--AA-8	NOMAD CLO LTD SERIES 2013-1A CLASS A1 144A 1.439% 01/15/25	F	.02/21/2014	Morgan Stanley		1,980,000	2,000,000	3,357	1FE
92329X--AA-6	VENTURE CDO LTD SERIES 2014-16A CLASS A1L 144A 1.739% 04/15/26	F	.02/14/2014	Chase		2,835,575	2,850,000	0	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						8,936,390	8,990,000	3,408	XXX
8399997. Total - Bonds - Part 3						14,486,255	14,034,694	7,149	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						14,486,255	14,034,694	7,149	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						14,486,255	XXX	7,149	XXX

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

STATEMENT AS OF MARCH 31, 2014 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)	
36180J-V6-8	GNMA POOL AD6937 3.500% 03/20/43		03/01/2014	Paydown		8,575	8,575	9,278	9,268	0	(692)	0	(692)	0	8,575	0	0	0	51	03/20/2043	1	
36180K-B2-6	GNMA POOL AD7257 3.500% 03/15/43		03/01/2014	Paydown		5,917	5,917	6,372	6,361	0	(444)	0	(444)	0	5,917	0	0	0	35	03/15/2043	1	
3620AC-Z3-1	GNMA POOL 726262 5.000% 09/15/39		03/01/2014	Paydown		33,296	33,296	36,626	36,580	0	(3,284)	0	(3,284)	0	33,296	0	0	0	252	09/15/2039	1	
0599999	Subtotal - Bonds - U.S. Governments					47,788	47,788	52,276	52,209	0	(4,420)	0	(4,420)	0	47,788	0	0	0	338	XXX	XXX	
167560-LM-1	CHICAGO IL MET WTR RECLAMATION 5.000% 12/01/18		03/19/2014	Stifel Nicolaus & Co		802,981	725,000	852,847	803,438	0	(6,104)	0	(6,104)	0	797,333	0	5,648	5,648	11,378	12/01/2018	1FE	
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					802,981	725,000	852,847	803,438	0	(6,104)	0	(6,104)	0	797,333	0	5,648	5,648	11,378	XXX	XXX	
207758-KV-4	CONNECTICUT ST SPL TAX OBLIG 5.000% 11/01/17		03/13/2014	Paine Webber		748,833	650,000	753,352	709,582	0	(3,177)	0	(3,177)	0	706,405	0	42,428	42,428	12,368	11/01/2017	1FE	
3128M9-K2-7	FHLMC GOLD POOL G07213 3.500% 11/01/42		03/01/2014	Paydown		27,903	27,903	29,619	29,596	0	(1,692)	0	(1,692)	0	27,903	0	0	0	144	11/01/2042	1	
3128MJ-TW-0	FHLMC GOLD POOL G08564 4.500% 12/01/43		03/01/2014	Paydown		63,213	63,213	66,897	66,905	0	(3,692)	0	(3,692)	0	63,213	0	0	0	464	12/01/2043	1	
3136AD-3F-4	FNMA SERIES 2013-45 CLASS CB 4.000% 12/25/42		03/01/2014	Paydown		47,839	47,839	52,728	52,229	0	(4,389)	0	(4,389)	0	47,839	0	0	0	247	12/25/2042	1	
313780-XC-3	FHLMC MULTIFAMILY STRUCTURED SERIES 4182 CLASS KT 3.500% 05/15/41		03/01/2014	Paydown		42,127	42,127	45,596	45,351	0	(3,224)	0	(3,224)	0	42,127	0	0	0	226	05/15/2041	1	
3138AX-XV-8	FNMA POOL AJ6091 4.000% 12/01/41		03/01/2014	Paydown		52,821	52,821	56,539	56,515	0	(3,694)	0	(3,694)	0	52,821	0	0	0	278	12/01/2041	1	
3138E1-HX-8	FNMA POOL AJ8345 4.000% 12/01/41		03/01/2014	Paydown		51,489	51,489	55,077	55,012	0	(3,524)	0	(3,524)	0	51,489	0	0	0	279	12/01/2041	1	
3138EB-HH-8	FNMA POOL AK6544 3.000% 04/01/27		03/01/2014	Paydown		33,763	33,763	35,868	35,777	0	(2,013)	0	(2,013)	0	33,763	0	0	0	173	04/01/2027	1	
3138EG-HT-4	FNMA POOL AL0241 4.000% 04/01/41		03/01/2014	Paydown		25,426	25,426	27,313	27,277	0	(1,851)	0	(1,851)	0	25,426	0	0	0	194	04/01/2041	1	
3138EK-NK-7	FNMA POOL AL3093 3.500% 02/01/43		03/01/2014	Paydown		39,905	39,905	42,274	42,232	0	(2,327)	0	(2,327)	0	39,905	0	0	0	176	02/01/2043	1	
3138EL-UG-4	FNMA POOL AL3307 4.000% 11/01/42		03/01/2014	Paydown		54,967	54,967	57,174	57,160	0	(2,193)	0	(2,193)	0	54,967	0	0	0	359	11/01/2042	1	
3138EK-WE-1	FNMA POOL AL3344 4.500% 10/01/42		03/01/2014	Paydown		15,640	15,640	16,754	16,754	0	(1,113)	0	(1,113)	0	15,640	0	0	0	110	10/01/2042	1	
31402Q-2V-2	FNMA POOL 735288 5.000% 03/01/35		03/01/2014	Paydown		51,439	51,439	55,860	55,720	0	(4,281)	0	(4,281)	0	51,439	0	0	0	398	03/01/2035	1	
31403D-DX-4	FNMA POOL 745418 5.500% 04/01/36		03/01/2014	Paydown		80,907	80,907	88,037	87,867	0	(6,959)	0	(6,959)	0	80,907	0	0	0	700	04/01/2036	1	
31416C-D3-7	FNMA POOL 995722 5.000% 05/01/38		03/01/2014	Paydown		82,845	82,845	89,913	89,698	0	(6,853)	0	(6,853)	0	82,845	0	0	0	642	05/01/2038	1	
31417G-CE-4	FNMA POOL AB9068 3.500% 04/01/43		03/01/2014	Paydown		31,957	31,957	33,951	33,920	0	(1,963)	0	(1,963)	0	31,957	0	0	0	259	04/01/2043	1	
31417G-CF-1	FNMA POOL AB9069 3.500% 04/01/43		03/01/2014	Paydown		7,949	7,949	8,463	8,454	0	(505)	0	(505)	0	7,949	0	0	0	46	04/01/2043	1	
31418A-GG-8	FNMA POOL MA1770 4.500% 02/01/44		03/01/2014	Paydown		2,130	2,130	2,286	2,286	0	(156)	0	(156)	0	2,130	0	0	0	8	02/01/2044	1	
31418A-JL-3	FNMA POOL MA1166 3.500% 09/01/32		03/01/2014	Paydown		45,045	45,045	47,775	47,702	0	(2,658)	0	(2,658)	0	45,045	0	0	0	245	09/01/2032	1	
31419D-4K-4	FNMA POOL AE3525 4.000% 03/01/41		03/01/2014	Paydown		21,119	21,119	22,710	22,683	0	(1,563)	0	(1,563)	0	21,119	0	0	0	140	03/01/2041	1	
455057-CM-9	INDIANA ST FIN AUTH REV ST REVOLVING FD PG-SERIES A 5.000% 02/01/14		02/01/2014	Maturity		490,000	490,000	515,838	491,920	0	(1,920)	0	(1,920)	0	490,000	0	0	0	12,250	02/01/2014	1FE	
3199999	Subtotal - Bonds - U.S. Special Revenues					2,017,317	1,918,484	2,104,030	2,032,354	0	(59,747)	0	(59,747)	0	1,974,889	0	42,428	42,428	29,706	XXX	XXX	
06406H-BT-5	BANK OF NEW YORK 1.500% 01/31/14		01/31/2014	Maturity		260,000	260,000	263,138	260,232	0	(232)	0	(232)	0	260,000	0	0	0	1,950	01/31/2014	1FE	
097023-AV-7	BOEING CO 5.000% 03/15/14		03/15/2014	Maturity		1,400,000	1,400,000	1,546,412	1,409,417	0	(9,417)	0	(9,417)	0	1,400,000	0	0	0	35,000	03/15/2014	1FE	
17275R-AJ-1	CISCO SYSTEMS INC 1.625% 03/14/14		03/05/2014	Various		1,500,855	1,500,000	1,498,215	1,499,877	0	100	0	100	0	1,499,976	0	879	879	11,240	03/14/2014	1FE	
24422E-RA-9	JOHN DEERE CAPITAL CORP SERIES MTN 1.600% 03/03/14		02/14/2014	Goldman Sachs & Co		900,450	900,000	906,809	900,529	0	(418)	0	(418)	0	900,111	0	339	339	6,680	03/03/2014	1FE	
25746U-BK-4	DOMINION RESOURCES INC 1.800% 03/15/14		03/06/2014	Southwest Securities		400,036	400,000	399,554	399,969	0	29	0	29	0	399,998	0	38	38	3,520	03/15/2014	2FE	
25746U-BK-4	DOMINION RESOURCES INC 1.800% 03/15/14		03/15/2014	Maturity		500,000	500,000	499,165	499,942	0	58	0	58	0	500,000	0	0	0	4,500	03/15/2014	2FE	
263534-CG-2	E I DU PONT DE NEMOURS 1.750% 03/25/14		03/25/2014	Maturity		100,000	100,000	101,636	100,143	0	(143)	0	(143)	0	100,000	0	0	0	875	03/25/2014	1FE	
438516-AY-2	HONEYWELL INTERNATIONAL INC 3.875% 02/15/14		02/15/2014	Maturity		210,000	210,000	218,339	210,873	0	(873)	0	(873)	0	210,000	0	0	0	4,069	02/15/2014	1FE	
501044-CL-3	KROGER CO 7.500% 01/15/14		01/15/2014	Maturity		140,000	140,000	150,136	140,364	0	(364)	0	(364)	0	140,000	0	0	0	5,250	01/15/2014	2FE	
71343P-AF-8	PEPSI AMERICAS INC 4.375% 02/15/14		02/15/2014	Maturity		500,000	500,000	542,265	501,660	0	(1,660)	0	(1,660)	0	500,000	0	0	0	10,938	02/15/2014	1FE	
816851-AQ-2	SEMPRA ENERGY 2.000% 03/15/14		03/07/2014	J P Morgan		310,025	310,025	314,053	310,490	0	(471)	0	(471)	0	310,020	0	5	5	3,048	03/15/2014	2FE	
877373-AB-1	GLAXOSMITHKLINE CAP PLC 0.750% 05/08/15	F	02/21/2014	US Bancorp		1,255,975	1,250,000	1,247,997	1,248,856	0	80	0	80	0	1,248,936	0	7,039	7,039	2,813	05/08/2015	1FE	
80105N-AB-1	SANOFI-AVENTIS 1.625% 03/28/14	F	03/28/2014	Maturity		105,000	105,000	104,856	104,988	0	12	0	12	0	105,000	0	0	0	853	03/28/2014	1FE	
801060-AA-2	SANOFI 1.200% 09/30/14	F	02/21/2014	Goldman Sachs & Co		1,156,245	1,150,000	1,148,586	1,149,643	0	73	0	73	0	1,149,716	0	6,527	6,527	5,597	09/30/2014	1FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					8,738,586	8,725,000	8,941,161	8,736,983	0	(13,226)	0	(13,226)	0	8,723,757	0	14,827	14,827	96,333	XXX	XXX	
8399997	Total - Bonds - Part 4					11,606,672	11,416,272	11,950,314	11,624,984	0	(83,497)	0	(83,497)	0	11,543,767	0	62,903	62,903	137,755	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					11,606,672	11,416,272	11,950,314	11,624,984	0	(83,497)	0	(83,497)	0	11,543,767	0	62,903	62,903	137,755	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

E05

STATEMENT AS OF MARCH 31, 2014 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 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						11,606,672	XXX	11,950,314	11,624,984	0	(83,497)	0	(83,497)	0	11,543,767	0	62,903	62,903	137,755	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 MARCH 31, 2014 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
0199999	Subtotal - Bonds - U.S. Governments - Issuer Obligations			0	0	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			0	0	XXX
0699999	Subtotal - Bonds - All Other Governments - Issuer Obligations			0	0	XXX
0799999	Subtotal - Bonds - All Other Governments - Residential Mortgage-Backed Securities			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
000000-00-0	PAYABLE/RECEIVABLE		1	2,769	2,765	04/01/2014
026660-K9-3	AMERICAN HONDA FINANCE		1	200,133	200,104	05/08/2014
05252A-BT-7	AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD		1	101,087	101,116	03/16/2015
055451-AG-3	BHP BILLITON FINANCE (USA) LTD		1	100,000	100,000	04/01/2014
06417H-FII-1	BANK OF NOVA SCOTIA HOUS		1	100,007	100,004	06/19/2014
14912L-5M-9	CREDIT AGRICOLE CIB REPO		1	121,008	121,008	04/01/2014
191216-BH-2	CATERPILLAR FIN SERV CRP		1	100,217	100,234	02/26/2016
23328A-FII-9	COCA COLA COMPANY		1	100,000	100,000	09/01/2015
2332K1-EF-3	DZ BANK AG NEW YORK		1	99,992	100,000	06/12/2014
24422E-RX-9	DNB NOR BANK ASA		1	99,985	99,979	05/15/2014
4497W1-F5-0	JOHN DEERE CAPITAL CORP		1	100,059	100,059	10/08/2014
4497W1-FL-5	ING (US) FUNDING LLC		1	99,968	99,965	06/05/2014
459200-HV-6	ING (US) FUNDING LLC		1	99,957	99,957	06/20/2014
60688L-PR-1	IBM CORP		1	100,055	100,000	02/05/2016
64952W-BJ-1	MIZUHO BANK LTD/NY		1	100,004	100,000	05/23/2014
69033P-XD-7	NEW YORK LIFE GLOBAL FUNDING		1	100,034	100,029	09/19/2014
69033R-F3-5	OVERSEA-CHINESE BK CO NY		1	100,002	100,000	06/25/2014
69354B-BM-3	OVERSEA-CHINESE BANKING CORP		1	99,968	99,970	06/03/2014
69371R-K7-0	PNC BANK NA		1	99,995	100,000	10/09/2014
83051H-IM-4	PACCAR FINANCIAL CORP		1	100,049	100,054	06/05/2014
86562J-RQ-7	SKANDINAV ENSKILDA BK NY		1	100,000	100,004	08/25/2014
86562U-WG-3	SUMITOMO MITSUI BANK NY		1	100,002	100,000	05/09/2014
86958C-5S-9	SUMITOMO MITSUI BANK NY		1	99,995	100,000	07/07/2014
89112T-RF-3	SVENSKA HANDELSBANKEN INC NEW YORK BRANCH		1	99,993	100,000	09/11/2014
	TORONTO DOMINION BANK NY		1	100,033	100,018	08/12/2014
3299999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations			2,525,313	2,525,266	XXX
	CITIGROUP GLOBAL MARKETS INC REPO		1	2,025,613	2,025,613	04/01/2014
	HSBC SECURITIES USA INC REPO		1	2,025,613	2,025,613	04/01/2014
	RBS SECURITIES INC REPO		2	2,025,613	2,025,613	04/01/2014
17305E-FL-4	CCC12013-A12		1	99,986	100,103	11/07/2018
3399999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities			6,176,825	6,176,942	XXX
3499999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities			0	0	XXX
3599999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities			0	0	XXX
3899999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds			8,702,138	8,702,208	XXX
4299999	Subtotal - Bonds - Hybrid Securities - Issuer Obligations			0	0	XXX
4399999	Subtotal - Bonds - Hybrid Securities - Residential Mortgage-Backed Securities			0	0	XXX
4499999	Subtotal - Bonds - Hybrid Securities - Commercial Mortgage-Backed Securities			0	0	XXX
4599999	Subtotal - Bonds - Hybrid Securities - Other Loan-Backed and Structured Securities			0	0	XXX
4899999	Total - Hybrid Securities			0	0	XXX
4999999	Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Issuer Obligations			0	0	XXX
5099999	Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Residential Mortgage-Backed Securities			0	0	XXX
5199999	Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Commercial Mortgage-Backed Securities			0	0	XXX

STATEMENT AS OF MARCH 31, 2014 OF THE Amerigroup Tennessee, Inc.

**SCHEDULE DL - PART 1
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
5299999	Subtotal - Bonds - Parent, Subsidiaries and Affiliates - Other Loan-Backed and Structured Securities			0	0	XXX
5599999	Total - Parent, Subsidiaries and Affiliates Bonds			0	0	XXX
6199999	Total - Issuer Obligations			2,525,313	2,525,266	XXX
6299999	Total - Residential Mortgage-Backed Securities			6,176,825	6,176,942	XXX
6399999	Total - Commercial Mortgage-Backed Securities			0	0	XXX
6499999	Total - Other Loan-Backed and Structured Securities			0	0	XXX
6599999	Total Bonds			8,702,138	8,702,208	XXX
6899999	Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)			0	0	XXX
6999999	Subtotal - Preferred Stocks - Parent, Subsidiaries and Affiliates			0	0	XXX
7099999	Total - Preferred Stocks			0	0	XXX
7199999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)			0	0	XXX
7299999	Subtotal - Common Stocks - Parent, Subsidiaries and Affiliates			0	0	XXX
7399999	Subtotal - Common Stocks - Mutual Funds			0	0	XXX
7499999	Subtotal - Common Stocks - Money Market Mutual Funds			0	0	XXX
7599999	Total - Common Stocks			0	0	XXX
7699999	Total - Preferred and Common Stocks			0	0	XXX
8699999	Total - Real Estate (Schedule A type)			0	0	XXX
8799999	Total - Mortgage Loans on Real Estate (Schedule B type)			0	0	XXX
8899999	Total - Other Invested Assets (Schedule BA type)			0	0	XXX
8999999	Total - Short-Term Invested Assets (Schedule DA type)			0	0	XXX
9099999	Total - Cash (Schedule E Part 1 type)			0	0	XXX
9199999	Total - Cash Equivalents (Schedule E Part 2 type)			0	0	XXX
9299999	Total - Other Assets			0	0	XXX
9999999	Totals			8,702,138	8,702,208	XXX

General Interrogatories:

- Total activity for the year to date Fair Value \$1,534,321 Book/Adjusted Carrying Value \$1,534,391
- Average balance for the year to date Fair Value \$8,780,804 Book/Adjusted Carrying Value \$8,780,833
- Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
 NAIC 1 \$6,676,595 NAIC 2 \$2,025,613 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 05/14/2014 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.)			

B. Additional comments if necessary for clarification:

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: 2014

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 2014 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)

Symantec Endpoint Protection (version number) 11.0.7300.1294

Signed _____

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

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 03/31/14

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	607,932	607,932	2,383,779
Revenues:			
TennCare Capitation	216,653,722	216,653,722	865,968,872
Investment	1,021,063	1,021,063	3,125,501
Other Revenues	-	-	-
Total Revenues	217,674,785	217,674,785	869,094,373
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	40,647,775	40,647,775	168,556,169
Inpatient Hospital Services	36,205,837	36,205,837	139,823,655
Outpatient Hospital Services	8,260,607	8,260,607	33,134,183
Emergency Room Services	7,448,427	7,448,427	28,219,164
Dental Services	-	-	-
Vision Services	628,024	628,024	2,661,437
Pharmacy Services	-	-	-
Home Health Services	5,294,679	5,294,679	22,330,487
Chiropractic Services	-	-	-
Radiology Services	5,508,897	5,508,897	22,803,983
Laboratory Services	3,883,459	3,883,459	14,324,627
Durable Medical Equipment Services	1,858,034	1,858,034	6,119,199
Transportation Services	4,122,796	4,122,796	16,307,935
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	113,858,536	113,858,536	454,280,839
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,452,318	2,452,318	8,953,497
Inpatient Substance Abuse Treatment and Detox	1,457,359	1,457,359	5,735,817
Outpatient Mental Health Services	2,872,740	2,872,740	9,315,023
Outpatient Substance Abuse Treatment and Detox	1,884,170	1,884,170	7,130,523
Housing/Residential Treatment	1,712,446	1,712,446	6,274,193
Specialized Crisis Services	983,902	983,902	4,125,115
Psychiatric Rehab and Support Services	1,103,444	1,103,444	3,826,793
Case Management	3,675,746	3,675,746	17,750,205
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	16,142,126	16,142,126	63,111,166
CHOICES			
Nursing Facility Care	36,974,990	36,974,990	154,208,746
HCBS Services	10,543,359	10,543,359	39,278,497
Subtotal CHOICES	47,518,348	47,518,348	193,487,243
Subtotal Hospital, Medical, MH&SAS, CHOICES	177,519,010	177,519,010	710,879,248
LESS:			
Net Reinsurance Recoveries Incurred	-	-	(140,625)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	(140,625)
Total Hospital, Medical, MH&SAS	177,519,010	177,519,010	711,019,873
Administration:			
Compensation	13,973,737	13,973,737	26,580,171
Direct and Allocated Admin expenses	(1,157,944)	(1,157,944)	40,773,511
Marketing	242,934	242,934	299,668
Interest Expense	-	-	-
Premium Tax Expense	11,911,729	11,911,729	47,677,689
Occupancy, Depreciation, and Amortization	1,211,498	1,211,498	1,070,303
Other Administration - Write-Ins	14,284,140	14,284,140	4,680,448
Total Administration Expenses	40,466,094	40,466,094	121,081,789
Total Expenses	217,985,104	217,985,104	832,101,663
Extraordinary Item	-	-	-
Provision for Income Tax	2,727,499	2,727,499	13,247,077
Net Income (Loss)	(3,037,818)	(3,037,818)	23,745,633
Write-Ins for Other Revenues	-	-	-
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital	-	-	-
Total Other Medical and Hospital	-	-	-
Write-Ins for Other MH & SS	-	-	-
Total Other MH & SS	-	-	-
Write-Ins for Other Administration			
ACA Insurer Fee	10,154,296	10,154,296	-
Claims Adjustment Expense	551,789	551,789	97,910
External Labor Services	2,496,045	2,496,045	3,221,403
Mailings	259,214	259,214	810,860
Printing	174,330	174,330	896,071
Telecommunication	304,733	304,733	481,736
Travel	274,555	274,555	314,099
Other Administration < \$270,000 YTD	69,178	69,178	(1,141,631)
Total Other Administration	14,284,140	14,284,140	4,680,448

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	
	NONE							
0399999 Total gross amounts receivable								

AMERIGROUP Tennessee, Inc.-Grand Region Middle
 Cash Reconciliation-Middle Region-Medicaid only
 March 31, 2013

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Liquidated Damages	Pharmacy Benefit Payment	Cash difference	Premium receivable
	Cash P2, C3, L5 IA	Premium P4, C2, L2					Not Reported	Not Reported		Prem Rec P2, C3, L13.1
Beginning Balance (Prem. Rec)										\$ 15,034,737.62
January	72,450,688.87	73,342,257.41	72,423,079.22	1,810,576.98	70,612,502.24	1,842,686.63	(4,500.00)		(0.00)	(32,109.65)
January	1,537,121.47							1,537,121.47	-	-
January	1,738,535.37							1,738,535.37	-	-
January	2,564,243.42							2,564,243.42	-	-
January	2,369,869.16							2,369,869.16	-	-
January	2,310,544.44							2,310,544.44	-	-
February	83,847,026.85	72,945,313.20	84,158,994.74	2,103,974.87	82,055,019.87	1,810,576.98	(18,570.00)		(0.00)	293,397.89
February	1,997,721.33							1,997,721.33	-	-
February	2,779,777.54							2,779,777.54	-	-
February	2,536,782.44							2,536,782.44	-	-
February	2,186,498.49							2,186,498.49	-	-
March	74,220,868.26	71,219,737.92	73,966,044.50	1,849,151.11	72,116,893.39	2,103,974.87			0.00	(254,823.76)
March	122,000.00						122,000.00		-	-
March	3,735,519.90							3,735,519.90	-	-
March	2,536,367.09							2,536,367.09	-	-
March	2,526,613.67							2,526,613.67	-	-
March	2,234,280.69							2,234,280.69	-	-
Total	\$ 261,694,458.99	\$ 217,507,308.53	\$ 230,548,118.46	\$ 5,763,702.96	\$ 224,784,415.50	\$ 5,757,238.48	\$ 98,930.00	\$ 31,053,875.01	\$ (0.00)	\$ 15,041,202.10

Balance @ 12/31/13

Reconciliation		
Cash collected	\$ 261,694,458.99	
Premium earned	217,507,308.53	
Difference	\$ 44,187,150.46	
Premium Receivable	\$ 6,394,402.60	
Less:		
Beginning Balance	\$ 15,034,737.62	
Liquidated Damages	98,930.00	
ASO Claims	-	
Pharmacy Benefit Payment	31,053,875.01	
ASO Premium Taxes	-	
Change in Payment Adjustments @ 12-2012	4,394,008.95	\$ 50,581,551.58
Difference	\$ 44,187,148.98	1.48

\$ 15,041,202.10	
(337,500.00)	Changes in Premium Receivable:
(8,309,299.50)	Retro Receivable
6,394,402.60	Subtotal @ 03/31/14
6,394,401.11	Trial Balance @ 03/31/14
1.49	Checkpoint

Cash that should be included on premium tax return	
Medicaid Premiums	217,507,308.53
Change in Premium Receivable	8,640,335.02
Pharmacy Benefit Payment	31,053,875.01
ASO Claims	-
ASO Premium Taxes	-
Change in Payment Adjustments @ 12-2012	4,394,008.95
	261,595,527.51
Total Cash collected	261,694,458.99
add back liquidated damages	(98,930.00)
	261,595,528.99
	(1.48)

14,387,754.09