ANNUAL STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

TO THE

Insurance Department

OF THE STATE OF

Tennessee

For the Year Ending
December 31, 2013

2013

HEALTH

2013

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ANNUAL STATEMENT

For the Year Ending December 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Tennessee, Inc.

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

Organized under the Laws of Tennessee, State of Domicile or Port of Entry Tennessee

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health[ ] Property/Casualty[ ] Hospital, Medical & Dental Service or Indemnity[ ]
Dental Service Corporation[ ] Vision Service Corporation[ ] Health Maintenance Organization[X]
Other[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]

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

Statutory Home Office 22 Century Boulevard, Suite 310 (Street and Number), Nashville, TN, US 37214 (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.amerigroup.com

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

OFFICERS

Name	Title	
Charles Brian Shipp	Chairperson	#
Alvin Brock King	President/CEO	
Edna Laverne Willingham	Vice President/COO	
Jack Louis Young	Vice President/Assistant Secretary	#
Kathleen Susan Kiefer	Secretary	
Robert David Kretschmer	Treasurer	
Eric (Rick) Kenneth Noble	Assistant Treasurer	#
Kendall Benjamin Edwards	Vice President, Finance	

OTHERS

Mark Daniel Justus, Valuation Actuary #

DIRECTORS OR TRUSTEES

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

State of Virginia
County of Virginia Beach ss

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

(Signature)	(Signature)	(Signature)
Alvin Brock King	Kathleen Susan Kiefer	Robert David Kretschmer
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President/CEO	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 24 day of Feb , 2014

Dana C. Ayers
(Notary Public Signature)

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

DANA C. AYERS
NOTARY PUBLIC
REGISTRATION # 7505397
COMMONWEALTH OF VIRGINIA

WELLPOINT

Amerigroup Tennessee, Inc.

Statement of Actuarial Opinion

This Opinion is	☒ Unqualified	☐ Qualified	☐ Adverse	☐ Inconclusive
Identification Section	☐ Prescribed Wording Only	☒ Prescribed Wording with Additional Wording	☐ Revised Wording	
Scope Section	☒ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Reliance Section	☐ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☒ Revised Wording	
Opinion Section	☐ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☒ Revised Wording	
Relevant Comments			☒ Revised Wording	
☐ The Actuarial Memorandum includes "Deviation from Standard" wording regarding conformity with an Actuarial Standard of Practice				

Identification

I, Mark D. Justus, Director & Actuary III, am an employee of WellPoint Inc., and a member of the American Academy of Actuaries. I was appointed on October 01, 2013 in accordance with the requirements of the annual statement instructions for Amerigroup Tennessee, Inc., a subsidiary of WellPoint, Inc. I meet the Academy qualification standards for rendering the opinion.

Scope

I have examined the assumptions and methods used in determining loss reserves, actuarial liabilities and related items listed below, as shown in the annual statement of the organization as prepared for filing with state regulatory officials, as of December 31, 2013:

A.	Claims unpaid (Page 3, Line 1)	$74,472,028
B.	Accrued medical incentive pool and bonus payments (Page 3, Line 2)	$407,493
C.	Unpaid claims adjustment expenses (Page 3, Line 3)	$2,511,745
D.	Aggregate health policy reserves (Page 3, Line 4) including unearned premium reserves, premium deficiency reserves and additional policy reserves from the Underwriting and Investment Exhibit – Part 2D	$11,688,880
E.	Aggregate life policy reserves (Page 3, Line 5)	$0
F.	Property/casualty unearned premium reserves (Page 3, Line 6)	$0
G.	Not applicable	

H. Any other loss reserves, actuarial liabilities, or related items presented as liabilities in the annual statement
Not applicable

I. Specified actuarial items presented as assets in the annual statement
Not applicable

Reliance

In forming my opinion on Unearned Premium Reserves (part of Aggregate Health Policy Reserves) and Legal Claim Reserves (part of Unpaid Claims) I relied upon data prepared by R. David Kretschmer, Senior Vice President, Treasurer and Chief Investment Officer, and Pamela C. Williams, Vice President and Counsel, WellPoint Inc. as certified in the attached statements. I evaluated that data for reasonableness and consistency.

In other respects, my examination included such review of the actuarial assumptions and actuarial methods and of the underlying basic liability records and such tests of the actuarial calculations as I considered necessary. I also reconciled the underlying basic liability records to the Underwriting and Investment Exhibit, Part 2B of the company's current annual statement.

Opinion

In my opinion, the amounts carried in the balance sheet on account of the items identified above:

A. Are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;

B. Are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose for which the statement was prepared;

C. Meet the requirements of the Insurance Laws and regulations of the state of Tennessee, and are at least as great as the minimum aggregate amounts required by the state in which this statement is filed;

D. Make a good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements;

E. Are computed on the basis of assumptions and methods consistent with those used in computing the corresponding items in the annual statement of the preceding year-end; and

F. Include appropriate provision for all actuarial items that ought to be established.

The Underwriting and Investment Exhibit, Part 2B was reviewed for reasonableness and consistency with the applicable Actuarial Standards of Practice.

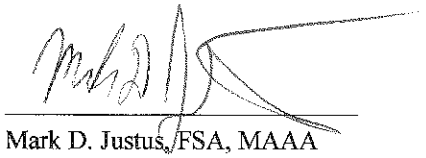
Actuarial methods, considerations, and analyses used in forming my opinion conform to the relevant Standards of Practice as promulgated from time to time by the Actuarial Standards Board, which standards form the basis of this statement of opinion.

Relevant Comments

The liabilities being valued are mainly short term in nature, have no investment income or interest component, are not discounted for interest, and do not fluctuate with changes in the interest rate environment. As a result, no asset adequacy analysis was performed.

My review also included consideration of incentive contracts with service providers and the effect on the reserves. I have not reviewed the financial position of any party related by contract to the Company, including those under a capitation agreement with the Company. I have relied on the opinion of the Company that such parties are in a financial position to meet all liabilities resulting from such contracts.

This opinion has been prepared solely for the Board and management of the Company, for filing with insurance regulatory agencies of states in which the Company is licensed.



Mark D. Justus, FSA, MAAA
WellPoint, Inc.
3350 Peachtree Road
Atlanta, GA 30326
(404) 842-8037
Mark.Justus@wellpoint.com
February 21, 2014

WELLPOINT

120 Monument Circle
Indianapolis, IN 46204
Tel (317) 488-6295
Fax (317) 488-6170
pam.williams@wellpoint.com

Pamela C. Williams, Esq.
Vice President & Counsel
Litigation

I, Pamela C. Williams, Vice President & Counsel of WellPoint Inc., the ultimate parent company of **Amerigroup Tennessee, Inc.**, hereby affirm that the listings, summaries and analyses relating to the Legal Claim Reserve balance, prepared for and submitted to **Mark Justus** in support of the actuarial opinion for **Amerigroup Tennessee, Inc.**, as of December 31, 2013, were prepared in accordance with generally accepted accounting principles and, to the best of my knowledge and belief, are substantially accurate and complete and the same as, or derived from, the records and other data which form the basis of the annual statement for the year ended December 31, 2013.

Pamela C. Williams
Vice President & Counsel
WellPoint, Inc.
120 Monument Circle
Indianapolis, IN 46204
317-488-6295
February 7, 2014

WellPoint, Inc.
120 Monument Circle
Indianapolis, IN 46204
(317) 488-6000

Investment Assumption Reliance Statement
Amerigroup Tennessee, Inc.
For 2013 Actuarial Opinion

I, R. David Kretschmer, Senior Vice President, Treasurer and Chief Investment Officer, of WellPoint Inc., the ultimate parent company of **Amerigroup Tennessee, Inc.**, hereby affirm that the listings, summaries and analyses relating to the Unearned Premium Reserve balance (Underwriting and Investment Exhibit, Part 2D, Column 1, Line 1), prepared for and submitted to Mark Justus, Director & Actuary III, in support of the actuarial opinion for **Amerigroup Tennessee, Inc.**, as of December 31, 2013, were prepared in accordance with generally accepted accounting principles and, to the best of my knowledge and belief, are substantially accurate and complete and the same as, or derived from, the records and other data which form the basis of the annual statement for the year ended December 31, 2013.

R. David Kretschmer
Senior Vice President, Treasurer and Chief Investment Officer
February 3, 2014

WellPoint, Inc.
120 Monument Circle
Indianapolis, IN 46204
317-488-6422

ASSETS

		Current Year			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols.1-2)	Net Admitted Assets
1.	Bonds (Schedule D)	183,667,162		183,667,162	128,313,116
2.	Stocks (Schedule D)				
	2.1 Preferred stocks				
	2.2 Common Stocks	20,516,142		20,516,142	15,862,262
3.	Mortgage loans on real estate (Schedule B):				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate (Schedule A):				
	4.1 Properties occupied by the company (less $.....0 encumbrances)				
	4.2 Properties held for the production of income (less $.....0 encumbrances)				
	4.3 Properties held for sale (less $.....0 encumbrances)				
5.	Cash ($.....(3,768,437), Schedule E Part 1), cash equivalents ($.....0, Schedule E Part 2) and short-term investments ($.....7,358,995, Schedule DA)	3,590,558		3,590,558	54,711,065
6.	Contract loans (including $.....0 premium notes)				
7.	Derivatives (Schedule DB)				
8.	Other invested assets (Schedule BA)				
9.	Receivables for securities				
10.	Securities Lending Reinvested Collateral Assets (Schedule DL)	7,167,817		7,167,817	
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	214,941,679		214,941,679	198,886,443
13.	Title plants less $.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	1,414,583		1,414,583	1,302,906
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	15,997,631		15,997,631	7,927,310
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (Including $.....0 earned but unbilled premiums)				
	15.3 Accrued retrospective premiums				
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans	118,307		118,307	4,226
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset	1,934,053		1,934,053	1,860,865
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	1,704		1,704	2,772
21.	Furniture and equipment, including health care delivery assets ($.....0)	417,292	417,292		
22.	Net adjustment in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				
24.	Health care ($.....2,312,931) and other amounts receivable	6,487,321	4,174,390	2,312,931	2,199,708
25.	Aggregate write-ins for other than invested assets	62,587	62,587		
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	241,375,157	4,654,269	236,720,888	212,184,230
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	241,375,157	4,654,269	236,720,888	212,184,230
DETAILS OF WRITE-INS					
1101.					
1102.					
1103.					
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501.	Prepaids	62,587	62,587		
2502.					
2503.					
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	62,587	62,587		

LIABILITIES, CAPITAL AND SURPLUS

		Current Year			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	74,472,028		74,472,028	72,842,721
2.	Accrued medical incentive pool and bonus amounts	407,493		407,493	127,952
3.	Unpaid claims adjustment expenses	2,511,745		2,511,745	1,472,203
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	11,688,880		11,688,880	476,970
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserves				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	152,717		152,717	217,694
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized capital gains (losses))	5,462,240		5,462,240	2,581,534
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated	11,966,120		11,966,120	14,903,158
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	1,456,086		1,456,086	1,391,661
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending	7,167,817		7,167,817	
19.	Funds held under reinsurance treaties (with $.....0 authorized reinsurers, $.....0 unauthorized reinsurers and $.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified ($.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans				431,211
23.	Aggregate write-ins for other liabilities (including $.....0 current)	13,360,626		13,360,626	11,659,281
24.	TOTAL Liabilities (Lines 1 to 23)	128,645,752		128,645,752	106,104,385
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
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		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	12,264,704	10,269,413
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	TOTAL Capital and Surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	108,075,136	106,079,845
34.	TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	XXX	XXX	236,720,888	212,184,230
DETAILS OF WRITE-INS					
2301.	Accrued Premium Tax	13,155,500		13,155,500	11,659,281
2302.	Escheat Liability	205,126		205,126	
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	13,360,626		13,360,626	11,659,281
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months	XXX	2,434,601	2,459,155
2.	Net premium income (including $.....0 non-health premium income)	XXX	917,635,709	904,880,116
3.	Change in unearned premium reserves and reserve for rate credits	XXX	(616,991)	
4.	Fee-for-service (net of $.....0 medical expenses)	XXX		
5.	Risk revenue	XXX		
6.	Aggregate write-ins for other health care related revenues	XXX		
7.	Aggregate write-ins for other non-health revenues	XXX		
8.	TOTAL Revenues (Lines 2 to 7)	XXX	917,018,718	904,880,116
Hospital and Medical:				
9.	Hospital/medical benefits		588,057,264	583,235,023
10.	Other professional services		25,110,419	24,028,749
11.	Outside referrals			
12.	Emergency room and out-of-area		50,188,010	56,100,967
13.	Prescription drugs		7,534,807	4,592,478
14.	Aggregate write-ins for other hospital and medical		86,730,076	72,692,363
15.	Incentive pool, withhold adjustments and bonus amounts		510,827	140,142
16.	Subtotal (Lines 9 to 15)		758,131,403	740,789,722
Less:				
17.	Net reinsurance recoveries		(142,524)	(279,574)
18.	TOTAL Hospital and Medical (Lines 16 minus 17)		758,273,927	741,069,296
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including $.....39,250,932 cost containment expenses		48,550,186	25,706,479
21.	General administrative expenses		76,382,472	102,262,359
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)			
23.	TOTAL Underwriting Deductions (Lines 18 through 22)		883,206,585	869,038,134
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	33,812,133	35,841,982
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)		3,592,353	3,092,201
26.	Net realized capital gains (losses) less capital gains tax of $.....13,321		(282,808)	103,767
27.	Net investment gains (losses) (Lines 25 plus 26)		3,309,545	3,195,968
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]			
29.	Aggregate write-ins for other income or expenses			
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	37,121,678	39,037,950
31.	Federal and foreign income taxes incurred	XXX	13,292,908	13,193,450
32.	Net income (loss) (Lines 30 minus 31)	XXX	23,828,770	25,844,500
DETAILS OF WRITE-INS				
0601.		XXX		
0602.		XXX		
0603.		XXX		
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX		
0701.		XXX		
0702.		XXX		
0703.		XXX		
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX		
0799.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)	XXX		
1401.	DME, Home Health Care, Ambulance, Other LTSS		86,730,076	72,692,363
1402.				
1403.				
1498.	Summary of remaining write-ins for Line 14 from overflow page			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		86,730,076	72,692,363
2901.				
2902.				
2903.				
2998.	Summary of remaining write-ins for Line 29 from overflow page			
2999.	TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	106,079,845	144,193,492
34.	Net income or (loss) from Line 32	23,828,770	25,844,500
35.	Change in valuation basis of aggregate policy and claim reserves		
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....1,341,604	2,491,550	1,306,474
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax	1,414,792	314,069
39.	Change in nonadmitted assets	(1,739,821)	(1,050,133)
40.	Change in unauthorized and certified reinsurance		
41.	Change in treasury stock		
42.	Change in surplus notes		
43.	Cumulative effect of changes in accounting principles		
44.	Capital Changes:		
	44.1 Paid in		
	44.2 Transferred from surplus (Stock Dividend)		
	44.3 Transferred to surplus		
45.	Surplus adjustments:		
	45.1 Paid in		471,443
	45.2 Transferred to capital (Stock Dividend)		
	45.3 Transferred from capital		
46.	Dividends to stockholders	(24,000,000)	(65,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus		
48.	Net change in capital and surplus (Lines 34 to 47)	1,995,291	(38,113,647)
49.	Capital and surplus end of reporting year (Line 33 plus 48)	108,075,136	106,079,845
	DETAILS OF WRITE-INS		
4701.			
4702.			
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		

CASH FLOW

		1 Current Year	2 Prior Year
	Cash from Operations		
1.	Premiums collected net of reinsurance	920,160,306	906,257,291
2.	Net investment income	5,734,707	5,132,590
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	925,895,013	911,389,881
5.	Benefit and loss related payments	757,009,283	751,119,618
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	124,005,700	127,802,800
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	10,425,523	8,362,229
10.	Total (Lines 5 through 9)	891,440,506	887,284,647
11.	Net cash from operations (Line 4 minus Line 10)	34,454,507	24,105,234
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	39,979,023	68,214,075
	12.2 Stocks		
	12.3 Mortgage loans		
	12.4 Real estate		
	12.5 Other invested assets		
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(1,053)	812
	12.7 Miscellaneous proceeds		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	39,977,970	68,214,887
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	97,855,533	44,323,637
	13.2 Stocks	820,726	6,176,658
	13.3 Mortgage loans		
	13.4 Real estate		
	13.5 Other invested assets		
	13.6 Miscellaneous applications	7,167,817	
	13.7 Total investments acquired (Lines 13.1 to 13.6)	105,844,076	50,500,295
14.	Net increase (decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(65,866,106)	17,714,592
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes		
	16.2 Capital and paid in surplus, less treasury stock		
	16.3 Borrowed funds		
	16.4 Net deposits on deposit-type contracts and other insurance liabilities		
	16.5 Dividends to stockholders	24,000,000	65,000,000
	16.6 Other cash provided (applied)	4,291,092	(3,468,033)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(19,708,908)	(68,468,033)
	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)	(51,120,507)	(26,648,207)
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	54,711,065	81,359,272
	19.2 End of year (Line 18 plus Line 19.1)	3,590,558	54,711,065

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

20.0001	Depreciation	497,685	597,000
20.0002	Non-cash Capital Contributions		471,443

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1.	Net premium income	917,635,709						51,666,837	865,968,872		
2.	Change in unearned premium reserves and reserve for rate credit	(616,991)						(616,991)			
3.	Fee-for-service (net of $.....0 medical expenses)										XXX
4.	Risk revenue										XXX
5.	Aggregate write-ins for other health care related revenues										XXX
6.	Aggregate write-ins for other non-health care related revenues		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
7.	TOTAL Revenues (Lines 1 to 6)	917,018,718						51,049,846	865,968,872		
8.	Hospital/medical benefits	588,057,264						32,484,427	555,572,837		XXX
9.	Other professional services	25,110,419						2,620,305	22,490,114		XXX
10.	Outside referrals										XXX
11.	Emergency room and out-of-area	50,188,010						2,996,085	47,191,925		XXX
12.	Prescription drugs	7,534,807						7,534,807			XXX
13.	Aggregate write-ins for other hospital and medical	86,730,076						1,598,892	85,131,184		XXX
14.	Incentive pool, withhold adjustments and bonus amounts	510,827						17,639	493,188		XXX
15.	Subtotal (Lines 8 to 14)	758,131,403						47,252,155	710,879,248		XXX
16.	Net reinsurance recoveries	(142,524)						(1,898)	(140,626)		XXX
17.	TOTAL Hospital and Medical (Lines 15 minus 16)	758,273,927						47,254,053	711,019,874		XXX
18.	Non-health claims (net)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19.	Claims adjustment expenses including $.....39,250,932 cost containment expenses	48,550,186						1,496,489	47,053,697		
20.	General administrative expenses	76,382,472						2,354,379	74,028,093		
21.	Increase in reserves for accident and health contracts										XXX
22.	Increase in reserves for life contracts		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23.	TOTAL Underwriting Deductions (Lines 17 to 22)	883,206,585						51,104,921	832,101,664		
24.	Net underwriting gain or (loss) (Line 7 minus Line 23)	33,812,133						(55,075)	33,867,208		
DETAILS OF WRITE-INS											
0501.											XXX
0502.											XXX
0503.											XXX
0598.	Summary of remaining write-ins for Line 5 from overflow page										XXX
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)										XXX
0601.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698.	Summary of remaining write-ins for Line 6 from overflow page		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
1301.	DME, Home Health Care, Ambulance,Other LTSS	86,730,076						1,598,892	85,131,184		XXX
1302.											XXX
1303.											XXX
1398.	Summary of remaining write-ins for Line 13 from overflow page										XXX
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)	86,730,076						1,598,892	85,131,184		XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

	Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Columns 1 + 2 - 3)
1.	Comprehensive (hospital and medical)				
2.	Medicare Supplement				
3.	Dental only				
4.	Vision only				
5.	Federal Employees Health Benefits Plan				
6.	Title XVIII - Medicare	51,666,837			51,666,837
7.	Title XIX - Medicaid	865,968,872			865,968,872
8.	Other health				
9.	Health subtotal (Lines 1 through 8)	917,635,709			917,635,709
10.	Life				
11.	Property/casualty				
12.	TOTALS (Lines 9 to 11)	917,635,709			917,635,709

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct	756,635,473						46,562,861	710,072,612		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded	(142,524)						(1,898)	(140,626)		
1.4 Net	756,777,997						46,564,759	710,213,238		
2. Paid medical incentive pools and bonuses	231,286						17,639	213,647		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	74,472,028						5,335,339	69,136,689		
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net	74,472,028						5,335,339	69,136,689		
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										
5. Accrued medical incentive pools and bonuses, current year	407,493							407,493		
6. Net healthcare receivables (a)	644,204						730,115	(85,911)		
7. Amounts recoverable from reinsurers December 31, current year										
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	72,842,721						3,933,569	68,909,152		
8.2 Reinsurance assumed										
8.3 Reinsurance ceded										
8.4 Net	72,842,721						3,933,569	68,909,152		
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct										
9.2 Reinsurance assumed										
9.3 Reinsurance ceded										
9.4 Net										
10. Accrued medical incentive pools and bonuses, prior year	127,952							127,952		
11. Amounts recoverable from reinsurers December 31, prior year										
12. Incurred benefits:										
12.1 Direct	757,620,576						47,234,516	710,386,060		
12.2 Reinsurance assumed										
12.3 Reinsurance ceded	(142,524)						(1,898)	(140,626)		
12.4 Net	757,763,100						47,236,414	710,526,686		
13. Incurred medical incentive pools and bonuses	510,827						17,639	493,188		

(a) Excludes $.....1,592,870 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	10,396,514						975,375	9,421,139		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net	10,396,514						975,375	9,421,139		
2. Incurred but Unreported:										
2.1 Direct	64,075,514						4,359,964	59,715,550		
2.2 Reinsurance assumed										
2.3 Reinsurance ceded										
2.4 Net	64,075,514						4,359,964	59,715,550		
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. TOTALS										
4.1 Direct	74,472,028						5,335,339	69,136,689		
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net	74,472,028						5,335,339	69,136,689		

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1.	Comprehensive (hospital and medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	2,605,939	45,040,475	(74,199)	5,409,538	2,531,740	3,933,569
7.	Title XIX - Medicaid	56,276,706	656,987,124	(610,437)	69,747,126	55,666,269	68,909,152
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	58,882,645	702,027,599	(684,636)	75,156,664	58,198,009	72,842,721
10.	Healthcare receivables (a)	1,354,265	3,422,186			1,354,265	
11.	Other non-health						
12.	Medical incentive pool and bonus amounts		231,286		407,493		127,952
13.	TOTALS (Lines 9 - 10 + 11 + 12)	57,528,380	698,836,699	(684,636)	75,564,157	56,843,744	72,970,673

(a) Excludes $.....1,710,870 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior	62,379	61,233	62,690	61,329	61,002
2. 2009	462,473	510,650	509,365	508,714	508,024
3. 2010	XXX	583,124	651,111	650,469	649,677
4. 2011	XXX	XXX	638,412	698,407	697,650
5. 2012	XXX	XXX	XXX	693,778	753,872
6. 2013	XXX	XXX	XXX	XXX	698,837

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior	64,665	61,528	62,692	61,329	61,002
2. 2009	527,072	512,710	509,424	508,715	508,024
3. 2010	XXX	670,591	652,765	650,472	649,658
4. 2011	XXX	XXX	716,108	700,179	697,310
5. 2012	XXX	XXX	XXX	764,973	753,546
6. 2013	XXX	XXX	XXX	XXX	774,401

12 Total

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2009	626,126	508,024	16,681	3.283	524,705	83.802			524,705	83.802
2. 2010	888,602	649,677	21,493	3.308	671,170	75.531	(19)	(1)	671,150	75.529
3. 2011	920,133	697,650	22,711	3.255	720,361	78.289	(340)	(18)	720,003	78.250
4. 2012	904,880	753,872	28,593	3.793	782,465	86.472	(326)	(12)	782,127	86.434
5. 2013	917,019	698,837	41,300	5.910	740,137	80.711	75,564	2,543	818,244	89.229

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical .... NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical ... NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical ... NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement .... NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement ... NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement ... NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only ..... NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only ..... NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only ..... NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only ..... NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only ..... NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only ..... NONE

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP ..... NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP ..... NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP ..... NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XVIII - Medicare

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior	1,233	1,215	1,174	1,172	1,178
2. 2009	8,322	10,550	10,536	10,500	10,493
3. 2010	XXX	11,722	12,491	12,422	12,398
4. 2011	XXX	XXX	16,498	17,437	17,379
5. 2012	XXX	XXX	XXX	32,762	35,366
6. 2013	XXX	XXX	XXX	XXX	43,331

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior	1,299	1,215	1,174	1,172	1,178
2. 2009	11,115	10,568	10,535	10,500	10,493
3. 2010	XXX	13,849	12,493	12,422	12,398
4. 2011	XXX	XXX	18,865	17,440	17,368
5. 2012	XXX	XXX	XXX	36,693	35,303
6. 2013	XXX	XXX	XXX	XXX	48,740

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2009	13,401	10,493	310	2.955	10,803	80.614			10,803	80.614
2. 2010	16,751	12,398	346	2.789	12,744	76.078			12,744	76.078
3. 2011	23,222	17,379	482	2.772	17,861	76.913	(11)		17,850	76.866
4. 2012	41,362	35,366	660	1.866	36,026	87.099	(63)	(2)	35,961	86.942
5. 2013	51,050	43,331	1,219	2.812	44,550	87.267	5,409	184	50,143	98.223

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior	61,146	60,018	61,516	60,157	59,824
2. 2009	454,151	500,100	498,829	498,214	497,531
3. 2010	XXX	571,402	638,620	638,047	637,279
4. 2011	XXX	XXX	621,914	680,970	680,271
5. 2012	XXX	XXX	XXX	661,016	718,506
6. 2013	XXX	XXX	XXX	XXX	655,506

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior	63,366	60,313	61,518	60,157	59,824
2. 2009	515,957	502,142	498,889	498,215	497,531
3. 2010	XXX	656,742	640,272	638,050	637,260
4. 2011	XXX	XXX	697,243	682,739	679,942
5. 2012	XXX	XXX	XXX	728,280	718,243
6. 2013	XXX	XXX	XXX	XXX	725,661

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2009	612,725	497,531	16,371	3.290	513,902	83.872			513,902	83.872
2. 2010	871,851	637,279	21,147	3.318	658,426	75.520	(19)	(1)	658,406	75.518
3. 2011	896,911	680,271	22,230	3.268	702,501	78.324	(329)	(18)	702,154	78.286
4. 2012	863,518	718,506	27,933	3.888	746,439	86.442	(263)	(10)	746,166	86.410
5. 2013	865,969	655,506	40,082	6.115	695,588	80.325	70,155	2,359	768,102	88.699

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Other

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior					
2. 2009					
3. 2010					
4. 2011		XX			
5. 2012		XX	XXX		
6. 2013	XXX	XXX	XXX	XXX	

NONE

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2009	2 2010	3 2011	4 2012	5 2013
1. Prior					
2. 2009					
3. 2010					
4. 2011		XX			
5. 2012		XX	XXX		
6. 2013	XXX	XXX	XXX	XXX	

NONE

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2009										
2. 2010										
3. 2011										
4. 2012										
5. 2013										

NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

		1	2	3	4	5	6	7	8	9
		Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1.	Unearned premium reserves									
2.	Additional policy reserves (a)									
3.	Reserve for future contingent benefits									
4.	Reserve for rate credits or experience rating refunds (including $.....0 for investment income)	11,688,880						605,581	11,083,299	
5.	Aggregate write-ins for other policy reserves									
6.	TOTALS (Gross)	11,688,880						605,581	11,083,299	
7.	Reinsurance ceded									
8.	TOTALS (Net) (Page 3, Line 4)	11,688,880						605,581	11,083,299	
9.	Present value of amounts not yet due on claims									
10.	Reserve for future contingent benefits									
11.	Aggregate write-ins for other claim reserves									
12.	TOTALS (Gross)									
13.	Reinsurance ceded									
14.	TOTALS (Net) (Page 3, Line 7)									
DETAILS OF WRITE-INS										
0501.										
0502.										
0503.										
0598.	Summary of remaining write-ins for Line 5 from overflow page									
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)									
1101.										
1102.										
1103.										
1198.	Summary of remaining write-ins for Line 11 from overflow page									
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)									

(a) Includes $.....0 premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1.	Rent ($.....0 for occupancy of own building)	721		800,825		801,546
2.	Salaries, wages and other benefits	31,318,400	6,077,591	17,811,305		55,207,296
3.	Commissions (less $.....0 ceded plus $.....0 assumed)			72,372		72,372
4.	Legal fees and expenses		5,931	378,126		384,057
5.	Certifications and accreditation fees					
6.	Auditing, actuarial and other consulting services	2,657,347	302,218	2,245,746		5,205,311
7.	Traveling expenses	928,050	31,587	451,650		1,411,287
8.	Marketing and advertising	436,811	865	2,087,353		2,525,029
9.	Postage, express and telephone	1,363,888	171,044	953,692		2,488,624
10.	Printing and office supplies	85,669	5,770	105,308		196,747
11.	Occupancy, depreciation and amortization					
12.	Equipment	3,018	1,174	402,916		407,108
13.	Cost or depreciation of EDP equipment and software	2,544	24,090	592,548		619,182
14.	Outsourced services including EDP, claims, and other services	285,604	4,238,341	682,187		5,206,132
15.	Boards, bureaus and association fees	12,407	1,701	80,065		94,173
16.	Insurance, except on real estate			275,714		275,714
17.	Collection and bank service charges			47,940		47,940
18.	Group service and administration fees					
19.	Reimbursements by uninsured plans					
20.	Reimbursements from fiscal intermediaries					
21.	Real estate expenses	3	335	445,555		445,893
22.	Real estate taxes					
23.	Taxes, licenses and fees:					
	23.1 State and local insurance taxes	51		61,748		61,799
	23.2 State premium taxes			47,677,689		47,677,689
	23.3 Regulatory authority licenses and fees	176,007	5	75,186		251,198
	23.4 Payroll taxes	1,887,301	382,298	785,010		3,054,609
	23.5 Other (excluding federal income and real estate taxes)			(7,864)		(7,864)
24.	Investment expenses not included elsewhere				148,273	148,273
25.	Aggregate write-ins for expenses	93,111	(1,943,696)	357,401		(1,493,184)
26.	TOTAL Expenses Incurred (Lines 1 to 25)	39,250,932	9,299,254	76,382,472	148,273	(a) 125,080,931
27.	Less expenses unpaid December 31, current year	2,511,745		152,717		2,664,462
28.	Add expenses unpaid December 31, prior year	1,472,203		217,694		1,689,897
29.	Amounts receivable relating to uninsured plans, prior year					
30.	Amounts receivable relating to uninsured plans, current year					
31.	TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	38,211,390	9,299,254	76,447,449	148,273	124,106,366
DETAILS OF WRITE-INS						
2501.	Charity Contributions, Sponsorships, Misc Exp, Penalties & Fines, etc	93,111	19,297	357,401		469,809
2502.	Claims Overpayment Allowance		(1,875,632)			(1,875,632)
2503.	Claims Adjustment Expense		1,025,318			1,025,318
2598.	Summary of remaining write-ins for Line 25 from overflow page		(1,112,679)			(1,112,679)
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	93,111	(1,943,696)	357,401		(1,493,184)

(a) Includes management fees of $.....44,183,367 to affiliates and $.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. Government bonds	(a)	
1.1	Bonds exempt from U.S. tax	(a)	
1.2	Other bonds (unaffiliated)	(a) 3,013,933	3,188,040
1.3	Bonds of affiliates	(a)	
2.1	Preferred stocks (unaffiliated)	(b)	
2.11	Preferred stocks of affiliates	(b)	
2.2	Common stocks (unaffiliated)	558,691	532,007
2.21	Common stocks of affiliates		
3.	Mortgage loans	(c)	
4.	Real estate	(d)	
5.	Contract loans		
6.	Cash, cash equivalents and short-term investments	(e) 66,334	15,556
7.	Derivative instruments	(f)	
8.	Other invested assets		
9.	Aggregate write-ins for investment income	3,810	5,023
10.	Total gross investment income	3,642,768	3,740,626
11.	Investment expenses		(g) 148,273
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g)
13.	Interest expense		(h)
14.	Depreciation on real estate and other invested assets		(i)
15.	Aggregate write-ins for deductions from investment income		
16.	Total deductions (Lines 11 through 15)		148,273
17.	Net Investment income (Line 10 minus Line 16)		3,592,353
DETAILS OF WRITE-INS			
0901.	Miscellaneous income	3,411	3,411
0902.	Securities lending received	399	399
0903.	Securities lending accrual		1,213
0998.	Summary of remaining write-ins for Line 9 from overflow page		
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)	3,810	5,023
1501.			
1502.			
1503.			
1598.	Summary of remaining write-ins for Line 15 from overflow page		
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15 above)		

(a) Includes $.....53,920 accrual of discount less $.....(2,307,951) amortization of premium and less $.....(262,896) paid for accrued interest on purchases.
(b) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued dividends on purchases.
(c) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued interest on purchases.
(d) Includes $.....0 for company's occupancy of its own buildings; and excludes $.....0 interest on encumbrances.
(e) Includes $.....0 accrual of discount less $.....(42,582) amortization of premium and less $.....0 paid for accrued interest on purchases.
(f) Includes $.....0 accrual of discount less $.....0 amortization of premium.
(g) Includes $.....0 investment expenses and $.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
(h) Includes $.....0 interest on surplus notes and $.....0 interest on capital notes.
(i) Includes $.....0 depreciation on real estate and $.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds					
1.1	Bonds exempt from U.S. tax					
1.2	Other bonds (unaffiliated)	2,026	(270,460)	(268,434)		
1.3	Bonds of affiliates					
2.1	Preferred stocks (unaffiliated)					
2.11	Preferred stocks of affiliates					
2.2	Common stocks (unaffiliated)				3,833,154	
2.21	Common stocks of affiliates					
3.	Mortgage loans					
4.	Real estate					
5.	Contract loans					
6.	Cash, cash equivalents and short-term investments	(1,053)		(1,053)		
7.	Derivative instruments					
8.	Other invested assets					
9.	Aggregate write-ins for capital gains (losses)					
10.	Total capital gains (losses)	973	(270,460)	(269,487)	3,833,154	
DETAILS OF WRITE-INS						
0901.						
0902.						
0903.						
0998.	Summary of remaining write-ins for Line 9 from overflow page					
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)					

EXHIBIT OF NONADMITTED ASSETS

		1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)			
2.	Stocks (Schedule D):			
	2.1 Preferred stocks			
	2.2 Common stocks			
3.	Mortgage loans on real estate (Schedule B):			
	3.1 First liens			
	3.2 Other than first liens			
4.	Real estate (Schedule A):			
	4.1 Properties occupied by the company			
	4.2 Properties held for the production of income			
	4.3 Properties held for sale			
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6.	Contract loans			
7.	Derivatives (Schedule DB)			
8.	Other invested assets (Schedule BA)			
9.	Receivables for securities			
10.	Securities lending reinvested collateral assets (Schedule DL)			
11.	Aggregate write-ins for invested assets			
12.	Subtotals, cash and invested assets (Lines 1 to 11)			
13.	Title plants (for Title insurers only)			
14.	Invested income due and accrued			
15.	Premium and considerations:			
	15.1 Uncollected premiums and agents' balances in the course of collection			
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
	15.3 Accrued retrospective premiums			
16.	Reinsurance:			
	16.1 Amounts recoverable from reinsurers			
	16.2 Funds held by or deposited with reinsured companies			
	16.3 Other amounts receivable under reinsurance contracts			
17.	Amounts receivable relating to uninsured plans			
18.1	Current federal and foreign income tax recoverable and interest thereon			
18.2	Net deferred tax asset			
19.	Guaranty funds receivable or on deposit			
20.	Electronic data processing equipment and software			
21.	Furniture and equipment, including health care delivery assets	417,292	863,909	446,617
22.	Net adjustment in assets and liabilities due to foreign exchange rates			
23.	Receivables from parent, subsidiaries and affiliates			
24.	Health care and other amounts receivable	4,174,390	2,050,539	(2,123,851)
25.	Aggregate write-ins for other than invested assets	62,587		(62,587)
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	4,654,269	2,914,448	(1,739,821)
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28.	Total (Lines 26 and 27)	4,654,269	2,914,448	(1,739,821)
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198.	Summary of remaining write-ins for Line 11 from overflow page			
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)			
2501.	Prepaids	62,587		(62,587)
2502.				
2503.				
2598.	Summary of remaining write-ins for Line 25 from overflow page			
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	62,587		(62,587)

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1. Health Maintenance Organizations	205,980	203,203	203,841	206,901	204,169	2,434,601
2. Provider Service Organizations						
3. Preferred Provider Organizations						
4. Point of Service						
5. Indemnity Only						
6. Aggregate write-ins for other lines of business						
7. TOTAL	205,980	203,203	203,841	206,901	204,169	2,434,601
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page						
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)						

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0299999 Total group						
0399999 Premiums due and unpaid from Medicare entities	72,840		89,146	800,907		962,893
0499999 Premiums due and unpaid from Medicaid entities	15,034,738					15,034,738
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)	15,107,578		89,146	800,907		15,997,631

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Caremark	572,946	180,267	192,186	712,429	1,657,828	
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	572,946	180,267	192,186	712,429	1,657,828	
0299998 Claim Overpayment Receivables - Not Individually Listed	196,761	31,341	45,086	2,225,373	2,498,562	
0299999 Subtotal - Claim Overpayment Receivables	196,761	31,341	45,086	2,225,373	2,498,562	
0399998 Loans and Advances to Providers - Not Individually Listed				18,000	18,000	
0399999 Subtotal - Loans and Advances to Providers				18,000	18,000	
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivables						
TennCare Oversight	1,672,217	7	564,779	75,928		2,312,931
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables	1,672,217	7	564,779	75,928		2,312,931
0799999 Gross health care receivables	2,441,924	211,615	802,051	3,031,730	4,174,390	2,312,931

EXHIBIT 3A - ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

Type of Health Care Receivable	Health Care Receivables Collected During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Amounts Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year	Health Care Receivables in Prior Years (Columns 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
1. Pharmaceutical rebate receivables	1,048,954	755,593	9,540	1,648,288	1,058,494	974,300
2. Claim overpayment receivables	1,688,589	1,817,342	1,344,725	1,153,837	3,033,314	958,239
3. Loans and advances to providers	100,000		18,000		118,000	118,000
4. Capitation arrangement receivables						
5. Risk sharing receivables						
6. Other health care receivables	2,199,708			2,312,931	2,199,708	2,199,708
7. TOTALS (Lines 1 through 6)	5,037,251	2,572,935	1,372,265	5,115,056	6,409,516	4,250,247

Note that the accrued amounts in Columns 3, 4, and 6 are the total health care receivables, not just the admitted portion.

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0399999 Aggregate Accounts Not Individually Listed - Covered	9,439,934	1,229,673	1,572	(45,075)	(229,590)	10,396,514
0499999 Subtotals	9,439,934	1,229,673	1,572	(45,075)	(229,590)	10,396,514
0599999 Unreported claims and other claim reserves						64,075,514
0799999 Total Claims Unpaid						74,472,028
0899999 Accrued Medical Incentive Pool and Bonus Amounts						407,493

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
	NONE						
0399999 Total gross amounts receivable							

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually listed payables				
AMERIGROUP Corporation	Expenses under the Administrative Services Agreement	1,456,086	1,456,086	
0199999 Total - Individually listed payables	XXX	1,456,086	1,456,086	
0399999 Total gross payables	XXX	1,456,086	1,456,086	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	4,982,702	0.659	204,169	100.000		4,982,702
2. Intermediaries						
3. All other providers	16,712,420	2.210	204,169	100.000		16,712,420
4. TOTAL Capitation Payments	21,695,122	2.869	408,338	200.000		21,695,122
Other Payments:						
5. Fee-for-service	5,237,054	0.693	XXX	XXX		5,237,054
6. Contractual fee payments	729,059,093	96.408	XXX	XXX		729,059,093
7. Bonus/withhold arrangements - fee-for-service			XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	231,286	0.031	XXX	XXX		231,286
9. Non-contingent salaries			XXX	XXX		
10. Aggregate cost arrangements			XXX	XXX		
11. All other payments			XXX	XXX		
12. TOTAL Other Payments	734,527,433	97.131	XXX	XXX		734,527,433
13. TOTAL (Line 4 plus Line 12)	756,222,555	100.000	XXX	XXX		756,222,555

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
	NONE				
9999999 Totals			XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1.	Administrative furniture and equipment	3,531,623		(3,114,331)	417,292	417,292	
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment						
6.	TOTAL	3,531,623		(3,114,331)	417,292	417,292	

Notes to Financial Statements

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").

For the years ended December 31, 2012 and 2011, there were no differences between the Company's statutory basis capital and surplus and net income under NAIC SAP and practices prescribed or permitted by TDCI.

	State of Domicile	2013	2012
Net Income			
(1) AMERIGROUP Tennessee Inc. (Page 4, Line 32, Col. 2 & 3)	Tennessee	$ 23,828,770	$ 25,844,500
(2) States Prescribed Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(3) State Permitted Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(4) NAIC SAP (1 - 2 - 3 = 4)	Tennessee	$ 23,828,770	$ 25,844,500
Surplus			
(5) AMERIGROUP Tennessee Inc. (Page 3, Line 33, Col. 3 & 4)	Tennessee	$ 108,075,136	$ 106,079,845
(6) States Prescribed Practices that (decrease) NAIC SAP: Furniture	Tennessee	-	-
(7) State Permitted Practices that increase(decrease) NAIC SAP:	Tennessee	-	-
(8) NAIC SAP (5 - 6 - 7 = 8)	Tennessee	$ 108,075,136	$ 106,079,845

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

Preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

C. Accouuting Policies

Health premium revenues, based on membership records and premium rates for each membership category within each county, are recognized as revenue during the period in which the Company is obligated to provide service to members. Premiums are reported net of excess loss reinsurance ceded and experience rating refunds. Preminms paid before the effective service month are recorded on the balance sheet as premiums received in advance and are subsequently credited to income as earned during the coverage period. Premium rates are subjected to approval by CMS. Costs, such as premium taxes and other underwriting expenses are charged to operations as incurred.

In addition, the Company uses the following accounting policies:

1. Short-term investments with maturities of less than one year at the date of acquisition are reported at amortized cost, which approximates fair value. Non-investment grade short-term investments are stated at the lower of amortized cost or fair value.
2. Investment grade bonds not backed by other loans are stated at amortized cost, with amortization calculated based on the modified scientific method, using lower of yield to call or yield to maturity. Non-investment grade bonds are stated at the lower of amortized cost or fair value as determined by various third-party pricing sources.
3. Common stocks of unaffiliated companies are stated at fair value.
4. The Company has no investments in preferred stocks.
5. The Company has no mortgage loans.
6. The Company has no loan backed securities.
7. The Company has no investments in subsidiaries, controlled and affiliated companies.
8. The Company has no investments in joint ventures, partnerships and limited liability companies.
9. The Company has no investments in derivatives.
10. The Company does not utilize anticipated investment income as a factor in premium deficiency calculations.
11. Unpaid claims and claims adjustment expenses include management's best estimate of amounts based on historical claim development patterns and certain individual case estimates. The established liability considers health benefit provisions, business practices, economic conditions and other factors that may materially affect the cost, frequency and severity of claims. Reserves for unpaid claims and claim adjustment expenses are based on assumptions and estimates, and while management believes such estimates are reasonable, the ultimate liability may be in excess of or less than the amount provided.

Notes to Financial Statements

The methods for making such estimates and for establishing the resulting liabilities are continually reviewed and changes in estimates are incorporated into current period estimates.

12. The Company has not modified its capitalization policy from the prior period.
13. Pharmacy rebate receivables are recorded when earned based upon actual rebate receivables billed and an estimate of receivables based upon current utilization of specific pharmaceuticals and provider contract terms. All pharmaceutical rebate receivables are considered non-admitted due to their collectability beyond 90 days.

2. Accounting Changes and Corrections of Errors

There were no significant changes or corrections during the years ended December 31, 2013 and 2012.

3. Business Combinations and Goodwill

A. Statutory Purchase Method	Not applicable.
B. Statutory Merger	Not applicable.
C. Assumption Reinsurance	Not applicable.
D. Impairment Loss	Not applicable.

4. Discontinued Operations

The Company had no operations that were discontinued during 2013 or 2012.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

The Company did not have investments in mortgage loans at December 31, 2013 or 2012.

B. Debt Restructuring

The Company did not have invested assets that were restructured debt at December 31, 2013 or 2012.

C. Reverse Mortgages

The Company did not have investments in reverse mortgages at December 31, 2013 or 2012.

D. Loan-Backed Securities

1. Prepayment assumptions for single-class and multi-class mortgage-backed securities were obtained from broker dealer survey values or internal estimates. Market value for loan-backed securities was determined using Bank of New York Mellon Corporation, a third-party pricing source.

Notes to Financial Statements

2. The following securities other than temporary impairments ("OTTI") were recognized during the year:

	Amortized Cost Basis Before Other-than-Temporary Impairment	Other-than-Temporary Impairment Recognized in Loss	Fair Value 1 - 2
OTTI recognized 1st Quarter			
A. Intent to sell	$ -	$ -	$ -
B. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -
C. Total 1st Quarter	$ -	$ -	$ -
OTTI recognized 2nd Quarter			
D. Intent to sell	$ -	$ -	$ -
E. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -
F. Total 2nd Quarter	$ -	$ -	$ -
OTTI recognized 3rd Quarter			
G. Intent to sell	$ -	$ -	$ -
H. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ 5,000,373	$ 270,459	$ 4,729,914
I. Total 3rd Quarter	$ 5,000,373	$ 270,459	$ 4,729,914
OTTI recognized 4th Quarter			
J. Intent to sell	$ -	$ -	$ -
K. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -
L. Total 4th Quarter	$ -	$ -	$ -
M. Annual Aggregate Total		$ 270,459	

3. The table below illustrates, by security and in the aggregate, the effects of OTTI on the Company's loan-backed securities for the year ended December 31, 2013. All the loan-backed securities where an OTTI was recognized is categorized such that the present value of cash flows expected to be collected is less than the amortized cost basis of the security.

1	2	3	4	5	6	7
CUSIP	Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	Present Value of projected Cash Flows	Recongnized Other-Than-Temporary Impairment	Amortized Cost After Other-Than-Temporary Impairment	Fair Value at time of OTTI	Date of Financial Statement Where Reported
92206C870	5,000,373	4,729,914	270,459	4,729,914	4,729,914	9/30/2013
Total	5,000,373	4,729,914	270,459	4,729,914	4,729,914	

4. The Company had no impaired loan-backed securities for which an other-than-temporary impairment had not been recognized in earnings as a realized loss at December 31, 2013.

5. The Company had no impaired loan-backed securities at December 31, 2013.

E. Repurchase Agreements and/or Securities Lending Transactions

1. The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers based on, among other things, their creditworthiness in exchange for collateral initially equal to at least 102% of the market value of the loaned securities. The Company receives the collateral in cash or securities, and if cash is received the cash collateral is thereafter invested according to guidelines of the Company's Investment Policy.

2. The Company has not pledged any of its assets as collateral that are not reclassified and separately reported in the statement of financial position pursuant to SSAP number 103 as of December 31, 2013.

Notes to Financial Statements

3. Collateral Received:

   a. Aggregate Amount Collateral Received:

	Fair Value
Securities Lending	
A. Open	7,167,817
B. 30 Days or Less	-
C. 31 to 60 Days	-
D. 61 to 90 Days	-
E. Greater Than 90 Days	-
F. Subtotal	7,167,817
G. Securities Received	-
H. Total Collateral Received	7,167,817

   b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged is $7,167,817.

   c. The Company receives cash collateral in an amount in excess of the fair value of the securities lent. The Company reinvests the cash collateral into short-term investments.

4. Not applicable.

5. Collateral Reinvestment:

   a. Aggregate Amount Collateral Reinvested:

	Amortized Cost	Fair Value
Securities Lending		
A. Open	$ -	$ -
B. 30 Days or Less	7,167,817	7,167,817
C. 31 to 60 Days	-	-
D. 61 to 90 Days	-	-
E. 91 to 120 Days	-	-
F. 121 to 180 Days	-	-
G. 181 to 365 Days	-	-
H. 1 to 2 Years	-	-
I. 2 to 3 years	-	-
J. Greater Than 3 Years	-	-
K. Subtotal	$ 7,167,817	$ 7,167,817
L. Securities Received	-	-
M. Total Collateral Reinvested	$ 7,167,817	$ 7,167,817

   b. Not applicable.

6. Not applicable.

7. Not applicable.

F. Real Estate

The Company did not have investments in real estate and did not engage in retail land sales operations during 2013 or 2012.

G. Investments in Low-Income Housing Tax Credits

The Company did not invest in properties generating low-income housing tax credits during 2013 and 2012.

Notes to Financial Statements

H. Restricted Assets

1. Restricted assets (including pledged)

Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted From Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
A. Subject to contractual obligation for which liability is not shown	-	-	-	-	-	-
B. Collateral held under security lending agreements	7,167,817	-	7,167,817	7,167,817	2.970%	3.028%
C. Subject to repurchase agreements	-	-	-	-	-	-
D. Subject to reverse repurchase	-	-	-	-	-	-
E. Subject to dollar repurchase	-	-	-	-	-	-
F. Subject to dollar reverse	-	-	-	-	-	-
G. Placed under option contracts	-	-	-	-	-	-
H. Letter stock or securities restricted as to sale	-	-	-	-	-	-
I. On deposit with states	23,309,780	-	23,309,780	-	9.657%	-
J. On deposit with other regulatory bodies	-	-	-	-	-	-
K. Pledged as collateral not captured in other categories	-	-	-	-	-	-
L. Other restricted assets	-	-	-	-	-	-
M. Total Restricted Assets	30,477,597	-	30,477,597	7,167,817	12.627%	3.028%

2. Not applicable.

3. Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company had no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets as of December 31, 2013 or 2012.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships or Limited Liability Companies during 2013 and 2012.

7. Investment Income

A. All investment income due and accrued with amounts that are over 90 days past due is non-admitted.

B. At December 31, 2013 and 2012 there was no non-admitted accrued investment interest income.

8. Derivative Instruments

The Company has no derivative instruments at December 31, 2013 and 2012.

Notes to Financial Statements

9. Income Taxes

A. The components of net deferred tax assets (liabilities):

1. The components of net deferred tax asset (liabilities) at December 31 are as follows:

	12/31/2013		
	(1)	(2)	(3)
	Ordinary	Capital	(Col 1+2) Total
(a) Gross deferred tax assets	$ 3,628,164	$ -	$ 3,628,164
(b) Statutory valuation allowance adjustments	$ -	$ -	$ -
(c) Adjusted gross deferred tax assets (1a - 1b)	$ 3,628,164	$ -	$ 3,628,164
(d) Deferred tax assets nonadmitted	$ -	$ -	$ -
(e) Subtotal net admitted deferred tax asset (1c - 1d)	$ 3,628,164	$ -	$ 3,628,164
(f) Deferred tax liabilities	$ -	$ 1,694,111	$ 1,694,111
(g) Net admitted deferred tax asset/(net deferred tax liability) (1e - 1f)	$ 3,628,164	$ (1,694,111)	$ 1,934,053

	12/31/2012		
	(4)	(5)	(6)
	Ordinary	Capital	(Col 4+5) Total
(a) Gross deferred tax assets	$ 2,302,413	$ -	$ 2,302,413
(b) Statutory valuation allowance adjustments	$ -	$ -	$ -
(c) Adjusted gross deferred tax assets (1a - 1b)	$ 2,302,413	$ -	$ 2,302,413
(d) Deferred tax assets nonadmitted	$ -	$ -	$ -
(e) Subtotal net admitted deferred tax asset (1c - 1d)	$ 2,302,413	$ -	$ 2,302,413
(f) Deferred tax liabilities	$ -	$ 441,548	$ 441,548
(g) Net admitted deferred tax asset/(net deferred tax liability) (1e - 1f)	$ 2,302,413	$ (441,548)	$ 1,860,865

	Change		
	(7)	(8)	(9)
	(Col 1-4) Ordinary	(Col 2-5) Capital	(Col 7+8) Total
(a) Gross deferred tax assets	$ 1,325,751	$ -	$ 1,325,751
(b) Statutory valuation allowance adjustments	$ -	$ -	$ -
(c) Adjusted gross deferred tax assets (1a - 1b)	$ 1,325,751	$ -	$ 1,325,751
(d) Deferred tax assets nonadmitted	$ -	$ -	$ -
(e) Subtotal net admitted deferred tax asset (1c - 1d)	$ 1,325,751	$ -	$ 1,325,751
(f) Deferred tax liabilities	$ -	$ 1,252,563	$ 1,252,563
(g) Net admitted deferred tax asset/(net deferred tax liability) (1e - 1f)	$ 1,325,751	$ (1,252,563)	$ 73,188

2. The amount of admitted adjusted gross deferred tax assets under each component of SSAP 101 during 2013 is:

	12/31/2013		
	(1)	(2)	(3)
	Ordinary	Capital	(Col 1+2) Total
Admission Calculation Components SSAP No. 101			
(a) Admitted pursuant to paragraph 11.a	$ 3,292,982	$ -	$ 3,292,982
(b) Admitted pursuant to paragraph 11.b	$ 34,907	$ -	$ 34,907
1. Adjusted gross deferred tax assets expected to be realized	$ 34,907	$ -	$ 34,907
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	$ 15,920,907
(c) Admitted pursuant to paragraph 11.c	$ 300,275	$ -	$ 300,275
(d) Deferred tax assets admitted	$ 3,628,164	$ -	$ 3,628,164

Notes to Financial Statements

	12/31/2012		
	(4)	(5)	(6)
	Ordinary	Capital	(Col 4+5) Total
Admission Calculation Components SSAP No. 101			
(a) Admitted pursuant to paragraph 11.a	$ 1,948,583	$ -	$ 1,948,583
(b) Admitted pursuant to paragraph 11.b	$ 23,239	$ -	$ 23,239
1. Adjusted gross deferred tax assets expected to be realized	$ 23,239	$ -	$ 23,239
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	$ 15,632,431
(c) Admitted pursuant to paragraph 11.c	$ 330,591	$ -	$ 330,591
(d) Deferred tax assets admitted	$ 2,302,413	$ -	$ 2,302,413

	Change		
	(7)	(8)	(9)
	(Col 1-4) Ordinary	(Col 2-5) Capital	(Col 7+8) Total
Admission Calculation Components SSAP No. 101			
(a) Admitted pursuant to paragraph 11.a	$ 1,344,399	$ -	$ 1,344,399
(b) Admitted pursuant to paragraph 11.b	$ 11,668	$ -	$ 11,668
1. Adjusted gross deferred tax assets expected to be realized	$ 11,668	$ -	$ 11,668
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	$ 288,476
(c) Admitted pursuant to paragraph 11.c	$ (30,316)	$ -	$ (30,316)
(d) Deferred tax assets admitted	$ 1,325,751	$ -	$ 1,325,751

3.

	2013	2012
(a) Ratio percentage used to determine recovery period and threshold limitation amount	358%	361%
(b) Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above	$ 106,139,379	$ 104,216,208

4. Impact of tax planning strategies:

	12/31/2013		12/31/2012		Change	
	(1)	(2)	(3)	(4)	(5)	(6)
	Ordinary	Capital	Ordinary	Capital	(Col 1-3) Ordinary	(Col 2-4) Capital
(a) Determination of adjusted gross deferred tax assets and net admitted deferred tax assets by tax character as a percentage						
1 Adjusted gross DTAs amount from Note 9A1(c)	$ 3,628,164	$ -	$ 2,302,413	$ -	$ 1,325,751	$ -
2 Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
3 Net admitted adjusted gross DTAs amount from Note 9A1(e)	$ 3,628,164	$ -	$ 2,302,413	$ -	$ 1,325,751	$ -
4 Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

(b) Does the Company's tax-planning strategies include the use of reinsurance? Yes _____ No X

B. The Company has no unrecognized deferred tax liabilities at December 31, 2013 and 2012.

Notes to Financial Statements

C. Current income taxes incurred consist of the following major components:

	(1) 12/31/2013	(2) 12/31/2012	(3) (Col 1-2) Change
1. Current Income Tax			
(a) Federal	$13,292,908	$13,193,450	$ 99,458
(b) Foreign	$ -	$ -	$ -
(c) Subtotal	$13,292,908	$13,193,450	$ 99,458
(d) Federal income tax expense on net capital gains	$ 13,321	$ 55,874	$ (42,553)
(e) Utilization of capital loss carry-forwards	$ -	$ -	$ -
(f) Other	$ -	$ -	$ -
(g) Federal and foreign income taxes incurred	$13,306,229	$13,249,324	$ 56,905
2. Deferred Tax Assets:			
(a) Ordinary			
(1) Discounting of unpaid losses	$ 274,016	$ 368,522	$ (94,506)
(2) Unearned premium reserve	$ -	$ -	$ -
(3) Policyholder reserves	$ 1,435,000	$ -	$ 1,435,000
(4) Investments	$ -	$ -	$ -
(5) Deferred acquisition costs	$ -	$ -	$ -
(6) Policyholder dividends accrual	$ -	$ -	$ -
(7) Fixed assets	$ 395,119	$ 437,107	$ (41,988)
(8) Compensation and benefits accrual	$ -	$ -	$ -
(9) Pension accrual	$ -	$ -	$ -
(10) Receivables - nonadmitted	$ 1,461,037	$ 1,452,250	$ 8,787
(11) Net operating loss carryforward	$ -	$ -	$ -
(12) Tax credit carry-forward	$ -	$ -	$ -
(13) Other (including items <5% of total ordinary tax assets)	$ -	$ 33,368	$ (33,368)
(14) Accrued future expenses	$ 31,210	$ -	$ 31,210
(15) Amortization	$ 9,877	$ 11,166	$ (1,289)
(16) Partnership income	$ -	$ -	$ -
(17) Premium deficiency reserves	$ -	$ -	$ -
(18) Prepaid expenses	$ 21,905	$ -	$ 21,905
(19) Write-ins	$ -	$ -	$ -
(20) Write-ins	$ -	$ -	$ -
(21) Write-ins	$ -	$ -	$ -
(99) Subtotal	$ 3,628,164	$ 2,302,413	$ 1,325,751
(b) Statutory valuation allowance adjustment	$ -	$ -	$ -
(c) Nonadmitted	$ -	$ -	$ -
(d) Admitted ordinary deferred tax assets (2a99 - 2b - 2c)	$ 3,628,164	$ 2,302,413	$ 1,325,751
(e) Capital:			
(1) Investments	$ -	$ -	$ -
(2) Net capital loss carryforward	$ -	$ -	$ -
(3) Real estate	$ -	$ -	$ -
(4) Other (including items <5% of total capital tax assets)	$ -	$ -	$ -
(5) Investment Partnership	$ -	$ -	$ -
(6) Write-ins	$ -	$ -	$ -
(7) Write-ins	$ -	$ -	$ -
(99) Subtotal	$ -	$ -	$ -
(f) Statutory valuation allowance adjustment	$ -	$ -	$ -
(g) Nonadmitted	$ -	$ -	$ -
(h) Admitted capital deferred tax assets (2e99 - 2f - 2g)	$ -	$ -	$ -
(i) Admitted deferred tax assets (2d + 2h)	$ 3,628,164	$ 2,302,413	$ 1,325,751

Notes to Financial Statements

	(1) 12/31/2013	(2) 12/31/2012	(3) (Col 1-2) Change
3. Deferred Tax Liabilities:			
(a) Ordinary:			
(1) Investments	$ -	$ -	$ -
(2) Fixed assets	$ -	$ -	$ -
(3) Deferred and uncollected premium	$ -	$ -	$ -
(4) Policyholder reserves	$ -	$ -	$ -
(5) Other (including items <5% of total ordinary tax liabilities)	$ -	$ -	$ -
(6) Amortization	$ -	$ -	$ -
(7) Write-ins	$ -	$ -	$ -
(8) Write-ins	$ -	$ -	$ -
(9) Write-ins	$ -	$ -	$ -
(99) Subtotal	$ -	$ -	$ -
(b) Capital:			
(1) Investments	$ 1,694,111	$ 441,548	$ 1,252,563
(2) Real estate	$ -	$ -	$ -
(3) Other (including items <5% of total capital tax liabilities)	$ -	$ -	$ -
(4) Write-ins	$ -	$ -	$ -
(5) Write-ins	$ -	$ -	$ -
(6) Write-ins	$ -	$ -	$ -
(99) Subtotal	$ 1,694,111	$ 441,548	$ 1,252,563
(c) Deferred tax liabilities (3a99 + 3b99)	$ 1,694,111	$ 441,548	$ 1,252,563
4. Net deferred tax assets/liabilities (2i - 3C)	$ 1,934,053	$ 1,860,865	$ 73,188

D. The Company's income tax expense and change in deferred income taxes differs from the amount obtained by applying the federal statutory income tax rate of 35% for the year ended December 31 as follows:

	2013	2012
Tax expense computed using federal statutory rate	$ 12,997,250	$ 13,682,838
Change in nonadmitted assets	(608,937)	-
Tax exempt income and dividend received deduction net of proration	(546,882)	(491,310)
Prior year true-ups and adjustments	6,675	2,654
Non Deductible Expense	-	47,674
GAAP to STAT Difference	-	(842,835)
Other	43,331	109,865
Total	$ 11,891,437	$ 12,508,886
Federal income taxes incurred	$ 13,306,229	$ 13,249,324
Change in net deferred income taxes	(1,414,792)	(740,438)
Total statutory income taxes	$ 11,891,437	$ 12,508,886

E. Operating loss carryforwards:

1. The Company has no operating loss carryforwards and no tax credit carryforwards as of December 31, 2013.

2. The following are income taxes incurred in the current and prior year(s) that will be available for recoupment in the event of future net losses:

	Ordinary	Capital	Total
2013	$ 13,286,233	$ 13,321	$ 13,299,555
2012	13,197,470	55,874	13,253,344
2011	N/A	15,017	15,017

3. The Company has no protective tax deposits reported as admitted assets under Section 6603 of the Internal Revenue Code as of December 31, 2013 and 2012

Notes to Financial Statements

F. The following companies will be included in the consolidated federal income tax return with their parent WellPoint, Inc. as of December 31, 2013, and either are current members of the consolidated tax sharing agreement or are in the process of being added to the consolidated tax sharing agreement. Allocation of federal income taxes with affiliates subject to the tax sharing agreement is based upon separate income tax return calculations with credit for net losses that can be used on a consolidated basis. Intercompany income tax balances are settled based on the Internal Revenue Service due dates.

1-800 CONTACTS PARENT CORP.
1-800 CONTACTS PARENT HOLDINGS CORP.
1-800 CONTACTS, INC.
American Imaging Management, Inc.
AMERIGROUP Arizona, Inc.
AMERIGROUP California, Inc.
AMERIGROUP Colorado, Inc.
AMERIGROUP Community Care of Arizona, Inc.
AMERIGROUP Community Care of Mississippi, Inc.
AMERIGROUP Community Care of New Mexico, Inc.
AMERIGROUP Connecticut, Inc.
AMERIGROUP Corporation
AMERIGROUP Delaware, Inc.
AMERIGROUP Florida, Inc.
AMERIGROUP Hawaii, Inc.
AMERIGROUP Health Solutions, Inc.
AMERIGROUP Indiana, Inc.
Amerigroup Insurance Company
Amerigroup Kansas, Inc.
AMERIGROUP Louisiana, Inc.
AMERIGROUP Maine, Inc.
AMERIGROUP Maryland, Inc.
AMERIGROUP Massachusetts, Inc.
AMERIGROUP Michigan, Inc.
AMERIGROUP Nevada, Inc.
AMERIGROUP New Jersey, Inc.
AMERIGROUP New York, LLC
AMERIGROUP Ohio, Inc.
AMERIGROUP Pennsylvania, Inc.
AMERIGROUP Puerto Rico, Inc.
Amerigroup Services, Inc.
AMERIGROUP Tennessee, Inc.
AMERIGROUP Texas, Inc.
AMERIGROUP Washington, Inc.
AMERIGROUP Wisconsin, Inc.
AMERIVANTAGE, Inc.
AMGP Georgia Managed Care Company, Inc.
AMGP Georgia, Inc.
Anthem Blue Cross Life and Health Insurance Company
Anthem Credentialing Services, Inc.
Anthem Financial, Inc.
Anthem Health Insurance Company of Nevada
Anthem Health Plans of Kentucky, Inc.
Anthem Health Plans of Maine, Inc.
Anthem Health Plans of New Hampshire, Inc.
Anthem Health Plans of Virginia, Inc.
Anthem Health Plans, Inc.
Anthem Holding Corp.
Anthem Insurance Companies, Inc.
Anthem Life & Disability Insurance Company
Anthem Southeast, Inc.
Anthem UM Services, Inc.
Arcus Enterprises, Inc.
ARCUS HealthyLiving Services, Inc.
Associated Group, Inc.
Behavioral Health Network, Inc.
Blue Cross and Blue Shield of Georgia, Inc.
Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.
Blue Cross Blue Shield of Wisconsin
Blue Cross of California
Blue Cross of California Partnership Plan, Inc.
CareMore Health Group, Inc.
CareMore Health Plan
CareMore Health Plan of Arizona, Inc.
CareMore Health Plan of Colorado, Inc.
CareMore Health Plan of Georgia, Inc.
CareMore Health Plan of Nevada
CareMore Health Plan of Texas, Inc.
CareMore Health System
CareMore Holdings, Inc.
Cerulean Companies, Inc.
CL I, Inc.
CL II, Inc.
CL III, Inc.
Claim Management Services, Inc.
Community Insurance Company
CommunityConnect Health Plan of Pennsylvania, Inc.
Compcare Health Services Insurance Corporation
Crossroads Acquisition Corp
DeCare Analytics, LLC
DeCare Dental Health International, LLC
DeCare Dental Networks, LLC
DeCare Dental, LLC
Designated Agent Company, Inc.
EHC Benefits Agency, Inc.
Empire HealthChoice Assurance, Inc.
Empire HealthChoice HMO, Inc.
EVISION, INC.
Forty-Four Forty-Four Forest Park Redevelopment Corp
Golden West Health Plan, Inc.
Government Health Services, LLC
Health Core, Inc.
Health Management Corporation
HealthKeepers, Inc.
HealthLink HMO, Inc.
HealthLink, Inc.
Healthy Alliance Life Insurance Company
HMO Colorado, Inc.
HMO Missouri, Inc.
Imaging Management Holdings, LLC
Imaging Providers of Texas
LENS 1ST HOLDING COMPANY
Matthew Thornton Health Plan, Inc.
National Government Services, Inc.
OneNation Insurance Company
Park Square Holdings, Inc.
Park Square I, Inc.
Park Square II, Inc.
PHP Holdings, Inc.
R&P Realty, Inc.
Rayant Insurance Company of New York
Resolution Health, Inc.
RightCHOICE Insurance Company
RightCHOICE Managed Care, Inc.
Rocky Mountain Hospital and Medical Service, Inc.
SellCore, Inc.
Southeast Services, Inc.
State Sponsored Business UM Services, Inc.
The WellPoint Companies of California, Inc.
The WellPoint Companies, Inc.
TrustSolutions, LLC
UNICARE Health Insurance Company of the Midwest
UNICARE Health Plan of Kansas, Inc.
UNICARE Health Plan of West Virginia, Inc.
UNICARE Health Plans of Texas, Inc.
UNICARE Health Plans of the Midwest, Inc.
UNICARE Illinois Services, Inc.
UNICARE Life & Health Insurance Company
UNICARE National Services, Inc.
UNICARE Specialty Services, Inc.
United Government Services, LLC
UtiliMed IPA, Inc.
WellPoint Behavioral Health, Inc.
WellPoint California Services, Inc.
WellPoint Dental Services, Inc.
WellPoint Holding Corporation
WellPoint Information Technology Services, Inc.
WellPoint Insurance Services, Inc.
WellPoint, Inc.

Notes to Financial Statements

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

A. Nature of the Relationship

The Company is a Tennessee domiciled stock insurance company and is a wholly-owned subsidiary of AMERIGROUP Corporation ("AGP"), which is an indirect wholly-owned subsidiary of WellPoint, Inc. ("WellPoint"), a publicly traded company.

B. Significant Transactions for Each Period

AGP previously allocated compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the year ended December 31, 2012 was $471,443. There was no compensation expense for the year ended December 31, 2013.

The Company paid an ordinary dividend of $24,000,000 to AMERIGROUP Corporation on June 5, 2013. During 2012, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay an extraordinary dividend of $65,000,000 which was disbursed on March 30, 2012.

C. Intercompany Management and Service Arrangements

There were no changes to the intercompany management and service arrangements, and there were no additional arrangements entered into during 2013 or 2012. The amounts of transactions under such agreements are presented in Schedule Y, Part 2.

D. Amounts Due to or from Related Parties

The Company owed AGP $1,456,086 and $1,391,661 as of December 31, 2013 and December 31, 2012, respectively. The 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

The Company did not enter into guarantees or undertakings for the benefit of an affiliate which would result in a material contingent exposure of the Company's or any affiliated insurer's assets or liabilities.

F. Management, Service Contracts, Cost Sharing Arrangements

The Company has entered into administrative services agreements with AMERIGROUP Corporation which includes material management or service contracts, among which are Administrative and Support Services, Royalties and Tax-Sharing. Pursuant to these agreements, various administrative, management and support services are provided to the Company. The costs and expenses related to these administrative management and support services are charged using statistics such as PMPM rate and percentage of net premium revenue. Direct costs, which are directly attributable to the Company's operations, including expenses such as advertising, consulting services and legal costs, printing and reproduction as well as postage and delivery costs for materials are also charged.

G. Nature of Control Relationships that Could Affect Operations or Financial Position

AGP owns all outstanding shares of the Company. The Company's ultimate parent is WellPoint, Inc.

H. Amount Deducted for Investment in Upstream Company

The Company does not own shares of upstream intermediate entities or WellPoint.

I. Detail of Investments in Affiliates Greater than 10% of Admitted Assets

The Company does not have investmeuts in affiliates greater than 10% of admitted assets.

J. Write-down for Impairments of Investments in Subsidiaries, Controlled or Affiliated Companies

Not applicable.

K. Investment iu a Foreign Insurance Subsidiary

The Company does not have investments in foreign insurance subsidiaries.

L. Investment in Downstream Non-insurance Holding Companies

The Company does not have investments in downstream non-insurance holding companies.

Notes to Financial Statements

11. Debt

A. Capital Notes

The Company had no capital notes outstanding at December 31, 2013 and 2012.

B. All Other Debt

The Company had no other debt outstanding at December 31, 2013 and 2012.

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

A. Defined Benefit Plan

Not applicable.

B. Not applicable.

C. Not applicable.

D. Not applicable.

E. Defined Contribution Plan

Not applicable. – See Note 12G.

F. Multiemployer Plan

The Company does not participate in a multiemployer plan.

G. Consolidated/Holding Company Plans

The Company participates in a defined contribution plan, sponsored by AGP, covering substantially all employees. Voluntary employee contributions are matched by AGP subject to certain limitations. AGP allocates a share of the total accumulated costs of this plan to the Company based on the number of allocated employees. During 2013 and 2012, these costs totaled $434,978 and $377,401 respectively. The Company has no legal obligation for benefits under these plans.

H. Post Employment Benefits and Compensated Absences

Liabilities for earned not yet taken vacation and severance benefits have been accrued as of December 31, 2013 and 2012.

I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not applicable.

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

1. Outstanding Shares

As of December 31, 2013, the Company has 1,000 shares of $1 par value common stock authorized. The number of shares issued and outstanding is 1,000.

2. Preferred Stock

The Company has no preferred stock outstanding.

3. Dividend Restrictions

Under Tennessee Code Annotated 56-11-106, certain limitations exist on the Company's ability to pay dividends to its parent. The Company may not pay an extraordinary dividend or make any other extraordinary distribution to its shareholders until 1) thirty days after the commissioner has received notice of the declaration thereof and has not within such period disapproved such payment; or 2) the commissioner shall have approved such payment within such thirty-day period. An extraordinary dividend or distribution is defined as any dividend or distribution of cash or other property, whose fair market value together with that of other dividends or distributions made within the preceding twelve months, exceeds ten percent (10%) of net worth as of December 31st of the prior year. Additionally, the Company may pay funds only from unassigned surplus with the exception of the commissioner's approval.

4. Dividends Paid

See Footnote 10B.

Notes to Financial Statements

5. **Maximum Ordinary Dividend During 2014**

   Within the limitations of (3) above, the Company may pay $12,264,704 in dividends during 2014 without prior approval.

6. **Unassigned Surplus Restrictions**

   Unassigned surplus funds are not restricted at December 31, 2013.

7. **Mntual Surplus Advances**

   Not applicable.

8. **Company Stock Held for Special Purpose**

   There are no shares of stock held for special purposes at December 31, 2013.

9. **Changes in Special Surplus Funds**

   The Company has no changes in special surplus funds at December 31, 2013.

10. **Changes in Unassigned Funds**

    Unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses are $3,833,154 and $1,306,474 at December 31, 2013 and 2012, respectively.

11. **Surplus Notes**

    The Company has not issued any surplus notes or debentures of similar obligations.

12. **Restatement due to Prior Quasi-reorganizations**

    The Company had no restatements due to prior quasi-reorganizations.

13. **Quasi-reorganizations over Prior 10 Years**

    The Company has not been involved in a quasi-reorganization during the past 10 years.

14. **Contingencies**

    A. **Contingent Commitments**

    The Company has no contingent commitments at December 31, 2013.

    B. **Assessments**

    The Company has no assessments at December 31, 2013.

    C. **Gain Contingencies**

    The Company has no gain contingencies at December 31, 2013.

    D. **Claims-Related Extra Contractual Obligation and the Bad Faith Losses Stemming From Lawsuits**

    Not applicable.

    E. **All Other Contingencies**

    The Company is involved in other pending and threatened litigation of the character incidental to the business transacted, arising out of its operations and is from time to time involved as a party in various governmental and administrative proceedings. These investigations, audits and reviews include routine and special investigations by state insurance departments, state attorneys general, the U.S. Attorney General and Federal Agencies. Such investigations could result in the imposition of civil or criminal fines, penalties and other sanctions. The Company believes that any liability that may result from any one of these actions is unlikely to have a material adverse effect on the Company's financial position or results of operations.

Notes to Financial Statements

15. Leases

A. Lessee Leasing Arrangements

1. The Company leases office space and equipment under various noncancelable and cancelable operating leases that expire through December 2020. Related lease expense for 2013 and 2012 was $534,143 and $682,001 respectively.

2. At January 1, 2014, the minimum aggregate rental commitments are as follows:

Year Ending December 31		Operating Leases
2014	$	1,027,653
2015		877,731
Total	$	1,905,384

3. The Company has not entered into any material sales-leaseback transactions.

B. Lessor Leasing Arrangements

1. The Company has not entered into any operating leases.

2. The Company has not entered into any leveraged leases.

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

The Company has no significant financial instruments with off-balance sheet risk.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of investment securities. All investment securities are managed by professional investment managers within policies authorized by the board of directors. Such policies limit the amounts that may be invested in any one issuer and prescribe certain investee company criteria. As of December 31, 2013, there were no significant concentrations.

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

A. Transfers of Receivables Reported as Sales

Not applicable at December 31, 2013 and 2012.

B. Transfer and Servicing of Financial Assets

The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers. At December 31, 2013, the fair value of securities loaned was $7,005,235 and the carrying value of securities loaned was $6,997,211.

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 December 31, 2013 and 2012, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

A. Administrative Services Only ("ASO") Plans

Not applicable at December 31, 2013 and 2012.

B. Administrative Services Contract Plans

Not applicable at December 31, 2013 and 2012.

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

Not applicable at December 31, 2013 and 2012.

Notes to Financial Statements

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

No premiums were written by managing general agents or third party administrators during the years ended December 31, 2013 and 2012.

20. Fair Value Measurements

A. Fair Value Measurements

1. Fair Value Measurements at December 31, 2013

Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	$ -	$ -	$ -	$ -
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Perpetual Preferred Stock	$ -	$ -	$ -	$ -
Bonds				
U.S. Governments	$ -	$ -	$ -	$ -
Industrial and Misc	-	-	-	-
US Special Revenues	-	-	-	-
Hybrid Securities	-	-	-	-
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Bonds	$ -	$ -	$ -	$ -
Common Stock				
Industrial and Misc	$ 15,100,929	$ 5,415,213	$ -	$ 20,516,142
Parent, Subsidiaries and Affiliates	$ -	$ -	$ -	$ -
Total Common Stock	$ 15,100,929	$ 5,415,213	$ -	$ 20,516,142
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	**$ 15,100,929**	**$ 5,415,213**	$ -	**$ 20,516,142**
b. Liabilities at fair value				-
Derivative liabilities	$ -	$ -	$ -	$ -
Total liabilities at fair value	$ -	$ -	$ -	$ -

2. As of December 31, 2013, there were no investments in Level 3 carried at fair value.

3. The Company's policy is to recognize transfers between Levels, if any, at the beginning of the reporting period. There were no assets measured at fair value that were transferred between levels in 2013.

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

   Fair values of equity securities are generally designated as Level 1 and are based on quoted market prices. For certain equity securities, quoted market prices for the identical security are not always available and the fair value is estimated by reference to similar securities for which quoted prices are available. These securities are designated Level 2.

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

5. The Company did not have any derivative assets or liabilities as of December 31, 2013.

Notes to Financial Statements

B. Fair Value Measurements Under Other Accounting Pronouncements

Not applicable at December 31, 2013 and 2012.

C. Financial Instruments

Type of Fiancial Instrument	Aggregate Fair Value	Admitted Assets	(Level I)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	$ 183,640,397	$ 183,667,162	$ -	$ 183,640,397	$ -	$ -
Common Stock	20,516,142	20,516,142	15,100,929	5,415,213		
Short Term Inv & MMFs	7,358,995	7,358,995	7,358,995		-	-
	$ 211,515,534	$ 211,542,299	$ 22,459,924	$ 189,055,610	$ -	$ -

D. Not Practicable to Estimate Fair Value

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

21. Other Items

A. Extraordiuary Items

Not applicable at December 31, 2013 and 2012.

B. Troubled Debt Restructuring: Debtors

Not applicable at December 31, 2013 and 2012.

C. Other Disclosures and Unusual items

Not applicable at December 31, 2013 and 2012.

D. Business Interruption Insurance Recoveries

The Company has reported no recoveries for business interruption for the years ended December 31, 2013 and 2012.

E. State Transferable Tax Credits

The Company did not have state transferable tax credits at December 31, 2013 and 2012.

F. Subprime Mortgage-Related Risk Exposure

1. The Company consults with its external investment managers to assess its subprime mortgage-related risk exposure. The general categories of information considered in determining exposure are collateral and the structure of the security. Other categories considered in determining the exposure included loan purpose, loan documentation, occupancy, geographical location, loan size and loan type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans.

   The Company's investment strategy of providing safety and preservation of capital, sufficient liquidity to meet cash flow requirements and the attainment of a competitive after-tax investment return is supported by a well-diversified portfolio consisting of many different types of investments. The portion of the Company's investment portfolio with subprime mortgage-related risk exposure is relatively small in comparison to overall investment portfolio, and consists of investment grade securities with no exposure to collateralized debt obligations. All mortgage reacted investments are monitored closely as part of the quarterly investment review performed by the WellPoint Investment Review Committee.

2. The Company did not have carry investments in subprime mortgage loans in its portfolio at December 31, 2013 and 2012.

3. The Company's investment portfolio did not contain investments with subprime mortgage-related risk exposure at December 31, 2013 and 2012.

4. The Company did not underwrite Mortgage Guaranty or Financial Guaranty insurance coverage at December 31, 2013.

G. Retained Assets

The Company did not have any retained assets at December 31, 2013 and 2012.

Notes to Financial Statements

H. Offsetting and Netting of Assets and Liabilities

The Company did not have any offsetting or netting of assets and liabilities at December 31, 2013 and 2012.

I. Joint and Several Liabilities

The Company did not have any joint or several liability arrangements at December 31, 2013 and 2012.

22. Events Subsequent

On January 1, 2014, the Company will be subject to an annual fee under section 9010 of the Affordable Care Act (ACA). This annual fee will be allocated to individual health insurers based on the ratio of the amount of the entity's net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that is written during the preceding calendar year. A health insurance entity's portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1, 2014. As of December 31, 2013, the Company has written health insurance subject to the ACA assessment, expects to conduct health insurance business in 2014, and estimates their portion of the annual health insurance industry fee to be payable on September 30, 2014 to be approximately $10,654,000.

A. ACA fee assessment payable $10,654,000
B. Assessment expected to impact RBC N/A

There were no other events occurring subsequent to December 31, 2013 requiring disclosure. Subsequent events have been considered through February 28, 2014 for the statutory statement issued on February 28, 2014.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

1. Are any of the reinsurers that are listed in Schedule S as non-affiliated owned in excess of 10% or controlled, either directly or indirectly, by the Company or by any representative, officer, trustee, or director of the Company?

   Yes ( ) No (X)

   If yes, give full details.

2. Have any policies issued by the Company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled, directly or indirectly, by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

   Yes ( ) No (X)

   If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

1. Does the Company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

   Yes ( ) No (X)

2. Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

   Yes ( ) No (X)

   If yes, give full details.

Notes to Financial Statements

Section 3 – Ceded Reinsurance Report – Part B

1. What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Company may consider the current or anticipated experience of the business reinsured in making this estimate.
   N/A

2. Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the Company as of the effective date of the agreement?

   Yes ( ) No (X)

B. Uncollectible Reinsurance

The Company has no uncollectible reinsurance at December 31, 2013 and 2012.

C. Commutation of Ceded Reinsurance

The Company has not commuted ceded reinsurance during 2013 and 2012.

D. Certified Reinsurer Rating Downgraded or Status Subject Revocation

The Company has no downgraded certified reinsurer ratings or stats subject revocations during 2013 and 2012.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. Method to Accrue Retrospective Premium Adjustments

The Company's contract with CMS includes a provision for which premiums vary based on loss experience. The Company estimates accrued retrospective premium adjustments through the review of each retrospective rated contract, comparing the claim development with that anticipated in the contract.

B. The Company records accrued retrospective premium as an adjustment to earned premiums.

C. The amount of the net premiums written by the Company at December 31, 2013 and 2012 that are subject to retrospective rating features was $51,666,837 and $41,362,158, respectively, which represents 5.6% and 4.6% of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.

D. The Company participates only in Medicaid and Medicare business and is not currently subject to the medical loss rebates required by the Federal 2010 Patient Protection and Affordable Care and Public Health Service Acts.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims attributable to insured events of prior year decreased by $16,126,929 during 2013. This is approximately 22.1% of unpaid claims of $72,970,673 as of December 13, 2012. The redundancy reflects the increases or decreases in estimated claims expenses as a result of claims payment during the year, and as additional information is received regarding claims incurred prior to 2013. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims.

26. Intercompany Pooling Arrangements

Not applicable at December 31, 2013 and 2012.

27. Structured Settlements

Not applicable at December 31, 2013 and 2012.

Notes to Financial Statements

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
4Q13	564,143	564,143	—	—	—
3Q13	524,699	740,093	—	—	—
2Q13	443,648	597,643	—	282,458	—
1Q13	354,607	502,042	—	205,785	267,349
4Q12	317,878	405,717	—	401,276	—
3Q12	283,333	340,949	—	340,788	—
2Q12	257,737	320,973	—	319,005	—
1Q12	227,317	282,011	—	279,072	—
4Q11	149,533	159,846	—	—	159,846
3Q11	142,628	167,100	—	—	167,100
2Q11	114,324	124,201	—	—	124,200
1Q11	97,973	108,403	—	—	108,417

B. Risk Sharing Receivables

Not applicable at December 31, 2013 and 2012.

29. Participating Policies

Not applicable at December 31, 2013 and 2012.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves	$ -
2. Date of the most recent evaluation of this liability	December 31, 2013
3. Was anticipated investment income utilized in the calculation?	Yes ( ) No (X)

31. Anticipated Subrogation and Other Recoveries

The Company took into account estimated salvage, subrogation and other recoveries in its determination of the liability for unpaid claims and reduced its liability by $1,475,000 at December 31, 2013.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 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, 1A and 2.

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[X] No[ ] N/A[ ]

1.3 State Regulating? Tennessee

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 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012

3.2 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

3.3 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

3.4 By what department or departments?
Tennessee Department of Commerce and Insurance

3.5 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]

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes[ ] No[X]
4.12 renewals? Yes[ ] No[X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes[ ] No[X]
4.22 renewals? Yes[ ] No[X]

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[ ] No[X]

5.2 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

6.1 Has the 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]

6.2 If yes, give full information:

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[ ] No[X]

7.2 If yes,
7.21 State the percentage of foreign control 0.000%
7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity

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 the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e., the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Ernst & Young LLP 111 Monument Circle Suite 2600 Indianapolis, IN 46204

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes[ ] No[X]

10.2 If response to 10.1 is "yes," provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes[ ] No[X]

10.4 If response to 10.3 is "yes," provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes[X] No[ ] N/A[ ]

10.6 If the response to 10.5 is "NO" or "N/A" please explain:

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Mark Justus, FSA, MAAA, Director and Actuary III (employee); 3350 Peachtree Road, Atlanta, GA 30326

GENERAL INTERROGATORIES (Continued)

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[ ] No[X]
12.11 Name of real estate holding company
12.12 Number of parcels involved 0
12.13 Total book/adjusted carrying value $ 0
12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes[ ] No[ ] N/A[X]
13.3 Have there been any changes made to any of the trust indentures during the year? Yes[ ] No[ ] N/A[X]
13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes[ ] No[ ] N/A[X]

14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[ ]
a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
c. Compliance with applicable governmental laws, rules and regulations;
d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
e. Accountability for adherence to the code.
14.11 If the response to 14.1 is no, please explain:
14.2 Has the code of ethics for senior managers been amended? Yes[X] No[ ]
14.21 If the response to 14.2 is yes, provide information related to amendment(s).
Effective April 2013, the Amerigroup code was updated with clarifications necessitated by the WellPoint transaction.
14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[ ] No[X]
14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes[ ] No[X]
15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

	1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
15.2001				

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes[X] No[ ]

17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes[X] No[ ]

18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes[X] No[ ]

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes[ ] No[X]

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
20.11 To directors or other officers $ 0
20.12 To stockholders not officers $ 0
20.13 Trustees, supreme or grand (Fraternal only) $ 0
20.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
20.21 To directors or other officers $ 0
20.22 To stockholders not officers $ 0
20.23 Trustees, supreme or grand (Fraternal only) $ 0

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes[ ] No[X]
21.2 If yes, state the amount thereof at December 31 of the current year:
21.21 Rented from others $ 0
21.22 Borrowed from others $ 0
21.23 Leased from others $ 0
21.24 Other $ 0

22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes[ ] No[X]
22.2 If answer is yes:
22.21 Amount paid as losses or risk adjustment $ 0
22.22 Amount paid as expenses $ 0
22.23 Other amounts paid $ 0

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

INVESTMENT

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes[ ] No[X]
24.02 If no, give full and complete information, relating thereto
The Company has securities on deposit with various State Department of Insurance Offices.
24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
The company's securities lending program authorizes lending agents to loan securities to approved borrowers for a negotiated fee. These loans are collateralized with 102% cash and the collateral is invested according to guidelines of the company's Investment Policy. For Statutory reporting, the collateral is carried off-balance sheet. FMV of invested collateral - $7,167,807 FMV of loaned securities - $7,005,235
24.04 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes[X] No[ ] N/A[ ]
24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. $ 7,167,817

GENERAL INTERROGATORIES (Continued)

24.06 If answer to 24.04 is no, report amount of collateral for other programs. $ 0
24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes[X] No[ ] N/A[ ]
24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes[X] No[ ] N/A[ ]
24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes[X] No[ ] N/A[ ]
24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. $ 7,167,817
24.102 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. $ 7,167,817
24.103 Total payable for securities lending reported on the liability page. $ 7,167,817

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes[X] No[ ]
25.2 If yes, state the amount thereof at December 31 of the current year:
25.21 Subject to repurchase agreements $ 0
25.22 Subject to reverse repurchase agreements $ 0
25.23 Subject to dollar repurchase agreements $ 0
25.24 Subject to reverse dollar repurchase agreements $ 0
25.25 Pledged as collateral $ 0
25.26 Placed under option agreements $ 0
25.27 Letter stock or securities restricted as to sale $ 0
25.28 On deposit with state or other regulatory body $ 23,309,780
25.29 Other $ 0
25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes[ ] No[X]
26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes[ ] No[X]
27.2 If yes, state the amount thereof at December 31 of the current year. $ 0

28. 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 I, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[ ]
28.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian's Address
Bank of New York Mellon Corporation	One BNY Mellon Center, Room 151-1035, Pittsburgh, PA 15258

28.02 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)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes[X] No[ ]
28.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
U.S. Bank, N.A.	Bank of New York Mellon Corporation	05/15/2013	

28.05 Identify all investment advisors, broker/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 Number(s)	2 Name	3 Address
105006	Deutsche Asset Management	345 Park Ave, New York, New York 10154
113878	McDonnell Investment Management, LLC	1515 West 22nd Street, 11th Floor, Oak Brook, Illinois 60523

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])? Yes[ ] No[X]
29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 Total		

29.3 For each mutual fund listed in the table above, complete the following schedule:

GENERAL INTERROGATORIES (Continued)

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

		1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1	Bonds	191,026,157	190,999,398	(26,759)
30.2	Preferred stocks			
30.3	Totals	191,026,157	190,999,398	(26,759)

30.4 Describe the sources or methods utilized in determining the fair values
Fair values were obtained from third-party pricing sources. If a security was not priced by a third-party pricing source, internal analytical systems or broker quotes were utilized.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes[ ] No[X]
31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes[ ] No[ ] N/A[X]
31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]
32.2 If no, list exceptions:

OTHER

33.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? $ 0
33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid

34.1 Amount of payments for legal expenses, if any? $ 118,873
34.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? $ 190,553
35.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
See General Interrogatories Part 1 Attachment.	152,623

General Interrogatories Part 1 Attachments

General Interrogatory, Part 1, Question 35.2

Note: Lobbying expenses disclosed reflect amounts reported in the Lobbyist Disclosure Reports filed with the Secretary of State as well as the cost of external contractors who provided lobbying services to the Company. The amount may include expenses that may have been paid by an affiliate on behalf of the Company and, as a result, may not be included in the Underwriting Gain reported on page 4 of the 2013 Annual Statement.

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes[ ] No[X]
1.2 If yes, indicate premium earned on U.S. business only: $ 0
1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? $ 0
1.31 Reason for excluding:
1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. $ 0
1.5 Indicate total incurred claims on all Medicare Supplement insurance. $ 0
1.6 Individual policies - Most current three years:
1.61 Total premium earned $ 0
1.62 Total incurred claims $ 0
1.63 Number of covered lives 0
All years prior to most current three years:
1.64 Total premium earned $ 0
1.65 Total incurred claims $ 0
1.66 Number of covered lives 0
1.7 Group policies - Most current three years:
1.71 Total premium earned $ 0
1.72 Total incurred claims $ 0
1.73 Number of covered lives 0
All years prior to most current three years:
1.74 Total premium earned $ 0
1.75 Total incurred claims $ 0
1.76 Number of covered lives 0

2. Health Test

		1 Current Year	2 Prior Year
2.1	Premium Numerator	917,635,709	904,880,116
2.2	Premium Denominator	917,635,709	904,880,116
2.3	Premium Ratio (2.1 / 2.2)	1.000	1.000
2.4	Reserve Numerator	74,879,521	72,970,673
2.5	Reserve Denominator	86,568,401	73,447,643
2.6	Reserve Ratio (2.4 / 2.5)	0.865	0.994

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes[ ] No[X]
3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes[X] No[ ]
4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes[ ] No[ ] N/A[X]

5.1 Does the reporting entity have stop-loss reinsurance? Yes[ ] No[X]
5.2 If no, explain:
The Plan became self insured with regulatory approval eff 7/1/13. The plan did possess stop-loss reinsurance for the periods 7/1/12-6/30/13 with the maximum retained risk of $1,250,000.
5.3 Maximum retained risk (see instructions):
5.31 Comprehensive Medical $ 0
5.32 Medical Only $ 0
5.33 Medicare Supplement $ 0
5.34 Dental & Vision $ 0
5.35 Other Limited Benefit Plan $ 0
5.36 Other $ 0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
Physician and hospital contracts contain provisions, including hold harmless agreements, to protect members and dependents against insolvency.

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes[X] No[ ]
7.2 If no, give details:

8. Provide the following information regarding participating providers:
8.1 Number of providers at start of reporting year 8,038
8.2 Number of providers at end of reporting year 8,320

9.1 Does the reporting entity have business subject to premium rate guarantees? Yes[ ] No[X]
9.2 If yes, direct premium earned:
9.21 Business with rate guarantees between 15-36 months 0
9.22 Business with rate guarantees over 36 months 0

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes[X] No[ ]
10.2 If yes:
10.21 Maximum amount payable bonuses $ 0
10.22 Amount actually paid for year bonuses $ 231,286
10.23 Maximum amount payable withholds $ 0
10.24 Amount actually paid for year withholds $ 0

11.1 Is the reporting entity organized as:
11.12 A Medical Group/Staff Model, Yes[ ] No[X]
11.13 An Individual Practice Association (IPA), or, Yes[ ] No[X]
11.14 A Mixed Model (combination of above)? Yes[X] No[ ]
11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes[X] No[ ]
11.3 If yes, show the name of the state requiring such net worth.
Tennessee
11.4 If yes, show the amount required. $ 17,514,536
11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes[ ] No[X]
11.6 If the amount is calculated, show the calculation.
The greater of $1,500,000 or an amount totaling 4% of the first $150,000,000 of premium revenues earned for the prior calendar year, plus 1.5% of the amount earned in excess of $150,000,000 for the prior calendar year. $17,514,536 ($150,000,000 x 4% + ($917,635,709 - $150,000,000) x 1.5%)

12. List service areas in which the reporting entity is licensed to operate:

1 Name of Service Area
Grand Region Middle

13.1 Do you act as a custodian for health savings accounts? Yes[ ] No[X]
13.2 If yes, please provide the amount of custodial funds held as of the reporting date: $ 0
13.3 Do you act as an administrator for health savings accounts? Yes[ ] No[X]
13.4 If yes, please provide the balance of the funds administered as of the reporting date: $ 0

FIVE-YEAR HISTORICAL DATA

	1 2013	2 2012	3 2011	4 2010	5 2009
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)	236,720,888	212,184,230	257,616,618	340,305,606	163,369,258
2. TOTAL Liabilities (Page 3, Line 24)	128,645,752	106,104,385	113,423,126	189,703,065	82,515,366
3. Statutory surplus	17,514,536	17,323,202	17,551,988	17,616,707	16,133,399
4. TOTAL Capital and Surplus (Page 3, Line 33)	108,075,136	106,079,845	144,193,492	150,602,541	80,853,892
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)	917,018,718	904,880,116	920,132,503	888,601,659	626,125,979
6. TOTAL Medical and Hospital Expenses (Line 18)	758,273,927	741,069,296	695,948,802	653,302,266	516,193,087
7. Claims adjustment expenses (Line 20)	48,550,186	25,706,479	22,124,382	21,399,865	16,002,926
8. TOTAL Administrative Expenses (Line 21)	76,382,472	102,262,359	107,852,442	102,885,865	73,036,222
9. Net underwriting gain (loss) (Line 24)	33,812,133	35,841,982	94,206,877	111,013,663	20,893,744
10. Net investment gain (loss) (Line 27)	3,309,545	3,195,968	2,552,149	1,781,959	1,647,674
11. TOTAL Other Income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	23,828,770	25,844,500	67,625,312	71,595,578	22,541,418
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	34,454,507	24,105,234	(15,469,336)	198,905,015	(12,697,884)
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	108,075,136	106,079,845	144,193,492	150,602,541	80,853,892
15. Authorized control level risk-based capital	29,633,751	28,849,673	27,192,681	25,560,518	20,115,782
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)	204,169	205,980	204,186	203,382	195,103
17. TOTAL Members Months (Column 6, Line 7)	2,434,601	2,459,155	2,465,218	2,430,753	2,297,031
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)	82.7	81.9	75.6	73.5	82.4
20. Cost containment expenses	4.3	2.2	1.9	1.8	1.8
21. Other claims adjustment expenses	1.0	0.6	0.5	0.6	0.8
22. TOTAL Underwriting Deductions (Line 23)	96.3	96.0	89.8	87.5	96.7
23. TOTAL Underwriting Gain (Loss) (Line 24)	3.7	4.0	10.2	12.5	3.3
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)	56,843,744	55,909,454	69,804,708	49,368,153	64,665,353
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]	72,970,673	78,888,748	89,510,796	66,363,075	75,021,734
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. TOTAL of Above Lines 26 to 31					
33. TOTAL investment in parent included in Lines 26 to 31 above					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes[ ] No[ ] N/A[X]

If no, please explain::

12941201343043100 2013 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:

NAIC Group Code 0671 BUSINESS IN THE STATE OF **TENNESSEE** DURING THE YEAR NAIC Company Code 12941

	1	Comprehensive (Hospital & Medical) 2	3	4	5	6	7	8	9	10
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year	205,980							3,744	202,236	
2. First Quarter	203,203							4,030	199,173	
3. Second Quarter	203,841							4,254	199,587	
4. Third Quarter	206,901							4,445	202,456	
5. Current Year	204,169							4,404	199,765	
6. Current Year Member Months	2,434,601							50,822	2,383,779	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	1,354,260							69,425	1,284,835	
8. Non-Physician	1,763,727							47,008	1,716,719	
9. TOTAL	3,117,987							116,433	3,001,554	
10. Hospital Patient Days Incurred	147,959							14,873	133,086	
11. Number of Inpatient Admissions	22,035							1,678	20,357	
12. Health Premiums Written (b)	917,635,709							51,666,837	865,968,872	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	917,018,718							51,049,846	865,968,872	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	756,222,555							45,850,385	710,372,170	
18. Amount Incurred for Provision of Health Care Services	758,131,403							47,252,155	710,879,248	

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....51,666,837

12941201343059100 2013 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:

NAIC Group Code 0671 BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR NAIC Company Code 12941

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal Employees Health Benefits Plan			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only		Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year	205,980							3,744	202,236	
2. First Quarter	203,203							4,030	199,173	
3. Second Quarter	203,841							4,254	199,587	
4. Third Quarter	206,901							4,445	202,456	
5. Current Year	204,169							4,404	199,765	
6. Current Year Member Months	2,434,601							50,822	2,383,779	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	1,354,260							69,425	1,284,835	
8. Non-Physician	1,763,727							47,008	1,716,719	
9. TOTAL	3,117,987							116,433	3,001,554	
10. Hospital Patient Days Incurred	147,959							14,873	133,086	
11. Number of Inpatient Admissions	22,035							1,678	20,357	
12. Health Premiums Written (b)	917,635,709							51,666,837	865,968,872	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	917,018,718							51,049,846	865,968,872	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	756,222,555							45,850,385	710,372,170	
18. Amount Incurred for Provision of Health Care Services	758,131,403							47,252,155	710,879,248	

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....51,666,837

30 Grand Total

31 Schedule S - Part 1 - Section 2 ..... NONE

32 Schedule S - Part 2 ..... NONE

33 Schedule S - Part 3 - Section 2 ..... NONE

34 Schedule S - Part 4 ..... NONE

35 Schedule S - Part 5 ..... NONE

36 Schedule S - Part 6 ..... NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

		1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)				
1.	Cash and invested assets (Line 12)	214,941,679		214,941,679
2.	Accident and health premiums due and unpaid (Line 15)	15,997,631		15,997,631
3.	Amounts recoverable from reinsurers (Line 16.1)			
4.	Net credit for ceded reinsurance	XXX		
5.	All other admitted assets (Balance)	5,781,578		5,781,578
6.	TOTAL Assets (Line 28)	236,720,888		236,720,888
LIABILITIES, CAPITAL AND SURPLUS (Page 3)				
7.	Claims unpaid (Line 1)	74,472,028		74,472,028
8.	Accrued medical incentive pool and bonus payments (Line 2)	407,493		407,493
9.	Premiums received in advance (Line 8)			
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			
12.	Reinsurance with Certified Reinsurers (Line 20 inset amount)			
13.	Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)			
14.	All other liabilities (Balance)	53,766,231		53,766,231
15.	TOTAL Liabilities (Line 24)	128,645,752		128,645,752
16.	TOTAL Capital and Surplus (Line 33)	108,075,136	XXX	108,075,136
17.	TOTAL Liabilities, Capital and Surplus (Line 34)	236,720,888		236,720,888
NET CREDIT FOR CEDED REINSURANCE				
18.	Claims unpaid			
19.	Accrued medical incentive pool			
20.	Premiums received in advance			
21.	Reinsurance recoverable on paid losses			
22.	Other ceded reinsurance recoverables			
23.	TOTAL Ceded Reinsurance Recoverables			
24.	Premiums receivable			
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
26.	Unauthorized reinsurance			
27.	Reinsurance with Certified Reinsurers			
28.	Funds held under reinsurance treaties with Certified Reinsurers			
29.	Other ceded reinsurance payables/offsets			
30.	TOTAL Ceded Reinsurance Payables/Offsets			
31.	TOTAL Net Credit for Ceded Reinsurance			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

ALLOCATED BY STATES AND TERRITORIES

State, Etc.	1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Plan Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit - Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	N								
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	L		51,666,837	865,968,872				917,635,709	
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		51,666,837	865,968,872				917,635,709	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. TOTAL (Direct Business)	(a) 1		51,666,837	865,968,872				917,635,709	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

(a) Insert the number of L responses except for Canada and Other Alien.
Explanation of basis of allocation of premiums by states, etc.:

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Direct Business only

	States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1.	Alabama (AL)						
2.	Alaska (AK)						
3.	Arizona (AZ)						
4.	Arkansas (AR)						
5.	California (CA)						
6.	Colorado (CO)						
7.	Connecticut (CT)						
8.	Delaware (DE)						
9.	District of Columbia (DC)						
10.	Florida (FL)						
11.	Georgia (GA)						
12.	Hawaii (HI)						
13.	Idaho (ID)						
14.	Illinois (IL)						
15.	Indiana (IN)						
16.	Iowa (IA)						
17.	Kansas (KS)						
18.	Kentucky (KY)						
19.	Louisiana (LA)						
20.	Maine (ME)						
21.	Maryland (MD)						
22.	Massachusetts (MA)						
23.	Michigan (MI)						
24.	Minnesota (MN)						
25.	Mississippi (MS)						
26.	Missouri (MO)						
27.	Montana (MT)						
28.	Nebraska (NE)						
29.	Nevada (NV)						
30.	New Hampshire (NH)						
31.	New Jersey (NJ)						
32.	New Mexico (NM)						
33.	New York (NY)						
34.	North Carolina (NC)						
35.	North Dakota (ND)						
36.	Ohio (OH)						
37.	Oklahoma (OK)						
38.	Oregon (OR)						
39.	Pennsylvania (PA)						
40.	Rhode Island (RI)						
41.	South Carolina (SC)						
42.	South Dakota (SD)						
43.	Tennessee (TN)						
44.	Texas (TX)						
45.	Utah (UT)						
46.	Vermont (VT)						
47.	Virginia (VA)						
48.	Washington (WA)						
49.	West Virginia (WV)						
50.	Wisconsin (WI)						
51.	Wyoming (WY)						
52.	American Samoa (AS)						
53.	Guam (GU)						
54.	Puerto Rico (PR)						
55.	U.S. Virgin Islands (VI)						
56.	Northern Mariana Islands (MP)						
57.	Canada (CAN)						
58.	Aggregate other alien (OT)						
59.	TOTALS						

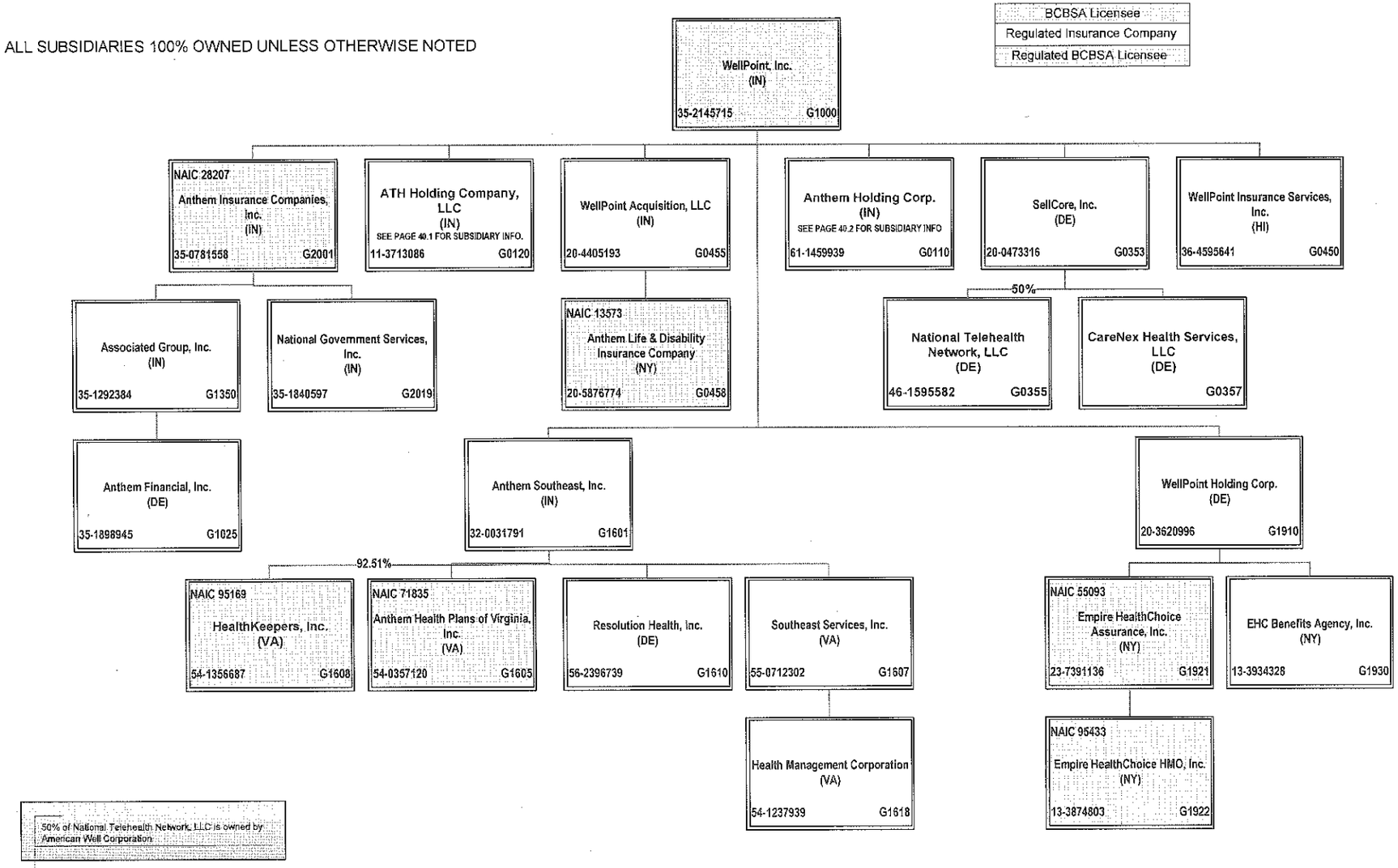
NONE

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



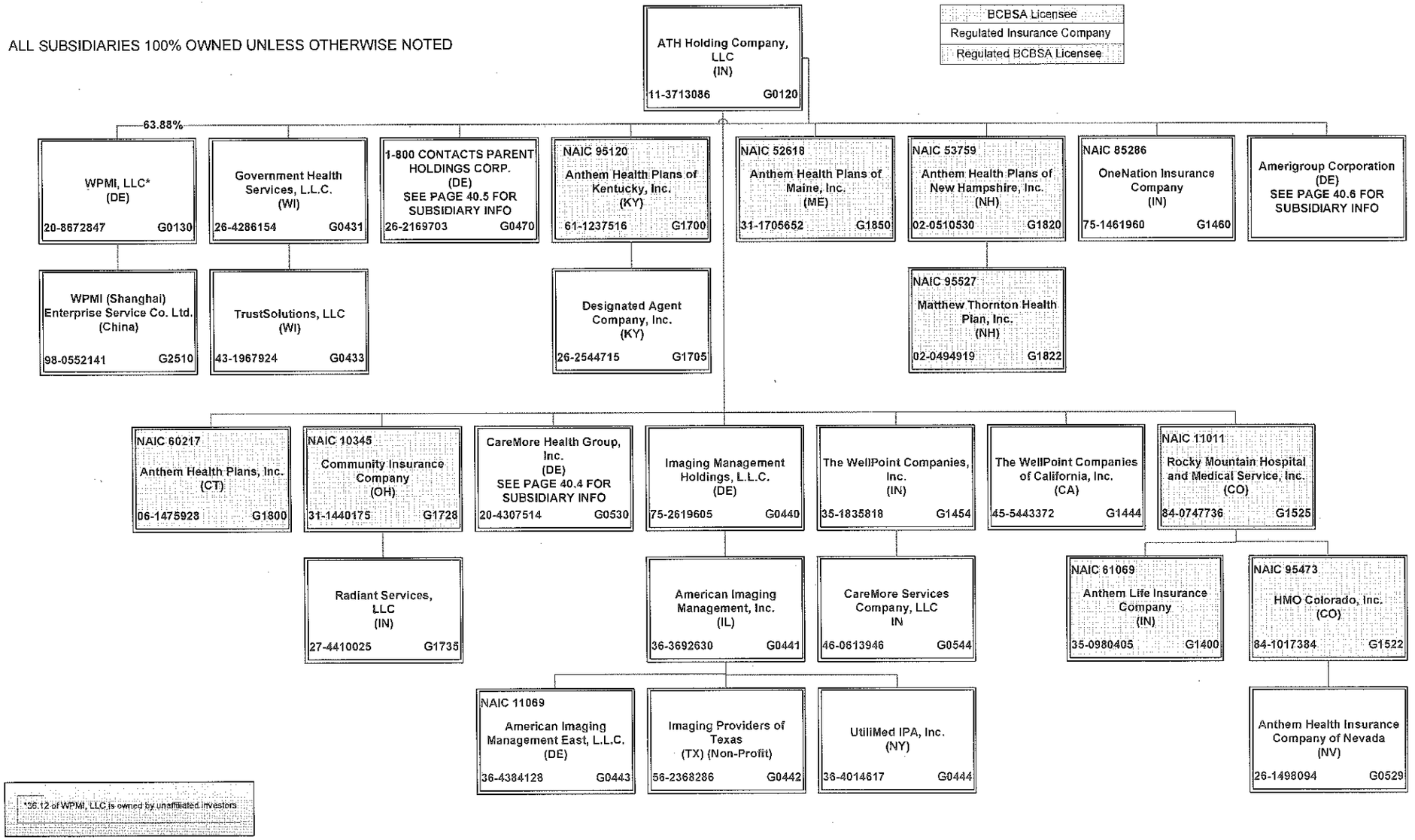
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

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



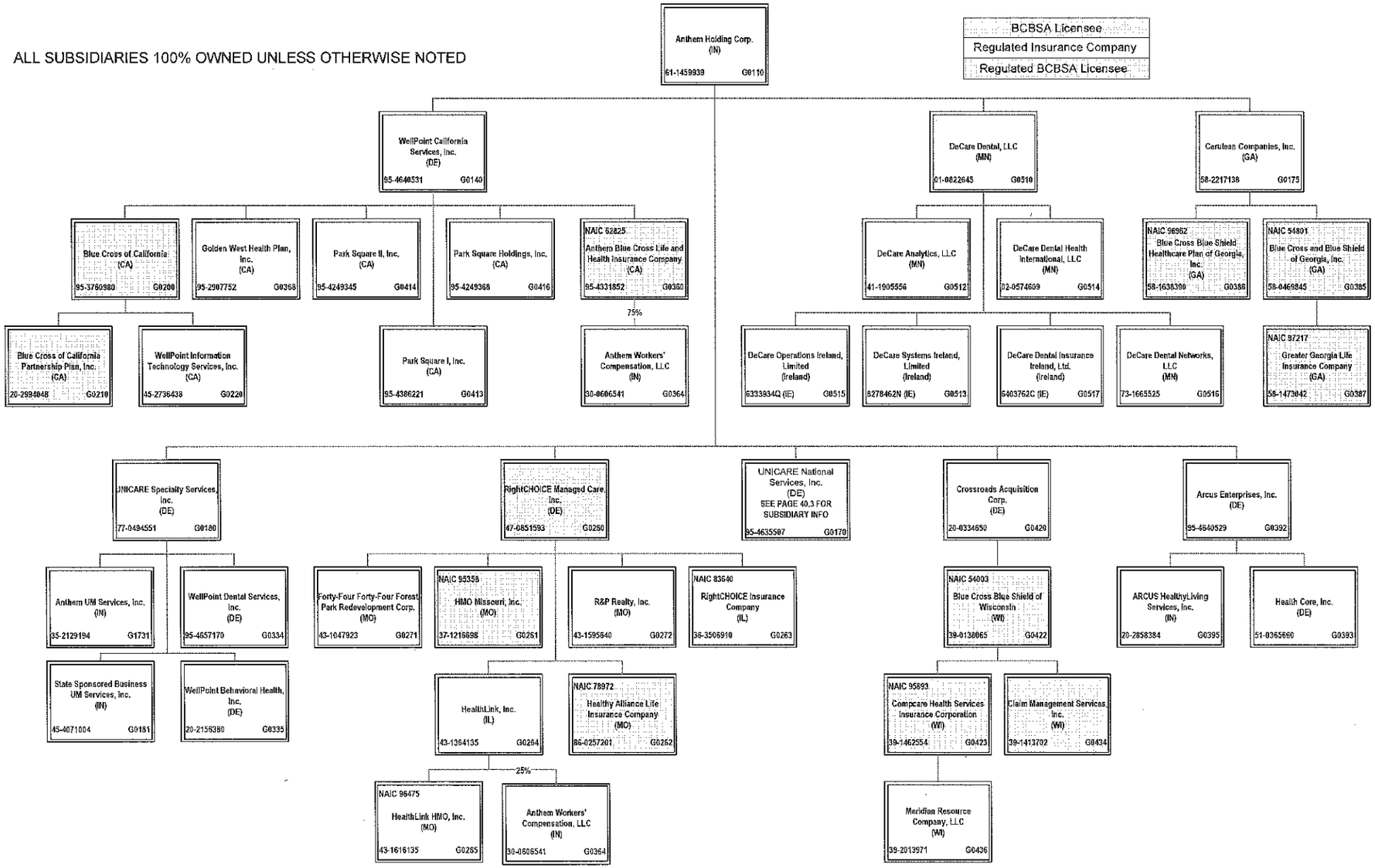
*36.12 of WPMI, LLC is owned by unaffiliated investors

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

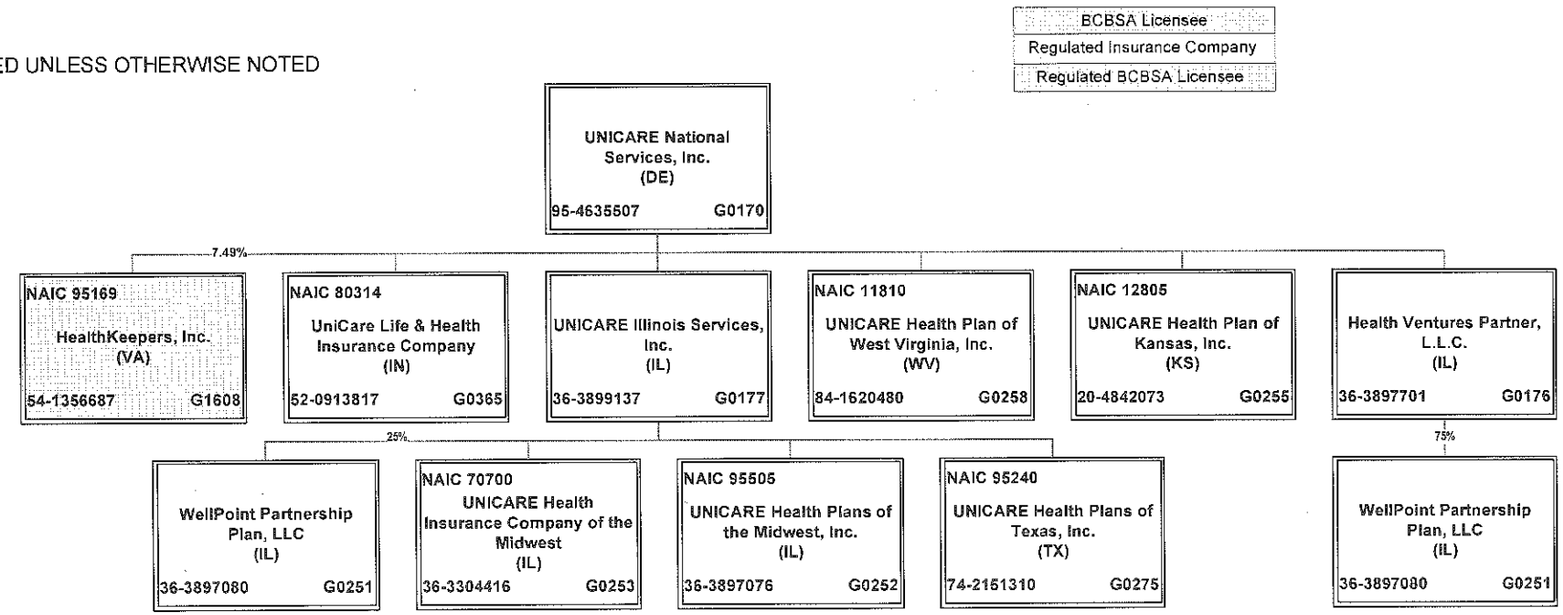


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

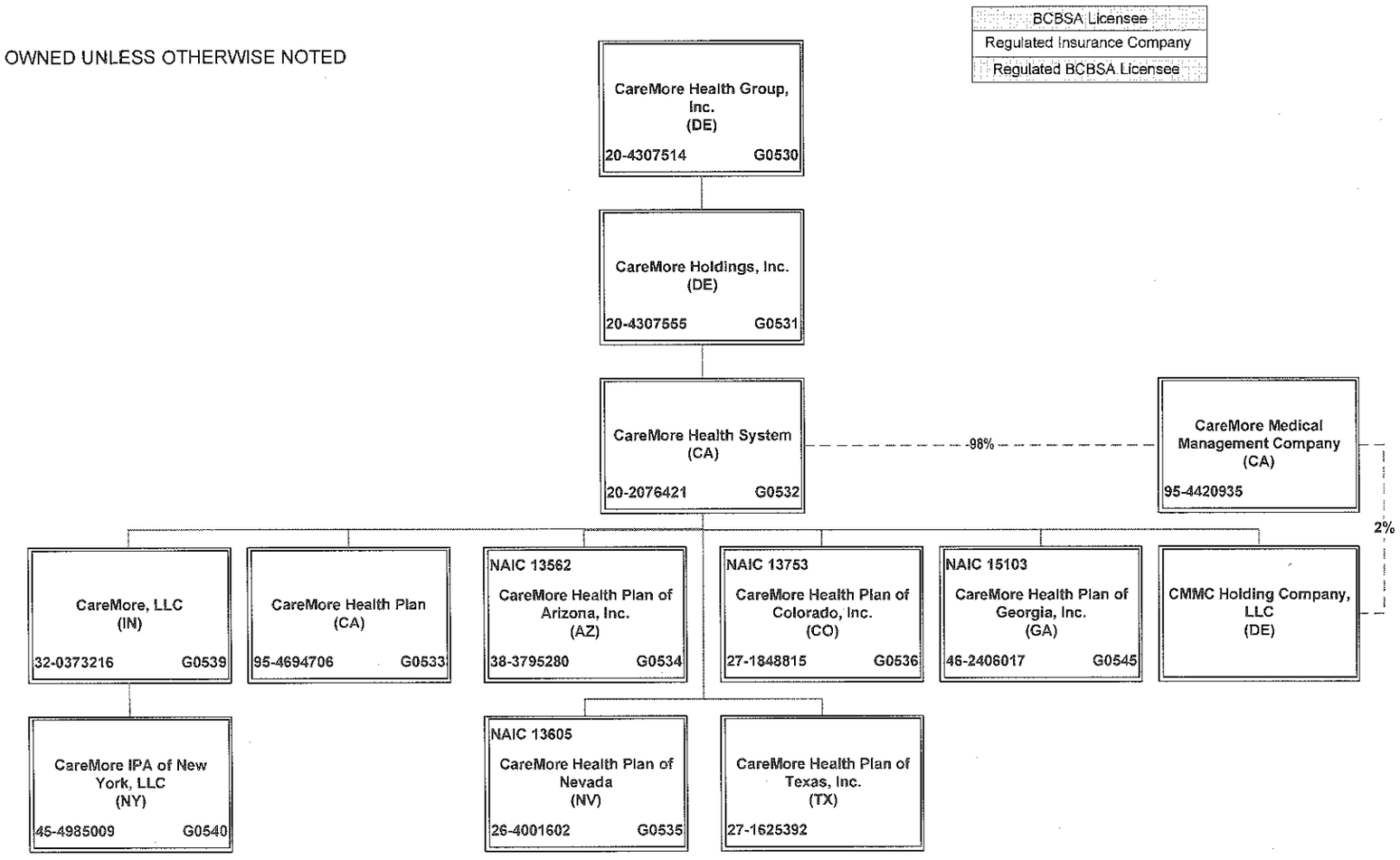


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

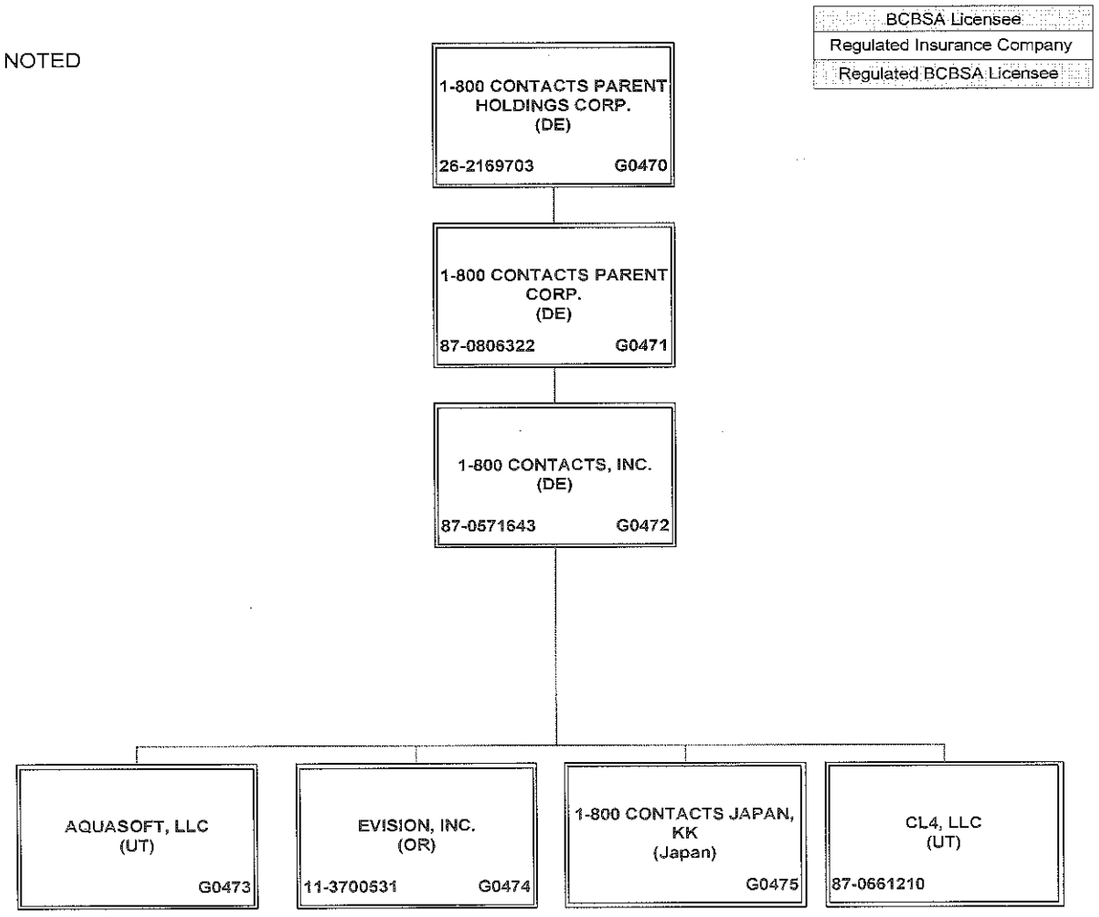


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



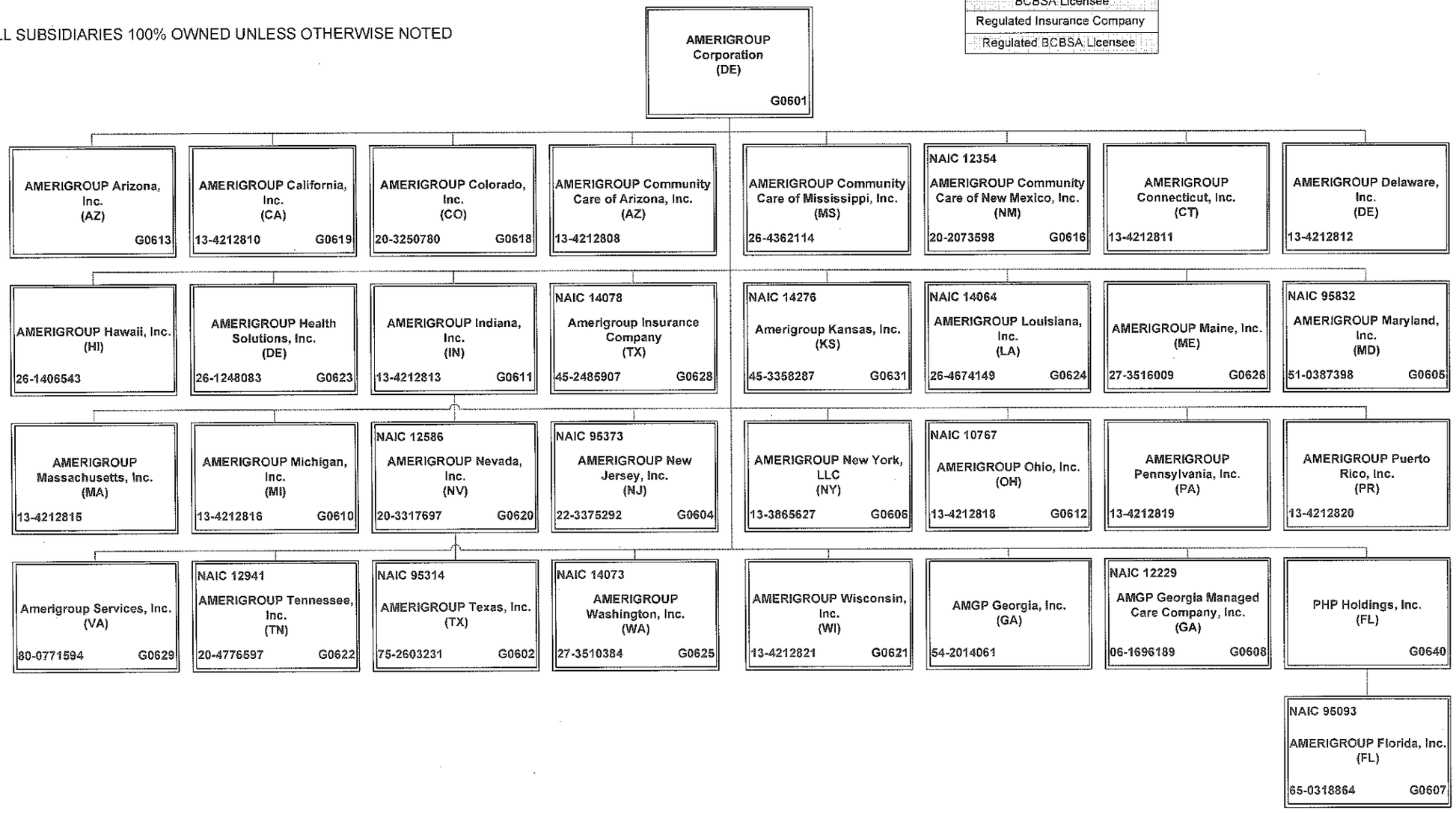
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

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

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					1-800 CONTACTS JAPAN, KK	JPN	NIA	1-800 CONTACTS, INC.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212810				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3250780				AMERIGROUP Colorado, Inc.	CO	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212808				AMERIGROUP Community Care of Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-4362114				AMERIGROUP Community Care of Mississippi, Inc.	MS	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212811				AMERIGROUP Connecticut, Inc.	CT	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AMERIGROUP Corporation	DE	UDP	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212812				AMERIGROUP Delaware, Inc.	DE	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1406543				AMERIGROUP Hawaii, Inc.	HI	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1248083				AMERIGROUP Health Solutions, Inc.	DE	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212813				AMERIGROUP Indiana, Inc.	IN	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-3516009				AMERIGROUP Maine, Inc.	ME	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212815				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212816				AMERIGROUP Michigan, Inc.	MI	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	0000001
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation		100.0	WellPoint, 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)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	13-4212820				AMERIGROUP Puerto Rico, Inc.	PR	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	RE	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	RE	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	040003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	61-1459939				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company		75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.		25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3713086				ATH Holding Company, LLC	IN	UIP	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.		100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.		100.0	WellPoint, Inc.	0000002
0671	WellPoint, Inc.	00000	20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California		100.0	WellPoint, Inc.	0000003
0671	WellPoint, Inc.	00000	20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4694706				CareMore Health Plan	CA	IA	CareMore Health System		100.0	WellPoint, Inc.	0000004
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0373216				CareMore, LLC	IN	NIA	CareMore Health System		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System		98.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CMMC Holding Company, LLC		2.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0661210				CL4, Inc.	UT	NIA	1-800 Contacts, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					CMMC Holding Company, LLC	DE	NIA	CareMore Health System		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Dental Insurance Ireland, Ltd.	IRL	NIA	DeCare Dental, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Operations Ireland, Limited	IRL	NIA	DeCare Dental, LLC		100.0	WellPoint, 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)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000					DeCare Systems Ireland, Limited	IRL	NIA	DeCare Dental, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3700531				EVISION, INC.	OR	NIA	1-800 CONTACTS, INC.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.		100.0	WellPoint, Inc.	0000005
0671	WellPoint, Inc.	00000	26-4286154				Government Health Services, LLC	WI	NIA	ATH Holding Company LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.		92.5	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.		7.5	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-2013971				Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.		50.0	WellPoint, Inc.	0000006
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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0671	WellPoint, Inc.	00000	95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					PHP Holdings, Inc.	FL	NIA	AMERIGROUP Corporation		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-4410025				Radiant Services, LLC	IN	NIA	Community Insurance Company		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95505	36-3897076				UNICARE Health Plans of the Midwest, Inc.	IL	IA	UNICARE Illinois Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.		100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
0671	WellPoint, Inc.	00000	95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.		75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.		25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2145715		0000006324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.	00000	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC		63.9	WellPoint, Inc.	0000007
0671	WellPoint, Inc.	00000	46-2406017				CareMore Health Plan of Georgia, Inc.	GA	NIA	CareMore Health System		100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					CareNex Health Services, LLC	DE	NIA	SellCore, Inc.		100.0	WellPoint, Inc	

Asterisk	Explanation
0000001	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.
0000002	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.
0000003	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.
0000004	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.
0000005	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.
0000006	50% owned by American Well Corporation
0000007	36.12% owned by unaffiliated investors

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
	87-0571643	1-800 Contacts, Inc.					(71,636,284)				(71,636,284)	
11069	36-4384128	American Imaging Management East, LLC					(54,968)				(54,968)	
	36-3692630	American Imaging Management, Inc.					(32,850,056)				(32,850,056)	
12229	06-1696189	AMGP Georgia Managed Care Company, Inc.	(40,000,000)				(65,986,457)				(105,986,457)	
12354	20-2073598	AMERIGROUP Community Care of New Mexico, Inc.					(21,184,186)				(21,184,186)	
	54-1739323	AMERIGROUP Corporation		(25,000,000)			556,882,597				531,882,597	
95093	65-0318864	AMERIGROUP Florida, Inc.					(42,648,499)				(42,648,499)	
14078	45-2485907	AMERIGROUP Insurance Company					(26,820,711)				(26,820,711)	
14276	45-3358287	AMERIGROUP Kansas, Inc.		117,000,000			(34,462,058)				82,537,942	
14064	26-4674149	AMERIGROUP Louisiana, Inc.					(25,917,632)				(25,917,632)	
95832	51-0387398	AMERIGROUP Maryland, Inc.	(60,000,000)				(59,823,790)				(119,823,790)	
12586	20-3317697	AMERIGROUP Nevada, Inc.	(15,000,000)				(16,088,846)				(31,088,846)	
95373	22-3375292	AMERIGROUP New Jersey, Inc.					(46,006,316)				(46,006,316)	
	13-3865627	AMERIGROUP New York, LLC					(123,023,719)				(123,023,719)	
10767	13-4212818	AMERIGROUP Ohio Inc	(16,000,000)				(8,306,340)				(24,306,340)	
95314	75-2603231	AMERIGROUP Texas, Inc.					(169,831,045)				(169,831,045)	
12941	20-4776597	AMERIGROUP Tennessee, Inc.	(24,000,000)				(52,020,682)				(76,020,682)	
14073	27-3510384	AMERIGROUP Washington, Inc.					(11,522,673)				(11,522,673)	
62825	95-4331852	Anthem Blue Cross Life and Health Insurance Compan	(321,300,000)				(1,090,005,560)	(6,593,452)			(1,417,899,012)	5,276,555
95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	(110,000,000)				(283,561,492)				(393,561,492)	
52618	31-1705652	Anthem Health Plans of Maine, Inc.	(39,900,000)				(93,580,646)				(133,480,646)	
53759	02-0510530	Anthem Health Plans of New Hampshire, Inc.	(30,000,000)				(48,631,838)	(349,381)			(78,981,219)	25,832
71835	54-0357120	Anthem Health Plans of Virginia, Inc.	(333,200,000)				(561,705,247)	(1,016,277)			(895,921,524)	(2,941,370)
60217	06-1475928	Anthem Health Plans, Inc.	(132,000,000)				(286,399,596)				(418,399,596)	
28207	35-0781558	Anthem Insurance Companies, Inc.	(327,500,000)				(1,078,538,841)	14,321,969			(1,391,716,872)	(2,951,578)
13573	20-5876774	Anthem Life and Disability Insurance Company					(845,967)				(845,967)	
61069	35-0980405	Anthem Life Insurance Company	(15,000,000)				(34,780,409)	21,821,972			(27,958,437)	(21,802,090)
	11-3713086	ATH Holding Company, LLC					15,601,368				15,601,368	
54801	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.	(78,400,000)				(333,131,142)				(411,531,142)	
96962	58-1638390	Blue Cross Blue Shield Healthcare Plan of Georgia,	(56,300,000)				(226,757,945)				(283,057,945)	
54003	39-0138065	Blue Cross Blue Shield of Wisconsin	(30,000,000)				(107,754,274)	(147,616)			(137,901,890)	(44,200)
	95-3760980	Blue Cross of California	(350,000,000)	(15,000,000)			(790,553,784)	(302,527)			(1,155,856,311)	850
	20-2994048	Blue Cross of California Partnership Plan, Inc.		15,000,000			(65,670,967)				(50,670,967)	
	95-4694706	Caremore Health Plan	(35,000,000)				(124,876,847)				(159,876,847)	
13562	38-3975280	Caremore Health Plan of Arizona, Inc.		5,000,000			(48,618,892)				(43,618,892)	
13753	27-1848815	CareMore Health Plan of Colorado, Inc.		200,000			357				200,357	
13605	26-4001602	Caremore Health Plan of Nevada		10,000,000			(15,025,792)				(5,025,792)	
	20-2076421	CareMore Health System					41,391,962				41,391,962	
10345	31-1440175	Community Insurance Company	(380,000,000)				(767,017,828)				(1,147,017,828)	
95693	39-1462554	Compcare Health Services Insurance Corporation	(20,000,000)				(64,211,947)				(84,211,947)	
	01-0822645	DeCare Dental, LLC					(35,945,015)				(35,945,015)	

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
55093	23-7391136	Empire HealthChoice Assurance, Inc.	(90,000,000)				(551,789,204)				(641,789,204)	
95433	13-3874803	Empire HealthChoice HMO, Inc.	(90,000,000)				(122,752,929)				(212,752,929)	
	95-2907752	Golden West Health Plan, Inc.					(1,656,382)				(1,656,382)	
97217	58-1473042	Greater Georgia Life Insurance Company					(5,300,908)				(5,300,908)	
	51-0365660	Health Core, Inc.					(18,960,920)				(18,960,920)	
95169	54-1356687	HealthKeepers, Inc.	(94,500,000)				(157,545,508)	1,016,277			(251,029,231)	2,941,370
96475	43-1616135	HealthLink HMO, Inc.	(10,500,000)				10,690,950	35,729			226,679	11,330
	43-1364135	HealthLink, Inc.					(76,135,091)				(76,135,091)	
78972	86-0257201	Healthy Alliance Life Insurance Company	(100,000,000)				(241,720,419)				(341,720,419)	
95473	84-1017384	HMO Colorado, Inc.	(15,600,000)				(18,101,756)				(33,701,756)	
95358	37-1216698	HMO Missouri, Inc.	(35,000,000)				(12,589,331)				(47,589,331)	
	98-0408753	HTH Re, LTD						6,593,452			6,593,452	(5,276,555)
95527	02-0494919	Matthew Thornton Health Plan, Inc.	(20,000,000)				(61,751,313)				(81,751,313)	
	35-1840597	National Government Services, Inc.					(17,667,016)				(17,667,016)	
85286	75-1461960	OneNation Insurance Company					(240,804)	126,268			(114,536)	281,477
60024	13-3989915	Rayant Insurance Company of New York					37,095				37,095	
83640	36-3506910	RightCHOICE Insurance Company		10,500,000			(98,820)				10,401,180	
	47-0851593	RightCHOICE Managed Care, Inc.					(17,164,319)				(17,164,319)	
11011	84-0747736	Rocky Mountain Hospital and Medical Service, Inc.	(65,200,000)				(233,768,331)	(14,634,342)			(313,602,673)	(305,194)
	35-1835818	The WellPoint Companies, Inc.					3,389,737,335				3,389,737,335	
	45-5443372	The WellPoint Companies of California, Inc.					178,639,347				178,639,347	
70700	36-3304416	UNICARE Health Insurance Company of the Midwest					(1,110,196)				(1,110,196)	
12805	20-4842073	UNICARE Health Plan of Kansas, Inc.	(34,000,000)	3,000,000			635,870				(30,364,130)	
11810	84-1620480	UNICARE Health Plan of West Virginia, Inc.	(3,100,000)				(23,040,355)				(26,140,355)	
95420	74-2151310	UNICARE Health Plans of Texas, Inc.					524,526				524,526	
95505	36-3897076	UNICARE Health Plans of the Midwest, Inc.					(895,820)				(895,820)	
80314	52-0913817	UNICARE Life & Health Insurance Company	(75,000,000)				(65,973,848)	(20,872,072)			(161,845,920)	24,783,573
	20-3620996	WellPoint Holding Corp	270,000,000				19,226,711				289,226,711	
	45-2736438	WellPoint Information Technology Services					224,290,807				224,290,807	
	36-3897080	WellPoint Partnership Plan, LLC					(18,577,288)				(18,577,288)	
	35-2145715	WellPoint, Inc.	2,776,500,000	(120,700,000)			4,074,979,924				6,730,779,924	
9999999 Control Totals									XXX			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

	Response
The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.	
MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
2. Will an actuarial opinion be filed by March 1?	Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	Yes
JUNE FILING	
8. Will an audited financial report be filed by June 1?	Yes
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	Yes
AUGUST FILING	
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	Yes
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 it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.	
MARCH FILING	
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	No
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	No
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	No
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	No
18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1?	No
19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	No
20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	No
APRIL FILING	
21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	No
22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	No
23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	No
24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	No
25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?	No
AUGUST FILING	
26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	Yes

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit

2013 Document Code: 360

Health Life Supplement

Document Code: 205

Health Property / Casualty Supplement

Document Code: 207

Schedule SIS

12941201342000000 2013 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies

2013 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5

12941201337000000 2013 Document Code: 370

Medicare Part D Coverage Supplement

Document Code: 365

Approval for Relief related to five-year rotation for lead Audit Partner

12941201322400000 2013

Approval for Relief related to one-year cooling off period for inde. CPA

Document Code: 225

Approval for Relief related to Requirements for Audit Committees

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

LTC Supplemental Interrogatorries

12941201330600000 2013 Document Code: 306

Health Life Supplement - Life Guaranty Association Premium Tax

Health Property/Casualty Supplement - Insurance Expense Exhibit

Document Code: 213

Supplemental Health Care Exhibit

12941201321600000 2013 Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report

Document Code: 217

OVERFLOW PAGE FOR WRITE-INS

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504.	Pharmacy Administrative Fee		(169,869)			(169,869)
2505.	ASO PCP Administrative Fee		(942,810)			(942,810)
2597.	Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)		(1,112,679)			(1,112,679)

SUMMARY INVESTMENT SCHEDULE

	Investment Categories	Gross Investment Holdings 1 Amount	Gross Investment Holdings 2 Percentage	Admitted Assets as Reported in the Annual Statement 3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1.	Bonds:						
	1.1 U.S. treasury securities						
	1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
	1.21 Issued by U.S. government agencies						
	1.22 Issued by U.S. government sponsored agencies						
	1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)						
	1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
	1.41 States, territories and possessions general obligations	24,089,034	11.207	24,089,034		24,089,034	11.207
	1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	14,921,428	6.942	14,921,428		14,921,428	6.942
	1.43 Revenue and assessment obligations	38,791,180	18.047	38,791,180		38,791,180	18.047
	1.44 Industrial development and similar obligations						
	1.5 Mortgage-backed securities (includes residential and commercial MBS):						
	1.51 Pass-through securities:						
	1.511 Issued or Guaranteed by GNMA	3,826,005	1.780	3,826,005		3,826,005	1.780
	1.512 Issued or Guaranteed by FNMA and FHLMC	27,073,968	12.596	27,073,968		27,073,968	12.596
	1.513 All other						
	1.52 CMOs and REMICs:						
	1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	3,748,663	1.744	3,748,663		3,748,663	1.744
	1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521						
	1.523 All other	1,251,619	0.582	1,251,619		1,251,619	0.582
2.	Other debt and other fixed income securities (excluding short term):						
	2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	61,365,339	28.550	61,365,339	7,167,817	68,533,156	31.885
	2.2 Unaffiliated Non-U.S. securities (including Canada)	8,599,926	4.001	8,599,926		8,599,926	4.001
	2.3 Affiliated securities						
3.	Equity interests:						
	3.1 Investments in mutual funds						
	3.2 Preferred stocks:						
	3.21 Affiliated						
	3.22 Unaffiliated						
	3.3 Publicly traded equity securities (excluding preferred stocks):						
	3.31 Affiliated						
	3.32 Unaffiliated	20,516,142	9.545	20,516,142		20,516,142	9.545
	3.4 Other equity securities:						
	3.41 Affiliated						
	3.42 Unaffiliated						
	3.5 Other equity interests including tangible personal property under lease:						
	3.51 Affiliated						
	3.52 Unaffiliated						
4.	Mortgage loans:						
	4.1 Construction and land development						
	4.2 Agricultural						
	4.3 Single family residential properties						
	4.4 Multifamily residential properties						
	4.5 Commercial loans						
	4.6 Mezzanine real estate loans						
5.	Real estate investments:						
	5.1 Property occupied by company						
	5.2 Property held for production of income (including $.....0 of property acquired in satisfaction of debt)						
	5.3 Property held for sale (including $.....0 property acquired in satisfaction of debt)						
6.	Contract loans						
7.	Derivatives						
8.	Receivables for securities						
9.	Securities Lending (Line 10, Asset Page reinvested collateral)	7,167,817	3.335	7,167,817	XXX	XXX	XXX
10.	Cash, cash equivalents and short-term investments	3,590,558	1.670	3,590,558		3,590,558	1.670
11.	Other invested assets						
12.	Total invested assets	214,941,679	100.000	214,941,679	7,167,817	214,941,679	100.000

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 6)		
	2.2 Additional investment made after acquisition (Part 2, Column 9)		
3.	Current year change in encumbrances:		
	3.1 Totals, Part 1, Column 13		
	3.2 Totals, Part 3, Column 11		
4.	Total gain (loss) on disposals, Part 3, Column 18		
5.	Deduct amounts received on disposals, Part 3, Column 15		
6.	Total foreign exchange change in book/adjusted c	NONE	
	6.1 Totals, Part 1, Column 15		
	6.2 Totals, Part 3, Column 13		
7.	Deduct current year's other-than-temporary impairment recognized:		
	7.1 Totals, Part 1, Column 12		
	7.2 Totals, Part 3, Column 10		
8.	Deduct current year's depreciation:		
	8.1 Totals, Part 1, Column 11		
	8.2 Totals, Part 3, Column 9		
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 (Lines 9 minus 10)		

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

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 (Part 2, Column 7)		
	2.2 Additional investment made after acquisition (Part 2, Column 8)		
3.	Capitalized deferred interest and other:		
	3.1 Totals, Part 1, Column 12		
	3.2 Totals, Part 3, Column 11		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
	5.1 Totals, Part 1, Column 9		
	5.2 Totals, Part 3, Column 8		
6.	Total gain (loss) on disposals, Part 3, Column 18		
7.	Deduct amounts received on disposals, Part 3, C	NONE	
8.	Deduct amortization of premium and mortgage int		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
	9.1 Totals, Part 1, Column 13		
	9.2 Totals, Part 3, Column 13		
10.	Deduct current year's other-than-temporary impairment recognized:		
	10.1 Totals, Part 1, Column 11		
	10.2 Totals, Part 3, Column 10		
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 (Lines 11 plus 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 8)		
	2.2 Additional investment made after acquisition (Part 2, Column 9)		
3.	Capitalized deferred interest and other:		
	3.1 Totals, Part 1, Column 16		
	3.2 Totals, Part 3, Column 12		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
	5.1 Totals, Part 1, Column 13		
	5.2 Totals, Part 3, Column 9		
6.	Total gain (loss) on disposals, Part 3, Column 19		
7.	Deduct amounts received on disposals, Part 3, Co		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value:		
	9.1 Totals, Part 1, Column 17		
	9.2 Totals, Part 3, Column 14		
10.	Deduct current year's other-than-temporary impairment recognized:		
	10.1 Totals, Part 1, Column 15		
	10.2 Totals, Part 3, Column 11		
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 BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year		144,175,378
2.	Cost of bonds and stocks acquired, Part 3, Column 7		98,676,259
3.	Accrual of Discount		53,920
4.	Unrealized valuation increase (decrease):		
	4.1 Part 1, Column 12		
	4.2 Part 2, Section 1, Column 15		
	4.3 Part 2, Section 2, Column 13	3,833,154	
	4.4 Part 4, Column 11		3,833,154
5.	Total gain (loss) on disposals, Part 4, Column 19		2,026
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7		39,979,023
7.	Deduct amortization of premium		2,307,951
8.	Total foreign exchange change in book/adjusted carrying value:		
	8.1 Part 1, Column 15		
	8.2 Part 2, Section 1, Column 19		
	8.3 Part 2, Section 2, Column 16		
	8.4 Part 4, Column 15		
9.	Deduct current year's other-than-temporary impairment recognized:		
	9.1 Part 1, Column 14	270,459	
	9.2 Part 2, Section 1, Column 17		
	9.3 Part 2, Section 2, Column 14		
	9.4 Part 4, Column 13		270,459
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		204,183,304
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		204,183,304

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description			1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS	1.	United States	3,826,005	3,626,284	3,830,993	3,534,397
Governments	2.	Canada				
(Including all obligations guaranteed	3.	Other Countries				
by governments)	4.	Totals	3,826,005	3,626,284	3,830,993	3,534,397
U.S. States, Territories and Possessions (Direct and guaranteed)	5.	Totals	24,089,034	25,141,884	24,888,747	21,613,000
U.S. Political Subdivisions of States, Territories and Possessions (Diresct and guaranteed)	6.	Totals	14,921,428	15,239,614	15,593,344	13,025,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7.	Totals	69,613,811	68,876,935	70,817,084	65,516,406
	8.	United States	62,616,958	62,163,211	63,395,521	52,218,000
Industrial and Miscellaneous and	9.	Canada	3,736,206	3,742,069	3,748,485	3,730,000
Hybrid Securities (unaffiliated)	10.	Other Countries	4,863,720	4,850,405	4,860,307	4,875,000
	11.	Totals	71,216,884	70,755,685	72,004,313	60,823,000
Parent, Subsidiaries and Affiliates	12.	Totals				
	13.	Total Bonds	183,667,162	183,640,402	187,134,481	164,511,803
PREFERRED STOCKS	14.	United States				
Industrial and Miscellaneous (unaffiliated)	15.	Canada				
	16.	Other Countries				
	17.	Totals				
Parent, Subsidiaries and Affiliates	18.	Totals				
	19.	Total Preferred Stocks				
COMMON STOCKS	20.	United States	20,516,142	20,516,142	15,421,424	
Industrial and Miscellaneous (unaffiliated)	21.	Canada				
	22.	Other Countries				
	23.	Totals	20,516,142	20,516,142	15,421,424	
Parent, Subsidiaries and Affiliates	24.	Totals				
	25.	Total Common Stocks	20,516,142	20,516,142	15,421,424	
	26.	Total Stocks	20,516,142	20,516,142	15,421,424	
	27.	Total Bonds and Stocks	204,183,304	204,156,544	202,555,905	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 NAIC 1	5,402,879	1,005,051	761,494	959,132	746,941	8,875,497	4.65	18,250,348	10.33	8,875,497	
1.2 NAIC 2											
1.3 NAIC 3											
1.4 NAIC 4											
1.5 NAIC 5											
1.6 NAIC 6											
1.7 TOTALS	5,402,879	1,005,051	761,494	959,132	746,941	8,875,497	4.65	18,250,348	10.33	8,875,497	
2. All Other Governments											
2.1 NAIC 1											
2.2 NAIC 2											
2.3 NAIC 3											
2.4 NAIC 4											
2.5 NAIC 5											
2.6 NAIC 6											
2.7 TOTALS											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 NAIC 1		8,532,314	15,556,720			24,089,034	12.61	19,522,267	11.05	24,089,034	
3.2 NAIC 2											
3.3 NAIC 3											
3.4 NAIC 4											
3.5 NAIC 5											
3.6 NAIC 6											
3.7 TOTALS		8,532,314	15,556,720			24,089,034	12.61	19,522,267	11.05	24,089,034	
4. U.S. Political Subdivisions of States, Territories & Possessions, Guaranteed											
4.1 NAIC 1		2,681,295	12,240,133			14,921,428	7.81	14,889,642	8.42	14,921,428	
4.2 NAIC 2											
4.3 NAIC 3											
4.4 NAIC 4											
4.5 NAIC 5											
4.6 NAIC 6											
4.7 TOTALS		2,681,295	12,240,133			14,921,428	7.81	14,889,642	8.42	14,921,428	
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 NAIC 1	14,894,667	29,034,944	17,773,947	4,991,390	2,918,863	69,613,811	36.44	24,993,545	14.14	69,613,811	
5.2 NAIC 2											
5.3 NAIC 3											
5.4 NAIC 4											
5.5 NAIC 5											
5.6 NAIC 6											
5.7 TOTALS	14,894,667	29,034,944	17,773,947	4,991,390	2,918,863	69,613,811	36.44	24,993,545	14.14	69,613,811	

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 NAIC 1	21,979,812	30,955,074			4,729,914	57,664,800	30.19	88,480,042	50.06	56,161,302	1,503,499
6.2 NAIC 2	2,937,658	5,538,743	2,394,785		4,990,402	15,861,588	8.30	10,600,362	6.00	14,661,595	1,199,993
6.3 NAIC 3											
6.4 NAIC 4											
6.5 NAIC 5											
6.6 NAIC 6											
6.7 TOTALS	24,917,470	36,493,817	2,394,785		9,720,316	73,526,388	38.49	99,080,404	56.06	70,822,897	2,703,492
7. Hybrid Securities											
7.1 NAIC 1											
7.2 NAIC 2											
7.3 NAIC 3											
7.4 NAIC 4											
7.5 NAIC 5											
7.6 NAIC 6											
7.7 TOTALS											
8. Parent, Subsidiaries and Affiliates											
8.1 NAIC 1											
8.2 NAIC 2											
8.3 NAIC 3											
8.4 NAIC 4											
8.5 NAIC 5											
8.6 NAIC 6											
8.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 NAIC 1	(d) 42,277,358	72,208,678	46,332,294	5,950,522	8,395,718	175,164,570	91.70	XXX	XXX	173,661,072	1,503,499
9.2 NAIC 2	(d) 2,937,658	5,538,743	2,394,785		4,990,402	15,861,588	8.30	XXX	XXX	14,661,595	1,199,993
9.3 NAIC 3	(d)							XXX	XXX		
9.4 NAIC 4	(d)							XXX	XXX		
9.5 NAIC 5	(d)					(c)		XXX	XXX		
9.6 NAIC 6	(d)					(c)		XXX	XXX		
9.7 TOTALS	45,215,016	77,747,421	48,727,079	5,950,522	13,386,120	(b) 191,026,158	100.00	XXX	XXX	188,322,667	2,703,492
9.8 Line 9.7 as a % of Column 6	23.67	40.70	25.51	3.12	7.01	100.00	XXX	XXX	XXX	98.58	1.42
10. Total Bonds Prior Year											
10.1 NAIC 1	69,769,319	56,380,943	37,316,706		2,668,876	XXX	XXX	166,135,844	94.00	166,135,844	
10.2 NAIC 2	4,290,429	6,309,933				XXX	XXX	10,600,362	6.00	10,600,362	
10.3 NAIC 3						XXX	XXX				
10.4 NAIC 4						XXX	XXX				
10.5 NAIC 5						XXX	XXX	(c)			
10.6 NAIC 6						XXX	XXX	(c)			
10.7 TOTALS	74,059,748	62,690,876	37,316,706		2,668,876	XXX	XXX	(b) 176,736,206	100.00	176,736,206	
10.8 Line 10.7 as a % of Col. 8	41.90	35.47	21.11		1.51	XXX	XXX	100.00	XXX	100.00	
11. Total Publicly Traded Bonds											
11.1 NAIC 1	42,277,358	70,705,180	46,332,293	5,950,522	8,395,719	173,661,072	90.91	166,135,844	94.00	173,661,072	XXX
11.2 NAIC 2	2,937,658	5,538,743	1,194,792		4,990,402	14,661,595	7.68	10,600,362	6.00	14,661,595	XXX
11.3 NAIC 3											XXX
11.4 NAIC 4											XXX
11.5 NAIC 5											XXX
11.6 NAIC 6											XXX
11.7 TOTALS	45,215,016	76,243,923	47,527,085	5,950,522	13,386,121	188,322,667	98.58	176,736,206	100.00	188,322,667	XXX
11.8 Line 11.7 as a % of Col. 6	24.01	40.49	25.24	3.16	7.11	100.00	XXX	XXX	XXX	100.00	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	23.67	39.91	24.88	3.12	7.01	98.58	XXX	XXX	XXX	98.58	XXX
12. Total Privately Placed Bonds											
12.1 NAIC 1		1,503,499				1,503,499	0.79			XXX	1,503,499
12.2 NAIC 2			1,199,993			1,199,993	0.63			XXX	1,199,993
12.3 NAIC 3										XXX	
12.4 NAIC 4										XXX	
12.5 NAIC 5										XXX	
12.6 NAIC 6										XXX	
12.7 TOTALS		1,503,499	1,199,993			2,703,492	1.42			XXX	2,703,492
12.8 Line 12.7 as a % of Col. 6		55.61	44.39			100.00	XXX	XXX	XXX	XXX	100.00
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9		0.79	0.63			1.42	XXX	XXX	XXX	XXX	1.42

(a) Includes $.....2,703,492 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes $.....0 current year, $.....0 prior year of bonds with Z designations and $.....0 current year, $.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes $.....0 current year, $.....0 prior year of bonds with 5* designations and $.....0 current year, $.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....0; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	5,049,491					5,049,491	2.64	18,250,348	10.33	5,049,491	
1.2 Residential Mortgage-Backed Securities	353,387	1,005,051	761,494	959,132	746,941	3,826,005	2.00			3,826,005	
1.3 Commercial Mortgage-Backed Securities											
1.4 Other Loan-Backed and Structured Securities											
1.5 Totals	5,402,878	1,005,051	761,494	959,132	746,941	8,875,496	4.65	18,250,348	10.33	8,875,496	
2. All Other Governments											
2.1 Issuer Obligations											
2.2 Residential Mortgage-Backed Securities											
2.3 Commercial Mortgage-Backed Securities											
2.4 Other Loan-Backed and Structured Securities											
2.5 Totals											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations		8,532,314	15,556,720			24,089,034	12.61	19,522,267	11.05	24,089,034	
3.2 Residential Mortgage-Backed Securities											
3.3 Commercial Mortgage-Backed Securities											
3.4 Other Loan-Backed and Structured Securities											
3.5 Totals		8,532,314	15,556,720			24,089,034	12.61	19,522,267	11.05	24,089,034	
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations		2,681,295	12,240,133			14,921,428	7.81	14,889,642	8.42	14,921,428	
4.2 Residential Mortgage-Backed Securities											
4.3 Commercial Mortgage-Backed Securities											
4.4 Other Loan-Backed and Structured Securities											
4.5 Totals		2,681,295	12,240,133			14,921,428	7.81	14,889,642	8.42	14,921,428	
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Issuer Obligations	9,715,237	17,419,541	11,656,402			38,791,180	20.31	24,993,545	14.14	38,791,180	
5.2 Residential Mortgage-Backed Securities	5,179,430	11,615,403	6,117,545	4,991,390	2,918,863	30,822,631	16.14			30,822,631	
5.3 Commercial Mortgage-Backed Securities											
5.4 Other Loan-Backed and Structured Securities											
5.5 Totals	14,894,667	29,034,944	17,773,947	4,991,390	2,918,863	69,613,811	36.44	24,993,545	14.14	69,613,811	
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	24,917,470	35,242,198	2,394,785		9,720,316	72,274,769	37.84	99,080,404	56.06	69,571,278	2,703,491
6.2 Residential Mortgage-Backed Securities											
6.3 Commercial Mortgage-Backed Securities		1,251,619				1,251,619	0.66			1,251,619	
6.4 Other Loan-Backed and Structured Securities											
6.5 Totals	24,917,470	36,493,817	2,394,785		9,720,316	73,526,388	38.49	99,080,404	56.06	70,822,897	2,703,491
7. Hybrid Securities											
7.1 Issuer Obligations											
7.2 Residential Mortgage-Backed Securities											
7.3 Commercial Mortgage-Backed Securities											
7.4 Other Loan-Backed and Structured Securities											
7.5 Totals											
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations											
8.2 Residential Mortgage-Backed Securities											
8.3 Commercial Mortgage-Backed Securities											
8.4 Other Loan-Backed and Structured Securities											
8.5 Totals											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	39,682,198	63,875,348	41,848,040		9,720,316	155,125,902	81.21	XXX	XXX	152,422,411	2,703,491
9.2 Residential Mortgage-Backed Securities	5,532,817	12,620,454	6,879,039	5,950,522	3,665,804	34,648,636	18.14	XXX	XXX	34,648,636	
9.3 Commercial Mortgage-Backed Securities		1,251,619				1,251,619	0.66	XXX	XXX	1,251,619	
9.4 Other Loan-Backed and Structured Securities								XXX	XXX		
9.5 Totals	45,215,015	77,747,421	48,727,079	5,950,522	13,386,120	191,026,157	100.00	XXX	XXX	188,322,666	2,703,491
9.6 Line 9.5 as a % of Col. 6	23.67	40.70	25.51	3.12	7.01	100.00	XXX	XXX	XXX	98.58	1.42
10. Total Bonds Prior Year											
10.1 Issuer Obligations	74,059,748	62,690,876	37,316,706		2,668,876	XXX	XXX	176,736,206	100.00	176,736,206	
10.2 Residential Mortgage-Backed Securities						XXX	XXX				
10.3 Commercial Mortgage-Backed Securities						XXX	XXX				
10.4 Other Loan-Backed and Structured Securities						XXX	XXX				
10.5 Totals	74,059,748	62,690,876	37,316,706		2,668,876	XXX	XXX	176,736,206	100.00	176,736,206	
10.6 Line 10.5 as a % of Col. 8	41.90	35.47	21.11		1.51	XXX	XXX	100.00	XXX	100.00	
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	39,682,198	62,371,849	40,648,046		9,720,316	152,422,409	79.79	176,736,206	100.00	152,422,409	XXX
11.2 Residential Mortgage-Backed Securities	5,532,817	12,620,454	6,879,039	5,950,522	3,665,805	34,648,637	18.14			34,648,637	XXX
11.3 Commercial Mortgage-Backed Securities		1,251,619				1,251,619	0.66			1,251,619	XXX
11.4 Other Loan-Backed and Structured Securities											XXX
11.5 Totals	45,215,015	76,243,922	47,527,085	5,950,522	13,386,121	188,322,665	98.58	176,736,206	100.00	188,322,665	XXX
11.6 Line 11.5 as a % of Col. 6	24.01	40.49	25.24	3.16	7.11	100.00	XXX	XXX	100.00	XXX	
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	23.67	39.91	24.88	3.12	7.01	98.58	XXX	XXX	XXX	98.58	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations		1,503,499	1,199,993			2,703,492	1.42			XXX	2,703,492
12.2 Residential Mortgage-Backed Securities										XXX	
12.3 Commercial Mortgage-Backed Securities										XXX	
12.4 Other Loan-Backed and Structured Securities										XXX	
12.5 Totals		1,503,499	1,199,993			2,703,492	1.42			XXX	2,703,492
12.6 Line 12.5 as a % of Col. 6		55.61	44.39			100.00	XXX	XXX	XXX	XXX	100.00
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9		0.79	0.63			1.42	XXX	XXX	XXX	XXX	1.42

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

		1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, December 31 of prior year	47,760,197	47,760,197			
2.	Cost of short-term investments acquired	226,971,346	226,971,346			
3.	Accrual of discount					
4.	Unrealized valuation increase (decrease)					
5.	Total gain (loss) on disposals	(1,053)	(1,053)			
6.	Deduct consideration received on disposals	267,332,230	267,332,230			
7.	Deduct amortization of premium	39,265	39,265			
8.	Total foreign exchange change in book/adjusted carrying value					
9.	Deduct current year's other-than-temporary impairment recognized					
10.	Book adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	7,358,995	7,358,995			
11.	Deduct total nonadmitted amounts					
12.	Statement value at end of current period (Line 10 minus Line 11)	7,358,995	7,358,995			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

SI11 Schedule DB Part A Verification ..... NONE

SI11 Schedule DB Part B Verification ..... NONE

SI12 Schedule DB Part C Sn 1 - Rep. (Syn Asset) Transactions ..... NONE

SI13 Schedule DB Part C Sn 2 - Rep. (Syn Asset) Transactions ..... NONE

SI14 Schedule DB Verification ..... NONE

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

		1 Total	2 Bonds	3 Other (a)
1.	Book/adjusted carrying value, December 31 of prior year	662,893	662,893	
2.	Cost of cash equivalents acquired	14,017,290	14,017,290	
3.	Accrual of discount			
4.	Unrealized valuation increase (decrease)			
5.	Total gain (loss) on disposals			
6.	Deduct consideration received on disposals	14,676,866	14,676,866	
7.	Deduct amortization of premium	3,317	3,317	
8.	Total foreign exchange change in book/adjusted carrying value			
9.	Deduct current year's other-than-temporary impairment recognized			
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	0	0	
11.	Deduct total nonadmitted amounts			
12.	Statement value at end of current period (Lines 10 minus 11)	0	0	

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment:

E01 Schedule A - Part 1 Real Estate Owned ..... NONE

E02 Schedule A - Part 2 Real Estate Acquired ..... NONE

E03 Schedule A - Part 3 Real Estate Disposed ..... NONE

E04 Schedule B Part 1 - Mortgage Loans Owned ..... NONE

E05 Schedule B Part 2 - Mortgage Loans Acquired ..... NONE

E06 Schedule B Part 3 - Mortgage Loans Disposed ..... NONE

E07 Schedule BA Part 1 - Long-Term Invested Assets Owned ..... NONE

E08 Schedule BA Part 2 - Long-Term Invested Assets Acquired ..... NONE

E09 Schedule BA Part 3 - Long-Term Invested Assets Disposed ..... NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	FOREIGN	Bond CHAR	NAIC Desig-nation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
U.S. Governments - Residential Mortgage-Backed Securities																					
36180JV68	GNMA Pool AD6937			2	1	1,762,178	101.1360	1,647,322	1,628,819	1,760,292		(1,887)			3.500	2.440	MON	4,751	38,006	04/08/2013	03/20/2043
36180KB26	GNMA Pool AD7257			2	1	1,272,293	101.0280	1,193,613	1,181,467	1,270,181		(2,112)			3.500	2.920	MON	3,446	31,013	03/15/2013	03/15/2043
3620ACZ31	GNMA Pool 726262			2	1	796,522	108.4570	785,349	724,111	795,532		(989)			5.000	2.190	MON	3,017	27,154	03/15/2013	09/15/2039
0299999 Subtotal - U.S. Governments - Residential Mortgage-Backed Securities						3,830,993	XXX	3,626,284	3,534,397	3,826,005		(4,988)			XXX	XXX	XXX	11,214	96,173	XXX	XXX
0599999 Subtotal - U.S. Governments						3,830,993	XXX	3,626,284	3,534,397	3,826,005		(4,988)			XXX	XXX	XXX	11,214	96,173	XXX	XXX
U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
20772G7D4	Connecticut St				1FE	3,942,855	117.7260	4,120,410	3,500,000	3,811,510		(46,782)			5.000	3.330	JD	14,583	175,000	02/10/2011	12/01/2019
5741927Z7	Maryland St			1	1FE	4,659,400	117.9420	4,717,680	4,000,000	4,445,936		(78,935)			5.000	2.690	MS	58,889	200,000	03/23/2011	03/15/2020
677520T99	Ohio St Hwy Cap Impt				1FE	556,397	114.6210	524,964	458,000	522,981		(17,744)			5.000	0.960	FA	9,542	22,900	02/10/2012	08/01/2017
677521BN5	Ohio State				1FE	2,511,297	117.6800	2,594,844	2,205,000	2,431,589		(29,782)			5.000	3.280	MS	32,463	110,250	03/29/2011	09/15/2020
70914PDB5	Pennsylvania St			1	1FE	2,128,260	112.4750	2,249,500	2,000,000	2,074,922		(19,144)			5.000	3.870	FA	41,667	100,000	02/11/2011	08/01/2022
880541SM0	Tennessee St	SD			1FE	2,395,820	118.6090	2,372,180	2,000,000	2,388,759		(7,061)			5.000	1.850	FA	41,667		11/12/2013	08/01/2020
880541SN8	Tennessee St	SD			1FE	2,513,680	118.5370	2,370,740	2,000,000	2,478,926		(34,754)			5.000	1.630	FA	41,667	50,000	05/23/2013	08/01/2021
93974BN81	Washington St			1	1FE	1,673,698	111.9690	1,679,535	1,500,000	1,600,900		(26,906)			5.000	2.960	JJ	37,500	75,000	03/23/2011	07/01/2021
97705LL88	Wisconsin St				1FE	549,837	117.1190	527,036	450,000	519,683		(13,745)			5.000	1.650	MN	3,750	22,500	10/13/2011	11/01/2018
97705LRL3	Wisconsin St			1	1FE	3,957,503	113.8570	3,984,995	3,500,000	3,813,828		(67,861)			5.000	2.770	MN	29,167	175,000	02/13/2012	05/01/2021
1199999 Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations						24,888,747	XXX	25,141,884	21,613,000	24,089,034		(342,734)			XXX	XXX	XXX	310,895	930,650	XXX	XXX
1799999 Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed)						24,888,747	XXX	25,141,884	21,613,000	24,089,034		(342,734)			XXX	XXX	XXX	310,895	930,650	XXX	XXX
U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
100853MV9	Boston Mass				1FE	4,685,125	118.4770	4,721,308	3,985,000	4,489,274		(73,047)			5.000	2.780	AO	49,813	199,250	04/01/2011	04/01/2020
167560LM1	Chicago IL Met Wtr Reclamation			1	1FE	852,847	110.2820	799,545	725,000	803,438		(26,257)			5.000	1.210	JD	3,021	36,250	02/10/2012	12/01/2018
1994913C3	Columbus Ohio				1FE	977,848	117.8900	972,593	825,000	936,699		(18,796)			5.000	2.360	JJ	20,625	41,250	10/12/2011	07/01/2019
235219GC0	Dallas Texas				1FE	5,495	113.4310	5,672	5,000	5,436		(58)			5.000	2.100	FA	94	125	07/25/2013	02/15/2017
235219GQ9	Dallas Texas				1FE	802,857	113.2230	832,189	735,000	794,876		(7,981)			5.000	2.280	FA	13,883	18,375	07/25/2013	02/15/2017
34153PQ35	Florida St Brd ED Series C				1FE	767,728	117.2730	762,275	650,000	761,777		(5,951)			5.000	2.450	JD	2,708	16,250	07/19/2013	06/01/2021
442331TN4	Houston Tex				1FE	1,146,010	113.3780	1,133,780	1,000,000	1,077,545		(23,317)			5.000	2.440	MS	16,667	50,000	12/27/2010	03/01/2017
49474E7E7	King Cnty Wash				1FE	1,032,801	117.6790	1,000,272	850,000	1,001,230		(18,149)			5.000	2.390	JJ	21,250	53,361	03/29/2012	07/01/2021
592112JP2	Metropolitan Govt Nashville				1FE	1,855,185	117.4870	1,762,305	1,500,000	1,767,459		(46,167)			5.000	1.600	JJ	37,500	75,000	02/02/2012	07/01/2019
940157TH3	Washington Subn San Dist Md				1FE	3,467,448	118.1700	3,249,675	2,750,000	3,283,694		(94,520)			5.000	1.280	JD	11,458	137,500	01/17/2012	06/01/2019
1899999 Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations						15,593,344	XXX	15,239,614	13,025,000	14,921,428		(314,243)			XXX	XXX	XXX	177,019	627,361	XXX	XXX
2499999 Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)						15,593,344	XXX	15,239,614	13,025,000	14,921,428		(314,243)			XXX	XXX	XXX	177,019	627,361	XXX	XXX
U.S. Special Revenue, Special Assessment - Issuer Obligations																					
101029PY6	Boston MA Wtr & Swr Commission				1FE	542,225	115.5200	508,288	440,000	508,986		(17,637)			5.000	0.840	MN	3,667	22,000	02/10/2012	11/01/2017
13077CA53	California St Univ Series A			1	1FE	957,270	113.6900	966,365	850,000	953,704		(3,566)			5.000	3.520	MN	7,083	9,917	07/23/2013	11/01/2025
207758KV4	Connecticut St Spl Tax Oblig				1FE	753,352	115.3150	749,548	650,000	709,582		(14,655)			5.000	2.480	MN	5,417	32,500	12/27/2010	11/01/2017
2354162D5	Dallas Tex Wtrwks & Swr Sys				1FE	394,111	108.1500	378,525	350,000	377,742		(15,757)			5.000	0.450	AO	4,375	17,500	12/17/2012	10/01/2015
246428XN1	Delaware Transn Auth Transn				1FE	422,933	114.5050	406,493	355,000	390,701		(9,742)			5.000	2.010	JJ	8,875	17,750	08/12/2010	07/01/2017
29270CWX9	Energy Northwest Wash Elec Rev			1	1FE	3,267,900	113.4170	3,402,510	3,000,000	3,206,503		(23,366)			5.000	3.930	JJ	75,000	150,000	04/11/2011	07/01/2023
3133XVNU1	Federal Home Loan Bank	SD			1	3,619,910	102.4200	3,584,700	3,500,000	3,530,756		(31,890)			2.750	1.810	JD	5,080	96,250	02/28/2011	12/12/2014
3136G1AZ2	FNMA	SD			1	5,365,463	97.9470	5,255,836	5,366,000	5,365,560		97			1.000	1.000	JJ	22,507	26,830	02/28/2013	01/30/2018
3136G1BU2	FNMA	SD			1	4,495,500	97.9980	4,409,910	4,500,000	4,496,287		787			0.850	0.870	AO	6,481	28,688	02/28/2013	10/30/2017
442435YM9	Houston Tex Util Sys Rev				1FE	1,142,160	117.0390	1,170,390	1,000,000	1,091,795		(17,175)			5.000	2.960	MN	6,389	50,000	12/27/2010	11/15/2018
455057CM9	Indiana St Fin Auth Rev St Revolving FD				1FE	515,838	100.4050	491,985	490,000	491,921		(23,023)			5.000	0.290	FA	10,208	24,500	12/17/2012	02/01/2014
53945CBH2	Los Angeles CA WSTWTR SYS REV Series B			1	1FE	739,290	109.6710	701,894	640,000	734,681		(4,608)			5.000	3.170	JD	2,667	14,489	06/05/2013	06/01/2029
574204WN9	Maryland St Dept Trans Cons				1FE	1,063,611	114.0720	1,026,648	900,000	1,000,795		(29,267)			5.000	1.540	MN	7,500	45,000	10/31/2011	05/01/2017
59259YPM5	Metropolitan Transn Auth NY				1FE	1,827,180	112.8320	1,692,480	1,500,000	1,786,375		(28,510)			5.000	2.570	MN	12,500	75,000	07/23/2012	11/01/2022
604146AR1	Minnesota St Gen Fund Revenue			1	1FE	1,740,927	109.7390	1,761,311	1,605,000	1,735,612		(5,316)			5.000	3.830	MS	26,750	40,125	08/06/2013	03/01/2028
647310M24	New Mexico St Severance Tax				1FE	780,668	107.0130	749,091	700,000	747,767		(31,671)			5.000	0.430	JJ	17,500	35,000	12/17/2012	07/01/2015
679111US1	Oklahoma St Turnpike Auth				1FE	994,633	115.1360	972,899	845,000	943,331		(23,416)			5.000	1.960	JJ	21,125	42,250	10/13/2011	01/01/2018
708840HU0	Pennsylvania Intergovtal Coop				1FE	555,514	113.7410	523,209	460,000	522,400		(17,657)			5.000	1.000	JD	1,022	23,000	02/13/2012	06/15/2017
79575DP53	Salt River Proj AZ Agric Impt				1FE	804,203	117.4860	775,408	660,000	760,937		(19,516)			5.000	1.740	JD	2,750	33,000	10/04/2011	12/01/2018
812643JM7	Seattle Wash Mun Light & Power				1FE	880,575	116.8570	876,428	750,000	874,147		(6,428)			5.000	2.560	JJ	17,917		07/23/2013	07/01/2021
882756S75	Texas St Pub Fin Auth Rev			1	1FE	5,304,551	102.3930	5,017,257	4,900,000	4,988,014		(133,988)			5.000	2.190	JJ	122,500	245,000	02/13/2012	07/01/2019
882806BH4	Texas St Tech Univ Revenue				1FE	2,480,540	116.9810	2,339,620	2,000,000	2,365,380		(61,697)			5.000	1.590	FA	37,778	100,000	02/14/2012	08/15/2019
88283LEP7	Texas St Trans Comm			1	1FE	530,717	112.1700	510,374	455,000	503,657		(14,473)			5.000	1.610	AO	5,688	22,750	02/13/2012	04/01/2024
92817LFW8	Virginia St Res Auth Clean Wtr Sub-Clean				1FE	758,457	103.6260	725,382	700,000	724,547		(32,643)			5.000	0.310	AO	8,750	35,000	12/17/2012	10/01/2014

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	FOREIGN	Bond CHAR	NAIC Desig-nation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
2599999 Subtotal - U.S. Special Revenue, Special Assessment - Issuer Obligations						39,937,528	XXX	38,996,551	36,616,000	38,791,180		(565,117)			XXX	XXX	XXX	439,529	1,186,549	XXX	XXX
U.S. Special Revenue, Special Assessment - Residential Mortgage-Backed Securities																					
3128M9K27	FHLMC Gold Pool G07213			2	1	1,643,165	99.3890	1,538,530	1,547,988	1,641,867		(1,299)			3.500	2.760	MON	4,515	40,635	03/27/2013	11/01/2042
3128MJTW0	FHLMC Gold Pool G08564			2	1	3,439,414	106.0990	3,448,218	3,250,000	3,439,799		384			4.500	4.050	MON	12,188		12/26/2013	12/01/2043
3136AD3F4	FNMA Series 2013-45 Class CB			2	1	1,941,178	105.3510	1,855,447	1,761,205	1,922,790		(18,388)			4.000	1.340	MON	5,871	46,965	04/10/2013	12/25/2042
3137B0XC3	FHLMC Multifamily Structured Series 4182			2	1	1,635,732	103.9150	1,762,473	1,696,072	1,825,874		(9,858)			3.500	0.070	MON	4,947	34,628	05/01/2013	05/15/2041
3138AXXV8	FNMA Pool AJ6091			2	1	1,597,739	103.0140	1,537,658	1,492,669	1,597,046		(693)			4.000	2.040	MON	4,976	44,780	03/27/2013	12/01/2041
3138E1HX8	FNMA Pool AJ8345			2	1	2,014,166	103.0190	1,939,795	1,882,948	2,011,819		(2,348)			4.000	2.120	MON	6,276	50,212	03/15/2013	12/01/2041
3138EBHW8	FNMA Pool AK6544			2	1	1,656,193	102.1670	1,592,783	1,558,999	1,651,970		(4,223)			3.000	1.800	MON	3,898	31,180	04/08/2013	04/01/2027
3138EGHT4	FNMA Pool AL0241			2	1	1,512,783	103.0390	1,451,060	1,408,263	1,510,808		(1,975)			4.000	1.860	MON	4,694	37,554	04/08/2013	04/01/2041
3138EKNK7	FNMA Pool AL3093			2	1	2,241,797	99.5330	2,106,268	2,116,151	2,239,559		(2,238)			3.500	2.860	MON	6,172	49,377	03/15/2013	02/01/2043
3138EKU94	FNMA Pool AL3307			2	1	2,215,585	103.1590	2,197,339	2,130,050	2,215,047		(538)			4.000	3.230	MON	7,100	42,601	06/25/2013	11/01/2042
3138EKWE1	FNMA Pool AL3344			2	1	959,839	106.5740	954,624	895,738	959,505		(334)			4.500	3.360	MON	3,359	10,077	09/20/2013	10/01/2042
31402Q2V2	FNMA Pool 735288			2	1	905,256	108.5910	905,233	833,617	902,989		(2,267)			5.000	0.530	MON	3,473	27,787	03/26/2013	03/01/2035
31403DDX4	FNMA Pool 745418			2	1	1,134,158	109.9280	1,145,785	1,042,305	1,131,960		(2,198)			5.500	0.450	MON	4,777	28,663	06/12/2013	04/01/2036
31416CD37	FNMA Pool 995722			2	1	1,468,589	108.5540	1,468,897	1,353,149	1,465,082		(3,508)			5.000	0.620	MON	5,638	45,105	03/15/2013	05/01/2038
31417GCE4	FNMA Pool AB9068			2	1	1,592,771	99.4420	1,490,878	1,499,244	1,591,331		(1,440)			3.500	2.530	MON	4,373	34,982	04/04/2013	04/01/2043
31417GCF1	FNMA Pool AB9069			2	1	1,726,584	99.4420	1,612,751	1,621,801	1,724,827		(1,756)			3.500	2.730	MON	4,730	37,842	04/04/2013	04/01/2043
31418AJL3	FNMA Pool MA1166			2	1	1,967,396	101.8360	1,888,997	1,854,940	1,964,384		(3,012)			3.500	2.320	MON	5,410	43,282	03/15/2013	09/01/2032
31419D4K4	FNMA Pool AE3525			2	1	1,027,211	102.9710	983,648	955,267	1,025,974		(1,236)			4.000	2.220	MON	3,184	25,474	04/03/2013	03/01/2041
2699999 Subtotal - U.S. Special Revenue, Special Assessment - Residential Mortgage-Backed Securities						30,879,556	XXX	29,880,384	28,900,406	30,822,631		(56,929)			XXX	XXX	XXX	95,581	631,144	XXX	XXX
3199999 Subtotal - U.S. Special Revenue, Special Assessment						70,817,084	XXX	68,876,935	65,516,406	69,613,811		(622,046)			XXX	XXX	XXX	535,110	1,817,693	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																					
00206RAV4	AT&T Inc				1FE	572,259	102.6700	564,685	550,000	560,800		(6,548)			2.500	1.270	FA	5,194	13,750	03/28/2012	08/15/2015
00846UAJ0	Agilent Technologies Inc			1	2FE	1,194,528	94.7810	1,137,372	1,200,000	1,194,792		264			3.880	3.930	JJ	24,542		06/18/2013	07/15/2023
023135AH9	Amazon.com Inc				2FE	417,955	97.9090	411,218	420,000	418,389		399			1.200	1.300	MN	448	5,040	11/29/2012	11/29/2017
031162AJ9	Amgen Inc				2FE	892,537	103.7170	829,736	800,000	826,072		(29,316)			4.850	1.120	MN	4,634	38,800	12/20/2011	11/18/2014
037833AJ9	Apple Computer Inc				1FE	1,813,284	96.6950	1,759,849	1,820,000	1,814,152		868			1.000	1.080	MN	2,932	9,100	04/30/2013	05/03/2018
05531FAN3	BB&T Corporation			1	1FE	459,328	99.0040	455,418	460,000	459,397		68			2.050	2.080	JD	314	4,715	06/14/2013	06/19/2018
06050TLR1	Bank of America NA Series FXD				1FE	469,652	100.1140	470,536	470,000	469,667		15			1.130	1.150	MN	690		11/06/2013	11/14/2016
06051GEQ8	Bank of America Corp				1FE	1,889,248	106.7320	1,867,810	1,750,000	1,868,260		(20,988)			3.880	1.710	MS	18,648	33,906	05/22/2013	03/22/2017
06406HBT5	Bank of New York				1FE	263,138	100.0940	260,244	260,000	260,232		(2,775)			1.500	0.430	FA	1,625	3,900	12/14/2012	01/31/2014
06406HBZ1	Bank of New York			1	1FE	653,786	101.0810	646,918	640,000	646,045		(7,393)			1.700	0.540	MN	1,118	10,880	12/14/2012	11/24/2014
06406HCC1	Bank of New York Series MTN			1	1FE	226,793	100.7680	228,743	227,000	226,921		69			1.200	1.230	FA	991	2,724	02/21/2012	02/20/2015
09247XAK7	Blackrock Inc				1FE	100,142	101.2520	101,252	100,000	100,068		(47)			1.380	1.330	JD	115	1,375	05/29/2012	06/01/2015
097023AV7	Boeing Co				1FE	1,546,412	100.9210	1,412,894	1,400,000	1,409,417		(45,485)			5.000	1.700	MS	20,611	70,000	12/07/2010	03/15/2014
097023BE4	Boeing Co				1FE	123,624	95.8890	119,861	125,000	123,800		176			0.950	1.180	MN	152	633	04/30/2013	05/15/2018
14040HAV7	Capital One Financial Corp				2FE	44,975	100.7930	45,357	45,000	44,995		8			2.130	2.140	JJ	441	956	07/19/2011	07/15/2014
14912L4M0	Caterpillar Finance MTN				1FE	558,818	103.1470	548,742	532,000	543,543		(7,676)			2.750	1.270	JD	284	14,630	12/30/2011	06/24/2015
14912L4T5	Caterpillar Finance				1FE	199,976	100.3080	200,616	200,000	199,998		8			1.650	1.650	AO	825	3,300	04/01/2011	04/01/2014
14912L4Y4	Caterpillar Finance				1FE	99,794	100.7830	100,783	100,000	99,933		69			1.130	1.200	JD	50	1,125	12/15/2011	12/15/2014
14912L5B3	Caterpillar Finance				1FE	99,915	100.6320	100,632	100,000	99,965		28			1.050	1.080	MS	277	1,050	03/26/2012	03/26/2015
166764AA8	ChevronTexaco Corp			1	1FE	290,000	97.7990	283,617	290,000	290,000					1.100	1.100	JD	231	3,202	12/05/2012	12/05/2017
166764AE0	ChevronTexaco Corp			1	1FE	1,030,000	99.6230	1,026,117	1,030,000	1,030,000					1.720	1.720	JD	344	8,848	06/17/2013	06/24/2018
17275RAJ1	Cisco Systems Inc				1FE	1,498,215	100.2540	1,503,810	1,500,000	1,499,877		605			1.630	1.670	MS	7,245	24,375	03/16/2011	03/14/2014
19416QDT4	Colgate-Palmolive Co				1FE	323,312	100.3290	321,053	320,000	320,801		(2,398)			1.250	0.500	MN	667	4,000	12/14/2012	05/01/2014
19416QDW7	Colgate-Palmolive Co				1FE	381,505	100.1870	380,711	380,000	380,685		(783)			0.600	0.390	MN	291	2,280	12/14/2012	11/15/2014
22160KAE5	Health Care Reit				1FE	1,249,750	98.2410	1,228,013	1,250,000	1,249,803		49			1.130	1.130	JD	625	14,375	12/07/2012	12/15/2017
24422ERA9	John Deere Capital Corp Series MTN				1FE	906,809	100.2150	901,935	900,000	900,529		(3,058)			1.600	1.260	MS	4,720	14,400	12/20/2011	03/03/2014
24422ERK7	John Deere Capital Corp				1FE	632,500	100.8830	630,519	625,000	627,393		(2,582)			1.250	0.830	JD	629	7,813	01/06/2012	12/02/2014
25459HAL9	DIRECTV Holdings/Finance				2FE	138,735	102.9750	133,868	130,000	133,663		(4,844)			4.750	0.970	AO	1,544	6,175	12/14/2012	10/01/2014
25468PCQ7	Walt Disney Company				1FE	99,673	100.4550	100,455	100,000	99,899		109			0.880	0.990	JD	73	875	12/02/2011	12/01/2014
25468PCV6	Walt Disney Company				1FE	258,151	98.5380	256,199	260,000	258,543		361			1.100	1.250	JD	238	2,868	11/30/2012	12/01/2017
25746UBK4	Dominion Resources Inc				2FE	898,719	100.2830	902,547	900,000	899,911		431			1.800	1.850	MS	4,770	16,200	03/08/2011	03/15/2014
263534BY4	E I Du Pont De Nemours				1FE	214,114	102.8690	205,738	200,000	205,464		(5,226)			3.250	0.610	JJ	2,997	6,500	05/04/2012	01/15/2015
263534CG2	E I Du Pont De Nemours				1FE	101,636	100.3040	100,304	100,000	100,143		(609)			1.750	1.130	MS	467	1,750	07/11/2011	03/25/2014
26441CAK1	Duke Energy Corp			1	2FE	1,248,638	99.4260	1,242,825	1,250,000	1,248,781		144			2.100	2.120	JD	1,167	13,271	06/10/2013	06/15/2018
278642AG8	Ebay Inc				1FE	1,399,216	99.4300	1,392,020	1,400,000	1,399,324		108			1.350	1.360	JJ	8,715	9,450	06/07/2013	07/15/2017
293791AN9	Enterprise Products Ser B				2FE	437,378	103.9140	411,499	396,000	406,833		(13,501)			5.600	2.080	AO	4,682	22,176	09/15/2011	10/15/2014
30219GAB4	Express Scripts Holding Co				2FE	348,799	101.4490	355,072	350,000	349,351		552			2.100	2.270	FA	2,838	7,350	01/14/2013	02/12/2015
345397WD1	Ford Motor Credit Co				2FE	751,478	103.9320	748,310	720,000	750,345		(1,133)			3.000	1.740	JD	1,140	10,600	11/07/2013	06/12/2017
345397WL3	Ford Motor Credit Co				2FE	479,822	102.3590	491,323	480,000	479,831		8			2.880	2.880	AO	3,450		09/26/2013	10/01/2018

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	FOREIGN	Bond CHAR	NAIC Desig-nation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
345397WN9	Ford Motor Credit Co				2FE	434,591	99.9550	434,804	435,000	434,606		15			1.500	1.530	JJ	888		11/06/2013	01/17/2017
369550AS7	General Dynamics Corp				1FE	711,904	100.9900	711,980	705,000	707,367		(2,256)			1.380	1.050	JJ	4,470	9,684	12/20/2011	01/15/2015
36962G6W9	General Electric Cap Corp				1FE	438,720	98.9380	435,327	440,000	438,904		185			1.630	1.690	AO	1,768	3,575	03/25/2013	04/02/2018
37331NAD3	Georgia Pacific Series 144A				2FE	1,199,964	96.2480	1,154,976	1,200,000	1,199,993		29			3.730	3.730	JJ	23,649		06/18/2013	07/15/2023
38144LAB6	Goldman Sach Group Inc				1FE	1,523,392	114.4860	1,488,318	1,300,000	1,493,619		(29,773)			6.250	2.020	MS	27,083	40,625	05/23/2013	09/01/2017
38259PAA0	Google Inc				1FE	232,797	100.3640	230,837	230,000	230,751		(1,954)			1.250	0.400	MN	335	2,875	12/14/2012	05/19/2014
438516AY2	Honeywell International Inc				1FE	218,339	100.4080	210,853	210,000	210,873		(7,130)			3.880	0.470	FA	3,074	8,138	12/14/2012	02/15/2014
458140AL4	Intel Corp				1FE	559,406	98.8340	553,470	560,000	559,528		116			1.350	1.370	JD	336	7,644	12/11/2012	12/15/2017
459200GZ8	IBM Corp				1FE	149,832	100.4040	150,606	150,000	149,953		56			0.880	0.910	AO	222	1,313	11/01/2011	10/31/2014
464288638	Ishares Intermediate Credit				2FE	4,990,402	107.8800	4,843,812		4,990,402									74,370	05/22/2013	01/01/9999
46625HJA9	JP Morgan Chase & Co				1FE	1,481,326	104.7700	1,466,775	1,400,000	1,466,123		(15,203)			3.150	1.230	JJ	21,560	22,050	05/23/2013	07/05/2016
487836BG2	Kellogg Co				2FE	199,962	100.6810	201,362	200,000	199,991		6			1.130	1.130	MN	288	2,250	05/18/2012	05/15/2015
50075QAK2	Kraft Foods Inc				2FE	149,990	101.2700	151,905	150,000	149,995		4			1.630	1.630	JD	183	2,438	01/18/2013	06/04/2015
501044CL3	Kroger Co				2FE	150,136	100.2280	140,319	140,000	140,364		(9,333)			7.500	0.790	JJ	4,842	10,500	12/14/2012	01/15/2014
585055AR7	Medtronic Inc				1FE	581,704	103.1780	567,479	550,000	561,950		(9,789)			3.000	1.180	MS	4,858	16,500	12/20/2011	03/15/2015
589331AK3	Merck and Co Inc				1FE	279,460	104.9570	262,393	250,000	260,857		(9,210)			4.750	1.000	MS	3,958	11,875	12/20/2011	03/01/2015
59217GAZ2	Met Life Glob Funding I Series 144A				1FE	858,622	98.1790	844,339	860,000	858,939		117			1.880	1.900	JD	403	7,973	06/17/2013	06/22/2018
68389XAN5	Oracle Corporation				1FE	499,135	98.4060	492,030	500,000	499,336		170			1.200	1.240	AO	1,267	5,833	10/25/2012	10/15/2017
693476BK8	PNC Funding Corp				1FE	572,254	101.0140	555,577	550,000	553,578		(9,261)			3.000	1.290	MN	1,925	16,500	12/20/2011	05/19/2014
69371RK39	Paccar Financial Corp Series MTN				1FE	249,799	100.8390	252,098	250,000	249,949		68			1.550	1.580	MS	990	3,875	09/30/2011	09/29/2014
695114BY3	Pacificorp				1FE	1,100,920	102.7770	1,027,770	1,000,000	1,024,312		(38,773)			4.950	1.020	FA	18,700	49,500	01/06/2012	08/15/2014
71343PAF8	Pepsiamericas Inc				1FE	542,265	100.4590	502,295	500,000	501,660		(13,506)			4.380	1.640	FA	8,264	21,875	12/10/2010	02/15/2014
717081DD2	Pfizer Inc				1FE	1,697,280	99.5050	1,691,585	1,700,000	1,697,712		432			0.900	0.950	JJ	8,840		05/28/2013	01/15/2017
74005PAV6	Praxair Inc				1FE	80,966	104.4680	78,351	75,000	77,986		(1,731)			3.250	0.890	MS	718	2,438	04/09/2012	09/15/2015
74005PBH6	Praxair Inc				1FE	379,840	95.5850	363,223	380,000	379,859		18			1.250	1.260	MN	713	2,375	04/29/2013	11/07/2018
74153WBZ1	Pricoa Global Fund Series 144A				1FE	644,503	96.9340	625,224	645,000	644,560		56			1.600	1.620	MN	917	5,160	05/21/2013	05/29/2018
742718DU0	Procter and Gamble Co				1FE	692,144	100.2560	696,779	695,000	694,404		958			0.700	0.840	FA	1,838	4,865	08/15/2011	08/15/2014
744448BX8	Public Service Colorado				1FE	1,009,774	101.2630	961,999	950,000	961,550		(46,057)			5.500	0.620	AO	13,063	52,250	12/14/2012	04/01/2014
74456QAY2	Public Service Electric & Gas				1FE	1,504,495	100.2860	1,504,290	1,500,000	1,501,708		(2,731)			0.850	0.670	FA	4,817	12,750	12/14/2012	08/15/2014
816851AQ2	Sempra Energy				2FE	314,053	100.3090	310,958	310,000	310,490		(2,374)			2.000	1.230	MS	1,826	6,200	12/14/2012	03/15/2014
857477AE3	State Street Corp				1FE	2,046,778	101.6060	1,971,156	1,940,000	1,970,493		(73,439)			4.300	0.490	MN	7,183	83,420	12/17/2012	05/30/2014
863667AD3	Stryker Corp				1FE	716,868	97.1400	699,408	720,000	717,333		465			1.300	1.390	AO	2,340	4,836	03/20/2013	04/01/2018
87612EAW6	Target Corporation				1FE	704,583	100.4010	702,807	700,000	700,978		(1,776)			1.130	0.870	JJ	3,566	7,875	12/20/2011	07/18/2014
882508AV6	Texas Instruments Inc				1FE	1,089,770	95.9290	1,055,219	1,100,000	1,091,066		1,296			1.000	1.190	MN	1,833	5,286	05/01/2013	05/01/2018
89233P5Z5	Toyota Motor Credit Corp				1FE	349,475	100.6770	352,370	350,000	349,801		175			1.000	1.050	FA	1,303	3,500	02/17/2012	02/17/2015
89236TAL9	Toyota Motot Credit Corp				1FE	619,746	100.1070	620,663	620,000	619,798		52			0.800	0.810	MN	606	2,480	05/14/2013	05/17/2016
913017BH1	United Technologies Corp				1FE	1,078,567	105.6800	1,033,550	978,000	1,030,564		(39,064)			4.880	0.810	MN	7,946	47,678	12/14/2012	05/01/2015
92206C870	IShares Vanguard Group Interm				1FE	4,729,914	82.7000	4,689,090		4,729,914			270,459						134,039	05/22/2013	01/01/9999
92343VBB9	Verizon Communications				2FE	176,104	100.5830	176,020	175,000	175,329		(389)			1.250	1.020	MN	352	2,188	12/30/2011	11/03/2014
92343VBN3	Verizon Communications				2FE	479,630	103.4040	496,339	480,000	479,664		34			2.500	2.530	MS	3,433		09/11/2013	09/15/2016
931142DA8	Wal-Mart Stores Inc				1FE	861,471	100.4050	853,443	850,000	851,459		(5,035)			1.630	1.030	AO	2,916	13,813	12/20/2011	04/15/2014
976656CF3	Wisconsin Electric Power			1	1FE	1,500,000	98.5770	1,478,655	1,500,000	1,500,000					1.700	1.700	JD	1,133	12,892	06/10/2013	06/15/2018
78008TXA7	Royal Bank of Canada		A		1FE	1,298,025	100.9400	1,292,032	1,280,000	1,288,043		(9,637)			1.450	0.690	AO	3,145	18,560	12/17/2012	10/30/2014
884903BL8	Thomson Corporation		A		2FE	1,027,240	99.2960	1,022,749	1,030,000	1,027,790		551			0.880	0.970	MN	951	4,506	05/16/2013	05/23/2016
89114QAA6	Toronto Dominion Bank		A		1FE	984,853	100.6130	986,007	980,000	981,014		(1,849)			1.380	1.180	JJ	6,251	13,475	12/20/2011	07/14/2014
893526DL4	Trans-Canada Pipelines		A		1FE	438,368	100.2910	441,280	440,000	439,358		544			0.880	1.000	MS	1,273	3,850	03/02/2012	03/02/2015
377373AB1	Glaxosmithkline Cap PLC		F		1FE	1,247,997	100.3970	1,254,963	1,250,000	1,248,856		432			0.750	0.880	MN	1,380	9,375	05/09/2012	05/08/2015
76720AAM8	Rio Tinto Fin USA		F		1FE	564,790	99.5070	567,190	570,000	565,266		476			2.250	2.430	JD	606	6,234	06/14/2013	12/14/2018
80105NAB1	Sanofi-Aventis		F		1FE	104,856	100.3060	105,321	105,000	104,988		49			1.630	1.670	MS	441	1,706	03/29/2011	03/28/2014
801060AA2	Sanofi		F		1FE	1,148,586	100.6170	1,157,096	1,150,000	1,149,643		473			1.200	1.240	MS	3,488	13,800	09/30/2011	09/30/2014
86960BAC6	Svenska Handelsbanken AB		F		1FE	1,794,078	98.1020	1,765,836	1,800,000	1,794,967		889			1.630	1.690	MS	8,125	14,625	03/15/2013	03/21/2018
3299999 Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations						70,724,508	XXX	69,511,529	59,633,000	69,985,265		(472,627)	270,459		XXX	XXX	XXX	350,790	1,202,171	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities																					
46625YNE9	JP Morgan Chase Commerical Mtg Series 20			2	1FM	1,279,808	104.5510	1,244,157	1,190,000	1,251,619		(28,189)			4.780	1.070	MON	4,740	33,181	05/02/2013	07/15/2042
3499999 Subtotal - Industrial & Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities						1,279,808	XXX	1,244,157	1,190,000	1,251,619		(28,189)			XXX	XXX	XXX	4,740	33,181	XXX	XXX
3899999 Subtotal - Industrial & Miscellaneous (Unaffiliated)						72,004,316	XXX	70,755,686	60,823,000	71,216,884		(500,816)	270,459		XXX	XXX	XXX	355,530	1,235,352	XXX	XXX
8399999 Grand Total - Bonds						187,134,484	XXX	183,640,403	164,511,803	183,667,162		(1,794,827)	270,459		XXX	XXX	XXX	1,389,768	4,707,229	XXX	XXX

SCHEDULE D - PART 2 - SECTION 1

Showing all PREFERRED STOCKS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Fair Value		11	Dividends			Change in Book/Adjusted Carrying Value					20	21
		3	4					9	10		12	13	14	15	16	17	18	19		
CUSIP Identification	Description	Code	For-eign	Number of Shares	Par Value Per Share	Rate Per Share	Book/Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared But Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (15+16-17)	Total Foreign Exchange Change in B./A.C.V.	NAIC Designation	Date Acquired
NONE																				
8999999 Total Preferred Stocks								XXX											XXX	XXX

SCHEDULE D - PART 2 - SECTION 2

Showing All COMMON STOCKS Owned December 31 of Current Year

1	2	Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
		3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description	Code	For-eign	Number of Shares	Book/Adjusted Carrying Value	Rate per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared But Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (Col. 13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
Industrial and Miscellaneous (Unaffiliated)																	
464287168	iShares MSCI EAFE Index fund Multi-cap			20,880.000	1,489,788	71.350	1,489,788	1,118,030		44,202		285,859		285,859		L	10/11/2013
464287408	iShares MSCI EAFE Index fund Large-Cap			37,680.000	3,220,133	85.460	3,220,133	2,355,014		63,707		698,138		698,138		L	10/11/2013
78462F103	Spdr Trust Series 1			10,430.000	1,926,317	184.690	1,926,317	1,387,351	10,224	33,926		429,335		429,335		L	10/11/2013
78464A763	SPDR Barclays Intermediate ETF			47,700.000	3,463,974	72.620	3,463,974	2,523,025		161,305		667,914		667,914		L	10/11/2013
921946406	Vanguard High DVD Yield ETF			31,310.000	1,951,239	62.320	1,951,239	1,425,136		53,167		393,892		393,892		L	10/11/2013
921943858	Vanguard ETF			62,810.000	2,617,921	41.680	2,617,921	2,078,837		65,579		391,931		391,931		L	10/11/2013
922042775	Vanguard International Equity			52,400.000	2,658,252	50.730	2,658,252	2,227,214		68,429		252,539		252,539		L	10/11/2013
922908744	Vanguard Large-cap			41,740.000	3,188,518	76.390	3,188,518	2,306,817		68,376		713,546		713,546		L	10/11/2013
9099999 Subtotal - Industrial and Miscellaneous (Unaffiliated)					20,516,142	XXX	20,516,142	15,421,424	10,224	558,691		3,833,154		3,833,154		XXX	XXX
9799999 Total Common Stocks					20,516,142	XXX	20,516,142	15,421,424	10,224	558,691		3,833,154		3,833,154		XXX	XXX
9899999 Total Preferred and Common Stocks					20,516,142	XXX	20,516,142	15,421,424	10,224	558,691		3,833,154		3,833,154		XXX	XXX

(a) For all common stocks bearing the NAIC market indicator "U" provide: the number of such issues .....0, the total $ value (included in Column 8) of all such issues $.....0.

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
Bonds - U.S. Governments								
36180JV68	GNMA Pool AD6937 3.500% 03/20/43		04/08/2013	Brean Murray & Co	XXX	1,762,179	1,628,819	2,692
36180KB26	GNMA Pool AD7257 3.500% 03/15/43		03/15/2013	Cantor Fitzgerald & Co	XXX	1,272,293	1,181,467	2,068
3620ACZ31	GNMA Pool 726262 5.000% 09/15/39		03/15/2013	National Alliance Secs Corp	XXX	796,522	724,111	1,810
0599999 Subtotal - Bonds - U.S. Governments						3,830,994	3,534,397	6,570
Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)								
880541SM0	Tennessee St 5.000% 08/01/20		11/12/2013	Barclays	XXX	2,395,820	2,000,000	28,889
880541SN8	Tennessee St 5.000% 08/01/21		05/23/2013	Goldman Sachs & Co	XXX	2,513,680	2,000,000	32,778
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)						4,909,500	4,000,000	61,667
Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)								
235219GC0	Dallas Texas 5.000% 02/15/17		07/25/2013	Tax Free Exchange	XXX	5,495	5,000	111
235219GQ9	Dallas Texas 5.000% 02/15/17		07/25/2013	Tax Free Exchange	XXX	802,857	735,000	16,333
34153PQ35	Florida St Brd ED Series C		07/19/2013	J P Morgan	XXX	767,728	650,000	4,785
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)						1,576,080	1,390,000	21,229
Bonds - U.S. Special Revenue, Special Assessment								
13077CA53	California St Univ Series A		07/23/2013	Merrill Lynch	XXX	957,270	850,000	
3128M9K27	FHLMC Gold Pool G07213		03/27/2013	J P Morgan	XXX	1,643,165	1,547,988	4,063
3128MJTW0	FHLMC Gold Pool G08564		12/26/2013	Wachovia Securities	XXX	3,439,414	3,250,000	12,187
3136AD3F4	FNMA Series 2013-45 Class CB		04/10/2013	Citigroup	XXX	1,941,178	1,761,205	5,675
3136G1AZ2	FNMA 1.000% 01/30/18		02/28/2013	Direct	XXX	5,365,463	5,366,000	4,621
3136G1BU2	FNMA 0.850% 10/30/17		02/28/2013	Direct	XXX	4,495,500	4,500,000	3,294
3137B0XC3	FHLMC Multifamily Structured Series 4182		05/01/2013	Goldman Sachs & Co	XXX	1,835,732	1,696,072	824
3138AXXV8	FNMA Pool AJ6091 4.000% 12/01/41		03/27/2013	PNC Capital Market	XXX	1,597,739	1,492,669	4,478
3138E1HX8	FNMA Pool AJ8345 4.000% 12/01/41		03/15/2013	Stephens Inc	XXX	2,014,166	1,882,948	2,092
3138EBHW8	FNMA Pool AK6544 3.000% 04/01/27		04/08/2013	Stephens Inc	XXX	1,656,193	1,558,999	1,949
3138EGHT4	FNMA Pool AL0241 4.000% 04/01/41		04/08/2013	Wachovia Securities	XXX	1,512,783	1,408,263	1,565
3138EKNK7	FNMA Pool AL3093 3.500% 02/01/43		03/15/2013	Goldman Sachs & Co	XXX	2,241,797	2,116,151	2,057
3138EKU94	FNMA Pool AL3307 4.000% 11/01/42		06/25/2013	Stephens Inc	XXX	2,215,585	2,130,050	6,390
3138EKWE1	FNMA Pool AL3344 4.500% 10/01/42		09/20/2013	Morgan Stanley	XXX	959,839	895,738	2,687
31402Q2V2	FNMA Pool 735288 5.000% 03/01/35		03/26/2013	R.W. Pressprich	XXX	905,256	833,617	1,158
31403DDX4	FNMA Pool 745418 5.500% 04/01/36		06/12/2013	Stephens Inc	XXX	1,134,158	1,042,305	2,548
31416CD37	FNMA Pool 995722 5.000% 05/01/38		03/15/2013	BNP Capital Markets	XXX	1,468,590	1,353,149	1,879
31417GCE4	FNMA Pool AB9068 3.500% 04/01/43		04/04/2013	PNC Capital Market	XXX	1,592,771	1,499,244	1,458
31417GCF1	FNMA Pool AB9069 3.500% 04/01/43		04/04/2013	Barclays	XXX	1,726,584	1,621,801	1,577
31418AJL3	FNMA Pool MA1166 3.500% 09/01/32		03/15/2013	Nomura Securities	XXX	1,967,396	1,854,940	1,803
31419D4K4	FNMA Pool AE3525 4.000% 03/01/41		04/03/2013	Bank of New York	XXX	1,027,211	955,267	1,061
53945CBH2	Los Angeles CA WSTWTR SYS REV Series B		06/05/2013	National Financial Services	XXX	739,290	640,000	
604146AR1	Minnesota St Gen Fund Revenue		08/06/2013	Wachovia Securities	XXX	1,740,927	1,605,000	35,221
812643JM7	Seattle Wash Mun Light & Power		07/23/2013	Wachovia Securities	XXX	880,575	750,000	1,771
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						45,058,582	42,611,406	100,358
Bonds - Industrial and Miscellaneous (Unaffiliated)								
00846UAJ0	Agilent Technologies Inc		06/18/2013	Bank of America	XXX	1,194,528	1,200,000	
037833AJ9	Apple Computer Inc 1.000% 05/03/18		04/30/2013	Goldman Sachs & Co	XXX	1,813,284	1,820,000	
05531FAN3	BB&T Corporation 2.050% 06/19/18		06/14/2013	Goldman Sachs & Co	XXX	459,328	460,000	
06050TLR1	Bank of America NA Series FXD		11/06/2013	Bank of America	XXX	469,652	470,000	
06051GEQ8	Bank of America Corp 3.875% 03/22/17		05/22/2013	SG Americas Securities LLC	XXX	1,889,248	1,750,000	12,432
097023BE4	Boeing Co 0.950% 05/15/18		04/30/2013	Morgan Stanley	XXX	123,624	125,000	
166764AE0	ChevronTexaco Corp 1.718% 06/24/18		06/17/2013	Bony/Barclays Capital Inc	XXX	1,030,000	1,030,000	

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
26441CAK1	Duke Energy Corp 2.100% 06/15/18		06/10/2013	Goldman Sachs & Co	XXX	1,248,638	1,250,000	
278642AG8	Ebay Inc 1.350% 07/15/17		06/07/2013	First Tennessee Capital	XXX	1,399,216	1,400,000	7,717
30219GAB4	Express Scripts Holding Co		01/14/2013	Tax Free Exchange	XXX	348,799	350,000	
345397WD1	Ford Motor Credit Co 3.000% 06/12/17		11/07/2013	Morgan Stanley	XXX	751,478	720,000	9,060
345397WL3	Ford Motor Credit Co 2.875% 10/01/18		09/26/2013	Goldman Sachs & Co	XXX	479,822	480,000	
345397WN9	Ford Motor Credit Co 1.500% 01/17/17		11/06/2013	J P Morgan	XXX	434,591	435,000	
36962G6W9	General Electric Cap Corp		03/25/2013	Goldman Sachs & Co	XXX	438,720	440,000	
37331NAD3	Georgia Pacific Series 144A		06/18/2013	J P Morgan	XXX	1,199,964	1,200,000	
38144LAB6	Goldman Sach Group Inc		05/23/2013	Morgan Stanley	XXX	1,523,392	1,300,000	19,861
464288638	Ishares Intermediate Credit		05/22/2013	Direct	XXX	4,990,402		
46625HJA9	JP Morgan Chase & Co 3.150% 07/05/16		05/23/2013	J P Morgan	XXX	1,481,326	1,400,000	17,640
46625YNE9	JP Morgan Chase Commerical Mtg Series 20		05/02/2013	Bank of America	XXX	1,279,808	1,190,000	948
50076QAK2	Kraft Foods Inc 1.625% 06/04/15		01/18/2013	Tax Free Exchange	XXX	149,990	150,000	
59217GAZ2	Met Life Glob Funding I Series 144A		06/17/2013	US Bancorp	XXX	858,822	860,000	
717081DD2	Pfizer Inc 0.900% 01/15/17		05/28/2013	Citigroup Global Markets	XXX	1,697,280	1,700,000	
74005PBH6	Praxair Inc 1.250% 11/07/18		04/29/2013	Chase	XXX	379,840	380,000	
74153WBZ1	Pricoa Global Fund Series 144A		05/21/2013	CS First Boston	XXX	644,503	645,000	
863667AD3	Stryker Corp 1.300% 04/01/18		03/20/2013	Barclays	XXX	716,868	720,000	
882508AV6	Texas Instruments Inc 1.000% 05/01/18		05/01/2013	J P Morgan	XXX	1,089,770	1,100,000	
89236TAL9	Toyota Motot Credit Corp		05/14/2013	Citigroup Global Markets	XXX	619,746	620,000	
92206C870	iShares Vanguard Group Interm		05/22/2013	Direct	XXX	5,000,373		
92343VBN3	Verizon Communications		09/11/2013	J P Morgan	XXX	479,630	480,000	
976656CF3	Wisconsin Electric Power		06/10/2013	J P Morgan	XXX	1,500,000	1,500,000	
884903BL8	Thomson Corporation 0.875% 05/23/16	A	05/16/2013	Chase	XXX	1,027,240	1,030,000	
76720AAM8	Rio Tinto Fin USA 2.250% 12/14/18	F	06/14/2013	J P Morgan	XXX	564,790	570,000	
86960BAC6	Svenska Handelsbanken AB	F	03/15/2013	Bank of America	XXX	1,794,078	1,800,000	
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						39,078,750	28,575,000	67,658
8399997 Subtotal - Bonds - Part 3						94,453,906	80,110,803	257,482
8399998 Summary item from Part 5 for Bonds						3,401,627	3,162,449	5,414
8399999 Subtotal - Bonds						97,855,533	83,273,252	262,896
Common Stocks - Industrial and Miscellaneous (Unaffiliated)								
464287168	iShares MSCI EAFE Index fund Multi-cap		10/11/2013	Direct	880.000	59,129	XXX	
464287408	iShares MSCI EAFE Index fund Large-Cap		10/11/2013	Direct	1,580.000	125,316	XXX	
78462F103	Spdr Trust Series 1		10/11/2013	Direct	430.000	72,881	XXX	
78464A763	SPDR Barclays Intermediate ETF		10/11/2013	Direct	1,930.000	134,076	XXX	
921946406	Vanguard High DVD Yield ETF		10/11/2013	Direct	1,310.000	75,947	XXX	
921943858	Vanguard ETF		10/11/2013	Direct	2,810.000	112,190	XXX	
922042775	Vanguard International Equity		10/11/2013	Direct	2,400.000	118,214	XXX	
922908744	Vanguard Large-cap		10/11/2013	Direct	1,740.000	122,973	XXX	
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						820,726	XXX	
9799997 Subtotal - Common Stocks - Part 3						820,726	XXX	
9799999 Subtotal - Common Stocks						820,726	XXX	
9899999 Subtotal - Preferred and Common Stocks						820,726	XXX	
9999999 Totals						98,676,259	XXX	262,896

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										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 (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (Cols. 11+12-13)	Total Foreign Exchange Change in B./A.C.V.	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
Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)																				
235219CP5	Dallas Texas 5.000% 02/15/17		07/25/2013	Tax Free Exchange	XXX	808,352	740,000	854,589	818,760		(10,408)		(10,408)		808,352				34,944	02/15/2017
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)						808,352	740,000	854,589	818,760		(10,408)		(10,408)		808,352				34,944	XXX
Bonds - U.S. Special Revenue, Special Assessment																				
3133EAVG0	Federal Farm Credit Bank		11/14/2013	Call 100.0000	XXX	2,000,000	2,000,000	2,000,000	2,000,000						2,000,000				18,356	03/21/2016
3134G1VX9	Freddie Mac 0.800% 04/19/13		04/19/2013	Maturity	XXX	2,000,000	2,000,000	2,000,000	2,000,000						2,000,000				8,000	04/19/2013
679110CY0	Oklahoma St Student Loan Auth ARN		12/10/2013	Merrill Lynch	XXX	2,530,000	2,750,000	2,603,536	2,598,021		35,736		35,736		2,633,757		(103,757)	(103,757)	7,808	12/01/2033
679110CY0	Oklahoma St Student Loan Auth ARN		08/20/2013	Redemption 100.0000	XXX	75,000	75,000	71,006	70,855		926		926		71,781		3,219	3,219	161	12/01/2033
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						6,605,000	6,825,000	6,674,542	6,668,876		36,662		36,662		6,705,538		(100,538)	(100,538)	34,325	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																				
04044TAG1	Aristotle Holding Inc. Series 144A		01/14/2013	Tax Free Exchange	XXX	348,799	350,000	348,278	348,778		21		21		348,799					02/12/2015
05531FAE3	BB&T Corporation 3.375% 09/25/13		06/11/2013	Merrill Lynch	XXX	1,210,068	1,200,000	1,247,278	1,216,945		(10,388)		(10,388)		1,206,557		3,511	3,511	29,025	09/25/2013
134429AS8	Campbell Soup Co 4.875% 10/01/13		06/14/2013	McDonald & Co.	XXX	961,790	950,000	1,025,656	978,599		(17,785)		(17,785)		960,815		975	975	33,191	10/01/2013
14912L4L2	Caterpillar Finance 2.000% 04/05/13		04/05/2013	Maturity	XXX	30,000	30,000	29,949	29,995		5		5		30,000				300	04/05/2013
14912L4Q1	Caterpillar Finance 1.550% 12/20/13		06/25/2013	Merrill Lynch	XXX	608,455	605,000	606,278	605,440		(222)		(222)		605,218		3,236	3,236	4,897	12/20/2013
172967EQ0	Citigroup Inc 5.500% 04/11/13		04/11/2013	Maturity	XXX	900,000	900,000	962,289	907,645		(7,645)		(7,645)		900,000				24,750	04/11/2013
191216AL4	Coca-Cola Company 3.625% 03/15/14		12/02/2013	Call 100.9220	XXX	1,382,631	1,370,000	1,423,526	1,421,514		(39,266)		(39,266)		1,382,249		383	383	60,285	03/15/2014
20029PAN9	Comcast Cable 7.125% 06/15/13		06/11/2013	CS First Boston	XXX	1,000,140	1,000,000	1,120,430	1,024,748		(24,446)		(24,446)		1,000,302		(162)	(162)	35,229	06/15/2013
20825RAB7	ConocoPhil AU 5.500% 04/15/13		04/15/2013	Maturity	XXX	550,000	550,000	583,428	557,357		(7,357)		(7,357)		550,000				15,125	04/15/2013
209111EC3	Consolidated Edison Co of NY		06/15/2013	Maturity	XXX	350,000	350,000	364,422	354,446		(4,446)		(4,446)		350,000				6,738	06/15/2013
26441CAA3	Duke Energy Corp 5.650% 06/15/13		06/10/2013	Bank of America	XXX	300,066	300,000	322,506	305,908		(5,836)		(5,836)		300,072		(6)	(6)	8,381	06/15/2013
278642AA1	Ebay Inc 0.875% 10/15/13		06/07/2013	Citigroup Global Markets	XXX	1,402,842	1,400,000	1,387,932	1,396,293		2,100		2,100		1,398,393		4,449	4,449	8,065	10/15/2013
36962G4Q4	General Electric Cap Corp		06/12/2013	Bear Stearns	XXX	1,505,850	1,500,000	1,508,570	1,502,211		(1,437)		(1,437)		1,500,774		5,076	5,076	21,172	09/16/2013
38143UAB7	Goldman Sachs Group Inc		05/23/2013	Goldman Sachs & Co	XXX	1,542,540	1,500,000	1,619,418	1,540,831		(16,048)		(16,048)		1,524,783		17,757	17,757	67,379	01/15/2014
459200GT2	IBM Corp 1.000% 08/05/13		06/12/2013	Paribas	XXX	700,686	700,000	698,523	699,631		286		286		699,917		769	769	6,067	08/05/2013
46623EJD2	JP Morgan Chase 1.650% 09/30/13		05/23/2013	Wachovia Securities	XXX	1,506,795	1,500,000	1,508,220	1,502,200		(1,208)		(1,208)		1,500,992		5,803	5,803	16,431	09/30/2013
50076QAH9	Kraft Foods Inc Series 144A		01/18/2013	Tax Free Exchange	XXX	149,990	150,000	149,988	149,990						149,990					06/04/2015
59018YSU6	Merrill Lynch & Co Ser MTNC		05/22/2013	J P Morgan	XXX	1,492,572	1,450,000	1,505,318	1,469,823		(7,348)		(7,348)		1,462,475		30,097	30,097	59,410	02/03/2014
61747WAD1	Morgan Stanley 2.875% 01/24/14		05/23/2013	HSBC Securities	XXX	506,740	500,000	500,605	500,223		(85)		(85)		500,138		6,602	6,602	12,179	01/24/2014
637432MM4	National Rural Utilities		06/25/2013	Stifel Nicolaus & Co	XXX	1,503,165	1,500,000	1,503,660	1,501,276		(751)		(751)		1,500,524		2,641	2,641	11,109	11/01/2013
665859AJ3	Northern Trust Corp 5.500% 08/15/13		06/17/2013	Bear Stearns	XXX	251,960	250,000	266,256	256,169		(4,653)		(4,653)		251,516		444	444	11,649	08/15/2013
717081AR4	Pfizer Inc 4.500% 02/15/14		05/28/2013	CS First Boston	XXX	772,425	750,000	816,728	773,940		(8,848)		(8,848)		765,092		7,333	7,333	26,813	02/15/2014
74005PAX2	Praxair Inc 2.125% 06/14/13		06/14/2013	Maturity	XXX	783,000	783,000	798,864	785,915		(2,915)		(2,915)		783,000				8,319	06/14/2013
842400FK4	Southern Cal Edison 5.750% 03/15/14		10/16/2013	Call 102.1150	XXX	982,346	962,000	1,082,346	1,007,388		(29,709)		(29,709)		977,679		4,667	4,667	60,078	03/15/2014
89233P4H6	Toyota Motor Credit Corp MTN		05/14/2013	Bear Stearns	XXX	250,635	250,000	252,344	250,879		(540)		(540)		250,338		297	297	2,626	08/12/2013
91159HGZ7	US Bancorp 1.125% 10/30/13		06/26/2013	US Bancorp	XXX	1,602,848	1,600,000	1,594,498	1,598,404		944		944		1,599,348		3,500	3,500	11,900	10/30/2013
92343VAN4	Verizon Communications		04/15/2013	Maturity	XXX	1,400,000	1,400,000	1,505,560	1,417,163		(17,163)		(17,163)		1,400,000				36,750	04/15/2013
92976WBJ4	Wachovia Corp MTN 5.500% 05/01/13		05/01/2013	Maturity	XXX	1,500,000	1,500,000	1,639,305	1,519,573		(19,573)		(19,573)		1,500,000				41,250	05/01/2013
983024AE0	Wyeth 5.500% 02/01/14		05/28/2013	CS First Boston	XXX	299,906	290,000	306,603	305,910		(6,111)		(6,111)		299,799		107	107	13,292	02/01/2014
984121BV4	Xerox Corp 5.650% 05/15/13		05/15/2013	Maturity	XXX	700,000	700,000	751,716	711,010		(11,010)		(11,010)		700,000				19,775	05/15/2013
067901AE8	Barrick Gold Corp 1.750% 05/30/14	A	05/31/2013	HSBC Securities	XXX	402,968	400,000	403,238	401,887		(567)		(567)		401,320		1,648	1,648	3,597	05/30/2014
2254C0TC1	Credit Suisse MTN 5.000% 05/15/13	F	05/15/2013	Maturity	XXX	1,000,000	1,000,000	1,071,120	1,012,394		(12,394)		(12,394)		1,000,000				25,000	05/15/2013
90261XGF3	UBS AG Stamford Series BKNT	F	06/18/2013	CS First Boston	XXX	1,504,005	1,500,000	1,509,780	1,502,459		(1,891)		(1,891)		1,500,568		3,437	3,437	28,969	08/12/2013
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						29,403,222	29,190,000	30,414,632	29,556,944		(256,286)		(256,286)		29,300,658		102,564	102,564	709,751	XXX
8399997 Subtotal - Bonds - Part 4						36,816,574	36,755,000	37,943,763	37,044,580		(230,032)		(230,032)		36,814,548		2,026	2,026	779,020	XXX
8399998 Summary Item from Part 5 for Bonds						3,162,449	3,162,449	3,401,627			(239,178)		(239,178)		3,162,449				44,617	XXX
8399999 Subtotal - Bonds						39,979,023	39,917,449	41,345,390	37,044,580		(469,210)		(469,210)		39,976,997		2,026	2,026	823,637	XXX
9899999 Subtotal - Preferred and Common Stocks							XXX													XXX
9999999 Totals						39,979,023	XXX	41,345,390	37,044,580		(469,210)		(469,210)		39,976,997		2,026	2,026	823,637	XXX

SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
											12	13	14	15	16					
CUSIP Identification	Description	FOREIGN	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/ Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (Col. 12+ 13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments																				
36180JV68	GNMA Pool AD6937 3.500% 03/20/43		04/08/2013	Brean Murray & Co	12/01/2013	Paydown	81,095	87,735	81,095	81,095		(6,640)		(6,640)					881	134
36180KB26	GNMA Pool AD7257 3.500% 03/15/43		03/15/2013	Cantor Fitzgerald & Co	12/01/2013	Paydown	18,533	19,957	18,533	18,533		(1,425)		(1,425)					254	32
3620ACZ31	GNMA Pool 726262 5.000% 09/15/39		03/15/2013	National Alliance Secs Corp	12/01/2013	Paydown	147,320	162,052	147,320	147,320		(14,732)		(14,732)					2,713	368
0599999 Subtotal - Bonds - U.S. Governments							246,948	269,744	246,948	246,948		(22,797)		(22,797)					3,848	534
Bonds - U.S. Special Revenue, Special Assessment																				
3128M9K27	FHLMC Gold Pool G07213		03/27/2013	J P Morgan	12/01/2013	Paydown	117,216	124,423	117,216	117,216		(7,207)		(7,207)					1,828	308
3136AD3F4	FNMA Series 2013-45 Class CB		04/10/2013	Citigroup	12/01/2013	Paydown	78,795	86,847	78,795	78,795		(8,052)		(8,052)					1,204	254
3137B0XC3	FHLMC Multifamily Structured Series 4182		05/01/2013	Goldman Sachs & Co	12/01/2013	Paydown	67,490	73,047	67,490	67,490		(5,557)		(5,557)					775	33
3138AXXV8	FNMA Pool AJ6091 4.000% 12/01/41		03/27/2013	PNC Capital Market	12/01/2013	Paydown	231,892	248,215	231,892	231,892		(16,323)		(16,323)					3,458	696
3138E1HX8	FNMA Pool AJ8345 4.000% 12/01/41		03/15/2013	Stephens Inc	12/01/2013	Paydown	234,834	251,199	234,834	234,834		(16,365)		(16,365)					3,133	261
3138EBHW8	FNMA Pool AK6544 3.000% 04/01/27		04/08/2013	Stephens Inc	12/01/2013	Paydown	137,168	145,720	137,168	137,168		(8,552)		(8,552)					1,381	171
3138EGHT4	FNMA Pool AL0241 4.000% 04/01/41		04/08/2013	Wachovia Securities	12/01/2013	Paydown	159,353	171,180	159,353	159,353		(11,827)		(11,827)					1,729	177
3138EKNK7	FNMA Pool AL3093 3.500% 02/01/43		03/15/2013	Goldman Sachs & Co	12/01/2013	Paydown	72,590	76,900	72,590	72,590		(4,310)		(4,310)					1,127	71
3138EKU94	FNMA Pool AL3307 4.000% 11/01/42		06/25/2013	Stephens Inc	12/01/2013	Paydown	152,213	158,325	152,213	152,213		(6,112)		(6,112)					1,743	457
3138EKWE1	FNMA Pool AL3344 4.500% 10/01/42		09/20/2013	Morgan Stanley	12/01/2013	Paydown	13,917	14,913	13,917	13,917		(996)		(996)					87	42
31402Q2V2	FNMA Pool 735288 5.000% 03/01/35		03/26/2013	R.W. Pressprich	12/01/2013	Paydown	298,473	324,123	298,473	298,473		(25,650)		(25,650)					4,677	415
31403DDX4	FNMA Pool 745418 5.500% 04/01/36		06/12/2013	Stephens Inc	12/01/2013	Paydown	304,817	331,679	304,817	304,817		(26,862)		(26,862)					4,319	745
31416CD37	FNMA Pool 995722 5.000% 05/01/38		03/15/2013	BNP Capital Markets	12/01/2013	Paydown	512,248	555,949	512,248	512,248		(43,701)		(43,701)					8,083	711
31417GCE4	FNMA Pool AB9068 3.500% 04/01/43		04/04/2013	PNC Capital Market	12/01/2013	Paydown	119,059	126,487	119,059	119,059		(7,427)		(7,427)					1,731	116
31417GCF1	FNMA Pool AB9069 3.500% 04/01/43		04/04/2013	Barclays	12/01/2013	Paydown	86,032	91,590	86,032	86,032		(5,558)		(5,558)					1,457	84
31418AJL3	FNMA Pool MA1166 3.500% 09/01/32		03/15/2013	Nomura Securities	12/01/2013	Paydown	199,182	211,257	199,182	199,182		(12,075)		(12,075)					2,322	194
31419D4K4	FNMA Pool AE3525 4.000% 03/01/41		04/03/2013	Bank of New York	12/01/2013	Paydown	130,222	140,029	130,222	130,222		(9,807)		(9,807)					1,715	145
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment							2,915,501	3,131,883	2,915,501	2,915,501		(216,381)		(216,381)					40,769	4,880
8399998 Subtotal - Bonds							3,162,449	3,401,627	3,162,449	3,162,449		(239,178)		(239,178)					44,617	5,414
9999999 Totals								3,401,627	3,162,449	3,162,449		(239,178)		(239,178)					44,617	5,414

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1	2	3	4	5	6	7	8	Stock of Such Company Owned by Insurer on Statement Date	
								9	10
CUSIP Identification	Description Name of Subsidiary, Controlled or Affiliated Company	Foreign	NAIC Company Code or Alien Insurer Identification Number	NAIC Valuation Method (See SVO Purposes and Procedures manual)	Do Insurer's Assets Include Intangible Assets connected with Holding of Such Company's Stock?	Total Amount of Such Intangible Assets	Book/Adjusted Carrying Value	Number of Shares	% of Outstanding
NONE									
1999999 Total - Preferred and Common Stocks								XXX	XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: $.....0.
2. Total amount of intangible assets nonadmitted $.....0.

SCHEDULE D - PART 6 - SECTION 2

1	2	3	4	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5	6
CUSIP Identification	Name of Lower-Tier Company	Name of Company Listed in Section 1 Which Controls Lower-Tier Company	Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Number of Shares	% of Outstanding
NONE					
0399999 Total - Preferred and Common Stocks				XXX	XXX

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest						21
		3	4					9	10	11	12			15	16	17	18	19	20	
CUSIP Identi-fication	Description	Code	For-eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bond Not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid For Accrued Interest
8399999 Total Bonds																XXX	XXX	XXX		
Exempt Money Market Mutual Funds																				
38141W323	Goldman Sachs Fin Sq Treasury	SD		12/12/2013	Various		2,979,835						2,979,835						91	
38141W323	Goldman Sachs Fin Sq Treasury			12/12/2013	Various		2,069,656						2,069,656						63	
8899999 Subtotal - Exempt Money Market Mutual Funds							5,049,491					XXX	5,049,491			XXX	XXX	XXX	154	
Class One Money Market Mutual Funds																				
26188J206	Dreyfus Cash Management Admin			12/06/2013	Direct		140,474						140,474							
26200V104	Dreyfus Instl Cash Advantage			12/31/2013	Direct		2,169,030						2,169,030						2	
8999999 Subtotal - Class One Money Market Mutual Funds							2,309,504					XXX	2,309,504			XXX	XXX	XXX	2	
9199999 Total Short-Term Investments							7,358,995					XXX	7,358,995			XXX	XXX	XXX	156	

E18 Schedule DB - Part A Sn 1 Opt/Cap/Floors/Collars/Swaps/Forwards Open .... NONE

E19 Schedule DB - Part A Sn 2 Opt/Cap/Floors/Collars/Swaps/Forwards Term. ... NONE

E20 Schedule DB - Part B Sn 1 Futures Contracts Open ..... NONE

E21 Schedule DB - Part B Sn 2 Futures Contracts Terminiated ..... NONE

E22 Schedule DB - Part D Sn 1 Counterparty Exposure for Derivative Instruments . NONE

E23 Schedule DB - Part D Sn 2 - Collateral Pledged By Reporting Entity ..... NONE

E23 Schedule DB - Part D Sn 2 - Collateral Pledged To Reporting Entity ..... NONE

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned December 31 Current Year

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation / Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Dates
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations						
. 000000000	PAYABLE/RECEIVABLE	LS	1	(366)	(366)	01/02/2014
. 000000000	RBS SECURITIES INC REPO	LS	1	494,595	494,595	01/02/2014
. 000000000	CITIGROUP GLOBAL MARKETS INC REPO	LS	1	1,668,397	1,668,397	01/02/2014
3299999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations				2,162,626	2,162,626	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities						
. 000000000	BNP PARIBAS SECURITIES CORP. REPO.	LS	1	1,668,397	1,668,397	01/02/2014
. 000000000	DEUTSCHE BANK SEC INC REPO	LS	1	1,668,397	1,668,397	01/02/2014
. 000000000	MERRILL LYNCH PIERCE FENNER & SMITH INC REPO.	LS	1	1,668,397	1,668,397	01/02/2014
3399999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities				5,005,191	5,005,191	XXX
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				7,167,817	7,167,817	XXX
6599999 Subtotal - Bonds				7,167,817	7,167,817	XXX
7699999 Total Preferred and Common Stocks						XXX
9999999 Grand Totals				7,167,817	7,167,817	XXX

General Interrogatories:

1. Total activity for the year Fair Value $.....7,167,817 Book/Adjusted Carrying Value $.....7,167,817
2. Average balance for the year Fair Value $.....5,352,552 Book/Adjusted Carrying Value $.....5,352,552
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation: NAIC 1 $.....7,167,817; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

SCHEDULE DL - PART 2

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned December 31 Current Year

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

General Interrogatories:

1. Total activity for the year Fair Value $.....0 Book/Adjusted Carrying Value $.....0
2. Average balance for the year Fair Value $.....0 Book/Adjusted Carrying Value $.....0

SCHEDULE E - PART 1 - CASH

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Year	5 Amount of Interest Accrued December 31 of Current Year	6 Balance	7 *
open depositories						
Wells Fargo					(3,415,593)	XXX
Bank of America					(407,203)	XXX
JP Morgan					21,527	XXX
Mellon Bank					32,832	XXX
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		XXX				XXX
0199999 Totals - Open Depositories		XXX			(3,768,437)	XXX
0299998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories		XXX				XXX
0299999 Totals - Suspended Depositories		XXX				XXX
0399999 Total Cash On Deposit		XXX			(3,768,437)	XXX
0499999 Cash in Company's Office		XXX	XXX	XXX		XXX
0599999 Total Cash		XXX			(3,768,437)	XXX

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January	193,598	4. April	11,091,108	7. July	(14,545,918)	10. October	(1,928,486)
2. February	7,431,577	5. May	1,339,088	8. August	(1,789,842)	11. November	(6,186,303)
3. March	2,067,228	6. June	(24,079,941)	9. September	(7,858,968)	12. December	(3,768,437)

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents							

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

	States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders 3 Book/Adjusted Carrying Value	4 Fair Value	All Other Special Deposits 5 Book/Adjusted Carrying Value	6 Fair Value
1.	Alabama (AL)						
2.	Alaska (AK)						
3.	Arizona (AZ)						
4.	Arkansas (AR)						
5.	California (CA)						
6.	Colorado (CO)						
7.	Connecticut (CT)						
8.	Delaware (DE)						
9.	District of Columbia (DC)						
10.	Florida (FL)						
11.	Georgia (GA)						
12.	Hawaii (HI)						
13.	Idaho (ID)						
14.	Illinois (IL)						
15.	Indiana (IN)						
16.	Iowa (IA)						
17.	Kansas (KS)						
18.	Kentucky (KY)						
19.	Louisiana (LA)						
20.	Maine (ME)						
21.	Maryland (MD)						
22.	Massachusetts (MA)						
23.	Michigan (MI)						
24.	Minnesota (MN)						
25.	Mississippi (MS)						
26.	Missouri (MO)						
27.	Montana (MT)						
28.	Nebraska (NE)						
29.	Nevada (NV)						
30.	New Hampshire (NH)						
31.	New Jersey (NJ)						
32.	New Mexico (NM)						
33.	New York (NY)						
34.	North Carolina (NC)						
35.	North Dakota (ND)						
36.	Ohio (OH)						
37.	Oklahoma (OK)						
38.	Oregon (OR)						
39.	Pennsylvania (PA)						
40.	Rhode Island (RI)						
41.	South Carolina (SC)						
42.	South Dakota (SD)						
43.	Tennessee (TN)	O	Statutory Deposit	23,309,780	23,042,857		
44.	Texas (TX)						
45.	Utah (UT)						
46.	Vermont (VT)						
47.	Virginia (VA)						
48.	Washington (WA)						
49.	West Virginia (WV)						
50.	Wisconsin (WI)						
51.	Wyoming (WY)						
52.	American Samoa (AS)						
53.	Guam (GU)						
54.	Puerto Rico (PR)						
55.	U.S. Virgin Islands (VI)						
56.	Northern Mariana Islands (MP)						
57.	Canada (CAN)						
58.	Aggregate Alien and Other (OT)	XXX	XXX				
59.	Total	XXX	XXX	23,309,780	23,042,857		
DETAILS OF WRITE-INS							
5801.							
5802.							
5803.							
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	XXX				

12941201336043000 2013 Document Code: 360

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT

For The Year Ended December 31, 2013

(To be filed by March 1)

FOR THE STATE OF **TENNESSEE**

NAIC Group Code: 0671 NAIC Company Code: 12941

Address (City, State and Zip Code): Nashville, TN 37214

Person Completing This Exhibit:

Title: Telephone Number:

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2010				Policies Issued in 2011, 2012, 2013			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
0299999 Total Experience on Group Policies									NONE								

GENERAL INTERROGATORIES

1. If response in Column 1 is no, give full and complete details:
2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
   2.1 Address:
   2.2 Contact Person and Phone Number:
3. Billing address and contact person for user fees established under 41 U.S.C. 1395u(h)(3)(B)
   3.1 Address:
   3.2 Contact Person and Phone Number:
4. Explain any policies identified above as policy type "O":

Supp13 SIS Title ..... NONE

Supp14 SIS Financial Reporting ..... NONE

Supp15 SIS Inform. - Management and Directors ..... NONE

Supp16 SIS Statement Beneficial Ownership ..... NONE

12941201336500000 2013 Document Code: 365

Medicare Part D Coverage Supplement

(Net of Reinsurance)

NAIC Group Code: 0671 (To be Filed By March 1) NAIC Company Code: 12941

	Individual Coverage		Group Coverage		
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	5 Total Cash
1. Premiums Collected					
1.1 Standard Coverage					
1.11 With Reinsurance Coverage		XXX		XXX	
1.12 Without Reinsurance Coverage		XXX		XXX	
1.13 Risk-Corridor Payment Adjustments		XXX		XXX	
1.2 Supplemental Benefits		XXX		XXX	
2. Premiums Due and Uncollected - change					
2.1 Standard Coverage					
2.11 With Reinsurance Coverage		XXX		XXX	XXX
2.12 Without Reinsurance Coverage		XXX		XXX	XXX
2.2 Supplemental Benefits		XXX		XXX	XXX
3. Unearned Premium and Advance Premium - change					
3.1 Standard Coverage					
3.11 With Reinsurance Coverage		XXX		XXX	XXX
3.12 Without Reinsurance Coverage		XXX		XXX	XXX
3.2 Supplemental Benefits		XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments - change					
4.1 Receivable		XXX		XXX	XXX
4.2 Payable		XXX		XXX	XXX
5. Earned Premiums					
5.1 Standard Coverage					
5.11 With Reinsurance Coverage		XXX		XXX	XXX
5.12 Without Reinsurance Coverage		XXX		XXX	XXX
5.13 Risk-Corridor Payment Adjustments		XXX		XXX	XXX
5.2 Supplemental Benefits		XXX		XXX	XXX
6. Total Premiums		XXX		XXX	
7. Claims Paid					
7.1 Standard Coverage					
7.11 With Reinsurance Coverage	NONE			XXX	
7.12 Without Reinsurance Coverage				XXX	
7.2 Supplemental Benefits				XXX	
8. Claim Reserves and Liabilities - change					
8.1 Standard Coverage					
8.11 With Reinsurance Coverage		XXX		XXX	XXX
8.12 Without Reinsurance Coverage		XXX		XXX	XXX
8.2 Supplemental Benefits		XXX		XXX	XXX
9. Healthcare Receivables - change					
9.1 Standard Coverage					
9.11 With Reinsurance Coverage		XXX		XXX	XXX
9.12 Without Reinsurance Coverage		XXX		XXX	XXX
9.2 Supplemental Benefits		XXX		XXX	XXX
10. Claims Incurred					
10.1 Standard Coverage					
10.11 With Reinsurance Coverage		XXX		XXX	XXX
10.12 Without Reinsurance Coverage		XXX		XXX	XXX
10.2 Supplemental Benefits		XXX		XXX	XXX
11. Total Claims		XXX		XXX	
12. Reinsurance Coverage and Low Income Cost Sharing					
12.1 Claims Paid - Net of reimbursements applied	XXX		XXX		
12.2 Reimbursements Received but Not Applied - change	XXX		XXX		
12.3 Reimbursements Receivable - change	XXX		XXX		XXX
12.4 Healthcare Receivables - change	XXX		XXX		XXX
13. Aggregate Policy Reserves - change					XXX
14. Expenses Paid		XXX		XXX	
15. Expenses Incurred		XXX		XXX	XXX
16. Underwriting Gain/Loss		XXX		XXX	XXX
17. Cash Flow Result	XXX	XXX	XXX	XXX	

APPR01 Appr. from St of Dom for Relief related to the 5-Yr Rotation of Lead Audit . . . . NONE

APPR02 Appr. from St of Dom for Relief related to the 1-Yr Cooling Off Period . . . . . NONE

APPR03 Appr. from St of Dom for Relief related to the Req. for Audit Comm. . . . . NONE

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ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION
(HEALTH)

Name of Insurer **AMERIGROUP Tennessee, Inc.**

Date 02/28/2014 FEIN 20-4776597
NAIC Group # 0671 NAIC Company # 12941

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS, WITH THE EXCEPTION OF RBC FILINGS,
PLEASE PROVIDE ANY ADDITIONAL COMMENTS THAT MAY HELP TO IDENTIFY DISKETTE CONTENT

	March	April	June
1. Is this the first time you've submitted this filing? (Y/N)	Yes	N/A	N/A
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N)	N/A	N/A	N/A
3. Is this being re-filed due to changes to the data originally filed? (Y/N)	N/A	N/A	N/A
4. Other? (Y/N)	N/A	N/A	N/A
(If "yes" attach an explanation.)			

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Bette Lou Gronseth
Phone: (757)518-3638
Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS - Statutory
Version: 2013.A.1

E. Have material validation failures been addressed in the explanation file? Yes[X] No[ ]

F. The undersigned hereby certifies that, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that annual statement information required to be contained on diskette is identical to the information in the 2013 Annual Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): Symantec Endpoint Protection

(version number): 11.0.7300.1294

(Signed) Bette L. Gronseth

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

Amended Explanation Page

NONE

Scenario Adjustment of XR022-23 Calculation of Total Risk-Based Capital After Covariance

		(1) Prior Year RBC Requirement	(2) Current Year RBC Requirement	(3) Scenario Adjustment	(4) Adjusted RBC Amount
8.	TOTAL H0 Asset Risk - Affiliates with RBC	182,503	280,713		280,713
20.	TOTAL H1 Asset Risk - Other	3,029,991	6,900,551		6,900,551
27.	TOTAL H2 Underwriting Risk	57,340,143	58,467,639		58,467,639
31.	TOTAL H3 Credit Risk	469,902	569,610		569,610
36.	TOTAL H4 Business Risk	3,300,535	3,610,314		3,610,314
37.	RBC After Covariance	57,699,346	59,267,502		59,267,502
38.	Authorized Control Level RBC	28,849,673	29,633,751		29,633,751

Scenario Adjustment of XR024 -- Calculation of Total Adjusted Capital

		(1) Prior Year RBC Requirement	(2) Current Year RBC Requirement	(3) Scenario Adjustment	(4) Adjusted RBC Amount
1.	Capital and Surplus	106,079,845	108,075,136		108,075,136
2.	AVR - Life Subs				
3.	Dividend Liability - Life Subsidiaries				
4.	Tabular Discounts - P&C Subsidiaries				
5.	Non-Tabular Discounts - P&C Subsidiaries				
6.	TOTAL Adjusted Capital	106,079,845	108,075,136		108,075,136
7.	RBC Ratio	367.699	364.703		364.703

ScenAdj

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 12/31/13

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	**595,791**	**2,383,779**	**2,419,282**
Revenues:			
TennCare Capitation	213,443,339	865,968,872	863,517,958
Investment	899,992	3,125,501	3,049,879
Other Revenues	0	-	-
Total Revenues	214,343,331	869,094,373	866,567,837
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	38,590,977	168,556,169	159,203,445
Inpatient Hospital Services	33,511,045	139,823,655	140,446,415
Outpatient Hospital Services	8,292,988	33,134,183	33,825,842
Emergency Room Services	7,105,520	28,219,164	29,998,796
Dental Services	-	-	-
Vision Services	678,934	2,661,437	2,882,010
Pharmacy Services	-	-	-
Home Health Services	5,189,827	22,330,487	25,575,648
Chiropractic Services	-	-	-
Radiology Services	5,487,552	22,803,983	23,307,609
Laboratory Services	3,573,670	14,324,627	14,323,914
Durable Medical Equipment Services	1,572,664	6,119,199	6,062,745
Transportation Services	3,933,246	16,307,935	16,913,897
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	107,936,423	454,280,839	452,540,321
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,292,608	8,953,497	9,431,205
Inpatient Substance Abuse Treatment and Detox	1,359,512	5,735,817	6,158,116
Outpatient Mental Health Services	2,222,883	9,315,023	7,641,538
Outpatient Substance Abuse Treatment and Detox	1,791,123	7,130,523	6,104,985
Housing/Residential Treatment	1,597,730	6,274,193	5,318,328
Specialized Crisis Services	1,021,051	4,125,115	4,230,573
Psychiatric Rehab and Support Services	952,544	3,826,793	3,655,368
Case Management	3,696,969	17,750,205	22,006,621
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	14,934,420	63,111,166	64,546,734
CHOICES			
Nursing Facility Care	36,158,328	154,208,746	157,381,410
HCBS Services	9,863,408	39,278,497	31,737,665
Subtotal CHOICES	46,021,736	193,487,243	189,119,075
Subtotal Hospital, Medical, MH&SAS, CHOICES	168,892,579	710,879,248	706,206,130
LESS:			
Net Reinsurance Recoveries Incurred	-	(140,625)	(276,078)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	(140,625)	(276,078)
Total Hospital, Medical, MH&SAS	168,892,579	711,019,873	706,482,208
Administration:			
Compensation	7,191,889	26,580,171	22,359,835
Direct and Allocated Admin expenses	10,012,064	40,773,511	45,544,603
Marketing	114,265	299,668	146,388
Interest Expense	-	-	-
Premium Tax Expense	11,788,827	47,677,689	47,467,984
Occupancy, Depreciation, and Amortization	240,462	1,070,303	1,279,001
Other Administration - Write-Ins	(1,334,870)	4,680,448	6,945,149
Total Administration Expenses	28,012,636	121,081,789	123,742,960
Total Expenses	196,905,215	832,101,663	830,225,168
Extraordinary Item	-	-	-
Provision for Income Tax	6,511,964	13,247,077	12,281,677
Net Income (Loss)	10,926,152	23,745,633	24,060,992
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			
Claims Adjustment Expense	(127,116)	932,197	-
External Labor Services	701,924	3,221,403	879,894
Mailings	215,496	810,860	639,649
Printing	296,001	896,071	842,811
Telecommunication	78,324	481,736	609,026
Travel	3,785	314,099	665,185
Other Administration < $270,000 YTD	(2,503,284)	(1,975,918)	3,308,584
Total Other Administration	(1,334,870)	4,680,448	6,945,149

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

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Quality Performance Incentive	Money Follows the Person (MFP) Incentive	Long-Term Care Overpayment Recoupment	Liquidated Damages	Pharmacy Benefit Payment	Pharmacy Benefit Premium Taxes	ASO Claims	ASO Premium Taxes	Cash difference	Premium receivable
	Cash P2, C3, L51A	Premium P4, C2, L2					Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem. Rec P2, C3, L13 A
Beginning Balance (Prem. Rec)															-	$ 7,280,244.92 Balance @ 12/31/12
January	71,628,553.60	71,376,608.83	73,177,292.00	1,829,432.05	71,347,849.95	1,938,244.91	72,800.37		(1,829,841.89)	(100.00)					(0.00)	(8,812.65)
February	71,018,103.88	69,987,856.05	70,967,765.98	1,774,194.15	69,193,571.83	1,820,432.05				(4,900.00)					(0.00)	155,237.95
March	63,920,763.13	70,287,876.67	92,821,147.67	1,570,576.69	31,252,569.98	1,774,194.15				(6,000.00)					0.01	(203,515.46)
March	75,178.00							75,178.00							-	-
March	1,557,455.03												1,557,455.03		-	-
March	129,601.10													129,601.10	-	-
March	197,660.02													197,660.02	-	-
March	(767.49)												(1,505.50)	738.01	-	-
April	70,190,250.35	39,822,077.46	70,370,432.46	1,759,260.81	68,611,171.67	1,570,576.69				(1,500.00)					3.00	186,692.12
May	74,678,596.88	74,286,650.67	74,789,575.56	1,869,739.39	72,919,836.17	1,759,260.81				(500.00)					(0.00)	110,476.58
May	25,630.00							25,630.00							-	-
June	71,203,416.93	71,274,169.37	71,108,737.45	1,777,718.54	69,331,377.51	1,863,739.39				(400.00)					(0.00)	(92,010.45)
June	1,542,013.67										1,542,013.67				-	-
June	2,125,431.89										2,125,431.89				-	-
June	1,816,607.92										1,816,607.92				-	-
July	69,613,675.36	69,121,967.89	59,578,620.56	1,739,465.52	57,839,155.44	1,777,719.94				(3,000.00)					3.01	(39,254.42)
July	923,154.13												923,154.13		-	-
July	11,949.38													11,949.37	(0.31)	3.01
July	1,766,379.26										1,766,379.26				-	-
July	2,309,461.44										2,309,461.44				-	-
July	1,703,982.42										1,703,982.42				-	-
July	1,856,292.54										1,856,292.54				-	-
July	1,771,257.92										1,771,257.92				-	-
August	93,750,869.55	98,035,434.12	94,114,254.39	2,102,656.96	92,011,369.63	1,739,465.52									(0.02)	363,350.84
August	1,728,737.79										1,728,737.79				-	-
August	2,454,611.22										2,454,611.22				-	-
August	2,607,469.86										2,607,469.86				-	-
August	1,896,756.62										1,896,756.62				-	-
September	76,685,500.00	98,562,779.46	74,444,685.46	1,861,121.64	72,583,743.84	2,102,656.35									(0.02)	(241,734.72)
September	1,308,508.37										1,308,508.37				-	-
September	2,149,729.68										2,149,729.68				-	-
September	2,208,038.61										2,208,008.61				-	-
September	2,315,131.35										1,913,486.39	301,622.94			-	-
October	71,587,553.44	73,283,055.58	71,821,415.83	1,795,535.39	70,025,880.24	1,861,121.64				(105,448.44)					3.00	168,535.25
October	1,910,219.46										1,910,219.46				-	-
October	2,317,665.48										2,317,665.48				-	-
October	2,280,225.80										2,280,225.80				-	-
October	1,932,102.27										1,932,102.27				-	-
October	1,838,206.74										1,838,206.74				-	-
November	71,468,829.83	71,212,185.96	71,485,686.61	1,787,392.17	69,708,294.44	1,795,535.39				(15,000.01)					3.00	38,143.23
November	1,858,196.10										1,858,196.10				-	-
November	2,508,210.73										2,508,210.73				0.00	(0.00)
November	1,427,706.93										1,427,706.93				(0.00)	0.00
November	2,063,497.19										2,063,497.19				-	-
November	2,554,021.60										2,554,021.60				-	-
December	73,552,170.92	69,860,897.37	73,707,465.36	1,842,686.63	71,864,778.75	1,787,392.17									0.31	55,284.46
December	1,922,531.05										1,922,531.05				-	-
December	2,210,875.11										2,210,875.11				-	-
December	2,157,375.30										2,157,375.30				-	-
December	2,121,159.25										2,121,159.25				-	-
December	1,230,349.46													1230349.46	-	-
Total	$ 531,124,312.53	$ 866,911,692.36	$ 868,399,259.69	$ 21,709,982.74	$ 846,689,326.95	$ 21,705,541.02	$ 72,800.37	$ 100,808.00	$ (1,829,841.89)	$ (236,848.45)	$ 59,745,701.91	$ 301,622.94	$ 2,069,103.66	$ 1,460,297.96	$ 0.01	$ 4,441.71

Reconciliation

Cash collected		$ 531,104,512.53
Premium earned		866,911,692.36
Difference		$ 64,192,839.27
Premium Receivable		$ 15,934,737.60
Less:		
Beginning Balance	$ 7,280,244.89	
Liquidated Damages	(230,848.45)	
Pharmacy Benefit Payment	59,745,701.91	
Pharmacy Benefit Premium Taxes	301,622.94	
ASO Claims	2,069,103.66	
ASO Premium Taxes	1,460,297.96	
Change in Unearned Revenue @ 12-2013	7,773,444.97	$ 79,227,567.97
Difference		$ 64,192,839.27 (0.00)

Cash that should be included on premium tax return	
Medicaid Premiums	866,911,692.36
Change in Premium Receivable	(7,745,452.71)
Pharmacy Benefit Payment	59,745,701.91
Pharmacy Benefit Premium Taxes	301,622.94
ASO Claims	2,069,103.66
ASO Premium Taxes	1,460,297.96
Change in Unearned Revenue @ 12-2013	7,773,444.97
	931,353,361.69
1Q13 Cash Included	207,927,947.27
2Q13 Cash Included	221,571,347.72
3Q13 Cash Included	264,257,739.59
	246,878,326.51
Total Cash collected	531,104,512.53
1Q13 Cash collected	207,927,947.27
2Q13 Cash included	221,571,347.72
3Q13 Cash included	264,257,739.59
add back Liquidated Damages	230,848.45
	246,878,326.51 13,378,387.98
	0.00

	$ 7,792,566.60
	Changes in Premium Receivable:
8,308,301.00	SFY14 Rate Accrual
(567,250.000)	Retro Receivable
15,934,737.60	Subtotal @ 12/31/13
15,934,737.60	Subtotal @ 12/31/13
-	Checkpoint

AMERIGROUP Tennessee, Inc.
MLR Reconciliation to NAIC Filing
December 31, 2013

TOTAL REVENUES

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Net premium income 2013	865,968,872	51,049,846		917,018,718	4, C2, L2
Net premium income 2012	863,517,958	41,362,158		904,880,116	4, C2, L2
Net premium income 2011	896,910,241	23,222,262		920,132,503	4, C2, L2
Net premium income 2010	871,851,131	16,750,528		888,601,659	4, C2, L2
Net premium income 2009	612,724,592	13,401,387		626,125,979	4, C2, L3
Net premium income 2008	598,983,073	8,112,101		607,095,174	4, C3, L2-2008
Net premium income 2007	382,864,891			382,864,891	4, C3, L2-2009
TOTAL	5,092,820,758	153,898,282	-		
MLR Report	5,092,909,982				
Difference	(89,223)				
ASO PCP administrative fee reclassed to SG&A	942,810				
ACA PCP rate correction	(853,587)				
Unreconciled difference	0				

UNPAID CLAIMS

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	69,136,688	5,335,340		74,472,028	3, C3, L1
Accrued medical incentive pool and bonus amounts	407,493	-		407,493	3, C3, L2
Unpaid claims adjustment expenses	2,330,691	181,054		2,511,745	3, C3, L3
TOTAL	71,874,872	5,516,394	-	77,391,266	

Middle Tennessee Unpaid Claims Total		71,874,872
IBNR on MLR report		71,828,681
Difference		46,191
Medical - Unapplied Cash - These amounts are basically for recoveries that have not been attached to a specific claim. The actuaries include all recoveries in the reserves, but they are not yet posted and applied within the MLR Report. Thus, this is an offset to a received payment carried elsewhere on the books.		65,540
IBNR Overstatement error		(19,348)
Unreconciled difference		(0)

HOSPITAL AND MEDICAL

Total expenses on MLR report	4,133,618,035		
Total hospital and medical 07 Dec 31		360,775,300	4, C4, L18-2007
Total hospital and medical 08 Dec 31		535,851,712	4, C4, L18-2008
Total hospital and medical 09 Dec 31		516,193,087	4, C3, L18
Total hospital and medical 10 Dec 31		653,302,266	4, C2, L18
Total hospital and medical 11 Dec 31		695,948,802	4, C2, L18
Total hospital and medical 12 Dec 31		741,069,296	4, C2, L18
Total hospital and medical 13 Dec 31		758,273,927	4, C2, L18
Total from NAIC filing		4,261,414,390	
Less Medicare expenses		128,943,492	
NAIC net of Medicare expenses	4,132,470,898		
Claims adjustment expense	932,197		
Jul-Sep 2013 reinsurance expense	(735)		
ASO Retro claims not properly subtracted from the MLR report - one-time error	215,680		
Rounding	(4)		
Unreconciled difference	(0)		

Medical Loss Ratio Report - Total
Grand Region

MCO
AMERIGROUP, Tennessee, Inc.

Reporting Month	2007 Incurred Month			For the Year Ended	2007 Incurred Month						2008 Incurred Month						For the Year Ended	2008 Incurred Month							
	April	May	June	6/30/2007	July	August	September	October	November	December	January	February	March	April	May	June	6/30/2008	July	August	September	October	November	December	January	February
Enrollment	186,417	186,037	182,879	555,333	183,226	184,352	185,408	186,126	186,331	186,318	186,042	186,584	187,293	187,102	186,165	185,840	2,230,786	185,087	184,940	185,047	186,028	187,076	187,358	186,756	188,192
Capitation Revenue	$48,938,743	$48,838,217	$47,895,955	$145,672,915	$47,982,464	$48,228,287	$48,453,013	$48,658,579	$48,516,420	$48,587,405	$48,523,522	$48,550,055	$48,602,959	$46,707,144	$46,509,019	$46,388,877	$575,707,744	$48,887,130	$48,964,758	$49,021,001	$49,382,058	$49,781,265	$49,836,263	$49,364,498	$49,976,829
Premium Tax	$978,775	$976,764	$957,919	$2,913,458	$959,649	$964,566	$969,060	$973,172	$970,328	$971,748	$970,470	$971,001	$972,059	$934,143	$930,180	$927,778	$11,514,155	$977,743	$979,295	$980,420	$987,641	$995,625	$996,725	$987,290	$999,537
Capitation Revenue Net of Premium Tax	$47,959,968	$47,861,452	$46,938,036	$142,759,456	$47,022,815	$47,263,721	$47,483,953	$47,685,407	$47,546,092	$47,615,656	$47,553,052	$47,579,054	$47,630,899	$45,773,001	$45,578,839	$45,461,099	$564,193,589	$47,909,387	$47,985,463	$48,040,581	$48,394,417	$48,785,639	$48,839,538	$48,377,208	$48,977,292
Payments for Covered Services for the Month																									
Medical Services																									
CMS 1450/UB 92 Payments by the Claims Processing System																									
Inpatient - Maternity	$1,235,027	$1,264,823	$1,347,430	$3,847,280	$1,330,553	$1,769,128	$1,286,142	$1,495,079	$1,314,707	$1,433,153	$1,637,648	$1,677,317	$1,364,069	$1,335,034	$1,532,229	$1,491,487	$17,666,545	$1,511,746	$1,602,018	$1,451,264	$1,540,657	$1,303,190	$1,390,930	$1,471,298	$1,370,660
Inpatient - Newborn	$1,907,306	$2,026,773	$2,742,296	$6,676,374	$2,695,743	$1,835,027	$1,822,518	$2,793,660	$1,612,582	$2,299,760	$2,392,194	$2,285,286	$2,046,793	$1,683,397	$1,916,674	$2,131,724	$25,515,357	$3,255,233	$1,913,374	$2,150,109	$1,828,678	$3,464,797	$2,446,884	$2,236,955	$1,656,984
Inpatient -Medical	$4,344,569	$3,735,903	$3,123,363	$11,203,836	$3,470,344	$3,405,553	$4,738,638	$3,402,761	$3,298,777	$4,043,720	$4,462,663	$4,054,930	$3,999,478	$3,760,345	$3,707,389	$3,571,563	$45,916,161	$4,138,763	$4,186,733	$3,939,385	$3,274,010	$4,096,218	$4,655,380	$3,635,595	$5,164,609
Inpatient - Surgery	$2,079,710	$2,212,167	$1,966,666	$6,258,542	$2,306,448	$2,530,991	$2,392,819	$2,624,370	$2,164,175	$2,166,678	$2,623,512	$2,571,783	$2,498,807	$2,569,470	$2,328,208	$2,455,557	$29,232,818	$2,361,485	$2,578,394	$2,753,388	$2,548,681	$2,828,566	$2,561,851	$2,766,476	$2,385,113
Inpatient Other	$114,359	$124,419	$145,565	$384,342	$88,412	$81,757	$153,591	$118,176	$58,393	$86,462	$106,732	$32,234	$77,323	$357,360	$77,329	$123,243	$1,361,013	$90,967	$130,969	$67,974	$76,551	$48,091	$37,130	$62,801	$52,273
Outpatient - Emergency Room	$1,100,289	$1,182,526	$1,762,444	$4,045,259	$1,894,726	$2,028,715	$2,078,116	$2,093,766	$2,152,001	$2,312,458	$2,398,008	$2,495,738	$2,294,502	$2,176,332	$2,331,025	$2,162,748	$26,418,136	$2,197,859	$2,370,301	$2,354,940	$2,302,374	$2,354,834	$2,396,266	$2,404,544	$2,471,860
Outpatient - Laboratory	$466,565	$535,238	$373,281	$1,375,084	$362,063	-$399,811	$358,545	$409,531	$391,691	$371,160	$473,759	$477,165	$441,691	$423,710	$401,292	$413,974	$4,924,393	$436,377	$434,565	$447,891	$477,278	$422,355	$432,128	$527,082	$507,138
Outpatient - Radiology	$1,057,286	$1,177,733	$1,009,124	$3,244,143	$947,427	$1,133,356	$972,893	$1,081,784	$1,015,313	$901,511	$1,079,579	$994,863	$1,144,207	$1,156,041	$1,026,013	$1,072,504	$12,525,492	$1,128,718	$1,138,244	$1,212,878	$1,250,015	$1,131,663	$1,098,275	$1,275,888	$1,217,018
Outpatient - Surgery	$1,001,167	$1,133,946	$1,134,385	$3,269,498	$1,143,536	$1,241,465	$1,132,620	$1,354,110	$1,295,849	$1,092,464	$1,425,071	$1,276,260	$1,321,207	$1,422,281	$1,445,838	$1,377,548	$15,528,250	$1,488,084	$1,403,085	$1,331,942	$1,552,396	$1,393,421	$1,429,239	$1,510,385	$1,616,384
Outpatient - Other	$181,538	$202,426	$218,764	$602,727	$210,745	$236,659	$251,910	$254,995	$233,379	$248,274	$238,618	$237,726	$235,722	$252,153	$269,115	$268,606	$2,937,902	$291,337	$261,921	$120,725	$388,687	$101,053	$151,898	$177,295	$170,749
Hospice	$840,024	$835,440	$838,560	$2,514,024	$867,971	$822,923	$740,424	$747,313	$682,790	$661,177	$669,796	$602,477	$715,782	$680,926	$757,929	$708,584	$8,658,092	$679,633	$728,561	$666,549	$697,374	$617,517	$638,649	$652,997	$607,478
Long-Term Care Payments																									
Level I Facility	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$150	$150	$1,501	$2,852	$0	$0	$0	$0	$0	$1,950
Level II Facility	$57,860	$70,837	$47,426	$176,123	$26,836	$24,520	$49,482	$59,851	$18,011	$34,954	$47,128	$25,040	$11,507	$9,256	$73,219	$73,895	$453,699	$54,659	$12,257	$30,018	$47,194	$15,259	$24,865	$23,750	$54,625
Home and Community Based Services	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
CMS 1500 Payments by the Claims Processing System																									
Prof - E&M	$6,271,826	$6,675,167	$6,296,387	$19,243,380	$6,024,866	$7,182,893	$6,252,539	$7,168,820	$6,758,751	$6,196,345	$7,441,003	$7,203,037	$6,782,346	$7,150,756	$6,671,918	$6,518,345	$81,351,619	$7,016,869	$6,868,199	$7,151,994	$8,076,396	$6,759,042	$6,963,922	$7,765,646	$7,931,412
Prof - Home Health	$5,648,895	$6,493,507	$6,271,650	$18,414,052	$6,421,299	$6,571,770	$6,137,687	$6,714,885	$6,555,413	$6,571,512	$6,713,394	$6,126,700	$6,650,821	$6,603,485	$6,789,803	$6,549,748	$78,406,516	$6,646,026	$6,033,832	$4,701,656	$3,568,899	$3,022,889	$2,848,529	$2,701,255	$2,596,453
Prof - Maternity	$835,663	$887,977	$980,033	$2,703,673	$969,549	$1,087,761	$932,824	$1,025,718	$911,821	$924,701	$1,141,290	$1,135,042	$1,069,778	$1,073,691	$1,065,721	$1,008,525	$12,346,420	$1,104,974	$1,045,509	$1,056,045	$1,114,603	$932,577	$999,298	$1,081,387	$957,930
Prof - Surgery	$448,304	$561,253	$552,941	$1,562,497	$528,013	$578,664	$499,840	$640,898	$515,873	$457,511	$621,056	$517,913	$606,404	$638,433	$623,269	$641,847	$6,869,721	$598,803	$657,949	$660,798	$700,891	$595,843	$517,906	$681,264	$697,531
Prof - DME	$274,993	$333,228	$329,712	$937,932	$237,856	$303,569	$330,077	$329,894	$350,225	$381,484	$399,331	$376,742	$359,932	$398,256	$422,227	$385,219	$4,294,812	$361,566	$386,463	$367,036	$430,917	$333,272	$415,581	$396,628	$498,637
Prof - Lab	$600,620	$626,942	$611,150	$1,838,712	$508,663	$594,077	$513,624	$574,236	$529,848	$454,397	$628,947	$640,888	$584,531	$716,538	$653,309	$673,794	$7,072,852	$699,720	$711,374	$723,944	$818,289	$668,101	$675,758	$818,725	$826,003
Prof - Radiology	$878,150	$996,991	$891,218	$2,766,359	$763,040	$875,129	$763,447	$923,009	$766,280	$705,444	$882,374	$784,341	$819,706	$877,816	$833,197	$852,861	$9,846,644	$914,752	$893,615	$890,071	$909,935	$795,545	$829,100	$915,655	$908,608
Prof - Transportation	$1,050,072	$1,299,108	$1,241,857	$3,591,036	$1,237,953	$1,342,682	$1,212,520	$1,427,082	$1,344,621	$1,240,681	$1,485,916	$1,382,440	$1,431,636	$1,470,466	$1,480,278	$1,467,170	$16,523,445	$1,516,911	$1,330,670	$338,139	$253,998	$226,754	$195,713	$230,532	$217,433
Prof - Other	$1,628,238	$1,739,095	$1,572,681	$4,940,014	$1,579,512	$1,734,720	$1,531,299	$1,813,399	$1,759,846	$1,582,658	$1,894,920	$1,797,714	$1,703,926	$1,824,792	$1,782,976	$1,735,258	$20,741,021	$1,803,744	$1,867,536	$1,813,744	$2,040,997	$1,797,979	$1,866,188	$1,823,232	$1,774,330
Capitation Payments	$480,384	$471,022	$480,242	$1,431,649	$264,681	$263,604	$262,209	$251,485	$242,064	$249,188	$246,364	$264,943	$222,740	$224,197	$220,634	$220,881	$2,932,990	$222,151	$224,037	$1,133,788	$1,110,341	$1,117,233	$1,118,003	$1,116,186	$1,186,601
Subcontractor Payments for Medical Services	$96,057	$97,717	$97,222	$290,996	$130,108	$164,740	$128,435	$142,227	$115,935	$96,741	$126,734	$117,941	$125,893	$116,922	$97,793	$94,110	$1,457,579	$148,835	$168,971	$149,303	$168,301	$142,635	$134,561	$151,691	$153,469
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																									
Inpatient Payments by the Claims Processing System	$1,481,858	$1,601,864	$1,652,695	$4,736,417	$1,753,932	$1,966,599	$1,903,445	$1,822,031	$1,718,707	$1,942,843	$1,897,487	$1,962,501	$1,807,123	$1,933,304	$1,986,693	$1,713,268	$22,407,933	$1,755,553	$1,784,929	$1,640,791	$1,267,952	$1,520,521	$1,544,438	$1,197,829	$1,252,343
Outpatient Payments by the Claims Processing System	$1,226,232	$1,162,660	$1,299,700	$3,688,592	$1,016,742	$1,153,927	$941,175	$613,953	$527,605	$451,246	$581,274	$533,676	$508,116	$578,187	$526,218	$556,101	$7,988,218	$606,141	$754,710	$752,151	$355,097	$832,605	$936,736	$1,013,294	$1,045,883
Supported Housing Payments by the Claims Processing Sys	$165,415	$167,121	$181,880	$514,416	$176,847	$181,499	$200,206	$225,668	$222,703	$240,717	$241,737	$228,638	$244,983	$240,553	$255,550	$244,832	$2,703,932	$246,459	$267,616	$232,292	$2,637	$247,649	$294,683	$298,008	$288,523
Intensive Outpatient Payments by the Claims Processing Sy	$53,205	$81,970	$79,391	$214,565	$80,192	$89,315	$73,223	$81,453	$70,655	$61,461	$79,725	$59,152	$79,867	$100,580	$92,205	$79,812	$947,640	$74,752	$74,692	$70,215	$16,438	$84,704	$87,038	$74,747	$67,566
Partial Hospitalization Payments by the Claims Processing	$2,752	$6,126	$4,108	$12,986	$2,578	$5,155	$3,724	$184	$2,103	$6,764	$13,798	$15,107	$57,066	$64,015	$64,001	$77,526	$312,022	$43,672	$72,938	$95,482	$785	$46,393	$64,910	$62,792	$33,033
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$12,691	$15,720	$9,380	$37,791	$13,531	$14,339	$13,792	$11,739	$13,316	$11,448	$13,925	$14,603	$15,491	$11,345	$15,366	$16,965	$165,861	$19,004	$13,053	$10,524	$11,514	$11,143	$6,851	$6,976	$9,325
Twenty-Three Hour Payments by the Claims Processing Sy	$0	$1,733	$12,235	$13,969	$3,560	$6,277	$8,484	$616	$829	$3,602	$372	$1,351	$4,832	$3,202	$8,580	$299	$42,004	$233	$191	$451	$1,161	$1,066	$1,315	$800	$160
CMHA Capitation Payments	$313,648	$331,291	$302,878	$947,818	$316,784	$317,085	$320,147	$319,690	$322,053	$322,020	$319,958	$326,766	$315,958	$327,487	$315,166	$325,099	$3,848,213	$318,568	$310,272	$323,633	$319,621	$315,027	$321,975	$320,295	$323,059
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance A	$2,400,055	$2,465,445	$2,523,534	$7,389,034	$2,403,671	$2,370,881	$2,474,297	$3,104,597	$3,205,906	$3,183,674	$3,235,072	$3,189,338	$3,297,381	$3,434,440	$3,437,453	$3,318,377	$36,655,087	$3,219,059	$2,958,900	$3,245,344	$3,318,808	$2,939,525	$2,242,947	$2,099,301	$2,151,696
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																									
Recoveries not Reflected in Claims Payments	-$58,514	-$58,514	-$58,514	-$175,542	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$702,167	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514	-$58,514
Total Payments	$38,196,242	$40,459,652	$40,041,684	$118,697,578	$39,739,669	$42,256,077	$40,422,177	$43,568,467	$40,113,706	$40,677,694	$45,460,870	$43,351,138	$42,781,105	$43,556,259	$43,150,102	$42,273,107	$507,350,372	$44,895,641	$43,130,217	$41,825,951	$40,412,960	$40,108,952	$39,270,431	$39,442,795	$40,138,323
UB92 IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Professional IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
LTC IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Total IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Payments and Remaining IBNR	$38,196,242	$40,459,652	$40,041,684	$118,697,578	$39,739,669	$42,256,077	$40,422,177	$43,568,467	$40,113,706	$40,677,694	$45,460,870	$43,351,138	$42,781,105	$43,556,259	$43,150,102	$42,273,107	$507,350,372	$44,895,641	$43,130,217	$41,825,951	$40,412,960	$40,108,952	$39,270,431	$39,442,795	$40,138,323
Medical Loss Ratio, Gross Premium	78.05%	82.84%	83.60%	81.48%	82.82%	87.62%	83.43%	89.54%	82.68%	83.72%	93.69%	89.29%	88.02%	93.25%	92.78%	91.13%	88.13%	91.84%	88.08%	85.52%	81.84%	80.57%	78.80%	79.90%	80.31%
Medical Loss Ratio, Net Premium	79.64%	84.53%	85.31%	83.15%	84.51%	89.40%	85.13%	91.37%	84.37%	85.43%	95.60%	91.11%	89.82%	95.16%	94.67%	92.99%	89.92%	93.71%	89.88%	87.06%	83.51%	82.21%	80.41%	81.53%	81.95%
Per Member Expense	$204.90	$217.48	$218.95	$213.74	$216.89	$229.21	$218.02	$234.08	$215.28	$218.32	$244.36	$232.34	$228.42	$232.79	$231.78	$227.47	$227.43	$242.56	$233.21	$226.03	$217.24	$214.40	$209.60	$211.20	$213.28

Medical Loss Ratio Report - Total
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month	2009 Incurred Month				For the Year Ended	2009 Incurred Month						2010 Incurred Month						For the Year Ended	2010 Incurred Month					
	March	April	May	June	6/30/2009	July	August	September	October	November	December	January	February	March	April	May	June	6/30/2010	July	August	September	October	November	December
Enrollment	190,142	191,838	192,882	194,486	2,259,833	193,482	192,406	190,840	191,203	191,550	192,027	195,125	195,762	196,847	197,539	197,961	199,076	2,333,818	198,527	200,355	201,773	202,366	202,373	202,248
Capitation Revenue	$50,392,708	$50,663,366	$50,711,245	$50,962,365	$597,943,485	$56,699,901	$55,549,745	$54,620,650	$54,560,133	$54,479,940	$54,329,104	$55,746,440	$55,628,096	$72,851,170	$72,953,405	$73,229,500	$73,823,709	$734,671,792	$72,999,675	$73,531,537	$73,867,382	$74,314,550	$74,571,774	$74,627,513
Premium Tax	$1,007,854	$1,013,267	$1,014,225	$1,019,247	$11,958,870	$3,118,495	$3,055,236	$3,004,136	$3,000,807	$2,996,397	$2,999,101	$3,066,054	$3,059,545	$4,006,814	$4,012,437	$4,027,622	$4,060,304	$40,406,949	$4,014,982	$4,044,235	$4,062,706	$4,087,300	$4,101,448	$4,104,513
Capitation Revenue Net of Premium Tax	$49,384,854	$49,650,098	$49,697,020	$49,943,118	$585,984,615	$53,581,407	$52,494,509	$51,616,514	$51,559,325	$51,483,543	$51,330,003	$52,680,386	$52,568,551	$68,844,356	$68,940,968	$69,201,877	$69,763,405	$694,264,843	$68,984,692	$69,487,303	$69,804,676	$70,227,250	$70,470,326	$70,523,000
Payments for Covered Services for the Month																								
Medical Services																								
CMS 1450/UB 92 Payments by the Claims Processing Syst																								
Inpatient - Maternity	$1,498,570	$1,403,272	$1,565,365	$1,427,910	$17,536,880	$1,511,753	$1,464,999	$1,605,172	$1,689,624	$1,535,506	$2,041,052	$1,451,632	$1,431,696	$1,461,528	$1,398,459	$1,473,809	$1,420,122	$18,485,352	$1,511,786	$1,607,428	$1,665,997	$1,785,117	$1,546,814	$1,711,702
Inpatient - Newborn	$2,324,926	$2,091,546	$2,453,226	$2,550,192	$28,372,905	$3,203,995	$2,581,706	$2,454,640	$2,876,122	$2,568,087	$2,876,905	$2,265,610	$2,022,144	$2,592,428	$2,300,014	$2,244,152	$2,780,714	$30,566,517	$3,369,972	$3,547,573	$2,460,611	$3,260,146	$2,324,879	$2,715,715
Inpatient -Medical	$4,579,919	$4,442,230	$4,259,336	$4,751,859	$51,124,036	$5,291,203	$3,598,922	$4,532,785	$5,486,589	$4,797,154	$4,094,078	$2,808,536	$2,814,093	$3,314,995	$2,996,206	$2,476,087	$3,244,095	$45,454,743	$2,997,140	$2,945,671	$2,900,003	$2,703,568	$2,953,026	$4,633,970
Inpatient - Surgery	$3,021,881	$2,606,965	$3,134,424	$3,075,637	$32,622,861	$3,074,906	$3,101,288	$2,842,373	$2,993,746	$2,366,716	$2,654,115	$3,629,613	$4,037,414	$3,715,429	$3,580,607	$2,810,257	$3,898,727	$38,705,191	$4,176,001	$5,471,819	$3,802,860	$3,342,931	$2,915,534	$3,196,311
Inpatient Other	$91,817	$58,188	$42,464	$76,998	$836,224	$132,140	$96,938	$70,136	$80,399	$72,154	$170,357	$1,687,756	$1,400,795	$2,210,586	$997,599	$933,028	$1,034,686	$8,886,575	$1,286,216	$461,159	$229,387	$431,181	$246,825	$208,886
Outpatient - Emergency Room	$2,811,085	$2,606,824	$2,710,551	$2,471,759	$29,453,196	$2,474,012	$2,895,652	$3,386,010	$2,843,637	$1,917,427	$1,898,773	$1,919,199	$1,738,822	$2,141,043	$2,060,970	$2,189,752	$2,072,185	$27,537,483	$2,052,954	$2,095,015	$2,039,892	$2,054,013	$2,116,400	$2,044,177
Outpatient - Laboratory	$576,808	$514,800	$501,857	$499,364	$5,777,644	$457,510	$485,473	$523,537	$426,888	$442,243	$457,860	$449,710	$432,221	$507,620	$457,709	$410,482	$454,818	$5,506,071	$425,148	$494,253	$466,928	$455,405	$480,247	$481,127
Outpatient - Radiology	$1,344,397	$1,379,856	$1,219,995	$1,265,026	$14,661,972	$1,306,601	$1,272,046	$1,181,358	$1,091,317	$956,484	$1,020,384	$985,403	$926,083	$1,189,482	$1,194,781	$1,047,400	$1,051,460	$13,222,799	$1,077,830	$1,170,694	$1,190,938	$1,192,332	$1,246,178	$1,048,561
Outpatient - Surgery	$1,764,197	$1,834,380	$1,710,540	$1,909,467	$18,943,521	$1,800,626	$1,876,338	$1,763,752	$1,916,333	$1,535,367	$1,652,516	$1,679,008	$1,665,746	$2,200,412	$2,039,968	$1,826,437	$2,021,481	$21,977,985	$1,990,274	$2,114,419	$1,965,007	$1,871,590	$1,818,337	$1,736,408
Outpatient - Other	$188,712	$193,879	$205,745	$201,792	$2,453,792	$203,788	$215,187	$239,408	$226,110	$232,566	$245,228	$221,811	$219,340	$258,150	$220,119	$210,934	$231,041	$2,723,682	$231,967	$240,759	$251,254	$269,620	$261,212	$232,930
Hospice	$679,452	$715,881	$811,176	$779,126	$8,274,393	$789,864	$757,969	$720,026	$751,273	$685,954	$707,040	$652,379	$592,294	$669,280	$650,836	$724,330	$806,283	$8,507,530	$772,052	$784,585	$791,336	$796,217	$722,444	$819,938
Long-Term Care Payments																								
Level I Facility	$0	$0	$0	$0	$6,303	$0	$600	$0	$0	$0	$0	$1,050	$1,050	$10,549,362	$10,234,120	$10,715,894	$10,288,095	$41,790,171	$11,546,827	$11,668,250	$11,383,053	$11,876,675	$11,472,089	$11,804,294
Level II Facility	$23,135	$18,750	$18,500	$41,500	$364,512	$48,800	$70,500	$60,125	$70,625	$78,250	$29,075	$38,875	$47,125	$1,348,014	$1,431,226	$1,510,214	$1,404,384	$6,137,213	$1,543,033	$1,553,525	$1,412,665	$1,395,431	$1,397,493	$1,404,513
Home and Community Based Services	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$874,092	$934,962	$1,015,046	$1,134,280	$3,958,380	$1,258,975	$1,357,739	$1,379,505	$1,432,725	$1,591,386	$1,747,605
CMS 1500 Payments by the Claims Processing System																								
Prof - E&M	$8,427,231	$8,262,122	$7,756,868	$7,988,235	$90,967,937	$8,258,559	$8,164,325	$8,232,538	$8,011,241	$7,398,475	$7,385,263	$7,158,969	$7,220,019	$8,664,723	$8,072,909	$7,026,621	$7,549,223	$93,142,864	$7,481,089	$8,083,092	$8,188,944	$7,818,951	$7,969,291	$7,309,027
Prof - Home Health	$2,760,406	$2,610,461	$2,532,648	$2,468,080	$42,491,136	$2,595,493	$2,589,941	$2,514,175	$2,507,538	$2,381,496	$2,417,699	$2,494,783	$2,358,766	$2,790,568	$2,712,863	$2,677,047	$2,651,860	$30,692,228	$2,610,956	$2,584,367	$2,458,151	$2,448,534	$2,424,569	$2,460,048
Prof - Maternity	$1,079,949	$1,039,770	$1,016,264	$1,082,837	$12,511,143	$1,227,422	$1,151,822	$1,210,314	$1,195,345	$1,075,951	$1,204,026	$1,164,358	$1,148,768	$1,268,721	$1,120,003	$1,109,389	$1,050,063	$13,926,180	$1,236,604	$1,265,930	$1,226,923	$1,163,320	$1,183,161	$1,196,944
Prof - Surgery	$716,239	$696,684	$639,981	$763,223	$7,927,111	$888,618	$762,302	$754,078	$702,450	$636,110	$576,648	$628,484	$591,113	$776,507	$682,712	$613,752	$696,308	$8,309,083	$679,250	$728,909	$715,559	$718,842	$659,202	$653,165
Prof - DME	$443,774	$466,169	$406,059	$379,581	$4,885,684	$394,632	$470,381	$378,690	$364,872	$396,261	$403,634	$371,455	$353,971	$438,736	$413,568	$386,169	$421,677	$4,793,845	$375,692	$448,451	$384,911	$465,842	$428,489	$482,668
Prof - Lab	$930,866	$908,485	$814,124	$879,903	$9,475,292	$879,735	$917,083	$958,967	$933,078	$794,747	$794,360	$787,412	$800,236	$960,074	$844,251	$706,812	$759,098	$10,135,853	$717,073	$814,589	$816,684	$736,322	$712,682	$675,012
Prof - Radiology	$1,044,726	$1,060,118	$976,803	$1,021,162	$11,160,089	$1,008,752	$956,732	$990,102	$970,834	$926,831	$940,753	$912,712	$895,072	$1,073,663	$1,005,483	$890,830	$966,680	$11,538,444	$942,253	$1,012,509	$984,911	$925,463	$919,178	$842,887
Prof - Transportation	$255,708	$262,583	$239,926	$251,344	$5,319,712	$248,179	$272,844	$288,530	$277,230	$248,184	$260,580	$276,305	$240,988	$277,739	$278,336	$276,160	$294,112	$3,239,185	$293,647	$308,859	$292,166	$299,686	$265,637	$294,640
Prof - Other	$1,916,761	$1,870,775	$1,823,588	$1,788,250	$22,187,122	$1,896,895	$2,016,097	$2,191,655	$2,147,194	$1,932,142	$1,844,765	$1,839,980	$1,761,527	$2,073,036	$1,928,958	$1,835,046	$1,918,947	$23,386,241	$1,931,254	$2,145,609	$2,080,386	$2,162,083	$2,042,681	$1,890,674
Capitation Payments	$1,195,326	$1,121,689	$1,122,418	$1,121,252	$11,789,027	$1,011,641	$1,004,859	$951,036	$1,181,922	$1,168,126	$1,162,645	$1,316,184	$1,349,446	$1,333,953	$1,365,493	$1,394,284	$1,381,282	$14,620,871	$1,427,917	$1,050,263	$1,419,077	$1,389,366	$1,434,293	$1,433,521
Subcontractor Payments for Medical Services	$176,019	$151,136	$129,014	$138,851	$1,812,787	$174,750	$218,399	$2,688	$3,032	$3,081	$1,583	$155,032	$151,097	$198,262	$173,387	$119,270	$143,999	$1,344,581	$193,525	$232,637	$184,060	$185,734	$169,172	$145,165
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																								
Inpatient Payments by the Claims Processing System	$1,323,229	$1,199,519	$1,198,150	$969,507	$16,654,761	$914,477	$913,245	$822,985	$767,323	$917,123	$852,768	$967,211	$960,121	$946,047	$805,749	$897,495	$864,760	$10,629,305	$1,105,761	$1,063,685	$1,069,623	$1,170,875	$1,020,909	$1,007,572
Outpatient Payments by the Claims Processing System	$1,159,124	$1,165,334	$1,158,269	$1,184,473	$10,963,816	$1,901,906	$1,960,733	$2,054,274	$2,084,875	$1,890,279	$1,932,755	$1,897,717	$1,868,625	$1,969,805	$1,989,283	$1,805,801	$1,836,871	$23,192,924	$1,651,156	$1,954,873	$2,014,643	$2,005,978	$2,025,428	$1,831,816
Supported Housing Payments by the Claims Processing Sys	$316,935	$250,684	$242,138	$239,062	$2,926,686	$331,257	$333,629	$331,320	$350,659	$347,827	$372,990	$390,982	$303,863	$318,810	$335,818	$353,965	$356,450	$4,127,572	$331,591	$364,749	$357,533	$388,183	$370,419	$380,849
Intensive Outpatient Payments by the Claims Processing Sy	$83,170	$76,821	$77,643	$81,571	$869,357	$71,666	$82,212	$78,099	$84,222	$66,498	$72,742	$62,286	$55,863	$79,980	$61,888	$66,417	$86,025	$867,898	$68,062	$68,225	$65,927	$64,039	$61,541	$66,313
Partial Hospitalization Payments by the Claims Processing	$47,541	$84,212	$108,429	$98,023	$758,210	$97,270	$96,892	$77,142	$73,150	$59,620	$105,265	$70,740	$82,000	$103,115	$104,780	$95,135	$77,660	$1,042,769	$53,972	$118,370	$121,865	$65,860	$5,595	$5,435
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$13,202	$13,115	$13,197	$10,029	$137,934	$12,074	$14,101	$11,841	$7,066	$9,963	$12,576	$11,684	$8,177	$9,908	$13,224	$13,293	$10,666	$134,573	$10,097	$11,180	$6,555	$10,606	$8,687	$12,318
Twenty-Three Hour Payments by the Claims Processing Sy	$3,644	$0	$3,447	$1,543	$14,011	$1,422	$1,111	$328	$2,930	$317	$160	$140	$965	$990	$0	$2,882	$433	$11,677	$247	$137	$182	$450	$1,382	$165
CMHA Capitation Payments	$329,484	$328,842	$331,942	$331,278	$3,873,995	$331,357	$323,447	$331,605	$327,513	$327,926	$328,829	$327,172	$348,813	$330,384	$347,693	$341,045	$340,543	$4,006,327	$340,890	$337,869	$354,517	$347,346	$348,376	$348,516
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance A	$2,244,745	$2,299,368	$2,236,270	$2,194,731	$31,150,693	$1,114,892	$1,126,965	$1,111,538	$1,117,009	$1,134,963	$1,133,493	$1,156,100	$1,156,357	$1,246,511	$1,229,594	$1,213,527	$1,185,838	$13,926,787	$1,135,957	$1,218,889	$1,271,569	$1,275,920	$1,292,220	$1,260,020
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																								
Recoveries not Reflected in Claims Payments	-$58,514	-$58,514	-$58,514	-$58,514	-$702,167	-$58,514	-$58,514	-$58,514	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$264,520	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886
Total Payments	$43,314,465	$41,675,946	$41,401,842	$41,985,052	$497,602,574	$43,597,680	$41,536,221	$42,612,713	$43,552,260	$38,893,944	$39,641,053	$39,770,400	$38,974,724	$57,884,066	$53,973,480	$51,402,874	$54,424,981	$546,264,376	$56,817,282	$59,316,195	$55,943,735	$56,500,468	$54,425,890	$56,073,004
UB92 IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	-$1	$0	-$2	$0	$0	$0	$0	$0	$0
Professional IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
LTC IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Total IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	-$1	$0	-$2	$0	$0	$0	$0	$0	$0
Payments and Remaining IBNR	$43,314,465	$41,675,946	$41,401,842	$41,985,052	$497,602,574	$43,597,680	$41,536,221	$42,612,713	$43,552,260	$38,893,944	$39,641,053	$39,770,400	$38,974,724	$57,884,066	$53,973,479	$51,402,873	$54,424,981	$546,264,374	$56,817,282	$59,316,195	$55,943,735	$56,500,468	$54,425,890	$56,073,004
Medical Loss Ratio, Gross Premium	85.95%	82.26%	81.64%	82.38%	83.22%	76.89%	74.77%	78.02%	79.82%	71.39%	72.70%	71.34%	70.06%	79.46%	73.98%	70.19%	73.72%	74.35%	77.83%	80.67%	75.74%	76.03%	72.98%	75.14%
Medical Loss Ratio, Net Premium	87.71%	83.94%	83.31%	84.07%	84.92%	81.37%	79.12%	82.56%	84.47%	75.55%	76.93%	75.49%	74.14%	84.08%	78.29%	74.28%	78.01%	78.68%	82.36%	85.36%	80.14%	80.45%	77.23%	79.51%
Per Member Expense	$227.80	$217.23	$214.65	$215.88	$220.19	$225.33	$215.88	$223.29	$227.78	$203.05	$206.43	$203.82	$199.09	$294.06	$273.23	$259.66	$273.39	$234.06	$286.19	$296.05	$277.26	$279.20	$268.94	$277.25

Medical Loss Ratio Report - Total
Grand Region

MCO	1944
AMERIGROUP, Tennessee, Inc.	

Reporting Month	2011 Incurred Month						For the Year Ended	2011 Incurred Month						2012 Incurred Month						For the Year Ended		
	January	February	March	April	May	June	6/30/2011	July	August	September	October	November	December	January	February	March	April	May	June	6/30/2012	July	August
Enrollment	202,354	202,349	202,604	202,721	203,164	202,971	2,423,806	201,241	201,941	202,807	203,364	202,758	202,379	202,044	201,969	201,617	201,786	201,530	201,436	2,424,873	199,950	201,170
Capitation Revenue	$75,175,608	$75,128,153	$75,401,993	$75,741,234	$75,896,151	$76,145,209	$897,400,779	$70,460,349	$71,052,425	$71,367,413	$71,786,436	$71,819,748	$71,819,742	$71,243,992	$71,532,701	$71,720,264	$71,914,394	$72,024,563	$72,165,826	$858,907,853	$71,741,457	$71,807,895
Premium Tax	$4,134,658	$4,132,048	$4,147,110	$4,165,768	$4,174,288	$4,187,986	$49,357,043	$3,875,319	$3,907,883	$3,925,208	$3,948,254	$3,950,086	$3,950,086	$3,918,420	$3,934,299	$3,944,615	$3,955,292	$3,961,351	$3,969,120	$47,239,932	$3,945,780	$3,949,434
Capitation Revenue Net of Premium Tax	$71,040,950	$70,996,104	$71,254,884	$71,575,466	$71,721,863	$71,957,222	$848,043,737	$66,585,030	$67,144,541	$67,442,205	$67,838,182	$67,869,661	$67,869,656	$67,325,573	$67,598,402	$67,775,650	$67,959,102	$68,063,212	$68,196,706	$811,667,921	$67,795,677	$67,858,461
Payments for Covered Services for the Month																						
Medical Services																						
CMS 1450/UB 92 Payments by the Claims Processing Syst																						
Inpatient - Maternity	$1,592,718	$1,607,070	$1,611,651	$1,320,132	$1,435,706	$1,529,994	$18,926,116	$1,614,810	$1,746,914	$1,621,449	$1,457,038	$1,542,656	$1,664,233	$1,519,862	$1,567,047	$1,606,139	$1,575,177	$1,608,249	$1,452,555	$18,976,129	$1,829,503	$1,585,011
Inpatient - Newborn	$3,496,216	$2,152,396	$3,601,916	$3,437,764	$3,491,188	$2,353,575	$36,211,950	$2,388,449	$2,969,894	$2,657,573	$2,892,704	$2,905,672	$2,391,559	$3,911,499	$2,380,259	$3,034,099	$2,428,961	$2,628,429	$2,685,455	$33,274,553	$3,199,216	$2,739,654
Inpatient -Medical	$3,075,363	$2,982,040	$3,121,253	$3,681,989	$3,110,879	$3,255,819	$38,360,720	$2,332,763	$3,503,007	$2,725,007	$2,772,902	$3,061,941	$3,509,896	$4,286,367	$3,971,009	$3,346,902	$3,491,256	$2,904,601	$2,892,929	$38,798,580	$3,186,609	$3,193,967
Inpatient - Surgery	$4,502,238	$3,022,501	$4,341,421	$3,457,399	$4,118,570	$4,545,033	$46,892,614	$3,680,111	$3,314,818	$3,724,626	$3,397,283	$3,746,356	$4,273,977	$4,566,016	$4,579,133	$5,175,549	$5,040,754	$4,249,968	$5,271,886	$51,020,478	$3,494,125	$3,880,450
Inpatient Other	$233,250	$454,279	$310,124	$416,397	$166,574	$197,274	$4,641,554	$220,351	$184,368	$224,170	$363,259	$143,342	$252,314	$210,758	$151,563	$155,105	$123,185	$283,287	$246,151	$2,557,853	$202,346	$192,267
Outpatient - Emergency Room	$2,311,185	$2,103,243	$2,164,011	$2,146,364	$2,260,970	$2,089,186	$25,477,410	$2,153,634	$2,226,734	$2,170,054	$2,138,084	$2,025,947	$2,013,777	$2,179,695	$2,523,732	$2,777,288	$2,675,834	$2,739,045	$2,601,215	$28,225,040	$2,684,339	$2,902,942
Outpatient - Laboratory	$532,226	$508,737	$546,492	$489,752	$496,762	$476,911	$5,853,990	$433,400	$521,697	$480,229	$483,281	$477,679	$415,735	$457,522	$369,924	$381,196	$359,713	$359,892	$321,995	$5,062,264	$341,505	$376,906
Outpatient - Radiology	$977,128	$994,112	$1,207,060	$1,113,225	$1,130,312	$1,104,964	$13,455,535	$969,029	$1,148,431	$1,141,561	$1,088,214	$1,032,150	$938,260	$1,076,488	$1,021,354	$1,022,790	$1,063,202	$1,049,032	$916,475	$12,466,985	$1,006,469	$1,110,245
Outpatient - Surgery	$1,674,422	$1,880,244	$2,157,165	$2,116,694	$1,932,673	$2,165,556	$23,422,792	$1,896,301	$2,237,795	$1,998,762	$1,908,567	$2,028,586	$1,831,786	$2,330,299	$2,363,336	$2,277,834	$2,359,280	$2,313,466	$2,207,265	$25,773,279	$2,449,390	$2,656,080
Outpatient - Other	$220,309	$225,794	$256,030	$243,650	$242,889	$248,544	$2,924,959	$257,722	$283,812	$257,448	$269,472	$263,872	$305,727	$311,095	$296,686	$298,819	$281,240	$299,169	$287,809	$3,412,808	$277,355	$315,787
Hospice	$805,814	$759,350	$830,145	$803,379	$895,944	$857,431	$9,638,637	$923,197	$877,265	$852,723	$818,604	$782,923	$796,087	$707,435	$765,634	$859,072	$761,621	$806,744	$793,807	$9,745,112	$862,695	$865,157
Long-Term Care Payments																						
Level I Facility	$11,683,348	$10,220,721	$11,471,831	$11,128,219	$11,543,969	$11,230,402	$137,029,679	$11,677,004	$11,879,943	$11,335,267	$11,684,966	$11,173,142	$11,597,553	$11,262,347	$10,375,867	$11,344,010	$10,862,747	$11,541,702	$11,179,771	$135,914,319	$12,608,097	$12,620,677
Level II Facility	$1,360,396	$1,235,457	$1,405,149	$1,404,509	$1,425,465	$1,346,632	$16,884,268	$1,395,729	$1,346,305	$1,248,883	$1,363,670	$1,413,455	$1,399,693	$1,341,566	$1,245,326	$1,390,584	$1,343,667	$1,359,910	$1,243,849	$16,092,638	$1,229,897	$1,015,882
Home and Community Based Services	$1,697,085	$1,709,588	$2,003,611	$1,981,794	$2,128,168	$2,156,422	$20,444,604	$2,186,791	$2,487,676	$2,470,672	$2,643,339	$2,712,199	$2,827,013	$2,863,293	$2,874,024	$3,110,260	$3,069,941	$3,360,420	$3,236,577	$33,842,206	$3,252,472	$3,465,635
CMS 1500 Payments by the Claims Processing System																						
Prof - E&M	$7,526,611	$8,065,439	$8,558,029	$7,771,835	$7,918,466	$7,635,215	$94,325,988	$7,005,467	$8,604,506	$7,836,596	$7,738,154	$7,684,862	$7,217,621	$8,371,883	$8,241,196	$8,521,421	$8,044,435	$8,250,034	$7,502,321	$95,018,497	$7,256,673	$8,198,401
Prof - Home Health	$2,342,652	$2,132,330	$2,377,634	$2,248,640	$2,288,595	$2,162,355	$28,538,832	$2,047,578	$2,054,001	$1,950,097	$1,962,128	$1,983,564	$1,978,522	$1,876,305	$1,769,183	$1,889,332	$1,809,923	$1,852,076	$1,751,398	$22,924,110	$1,807,364	$1,848,495
Prof - Maternity	$1,133,360	$1,101,534	$1,171,342	$1,135,657	$1,129,022	$1,249,886	$14,193,683	$1,176,294	$1,346,342	$1,254,388	$1,133,829	$1,192,597	$1,261,338	$1,258,569	$1,335,020	$1,398,036	$1,313,283	$1,315,259	$1,246,882	$15,231,836	$1,424,118	$1,397,097
Prof - Surgery	$745,546	$651,876	$717,441	$784,547	$810,925	$843,530	$8,708,792	$702,153	$814,576	$800,842	$690,716	$670,276	$641,685	$785,877	$748,977	$745,887	$847,867	$815,363	$755,810	$9,020,029	$813,960	$803,473
Prof - DME	$431,127	$347,395	$429,818	$433,224	$443,422	$457,171	$5,128,209	$447,889	$430,605	$424,117	$482,639	$487,089	$533,696	$481,802	$530,567	$485,307	$569,827	$543,037	$539,087	$5,955,662	$484,129	$526,172
Prof - Lab	$762,548	$809,873	$861,043	$732,775	$753,666	$765,889	$9,158,156	$655,142	$814,601	$726,096	$659,737	$712,992	$680,038	$803,903	$807,720	$826,510	$800,854	$873,887	$819,562	$9,181,042	$817,288	$948,967
Prof - Radiology	$866,734	$843,168	$1,014,451	$925,983	$944,054	$924,562	$11,146,152	$789,411	$941,832	$936,462	$912,084	$886,857	$851,273	$925,473	$966,502	$948,833	$951,228	$950,374	$886,175	$10,946,501	$875,014	$966,543
Prof - Transportation	$323,702	$275,368	$319,838	$315,787	$310,686	$292,246	$3,592,261	$303,994	$280,642	$295,529	$278,638	$256,806	$242,539	$281,043	$263,318	$279,146	$286,410	$303,994	$303,512	$3,375,572	$278,395	$290,448
Prof - Other	$1,994,034	$1,959,917	$2,174,722	$2,013,609	$2,029,338	$1,974,532	$24,378,838	$1,923,925	$2,258,246	$2,097,413	$2,097,837	$1,994,396	$1,916,830	$2,091,883	$2,049,444	$2,164,679	$2,148,888	$2,242,490	$2,019,174	$25,005,207	$2,085,986	$2,345,467
Capitation Payments	$1,315,543	$1,388,084	$1,476,705	$1,429,700	$1,427,337	$1,410,641	$16,602,448	$1,404,222	$1,427,557	$1,403,625	$1,391,077	$1,479,697	$1,370,833	$1,289,657	$1,294,855	$1,305,268	$1,266,578	$1,317,442	$1,344,569	$16,295,381	$1,287,330	$1,346,515
Subcontractor Payments for Medical Services	$171,898	$157,781	$214,820	$176,223	$150,339	$155,909	$2,137,264	$207,076	$255,891	$186,157	$207,223	$209,297	$189,384	$211,649	$231,329	$228,804	$199,549	$177,311	$171,211	$2,474,882	$257,449	$262,803
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																						
Inpatient Payments by the Claims Processing System	$1,035,277	$1,105,266	$1,256,083	$1,365,986	$1,304,862	$1,348,884	$13,854,783	$1,305,424	$1,386,982	$1,197,232	$1,173,093	$1,195,772	$1,127,153	$1,253,030	$1,259,717	$1,280,257	$1,225,907	$1,383,730	$1,120,196	$14,908,493	$1,261,038	$1,337,838
Outpatient Payments by the Claims Processing System	$1,836,717	$1,888,229	$2,238,112	$2,126,636	$2,065,810	$1,965,466	$23,604,863	$1,827,242	$2,169,752	$2,384,202	$2,369,509	$2,359,315	$2,153,708	$2,455,385	$2,497,713	$2,563,432	$2,470,297	$2,585,716	$2,305,876	$28,142,147	$2,256,087	$2,502,388
Supported Housing Payments by the Claims Processing Sys	$382,246	$340,478	$344,993	$359,262	$365,564	$382,194	$4,368,061	$420,811	$439,165	$413,061	$434,458	$426,269	$436,221	$450,177	$434,609	$453,161	$482,462	$503,606	$506,487	$5,400,487	$515,306	$552,343
Intensive Outpatient Payments by the Claims Processing Sy	$51,178	$61,512	$70,171	$66,500	$65,186	$65,515	$774,167	$65,703	$79,145	$55,348	$50,181	$44,107	$61,190	$63,822	$82,368	$61,241	$52,254	$65,441	$59,021	$739,821	$57,858	$58,978
Partial Hospitalization Payments by the Claims Processing	$7,090	$1,395	$6,215	$8,175	$15,760	$5,385	$415,117	$6,930	$14,387	$12,838	$12,596	$6,346	$4,217	$15,264	$6,591	$4,414	$5,805	$11,975	$16,759	$118,122	$8,023	$21,020
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$11,760	$9,647	$12,198	$12,565	$15,988	$12,779	$134,380	$14,706	$12,197	$13,043	$17,854	$14,412	$15,087	$15,242	$16,296	$19,271	$13,904	$16,926	$14,250	$183,188	$17,346	$13,278
Twenty-Three Hour Payments by the Claims Processing Sy	$348	$82	$915	$491	$843	$543	$5,786	$247	$0	$697	$1,015	$1,232	$1,239	$615	$165	$82	$932	$0	$450	$6,674	$175	$568
CMHA Capitation Payments	$338,991	$353,479	$347,348	$343,752	$347,943	$354,610	$4,163,637	$337,898	$355,022	$345,043	$347,901	$354,748	$342,066	$347,039	$354,286	$347,621	$346,607	$346,097	$341,544	$4,165,871	$346,450	$347,510
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance A	$1,278,997	$1,308,232	$1,379,530	$1,342,706	$1,373,728	$1,300,132	$15,437,900	$1,184,605	$1,305,854	$1,008,643	$997,090	$1,003,991	$1,002,530	$1,020,648	$1,041,685	$1,046,993	$1,020,990	$1,038,062	$948,469	$12,619,560	$927,268	$994,686
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																						
Recoveries not Reflected in Claims Payments	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$118,638	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$118,638	-$9,886	-$9,886
Total Payments	$56,708,171	$52,626,728	$59,989,379	$57,325,434	$58,131,919	$56,855,298	$680,715,503	$53,946,121	$59,730,076	$56,239,968	$56,229,260	$56,264,660	$56,234,894	$61,013,622	$58,406,545	$61,339,458	$59,284,693	$60,086,789	$57,980,602	$696,756,688	$59,391,390	$61,673,763
UB92 IBNR	-$2,328	-$1,763	-$4,575	-$6,093	-$8,337	-$10,171	-$33,267	-$10,307	-$14,821	-$14,577	-$16,179	-$16,278	-$18,797	-$26,357	-$28,093	-$34,070	-$32,724	-$25,558	-$34,056	-$271,815	-$36,346	-$33,112
Professional IBNR	-$4,598	-$3,966	-$8,783	-$9,814	-$13,561	-$16,704	-$57,425	-$18,746	-$28,144	-$27,346	-$30,605	-$30,849	-$31,796	-$47,347	-$57,719	-$66,959	-$67,127	-$73,350	-$71,110	-$551,098	-$77,069	-$94,608
LTC IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Total IBNR	-$6,926	-$5,729	-$13,358	-$15,907	-$21,897	-$26,874	-$90,692	-$29,053	-$42,964	-$41,923	-$46,784	-$47,126	-$50,592	-$73,704	-$85,812	-$101,028	-$99,851	-$98,908	-$105,166	-$822,913	-$113,415	-$127,720
Payments and Remaining IBNR	$56,701,245	$52,620,999	$59,976,021	$57,309,526	$58,110,021	$56,828,424	$680,622,811	$53,917,068	$59,687,112	$56,198,044	$56,182,476	$56,217,533	$56,184,302	$60,939,918	$58,320,733	$61,238,430	$59,184,842	$59,987,881	$57,875,436	$695,933,775	$59,277,975	$61,546,043
Medical Loss Ratio, Gross Premium	75.43%	70.04%	79.54%	75.66%	76.57%	74.63%	75.84%	76.52%	84.00%	78.74%	78.26%	78.28%	78.23%	85.54%	81.53%	85.39%	82.30%	83.29%	80.20%	81.03%	82.63%	85.71%
Medical Loss Ratio, Net Premium	79.81%	74.12%	84.17%	80.07%	81.02%	78.98%	80.26%	80.97%	88.89%	83.33%	82.82%	82.83%	82.78%	90.52%	86.28%	90.35%	87.09%	88.14%	84.87%	85.74%	87.44%	90.70%
Per Member Expense	$280.21	$260.05	$296.03	$282.70	$286.03	$279.98	$280.81	$267.92	$295.57	$277.10	$276.27	$277.26	$277.62	$301.62	$288.76	$303.74	$293.30	$297.66	$287.31	$287.00	$296.46	$305.94

Medical Loss Ratio Report - Total
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month	2012 Incurred Month				2013 Incurred Month						For the Year Ended 6/30/2013	2013 Incurred Month						For the Year Ended 6/30/2014
	September	October	November	December	January	February	March	April	May	June		July	August	September	October	November	December	
Enrollment	202,514	202,047	201,361	200,363	199,570	199,254	198,094	198,166	198,215	198,466	2,399,171	196,129	197,404	198,071	197,743	197,352	193,654	1,180,352
Capitation Revenue	$71,978,040	$71,963,361	$71,833,729	$71,484,995	$71,992,786	$71,691,564	$71,233,794	$70,987,380	$70,806,810	$70,463,457	$857,985,268	$71,437,627	$71,521,702	$71,328,109	$71,004,008	$70,473,791	$68,854,909	$424,620,146
Premium Tax	$3,958,792	$3,957,985	$3,950,855	$3,931,675	$3,959,603	$3,943,036	$3,917,859	$3,904,306	$3,894,375	$3,875,490	$47,189,190	$3,929,070	$3,933,694	$3,923,046	$3,905,220	$3,876,059	$3,787,020	$23,354,108
Capitation Revenue Net of Premium Tax	$68,019,248	$68,005,376	$67,882,874	$67,553,320	$68,033,183	$67,748,528	$67,315,935	$67,083,074	$66,912,435	$66,587,967	$810,796,078	$67,508,558	$67,588,008	$67,405,063	$67,098,788	$66,597,733	$65,067,889	$401,266,038
Payments for Covered Services for the Month																		
Medical Services																		
CMS 1450/UB 92 Payments by the Claims Processing Syst																		
Inpatient - Maternity	$1,562,130	$1,770,323	$1,679,020	$1,504,151	$1,687,804	$1,517,060	$1,737,039	$1,534,179	$1,653,034	$1,648,661	$19,707,916	$1,836,339	$1,589,668	$1,563,694	$1,596,412	$1,651,428	$631,444	$8,868,985
Inpatient - Newborn	$2,567,573	$5,082,446	$3,058,510	$2,648,075	$2,843,013	$3,255,965	$3,102,396	$2,559,730	$3,643,941	$3,707,461	$38,407,980	$4,445,286	$2,464,571	$2,175,032	$2,697,232	$1,296,585	$159,572	$13,238,077
Inpatient -Medical	$2,737,768	$2,857,741	$3,099,128	$2,980,498	$2,896,520	$2,584,853	$3,192,249	$2,844,630	$3,422,139	$2,882,950	$35,879,072	$3,312,592	$2,495,219	$2,198,762	$2,781,213	$2,440,318	$442,597	$13,670,700
Inpatient - Surgery	$3,138,973	$5,012,519	$3,774,147	$3,826,720	$4,511,198	$3,639,884	$4,075,374	$3,866,061	$3,544,419	$3,942,517	$46,726,389	$4,065,181	$3,643,194	$3,868,583	$3,052,914	$2,007,957	$472,884	$17,110,713
Inpatient Other	$175,747	$194,800	$391,957	$206,468	$181,578	$115,761	$169,207	$83,105	$114,019	$165,459	$2,192,715	$201,288	$97,961	$133,786	$121,632	$51,057	$16,642	$622,366
Outpatient - Emergency Room	$2,851,759	$2,839,964	$2,473,446	$2,697,491	$2,669,907	$2,295,896	$2,478,091	$2,476,052	$2,576,251	$2,423,755	$31,369,893	$2,524,621	$2,717,976	$2,690,348	$2,519,010	$2,228,422	$1,191,596	$13,871,973
Outpatient - Laboratory	$321,725	$374,679	$354,710	$367,650	$415,242	$344,273	$332,028	$363,891	$337,638	$303,211	$4,235,458	$346,997	$333,506	$334,373	$341,284	$307,769	$168,943	$1,832,872
Outpatient - Radiology	$1,016,304	$1,125,464	$973,394	$929,026	$1,041,481	$987,194	$995,733	$1,055,184	$1,063,269	$965,794	$12,267,557	$1,082,790	$1,030,595	$977,671	$1,011,652	$767,732	$342,174	$5,212,614
Outpatient - Surgery	$2,064,023	$2,585,725	$2,447,184	$1,879,191	$2,578,300	$2,443,178	$2,374,543	$2,579,636	$2,513,920	$2,075,260	$28,644,429	$2,312,657	$2,272,710	$2,083,522	$2,040,924	$1,619,613	$757,946	$11,087,373
Outpatient - Other	$304,650	$357,472	$385,855	$456,934	$520,309	$483,144	$467,197	$494,542	$474,130	$429,061	$4,966,436	$477,066	$534,997	$516,859	$590,581	$590,992	$226,954	$2,937,448
Hospice	$850,653	$897,740	$826,732	$832,637	$856,555	$717,637	$866,186	$801,006	$837,486	$789,391	$10,003,877	$826,277	$775,139	$766,470	$658,391	$536,175	$2,715	$3,565,168
Long-Term Care Payments																		
Level I Facility	$12,266,990	$12,729,049	$12,183,619	$12,441,879	$12,280,338	$10,629,917	$11,881,063	$11,346,048	$11,725,585	$11,295,712	$144,008,974	$11,855,779	$11,547,476	$11,011,131	$11,362,394	$10,495,836	$1,162,237	$57,434,853
Level II Facility	$825,051	$809,516	$733,609	$727,517	$687,293	$623,770	$695,588	$685,303	$739,716	$680,445	$9,453,387	$751,502	$793,463	$683,898	$723,711	$645,302	$37,320	$3,635,194
Home and Community Based Services	$3,238,924	$3,600,733	$3,460,583	$3,355,988	$3,567,722	$3,236,237	$3,454,312	$3,527,987	$3,655,992	$3,375,285	$41,191,868	$3,586,998	$3,603,148	$3,429,300	$3,564,660	$3,201,313	$1,560,381	$18,945,801
CMS 1500 Payments by the Claims Processing System																		
Prof - E&M	$7,212,459	$8,201,690	$7,873,205	$7,341,618	$9,614,130	$8,509,827	$8,353,329	$8,604,211	$8,397,069	$7,499,053	$97,061,664	$8,034,721	$8,533,511	$7,980,356	$8,070,391	$6,745,256	$3,598,939	$42,963,174
Prof - Home Health	$1,697,900	$1,824,737	$1,731,427	$1,770,453	$1,795,507	$1,600,115	$1,732,260	$1,726,582	$1,768,941	$1,623,946	$20,927,726	$1,696,311	$1,676,769	$1,598,799	$1,609,381	$1,446,151	$384,241	$8,411,652
Prof - Maternity	$1,290,706	$1,373,054	$1,368,547	$1,252,219	$1,342,213	$1,256,997	$1,396,892	$1,273,538	$1,320,189	$1,288,621	$15,984,191	$1,496,492	$1,426,311	$1,318,168	$1,280,797	$1,058,335	$536,231	$7,116,334
Prof - Surgery	$719,627	$804,509	$769,985	$611,990	$769,292	$722,547	$652,435	$793,146	$827,320	$683,850	$8,972,133	$764,085	$691,062	$687,542	$698,696	$591,999	$319,783	$3,753,168
Prof - DME	$465,828	$568,903	$597,632	$649,201	$531,346	$251,248	$202,300	$122,673	$161,449	$130,408	$4,691,288	$84,325	$175,130	$164,716	$166,096	$106,640	$69,526	$766,433
Prof - Lab	$768,225	$879,643	$836,247	$768,421	$1,003,754	$926,441	$889,707	$915,958	$910,725	$863,951	$10,529,326	$956,469	$1,006,923	$985,354	$1,049,854	$820,506	$493,318	$5,312,424
Prof - Radiology	$856,157	$979,777	$857,278	$767,954	$933,095	$816,492	$833,037	$889,303	$862,017	$802,010	$10,438,676	$871,567	$870,686	$850,735	$871,082	$710,635	$383,228	$4,557,934
Prof - Transportation	$256,051	$281,092	$245,769	$287,667	$261,506	$242,952	$256,902	$281,194	$280,247	$296,693	$3,258,916	$291,661	$280,972	$287,700	$248,991	$200,720	$87,629	$1,397,672
Prof - Other	$2,118,361	$2,410,939	$2,204,995	$2,094,330	$2,527,596	$2,179,370	$2,212,566	$2,294,461	$2,249,450	$2,047,699	$26,771,221	$2,326,520	$2,396,206	$2,280,340	$2,414,917	$1,978,097	$1,004,629	$12,400,707
Capitation Payments	$1,334,256	$1,370,854	$1,378,445	$1,372,483	$1,345,948	$1,795,204	$1,775,102	$1,849,490	$1,853,783	$1,875,472	$18,584,883	$1,706,652	$1,794,654	$1,781,433	$1,704,318	$1,747,293	$1,713,848	$10,448,197
Subcontractor Payments for Medical Services	$216,501	$235,550	$206,253	$189,444	$226,293	$234,718	$233,585	$210,374	$179,835	$182,994	$2,635,801	$266,298	$280,714	$233,399	$253,306	$203,986	$114,752	$1,352,454
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																		
Inpatient Payments by the Claims Processing System	$1,153,963	$1,243,084	$1,220,276	$1,156,993	$1,349,814	$1,247,019	$1,334,282	$1,402,450	$1,456,663	$1,414,990	$15,578,411	$1,584,039	$1,492,149	$1,212,593	$1,252,664	$825,266	$144,464	$6,511,176
Outpatient Payments by the Claims Processing System	$2,262,622	$3,297,034	$3,030,520	$2,815,139	$3,342,461	$3,108,292	$3,080,918	$3,555,404	$3,178,622	$2,843,863	$35,073,351	$2,912,893	$3,076,443	$2,882,151	$3,124,912	$2,577,682	$1,123,128	$15,697,209
Supported Housing Payments by the Claims Processing Sys	$529,096	$557,067	$551,611	$571,773	$558,927	$502,130	$569,218	$542,768	$567,587	$552,118	$6,569,944	$578,328	$621,061	$604,642	$608,122	$510,343	$284,650	$3,207,146
Intensive Outpatient Payments by the Claims Processing Sy	$47,916	$67,738	$57,068	$53,885	$63,995	$61,997	$84,702	$86,760	$66,841	$61,894	$769,632	$65,360	$77,492	$73,119	$52,880	$33,020	$4,050	$305,921
Partial Hospitalization Payments by the Claims Processing S	$20,750	$20,889	$13,134	$5,020	$15,407	$21,456	$26,674	$19,038	$37,036	$15,301	$223,748	$22,609	$28,246	$17,682	$23,044	$19,214	$5,929	$116,724
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$15,041	$11,493	$12,541	$14,740	$19,400	$11,946	$13,127	$14,978	$14,088	$17,000	$174,978	$17,383	$15,891	$14,373	$16,395	$10,980	$4,055	$79,077
Twenty-Three Hour Payments by the Claims Processing Sy	$165	$498	$400	$243	$411	$772	$334	$130	$294	$707	$4,696	$668	$1,028	$130	$902	$635	$219	$3,582
CMHA Capitation Payments	$343,650	$353,056	$323,249	$326,497	$337,022	$331,856	$322,773	$333,338	$329,936	$330,686	$4,026,024	$323,364	$324,331	$337,846	$330,178	$332,095	$318,141	$1,965,955
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance A	$994,412	$156,960	$151,195	$149,945	$162,385	$164,185	$152,920	$168,360	$155,245	$85,980	$4,263,541	$80,800	$133,750	$151,945	$155,075	$6,160	$0	$527,730
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																		
Recoveries not Reflected in Claims Payments	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$9,886	-$118,638	$0	$0	$0	$0	$0	$0	$0
Total Payments	$56,216,067	$64,862,652	$59,261,786	$57,044,354	$62,927,876	$56,870,445	$59,934,179	$59,091,642	$60,908,992	$57,292,312	$715,475,459	$61,705,916	$58,802,951	$55,896,450	$56,994,010	$47,765,312	$17,764,167	$298,928,806
UB92 IBNR	-$39,117	-$81,244	-$44,073	$1,086,387	-$11,886	-$8,967	$207	$709,993	$1,400,324	$570,469	$3,512,633	$1,735,420	$1,191,469	$1,436,039	$3,613,075	$5,139,522	$18,560,772	$31,676,296
Professional IBNR	-$85,567	-$105,537	-$105,894	-$108,847	-$65,152	-$56,028	-$27,197	-$122,760	-$48,678	-$86,202	-$983,538	-$38,897	$161,734	$676,465	$2,613,351	$4,749,066	$14,148,150	$22,309,869
LTC IBNR	$0	$0	$0	$0	-$50,561	-$48,513	-$43,444	-$36,997	-$39,251	-$39,779	-$258,545	-$39,249	$200,634	$419,734	$688,087	$1,350,193	$13,866,173	$16,485,572
Total IBNR	-$124,685	-$186,782	-$149,967	$977,540	-$127,599	-$113,508	-$70,434	$550,235	$1,312,395	$444,488	$2,270,550	$1,657,274	$1,553,838	$2,532,238	$6,914,512	$11,238,781	$46,575,095	$70,471,737
Payments and Remaining IBNR	$56,091,383	$64,675,871	$59,111,819	$58,021,894	$62,800,277	$56,756,937	$59,863,745	$59,641,877	$62,221,387	$57,736,800	$717,746,008	$63,363,190	$60,356,789	$58,428,687	$63,908,522	$59,004,093	$64,339,262	$369,400,543
Medical Loss Ratio, Gross Premium	77.93%	89.87%	82.29%	81.17%	87.23%	79.17%	84.04%	84.02%	87.87%	81.94%	83.65%	88.70%	84.39%	81.92%	90.01%	83.72%	93.44%	87.00%
Medical Loss Ratio, Net Premium	82.46%	95.10%	87.08%	85.89%	92.31%	83.78%	88.93%	88.91%	92.99%	86.71%	88.52%	93.86%	89.30%	86.68%	95.25%	88.60%	98.88%	92.06%
Per Member Expense	$276.98	$320.10	$293.56	$289.58	$314.68	$284.85	$302.20	$300.97	$313.91	$290.92	$299.16	$323.07	$305.75	$294.99	$323.19	$298.98	$332.24	$312.96

ANNUAL STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

2013

TO THE

Insurance Department

OF THE STATE OF

Tennessee

For the Year Ending
December 31, 2013

HEALTH

2013

12941201320100100 2013 Document Code: 201

ANNUAL STATEMENT

For the Year Ending December 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Tennessee, Inc.

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

Organized under the Laws of Tennessee, State of Domicile or Port of Entry Tennessee

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health[ ] Property/Casualty[ ] Hospital, Medical & Dental Service or Indemnity[ ]
Dental Service Corporation[ ] Vision Service Corporation[ ] Health Maintenance Organization[X]
Other[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]

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

Statutory Home Office 22 Century Boulevard, Suite 310 (Street and Number), Nashville, TN, US 37214 (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.amerigroup.com

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

OFFICERS

Name	Title	
Charles Brian Shipp	Chairperson	#
Alvin Brock King	President/CEO	
Edna Laverne Willingham	Vice President/COO	
Jack Louis Young	Vice President/Assistant Secretary	#
Kathleen Susan Kiefer	Secretary	
Robert David Kretschmer	Treasurer	
Eric (Rick) Kenneth Noble	Assistant Treasurer	#
Kendall Benjamin Edwards	Vice President, Finance	

OTHERS

Mark Daniel Justus, Valuation Actuary #

DIRECTORS OR TRUSTEES

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

State of Virginia
County of Virginia Beach ss

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

(Signature)	(Signature)	(Signature)
Alvin Brock King	Kathleen Susan Kiefer	Robert David Kretschmer
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President/CEO	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 21st day of March, 2014

(Notary Public Signature)

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

NOTARY PUBLIC VIRGINIA
NANCY M. NEWSOM
Notary Public - Reg. # 191631
Commonwealth of Virginia
My Commission Expires Apr. 30, 2017

12941201328500100 2013 Document Code: 285

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES

For the year ended December 31, 2013
(To Be Filed by April 1)

Of The AMERIGROUP Tennessee, Inc.
Address (City, State, Zip Code) Nashville, TN, 37214
NAIC Group Code 0671 NAIC Company Code 12941 Employer's ID Number 20-4776597

The Investment Risk Interrogatories are to be filed by April 1. They are also to be included with the Audited Statutory Financial Statements.
Answer the following interrogatories by reporting the applicable U. S. dollar amounts and percentages of the reporting entity's total admitted assets held in that category of investments.

1. Reporting entity's total admitted assets as reported on Page 2 of this annual statement. $ 236,720,888

	1 Issuer	2 Description of Exposure	3 Amount	4 Percentage of Total Admitted Assets
2.	Ten largest exposures to a single issuer/borrower/investment.			
2.01	Fannie Mae	Bond	9,861,848	4.166
2.02	State of Maryland	Bond	5,446,730	2.301
2.03	Ishares Intermediate Credit	Bond	4,990,402	2.108
2.04	Texas St Pub Fin Auth Rev	Bond	4,968,014	2.099
2.05	Tennessee St	Bond	4,867,685	2.056
2.06	IShares Vanguard Group Interm	Bond	4,729,914	1.998
2.07	State of Connecticut	Bond	4,521,093	1.910
2.08	Boston Mass	Bond	4,489,274	1.896
2.09	State of Wisconsin	Bond	4,333,511	1.831
2.10	SPDR S&P Dividend ETF	Bond	3,463,974	1.463

	NAIC Designation	1 Amount	2 Percent
3.	Amounts and percentages of the reporting entity's total admitted assets held in bonds and preferred stocks by NAIC designation.		
Bonds			
3.01	NAIC 1	175,164,570	73.996
3.02	NAIC 2	15,861,588	6.701
3.03	NAIC 3		
3.04	NAIC 4		
3.05	NAIC 5		
3.06	NAIC 6		
Preferred Stocks			
3.07	P/RP-1		
3.08	P/RP-2		
3.09	P/RP-3		
3.10	P/RP-4		
3.11	P/RP-5		
3.12	P/RP-6		

4. Assets held in foreign investments:
   4.01 Are assets held in foreign investments less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]
   If response to 4.01 above is yes, responses are not required for interrogatories 5 - 10.

		1 Amount	2 Percent
4.02	Total admitted assets held in foreign investments	4,863,721	2.055
4.03	Foreign-currency-denominated investments		
4.04	Insurance liabilities denominated in that same foreign currency		

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

NAIC Sovereign Designation	1 Amount	2 Percent
5. Aggregate foreign investment exposure categorized by NAIC sovereign designation:		
5.01 Countries designated NAIC 1		
5.02 Countries designated NAIC 2		
5.03 Countries designated NAIC 3 or below		

NAIC Sovereign Designation	1 Amount	2 Percent
6. Largest foreign investment exposures by country, categorized by the country's NAIC sovereign designation:		
Countries designated NAIC 1:		
6.01		
6.02		
Countries designated NAIC 2:		
6.03		
6.04		
Countries designated NAIC 3 or below:		
6.05		
6.06		

Description	1 Amount	2 Percent
7. Aggregate unhedged foreign currency exposure		

NAIC Sovereign Designation	1 Amount	2 Percent
8. Aggregate unhedged foreign currency exposure categorized by NAIC sovereign designation:		
8.01 Countries designated NAIC 1		
8.02 Countries designated NAIC 2		
8.03 Countries designated NAIC 3 or below		

NONE

NAIC Sovereign Designation	1 Amount	2 Percent
9. Largest unhedged foreign currency exposures by country, categorized by the country's NAIC sovereign designation:		
Countries designated NAIC 1:		
9.01		
9.02		
Countries designated NAIC 2:		
9.03		
9.04		
Countries designated NAIC 3 or below:		
9.05		
9.06		

1 Issuer	2 NAIC Designation	3 Amount	4 Percent
10. Ten largest non-sovereign (i.e. non-governmental) foreign issues:			
10.01			
10.02			
10.03			
10.04			
10.05			
10.06			
10.07			
10.08			
10.09			
10.10			

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

11. Amounts and percentages of the reporting entity's total admitted assets held in Canadian investments and unhedged Canadian currency exposure:

11.01 Are assets held in Canadian investments less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]

If response to 11.01 is yes, detail is not required for the remainder of Interrogatory 11.

	Description	1 Amount	2 Percent
11.02	Total admitted assets held in Canadian Investments		
11.03	Canadian-currency-denominated investments		
11.04	Canadian-denominated insurance liabilities		
11.05	Unhedged Canadian currency exposure		

12. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments with contractual sales restrictions.

12.01 Are assets held in investments with contractual sales restrictions less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]

If response to 12.01 is yes, responses are not required for the remainder of Interrogatory 12.

	1 Contractual Sales Restrictions	2 Amount	3 Percent
12.02	Aggregate statement value of investments with contractual sales restrictions		
	Largest 3 investments with contractual sales restrictions:		
12.03			
12.04			
12.05			

13. Amounts and percentages of admitted assets held in the ten largest equity interests:

13.01 Are assets held in equity interest less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]

If response to 13.01 above is yes, responses are not required for the remainder of Interrogatory 13.

	1 Name of Issuer	2 Amount	3 Percent
	Assets held in equity interests:		
13.02			
13.03			
13.04			
13.05			
13.06			
13.07			
13.08			
13.09			
13.10			
13.11			

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

14. Amounts and percentages of the reporting entity's total admitted assets held in nonaffiliated, privately placed equities:
    14.01 Are assets held in nonaffiliated, privately placed equities less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]
    If response to 14.01 above is yes, responses are not required for the remainder of Interrogatory 14.

	1 Investment Category	2 Amount	3 Percent
14.02	Aggregate statement value of investments held in nonaffiliated, privately placed equities		
	Largest 3 investments held in nonaffiliated, privately placed equities:		
14.03			
14.04			
14.05			

15. Amounts and percentages of the reporting entity's total admitted assets held in general partnership interests:
    15.01 Are assets held in general partnership interests less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]
    If response to 15.01 above is yes, responses are not required for the remainder of Interrogatory 15.

	1 Investments in General Partnerships	2 Amount	3 Percent
15.02	Aggregate statement value of investments held in general partnership interests		
	Largest 3 investments in general partnership interests:		
15.03			
15.04			
15.05			

16. Amounts and percentages of the reporting entity's total admitted assets held in mortgage loans:
    16.01 Are mortgage loans reported in Schedule B less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]
    If response to 16.01 above is yes, responses are not required for the remainder of Interrogatory 16 and Interrogatory 17.

	1 Type (Residential, Commercial, Agricultural)	2 Amount	3 Percent
	Total admitted assets held in Mortgage Loans		
16.02			
16.03			
16.04			
16.05			
16.06			
16.07			
16.08			
16.09			
16.10			
16.11			

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

Description	Loans	
	2 Amount	3 Percent
Amount and percentage of the reporting entity's total admitted assets held in the following categories of mortgage loans:		
16.12 Construction loans		
16.13 Mortgage loans over 90 days past due		
16.14 Mortgage loans in the process of foreclosure		
16.15 Mortgage loans foreclosed		
16.16 Restructured mortgage loans		

Loan-to-Value	Residential		Commercial		Agricultural	
	1 Amount	2 Percent	3 Amount	4 Percent	5 Amount	6 Percent
17. Aggregate mortgage loans having the following loan-to-value ratios as determined from the most current appraisal as of the annual statement date:						
17.01 Above 95%						
17.02 91% to 95%						
17.03 81% to 90%						
17.04 71% to 80%						
17.05 Below 70%						

18. Amounts and percentages of the reporting entity's total admitted assets held in each of the five largest investments in real estate:

18.01 Are assets held in real estate reported less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]

If response to 18.01 above is yes, responses are not required for the remainder of Interrogatory 18.

1 Description	2 Amount	3 Percent
Largest 5 investments in any one parcel or group of contiguous parcels of real estate:		
18.02		
18.03		
18.04		
18.05		
18.06		

19. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments held in mezzanine real estate loans:

19.01 Are assets held in investments held in mezzanine real estate loans less than 2.5% of the reporting entity's total admitted assets? Yes[X] No[ ]

If response to 19.01 is yes, responses are not required for the remainder of Interrogatory 19.

1 Description	2 Amount	3 Percent
19.02 Aggregate statement value of investments held in mezzanine real estate loans		
Largest three investments held in mezzanine real estate loans:		
19.03		
19.04		
19.05		

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES (Continued)

	Description	At Year-End Amount 1	At Year-End Percent 2	Amount at End of Each Quarter 1st Qtr 3	Amount at End of Each Quarter 2nd Qtr 4	Amount at End of Each Quarter 3rd Qtr 5
20.	Amounts and percentages of the reporting entity's total admitted assets subject to the following types of agreements:					
	20.01 Securities lending agreements (do not include assets held as collateral for such transactions)	6,997,211	2.956			
	20.02 Repurchase agreements					
	20.03 Reverse repurchase agreements					
	20.04 Dollar repurchase agreements					
	20.05 Dollar reverse repurchase agreements					

	Description	Owned 1 Amount	Owned 2 Percent	Written 3 Amount	Written 4 Percent
21.	Amounts and percentages of the reporting entity's total admitted assets for warrants not attached to other financial instruments, options, caps, and floors:				
	21.01 Hedging				
	21.02 Income generation				
	21.03 Other				

	Description	At Year-End Amount 1	At Year-End Percent 2	Amount at End of Each Quarter 1st Qtr 3	Amount at End of Each Quarter 2nd Qtr 4	Amount at End of Each Quarter 3rd Qtr 5
22.	Amounts and percentages of the reporting entity's total admitted assets of potential exposure for collars, swaps, and forwards:					
	22.01 Hedging					
	22.02 Income generation					
	22.03 Replications					
	22.04 Other					

	Description	At Year-End Amount 1	At Year-End Percent 2	Amount at End of Each Quarter 1st Qtr 3	Amount at End of Each Quarter 2nd Qtr 4	Amount at End of Each Quarter 3rd Qtr 5
23.	Amounts and percentages of the reporting entity's total admitted assets of potential exposure for futures contracts:					
	23.01 Hedging					
	23.02 Income generation					
	23.03 Replications					
	23.04 Other					

12941201321000000 2013 Document Code: 210

ACCIDENT AND HEALTH POLICY EXPERIENCE EXHIBIT FOR YEAR

United States Policy Forms Direct Business Only

For The Year Ended December 31, 2013

NAIC Group Code: 0671 (To Be Filed By April 1) NAIC Company Code: 12941

	1 Premiums Earned	2 Incurred Claims Amount	3 Change in Contract Reserves	4 Loss Ratio (2 + 3) / 1	5 Number of Policies or Certificates as of Dec. 31	6 Number of Covered Lives as of Dec. 31	7 Member Months
A. INDIVIDUAL BUSINESS							
1. Comprehensive Major Medical							
1.1. With Contract Reserves							
1.2. Without Contract Reserves							
1.3. Subtotal							
2. Short-Term Medical							
2.1. With Contract Reserves							
2.2. Without Contract Reserves							
2.3. Subtotal							
3. Other Medical (Non-Comprehensive)							
3.1. With Contract Reserves							
3.2. Without Contract Reserves							
3.3. Subtotal							
4. Specified/Named Disease							
4.1. With Contract Reserves							
4.2. Without Contract Reserves							
4.3. Subtotal							
5. Limited Benefit							
5.1. With Contract Reserves							
5.2. Without Contract Reserves							
5.3. Subtotal							
6. Student							
6.1. With Contract Reserves							
6.2. Without Contract Reserves							
6.3. Subtotal							
7. Accident Only or AD&D							
7.1. With Contract Reserves							
7.2. Without Contract Reserves							
7.3. Subtotal							
8. Disability Income - Short-Term							
8.1. With Contract Reserves							
8.2. Without Contract Reserves							
8.3. Subtotal							

NONE

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ACCIDENT AND HEALTH POLICY EXPERIENCE EXHIBIT FOR YEAR

		1 Premiums Earned	2 Incurred Claims Amount	3 Change in Contract Reserves	4 Loss Ratio (2 + 3) / 1	5 Number of Policies or Certificates as of Dec. 31	6 Number of Covered Lives as of Dec. 31	7 Member Months
A.	**INDIVIDUAL BUSINESS (Continued)**							
9.	**Disability Income - Long-Term**							
9.1.	With Contract Reserves							
9.2.	Without Contract Reserves							
9.3.	Subtotal							
10.	**Long-Term Care**							
10.1.	With Contract Reserves							
10.2.	Without Contract Reserves							
10.3.	Subtotal							
11.	**Medicare Supplement (Medigap)**							
11.1.	With Contract Reserves							
11.2.	Without Contract Reserves							
11.3.	Subtotal							
12.	**Dental**							
12.1.	With Contract Reserves							
12.2.	Without Contract Reserves							
12.3.	Subtotal							
13.	**State Children's Health Insurance Program**							
13.1.	With Contract Reserves							
13.2.	Without Contract Reserves							
13.3.	Subtotal							
14.	**Medicare**							
14.1.	With Contract Reserves							
14.2.	Without Contract Reserves	51,049,846	47,234,516		92.5	4,404	4,404	50,822
14.3.	Subtotal	51,049,846	47,234,516		92.5	4,404	4,404	50,822
15.	**Medicaid**							
15.1.	With Contract Reserves							
15.2.	Without Contract Reserves	865,968,872	710,386,060		82.0	199,765	199,765	2,383,779
15.3.	Subtotal	865,968,872	710,386,060		82.0	199,765	199,765	2,383,779
16.	**Medicare Part D - Stand-Alone**							
16.1.	With Contract Reserves							
16.2.	Without Contract Reserves							
16.3.	Subtotal							
17.	**Other Individual Business**							
17.1.	With Contract Reserves							
17.2.	Without Contract Reserves							
17.3.	Subtotal							
18.	**Total Individual Business**							
18.1.	With Contract Reserves							
18.2.	Without Contract Reserves	917,018,718	757,620,576		82.6	204,169	204,169	2,434,601
19.	**Grand Total Individual**	**917,018,718**	**757,620,576**		**82.6**	**204,169**	**204,169**	**2,434,601**

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ACCIDENT AND HEALTH POLICY EXPERIENCE EXHIBIT FOR YEAR

	1 Premiums Earned	2 Incurred Claims Amount	3 Change in Contract Reserves	4 Loss Ratio (2 + 3) / 1	5 Number of Policies or Certificates as of Dec. 31	6 Number of Covered Lives as of Dec. 31	7 Member Months
B. GROUP BUSINESS							
Comprehensive Major Medical							
1. Single Employer							
1.1. Small Employer							
1.2. Other Employer							
1.3. Single Employer Subtotal							
2. Multiple Employer Assns and Trusts							
3. Other Associations and Discretionary Trusts							
4. Other Comprehensive Major Medical							
5. Comprehensive/Major Medical Subtotal							
Other Medical (Non-Comprehensive)							
6. Specified/Named Disease							
7. Limited Benefit							
8. Student							
9. Accident Only or AD&D							
10. Disability Income - Short-Term							
11. Disability Income - Long-Term							
12. Long-Term Care							
13. Medicare Supplement (Medigap)							
14. Federal Employees Health Benefits Plans							
15. Tricare							
16. Dental							
17. Medicare							
18. Medicare Part D - Stand-Alone							
19. Other Group Care							
20. Grand Total Group Business							
C. OTHER BUSINESS							
1. Credit (Individual and Group)							
2. Stop Loss/Excess Loss							
3. Administrative Services Only	XXX	XXX	XXX	XXX			
4. Administrative Services Contracts	XXX	XXX	XXX	XXX			
5. Grand Total Other Business							
D. TOTAL BUSINESS							
1. Total Non U.S. Policy Forms							
2. Grand Total Individual, Group and Other Business	917,018,718	757,620,576		82.6	204,169	204,169	2,434,601

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ACCIDENT AND HEALTH POLICY EXPERIENCE EXHIBIT FOR YEAR

PART 1 - INDIVIDUAL POLICIES SUMMARY

	Description	1 Premiums Earned	2 Incurred Claims Amount	3 Change in Contract Reserves	4 Loss Ratio (2 + 3) / 1
1.	U.S. Forms Direct Business	917,018,718	757,620,576		82.618
2.	Other Forms Direct Business				
3.	Total Direct Business	917,018,718	757,620,576		82.618
4.	Reinsurance Assumed				
5.	Less Reinsurance Ceded				
6.	TOTAL	917,018,718	757,620,576		82.618

PART 2 - GROUP POLICIES SUMMARY

	Description	1 Premiums Earned	2 Incurred Claims Amount	3 Change in Contract Reserves	4 Loss Ratio (2 + 3) / 1
1.	U.S. Forms Direct Business				
2.	Other Forms Direct Business				
3.	Total Direct Business				
4.	Reinsurance Assumed				
5.	Less Reinsurance Ceded				
6.	TOTAL				

NONE

PART 3 - CREDIT POLICIES (Individual and Group) SUMMARY

	Description	1 Premiums Earned	2 Incurred Claims Amount	3 Change in Contract Reserves	4 Loss Ratio (2 + 3) / 1
1.	U.S. Forms Direct Business				
2.	Other Forms Direct Business				
3.	Total Direct Business				
4.	Reinsurance Assumed				
5.	Less Reinsurance Ceded				
6.	TOTAL				

NONE

PART 4 - ALL INDIVIDUAL, GROUP AND CREDIT POLICIES SUMMARY

	Description	1 Premiums Earned	2 Incurred Claims Amount	3 Change in Contract Reserves	4 Loss Ratio (2 + 3) / 1
1.	U.S. Forms Direct Business	917,018,718	757,620,576		82.618
2.	Other Forms Direct Business				
3.	Total Direct Business	917,018,718	757,620,576		82.618
4.	Reinsurance Assumed				
5.	Less Reinsurance Ceded				
6.	TOTAL	917,018,718	757,620,576		82.618

Supp18 Long Term Care Form 1 ..... NONE

Supp19 Long Term Care Form 2 ..... NONE

Supp20 Long Term Care Form 3 - Part A ..... NONE

Supp21 Long Term Care Form 3 - Part B ..... NONE

Supp22 Long Term Care Form 3 - Part C ..... NONE

Supp23 Long Term Care Form 4 ..... NONE

Supp24 Long Term Care Form 5 - Tennessee ..... NONE

Supp24 Long Term Care Form 5 - Grand Total ..... NONE

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 1

(To Be Filed by April 1 - Not for Rebate Purposes)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION: Nashville, TN 37214

12941201321643000 2013 Document Code: 216

NAIC Group Code 0671 BUSINESS IN THE STATE OF Tennessee DURING THE YEAR 2013 NAIC Company Code 12941

	Business Subject to MLR													
	Comprehensive Health Coverage			Mini-Med Plans			Expatriate Plans		9	10	11	12	13	14	15
	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Individual	5 Small Group Employer	6 Large Group Employer	7 Small Group	8 Large Group	Student Health Plans	Government Business (Excluded by Statute)	Other Health Business	Aggregate (2% Rule)	Subtotal (Cols. 1 thru 12)	Uninsured Plans	Total (Cols. 13 + 14)
1. Premium:															
1.01 Health premiums earned (From Part 2, Line 1.11)														XXX	
1.02 Federal high risk pools														XXX	
1.03 State high risk pools														XXX	
1.04 Premiums earned including state and federal high risk programs (Lines 1.1 + 1.2 + 1.3)														XXX	
1.05 Federal taxes and federal assessments															
1.06 State insurance, premium and other taxes (Similar local taxes of $###################)															
1.06A Community Benefit Expenditures (informational only)															
1.07 Regulatory authority licenses and fees															
1.08 Adjusted Premiums Earned (Lines 1.4 - 1.5 - 1.6 - 1.7)														XXX	
1.09 Net assumed less ceded reinsurance premiums earned														XXX	
1.10 Other adjustments due to MLR calculations - Premiums														XXX	
1.11 Risk Revenue														XXX	
1.12 Net adjusted premiums earned after reinsurance (Lines 1.8 + 1.9 + 1.10 + 1.11)														XXX	
2. Claims:															
2.1 Incurred claims excluding prescription drugs														XXX	
2.2 Prescription drugs														XXX	
2.3 Pharmaceutical rebates														XXX	
2.4 State stop-loss, market stabilization and claim/census based assessments (informational only)														XXX	
3. Incurred medical incentive pools and bonuses														XXX	
4. Deductible Fraud and Abuse Detection/Recovery Expenses (for MLR use only)															
5.0 Total Incurred Claims (Lines 2.1 + 2.2 - 2.3 + 3) (From Part 2, Line 2.15)														XXX	
5.1 Net assumed less ceded reinsurance claims incurred														XXX	
5.2 Other adjustments due to MLR calculations - Claims														XXX	
5.3 Rebates Paid										XXX	XXX	XXX		XXX	
5.4 Estimated rebates unpaid prior year										XXX	XXX	XXX		XXX	
5.5 Estimated rebates unpaid current year										XXX	XXX	XXX		XXX	
5.6 Fee for service and co-pay revenue														XXX	
5.7 Net incurred claims after reinsurance (Lines 5.0 + 5.1 + 5.2 + 5.3 - 5.4 + 5.5 - 5.6)														XXX	

NONE

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SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 1 (Continued)

(To Be Filed by April 1 - Not for Rebate Purposes)

	Business Subject to MLR									10	11	12	13	14	15
	Comprehensive Health Coverage			Mini-Med Plans			Expatriate Plans		9	Government Business (Excluded by Statute)	Other Health Business	Aggregate (2% Rule)	Subtotal (Cols. 1 thru 12)	Uninsured Plans	Total (Cols. 13 + 14)
	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Individual	5 Small Group Employer	6 Large Group Employer	7 Small Group	8 Large Group	Student Health Plans						
6. Improving Health Care Quality Expenses Incurred:															
6.1 Improve health outcomes															
6.2 Activities to prevent hospital readmissions															
6.3 Improve patient safety and reduce medical errors															
6.4 Wellness and health promotion activities															
6.5 Health Information Technology expenses related to health improvement															
6.6 Total of Defined Expenses Incurred for Improving Health Care Quality (Lines 6.1 to 6.5)															
7. Preliminary Medical Loss Ratio: MLR (Lines 4 + 5.0 + 6.6) / Line 1.8										XXX	XXX	XXX	XXX	XXX	XXX
8. Claim Adjustment Expenses:															
8.1 Cost containment expenses not included in quality of care expenses in Line 6.6															
8.2 All other claims adjustment expenses															
8.3 Total claims adjustment expenses (Lines 8.1 + 8.2)															
9. Claims Adjustment Expense Ratio (Line 8.3 / Line 1.8)													XXX	XXX	XXX
10. General and Administrative (G&A) Expenses:															
10.1 Direct sales salaries and benefits															
10.2 Agents and brokers fees and commissions															
10.3 Other taxes (excluding taxes on Lines 1.5 through 1.7 and Line 14 below)															
10.4 Other general and administrative expenses															
10.4A Community Benefit Expenditures (informational only)															
10.5 Total general and administrative (Lines 10.1 + 10.2 + 10.3 + 10.4)															
11. Underwriting Gain/(Loss) (Lines 1.12 - 5.7 - 6.6 - 8.3 - 10.5)														XXX	
12. Income from fees of uninsured plans	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
13. Net investment and other gain/(loss)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	
14. Federal income taxes (excluding taxes on Line 1.5 above)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	
15. Net gain or (loss) (Lines 11 + 12 + 13 - 14)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	
16. ICD-10 Implementation Expenses (informational only; already included in general expenses and Line 6.5)															
16A. ICD-10 Implementation Expenses (informational only: already included in Line 6.5)															
O. OTHER INDICATORS:															
O1. Number of Certificates / Policies															
O2. Number of Covered Lives															
O3. Number of Groups	XXX			XXX											
O4. Member Months															

NONE

(a) Is run off business reported in Columns 1 through 9? Yes[ ] No[X]
(b) If yes, show the amount of premiums and claims included: Premiums $.....0 Claims $.....0

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 2

(To Be Filed By April 1 - Not for Rebate Purposes)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION: Nashville, TN 37214

NAIC Group Code 0671 **BUSINESS IN THE STATE OF Tennessee DURING THE YEAR 2013** **NAIC Company Code 12941**

		Business Subject to MLR												
		Comprehensive Health Coverage			Mini-Med Plans			Expatriate Plans		9	10	11	12	13
		1 Individual	2 Small Group Employer	3 Large Group Employer	4 Individual	5 Small Group Employer	6 Large Group Employer	7 Small Group	8 Large Group	Student Health Plans	Government Business (Excluded by Statute)	Other Health Business	Aggregate (2% Rule)	Total (a)
1.	Health Premiums Earned													
	1.01 Direct premiums written													
	1.02 Unearned premium prior year													
	1.03 Unearned premium current year													
	1.04 Change in unearned premium (Lines 1.2 - 1.3)													
	1.05 Paid rate credits													
	1.06 Reserve for rate credits current year													
	1.07 Reserve for rate credits prior year													
	1.08 Change in reserve for rate credits (Lines 1.6 - 1.7)													
	1.09 Premium balances written off													
	1.10 Group conversion charges													
	1.11 TOTAL direct premiums earned (Lines 1.1 + 1.4 - 1.9 + 1.10)													
	1.12 Assumed premiums earned from non-affiliates													
	1.13 Net assumed less ceded premiums earned from affiliates													
	1.14 Ceded premiums earned to non-affiliates													
	1.15 Other adjustments due to MLR calculation - Premiums													
	1.16 Net premiums earned (Lines 1.11 - 1.5 - 1.8 + 1.12 + 1.13 - 1.14 + 1.15)													
2.	Direct Claims Incurred:													
	2.01 Paid claims during the year													
	2.02 Direct claim liability current year													
	2.03 Direct claim liability prior year													
	2.04 Direct claim reserves current year													
	2.05 Direct claim reserves prior year													
	2.06 Direct contract reserves current year													
	2.07 Direct contract reserves prior year													
	2.08 Paid rate credits													
	2.09 Reserve for rate credits current year													
	2.10 Reserve for rate credits prior year													
	2.11 Incurred medical incentive pools and bonuses (Lines 2.11a + 2.11b - 2.11c)													
	2.11A Paid medical incentive pools and bonuses current year													
	2.11B Accrued medical incentive pools and bonuses current year													
	2.11C Accrued medical incentive pools and bonuses prior year													
	2.12 Net healthcare receivables (Lines 2.12a - 2.12b)													
	2.12A Healthcare receivables current year													
	2.12B Healthcare receivables prior year													
	2.13 Group conversion charge													
	2.14 Multi-option coverage blended rate adjustment													
	2.15 TOTAL Incurred Claims (Lines 2.1 + 2.2 - 2.3 + 2.4 - 2.5 + 2.6 - 2.7 + 2.8 + 2.9 - 2.10 + 2.11 - 2.12 + 2.13 + 2.14)													
	2.16 Assumed Incurred Claims from non-affiliates													
	2.17 Net Assumed less Ceded Incurred Claims from affiliates													
	2.18 Ceded Incurred Claims to non-affiliates													
	2.19 Other Adjustments due to MLR calculation - Claims													
	2.20 Net Incurred Claims (Lines 2.15 - 2.8 - 2.9 + 2.10 + 2.16 + 2.17 - 2.18 + 2.19)													
3.	Fraud and Abuse Recoveries that Reduced PAID Claims in Line 2.1 above (informational only)													

NONE

(a) Column 13, Line 1.1 includes direct written premium of $.....0 for stand-alone dental and $.....0 for stand-alone vision policies.

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 3

(To Be Filed By April 1 - Not for Rebate Purposes)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION: Nashville, TN 37214

NAIC Group Code 0671 BUSINESS IN THE STATE OF Tennessee DURING THE YEAR 2013 NAIC Company Code 12941

All Expenses	Improving Health Care Quality Expenses						Claims Adjustment Expenses		9	10
	1 Improve Health Outcomes	2 Activities to Prevent Hospital Readmissions	3 Improve Patient Safety and Reduce Medical Errors	4 Wellness & Health Promotion Activities	5 HIT Expenses	6 Total (1 to 5)	7 Cost Containment Expenses	8 Other Claims Adjustment Expenses	General Administrative Expenses	Total Expenses (6 to 9)
1. Individual Comprehensive Coverage Expenses:										
1.01 Salaries (including $########## for affiliated services)										
1.02 Outsourced services										
1.03 EDP Equipment and Software (incl $########## for affiliated services)										
1.04 Other Equipment (excluding EDP) (incl $########## for affiliated services)										
1.05 Accreditation and Certification (incl $########## for affiliated services)		XXX	XXX	XXX	XXX					
1.06 Other Expenses (incl $########## for affiliated services)										
1.07 Subtotal before reimbursements and taxes (Lines 1.1 to 1.6)										
1.08 Reimbursements by uninsured plans and fiscal intermediaries										
1.09 Taxes, licenses and fes (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
1.10 TOTAL (Lines 1.7 to 1.9)										
1.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
2. Small Group Comprehensive Coverage Expenses:										
2.01 Salaries (including $########## for affiliated services)										
2.02 Outsourced services										
2.03 EDP Equipment and Software (incl $########## for affiliated services)										
2.04 Other Equipment (excluding EDP) (incl $########## for affiliated services)										
2.05 Accreditation and Certification (incl $########## for affiliated services)		XXX	NONE	X	XXX					
2.06 Other Expenses (incl $########## for affiliated services)										
2.07 Subtotal before reimbursements and taxes (Lines 2.1 to 2.6)										
2.08 Reimbursements by uninsured plans and fiscal intermediaries										
2.09 Taxes, licenses and fes (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
2.10 TOTAL (Lines 2.7 to 2.9)										
2.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
3. Large Group Comprehensive Coverage Expenses:										
3.01 Salaries (including $########## for affiliated services)										
3.02 Outsourced services										
3.03 EDP Equipment and Software (incl $########## for affiliated services)										
3.04 Other Equipment (excluding EDP) (incl $########## for affiliated services)										
3.05 Accreditation and Certification (incl $########## for affiliated services)		XXX	XXX	XXX	XXX					
3.06 Other Expenses (incl $########## for affiliated services)										
3.07 Subtotal before reimbursements and taxes (Lines 3.1 to 3.6)										
3.08 Reimbursements by uninsured plans and fiscal intermediaries										
3.09 Taxes, licenses and fes (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
3.10 TOTAL (Lines 3.7 to 3.9)										
3.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										

Supp83 Tennessee

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 3 (Continued)

(To Be Filed By April 1 - Not for Rebate Purposes)

All Expenses	Improving Health Care Quality Expenses						Claims Adjustment Expenses		9	10
	1 Improve Health Outcomes	2 Activities to Prevent Hospital Readmissions	3 Improve Patient Safety and Reduce Medical Errors	4 Wellness & Health Promotion Activities	5 HIT Expenses	6 Total (1 to 5)	7 Cost Containment Expenses	8 Other Claims Adjustment Expenses	General Administrative Expenses	Total Expenses (6 to 9)
4. Individual Mini-Med Plans Expenses										
4.01 Salaries (including $################## for affiliated services)										
4.02 Outsourced services										
4.03 EDP equipment and software (including $################## for affiliated services)										
4.04 Other equipment (excluding EDP) (including $################## for affiliated services)										
4.05 Accreditation and certification (including $################## for affiliated services)		XXX	XXX	XXX	XXX					
4.06 Other expenses (including $################## for affiliated services)										
4.07 Subtotal before reimbursements and taxes (Lines 4.1 to 4.6)										
4.08 Reimbursements by uninsured plans and fiscal intermediaries										
4.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
4.10 TOTAL (Lines 4.7 to 4.9)										
4.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
5. Small Group Mini-Med Plans Expenses										
5.01 Salaries (including $################## for affiliated services)										
5.02 Outsourced services										
5.03 EDP Equipment and Software (including $################## for affiliated services)										
5.04 Other equipment (excluding EDP) (including $################## for affiliated services)										
5.05 Accreditation and certification (including $################## for affiliated services)		XXX	NONE	X	XXX					
5.06 Other expenses (including $################## for affiliated services)										
5.07 Subtotal before reimbursements and taxes (Lines 5.1 to 5.6)										
5.08 Reimbursements by uninsured plans and fiscal intermediaries										
5.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
5.10 TOTAL (Lines 5.7 to 5.9)										
5.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
6. Large Group Mini-Med Plans Expenses										
6.01 Salaries (including $################## for affiliated services)										
6.02 Outsourced services										
6.03 EDP equipment and software (including $################## for affiliated services)										
6.04 Other equipment (excluding EDP) (including $################## for affiliated services)										
6.05 Accreditation and certification (including $################## for affiliated services)		XXX	XXX	XXX	XXX					
6.06 Other expenses (including $################## for affiliated services)										
6.07 Subtotal before reimbursements and taxes (Lines 6.1 to 6.6)										
6.08 Reimbursements by uninsured plans and fiscal intermediaries										
6.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
6.10 TOTAL (Lines 6.7 to 6.9)										
6.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 3 (Continued)

(To Be Filed By April 1 - Not for Rebate Purposes)

All Expenses	Improving Health Care Quality Expenses						Claims Adjustment Expenses		9	10
	1 Improve Health Outcomes	2 Activities to Prevent Hospital Readmissions	3 Improve Patient Safety and Reduce Medical Errors	4 Wellness & Health Promotion Activities	5 HIT Expenses	6 Total (1 to 5)	7 Cost Containment Expenses	8 Other Claims Adjustment Expenses	General Administrative Expenses	Total Expenses (Cols. 6 to 9)
7. Small Group Expatriate Plans Expenses										
7.01 Salaries (including $################ for affiliated services)										
7.02 Outsourced services										
7.03 EDP equipment and software (including $################ for affiliated services)										
7.04 Other equipment (excluding EDP) (including $################ for affiliated services)										
7.05 Accreditation and certification (including $################ for affiliated services)		XXX	XXX	XXX	XXX					
7.06 Other expenses (including $################ for affiliated services)										
7.07 Subtotal before reimbursements and taxes (Lines 7.1 to 7.6)										
7.08 Reimbursements by uninsured plans and fiscal intermediaries										
7.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
7.10 TOTAL (Lines 7.7 to 7.9)										
7.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
8. Large Group Expatriate Plans Expenses										
8.01 Salaries (including $################ for affiliated services)										
8.02 Outsourced services										
8.03 EDP equipment and software (including $################ for affiliated services)										
8.04 Other equipment (excluding EDP) (including $################ for affiliated services)										
8.05 Accreditation and certification (including $################ for affiliated services)		XXX	NONE	X	XXX					
8.06 Other expenses (including $################ for affiliated services)										
8.07 Subtotal before reimbursements and taxes (Lines 8.1 to 8.6)										
8.08 Reimbursements by uninsured plans and fiscal intermediaries										
8.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
8.10 TOTAL (Lines 8.7 to 8.9)										
8.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
9. Student Health Plans Expenses										
9.01 Salaries (including $################ for affiliated services										
9.02 Outsourced services										
9.03 EDP equipment and software (including $################ for affiliated services)										
9.04 Other equipment (excluding EDP) (including $################ for affiliated services)										
9.05 Accreditation and certification (including $################ for affiliated services)		XXX	XXX	XXX	XXX					
9.06 Other expenses (including $################ for affiliated services)										
9.07 Subtotal before reimbursements and taxes (Lines 9.1 to 9.6)										
9.08 Reimbursements by uninsured plans and fiscal intermediaries										
9.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
9.10 TOTAL (Lines 9.7 to 9.9)										
9.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 1

(To Be Filed by April 1 - Not for Rebate Purposes)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION: Nashville, TN 37214

12941201321659000 2013 Document Code: 216

NAIC Group Code 0671 BUSINESS IN THE STATE OF Grand Total DURING THE YEAR 2013 NAIC Company Code 12941

Supp80 Grand Total

	Business Subject to MLR														
	Comprehensive Health Coverage			Mini-Med Plans			Expatriate Plans								
	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Individual	5 Small Group Employer	6 Large Group Employer	7 Small Group	8 Large Group	9 Student Health Plans	10 Government Business (Excluded by Statute)	11 Other Health Business	12 Aggregate (2% Rule)	13 Subtotal (Cols. 1 thru 12)	14 Uninsured Plans	15 Total (Cols. 13 + 14)
1. Premium:															
1.01 Health premiums earned (From Part 2, Line 1.11)														XXX	
1.02 Federal high risk pools														XXX	
1.03 State high risk pools														XXX	
1.04 Premiums earned including state and federal high risk programs (Lines 1.1 + 1.2 + 1.3)														XXX	
1.05 Federal taxes and federal assessments															
1.06 State insurance, premium and other taxes (Similar local taxes of $################)															
1.06A Community Benefit Expenditures (informational only)															
1.07 Regulatory authority licenses and fees															
1.08 Adjusted Premiums Earned (Lines 1.4 - 1.5 - 1.6 - 1.7)														XXX	
1.09 Net assumed less ceded reinsurance premiums earned														XXX	
1.10 Other adjustments due to MLR calculations - Premiums														XXX	
1.11 Risk Revenue														XXX	
1.12 Net adjusted premiums earned after reinsurance (Lines 1.8 + 1.9 + 1.10 + 1.11)														XXX	
2. Claims:															
2.1 Incurred claims excluding prescription drugs														XXX	
2.2 Prescription drugs														XXX	
2.3 Pharmaceutical rebates														XXX	
2.4 State stop-loss, market stabilization and claim/census based assessments (informational only)														XXX	
3. Incurred medical incentive pools and bonuses														XXX	
4. Deductible Fraud and Abuse Detection/Recovery Expenses (for MLR use only)															
5.0 Total Incurred Claims (Lines 2.1 + 2.2 - 2.3 + 3) (From Part 2, Line 2.15)														XXX	
5.1 Net assumed less ceded reinsurance claims incurred														XXX	
5.2 Other adjustments due to MLR calculations - Claims														XXX	
5.3 Rebates Paid										XXX	XXX	XXX		XXX	
5.4 Estimated rebates unpaid prior year										XXX	XXX	XXX		XXX	
5.5 Estimated rebates unpaid current year										XXX	XXX	XXX		XXX	
5.6 Fee for service and co-pay revenue														XXX	
5.7 Net incurred claims after reinsurance (Lines 5.0 + 5.1 + 5.2 + 5.3 - 5.4 + 5.5 - 5.6)														XXX	

NONE

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 1 (Continued)

(To Be Filed by April 1 - Not for Rebate Purposes)

Supp81 Grand Total

	Business Subject to MLR									10	11	12	13	14	15
	Comprehensive Health Coverage			Mini-Med Plans			Expatriate Plans		9	Government Business (Excluded by Statute)	Other Health Business	Aggregate (2% Rule)	Subtotal (Cols. 1 thru 12)	Uninsured Plans	Total (Cols. 13 + 14)
	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Individual	5 Small Group Employer	6 Large Group Employer	7 Small Group	8 Large Group	Student Health Plans						
6. Improving Health Care Quality Expenses Incurred:															
6.1 Improve health outcomes															
6.2 Activities to prevent hospital readmissions															
6.3 Improve patient safety and reduce medical errors															
6.4 Wellness and health promotion activities															
6.5 Health Information Technology expenses related to health improvement															
6.6 Total of Defined Expenses Incurred for Improving Health Care Quality (Lines 6.1 to 6.5)															
7. Preliminary Medical Loss Ratio: MLR (Lines 4 + 5.0 + 6.6) / Line 1.8										XXX	XXX	XXX	XXX	XXX	XXX
8. Claim Adjustment Expenses:															
8.1 Cost containment expenses not included in quality of care expenses in Line 6.6															
8.2 All other claims adjustment expenses															
8.3 Total claims adjustment expenses (Lines 8.1 + 8.2)															
9. Claims Adjustment Expense Ratio (Line 8.3 / Line 1.8)													XXX	XXX	XXX
10. General and Administrative (G&A) Expenses:															
10.1 Direct sales salaries and benefits															
10.2 Agents and brokers fees and commissions															
10.3 Other taxes (excluding taxes on Lines 1.5 through 1.7 and Line 14 below)															
10.4 Other general and administrative expenses															
10.4A Community Benefit Expenditures (informational only)															
10.5 Total general and administrative (Lines 10.1 + 10.2 + 10.3 + 10.4)															
11. Underwriting Gain/(Loss) (Lines 1.12 - 5.7 - 6.6 - 8.3 - 10.5)														XXX	
12. Income from fees of uninsured plans	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
13. Net investment and other gain/(loss)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	
14. Federal income taxes (excluding taxes on Line 1.5 above)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	
15. Net gain or (loss) (Lines 11 + 12 + 13 - 14)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	
16. ICD-10 Implementation Expenses (informational only; already included in general expenses and Line 6.5)															
16A. ICD-10 Implementation Expenses (informational only: already included in Line 6.5)															
O. OTHER INDICATORS:															
O1. Number of Certificates / Policies															
O2. Number of Covered Lives															
O3. Number of Groups	XXX			XXX											
O4. Member Months															

NONE

(a) Is run off business reported in Columns 1 through 9? Yes[ ] No[X]
(b) If yes, show the amount of premiums and claims included: Premiums $.....0 Claims $.....0

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 2

(To Be Filed By April 1 - Not for Rebate Purposes)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION: Nashville, TN 37214

NAIC Group Code 0671 **BUSINESS IN THE STATE OF Grand Total DURING THE YEAR 2013** **NAIC Company Code 12941**

Supp82 Grand Total

	Business Subject to MLR												
	Comprehensive Health Coverage			Mini-Med Plans			Expatriate Plans		9	10	11	12	13
	1 Individual	2 Small Group Employer	3 Large Group Employer	4 Individual	5 Small Group Employer	6 Large Group Employer	7 Small Group	8 Large Group	Student Health Plans	Government Business (Excluded by Statute)	Other Health Business	Aggregate (2% Rule)	Total (a)
1. Health Premiums Earned													
1.01 Direct premiums written													
1.02 Unearned premium prior year													
1.03 Unearned premium current year													
1.04 Change in unearned premium (Lines 1.2 - 1.3)													
1.05 Paid rate credits													
1.06 Reserve for rate credits current year													
1.07 Reserve for rate credits prior year													
1.08 Change in reserve for rate credits (Lines 1.6 - 1.7)													
1.09 Premium balances written off													
1.10 Group conversion charges													
1.11 TOTAL direct premiums earned (Lines 1.1 + 1.4 - 1.9 + 1.10)													
1.12 Assumed premiums earned from non-affiliates													
1.13 Net assumed less ceded premiums earned from affiliates													
1.14 Ceded premiums earned to non-affiliates													
1.15 Other adjustments due to MLR calculation - Premiums													
1.16 Net premiums earned (Lines 1.11 - 1.5 - 1.8 + 1.12 + 1.13 - 1.14 + 1.15)													
2. Direct Claims Incurred:													
2.01 Paid claims during the year													
2.02 Direct claim liability current year													
2.03 Direct claim liability prior year													
2.04 Direct claim reserves current year													
2.05 Direct claim reserves prior year													
2.06 Direct contract reserves current year													
2.07 Direct contract reserves prior year													
2.08 Paid rate credits													
2.09 Reserve for rate credits current year													
2.10 Reserve for rate credits prior year													
2.11 Incurred medical incentive pools and bonuses (Lines 2.11a + 2.11b - 2.11c)													
2.11A Paid medical incentive pools and bonuses current year													
2.11B Accrued medical incentive pools and bonuses current year													
2.11C Accrued medical incentive pools and bonuses prior year													
2.12 Net healthcare receivables (Lines 2.12a - 2.12b)													
2.12A Healthcare receivables current year													
2.12B Healthcare receivables prior year													
2.13 Group conversion charge													
2.14 Multi-option coverage blended rate adjustment													
2.15 TOTAL Incurred Claims (Lines 2.1 + 2.2 - 2.3 + 2.4 - 2.5 + 2.6 - 2.7 + 2.8 + 2.9 - 2.10 + 2.11 - 2.12 + 2.13 + 2.14)													
2.16 Assumed Incurred Claims from non-affiliates													
2.17 Net Assumed less Ceded Incurred Claims from affiliates													
2.18 Ceded Incurred Claims to non-affiliates													
2.19 Other Adjustments due to MLR calculation - Claims													
2.20 Net Incurred Claims (Lines 2.15 - 2.8 - 2.9 + 2.10 + 2.16 + 2.17 - 2.18 + 2.19)													
3. Fraud and Abuse Recoveries that Reduced PAID Claims in Line 2.1 above (informational only)													

NONE

(a) Column 13, Line 1.1 includes direct written premium of $.....0 for stand-alone dental and $.....0 for stand-alone vision policies.

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 3

(To Be Filed By April 1 - Not for Rebate Purposes)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION: Nashville, TN 37214

NAIC Group Code 0671 BUSINESS IN THE STATE OF Grand Total DURING THE YEAR 2013 NAIC Company Code 12941

Supp83 Grand Total

All Expenses	Improving Health Care Quality Expenses						Claims Adjustment Expenses		9	10
	1 Improve Health Outcomes	2 Activities to Prevent Hospital Readmissions	3 Improve Patient Safety and Reduce Medical Errors	4 Wellness & Health Promotion Activities	5 HIT Expenses	6 Total (1 to 5)	7 Cost Containment Expenses	8 Other Claims Adjustment Expenses	General Administrative Expenses	Total Expenses (6 to 9)
1. Individual Comprehensive Coverage Expenses:										
1.01 Salaries (including $################ for affiliated services)										
1.02 Outsourced services										
1.03 EDP Equipment and Software (incl $################ for affiliated services)										
1.04 Other Equipment (excluding EDP) (incl $################ for affiliated services)										
1.05 Accreditation and Certification (incl $################ for affiliated services)		XXX	XXX	XXX	XXX					
1.06 Other Expenses (incl $################ for affiliated services)										
1.07 Subtotal before reimbursements and taxes (Lines 1.1 to 1.6)										
1.08 Reimbursements by uninsured plans and fiscal intermediaries										
1.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
1.10 TOTAL (Lines 1.7 to 1.9)										
1.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
2. Small Group Comprehensive Coverage Expenses:										
2.01 Salaries (including $################ for affiliated services)										
2.02 Outsourced services										
2.03 EDP Equipment and Software (incl $################ for affiliated services)										
2.04 Other Equipment (excluding EDP) (incl $################ for affiliated services)										
2.05 Accreditation and Certification (incl $################ for affiliated services)		XXX	NONE	X	XXX					
2.06 Other Expenses (incl $################ for affiliated services)										
2.07 Subtotal before reimbursements and taxes (Lines 2.1 to 2.6)										
2.08 Reimbursements by uninsured plans and fiscal intermediaries										
2.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
2.10 TOTAL (Lines 2.7 to 2.9)										
2.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
3. Large Group Comprehensive Coverage Expenses:										
3.01 Salaries (including $################ for affiliated services)										
3.02 Outsourced services										
3.03 EDP Equipment and Software (incl $################ for affiliated services)										
3.04 Other Equipment (excluding EDP) (incl $################ for affiliated services)										
3.05 Accreditation and Certification (incl $################ for affiliated services)		XXX	XXX	XXX	XXX					
3.06 Other Expenses (incl $################ for affiliated services)										
3.07 Subtotal before reimbursements and taxes (Lines 3.1 to 3.6)										
3.08 Reimbursements by uninsured plans and fiscal intermediaries										
3.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
3.10 TOTAL (Lines 3.7 to 3.9)										
3.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 3 (Continued)

(To Be Filed By April 1 - Not for Rebate Purposes)

Supp84 Grand Total

All Expenses	Improving Health Care Quality Expenses						Claims Adjustment Expenses		9	10
	1 Improve Health Outcomes	2 Activities to Prevent Hospital Readmissions	3 Improve Patient Safety and Reduce Medical Errors	4 Wellness & Health Promotion Activities	5 HIT Expenses	6 Total (1 to 5)	7 Cost Containment Expenses	8 Other Claims Adjustment Expenses	General Administrative Expenses	Total Expenses (6 to 9)
4. Individual Mini-Med Plans Expenses										
4.01 Salaries (including $################## for affiliated services)										
4.02 Outsourced services										
4.03 EDP equipment and software (including $################## for affiliated services)										
4.04 Other equipment (excluding EDP) (including $################## for affiliated services)										
4.05 Accreditation and certification (including $################## for affiliated services)		XXX	XXX	XXX	XXX					
4.06 Other expenses (including $################## for affiliated services)										
4.07 Subtotal before reimbursements and taxes (Lines 4.1 to 4.6)										
4.08 Reimbursements by uninsured plans and fiscal intermediaries										
4.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
4.10 TOTAL (Lines 4.7 to 4.9)										
4.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
5. Small Group Mini-Med Plans Expenses										
5.01 Salaries (including $################## for affiliated services)										
5.02 Outsourced services										
5.03 EDP Equipment and Software (including $################## for affiliated services)										
5.04 Other equipment (excluding EDP) (including $################## for affiliated services)										
5.05 Accreditation and certification (including $################## for affiliated services)		XXX	NONE	X	XXX					
5.06 Other expenses (including $################## for affiliated services)										
5.07 Subtotal before reimbursements and taxes (Lines 5.1 to 5.6)										
5.08 Reimbursements by uninsured plans and fiscal intermediaries										
5.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
5.10 TOTAL (Lines 5.7 to 5.9)										
5.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
6. Large Group Mini-Med Plans Expenses										
6.01 Salaries (including $################## for affiliated services)										
6.02 Outsourced services										
6.03 EDP equipment and software (including $################## for affiliated services)										
6.04 Other equipment (excluding EDP) (including $################## for affiliated services)										
6.05 Accreditation and certification (including $################## for affiliated services)		XXX	XXX	XXX	XXX					
6.06 Other expenses (including $################## for affiliated services)										
6.07 Subtotal before reimbursements and taxes (Lines 6.1 to 6.6)										
6.08 Reimbursements by uninsured plans and fiscal intermediaries										
6.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
6.10 TOTAL (Lines 6.7 to 6.9)										
6.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										

SUPPLEMENTAL HEALTH CARE EXHIBIT - PART 3 (Continued)

(To Be Filed By April 1 - Not for Rebate Purposes)

Supp85 Grand Total

All Expenses	Improving Health Care Quality Expenses						Claims Adjustment Expenses		9	10
	1 Improve Health Outcomes	2 Activities to Prevent Hospital Readmissions	3 Improve Patient Safety and Reduce Medical Errors	4 Wellness & Health Promotion Activities	5 HIT Expenses	6 Total (1 to 5)	7 Cost Containment Expenses	8 Other Claims Adjustment Expenses	General Administrative Expenses	Total Expenses (Cols. 6 to 9)
7. Small Group Expatriate Plans Expenses										
7.01 Salaries (including $################ for affiliated services)										
7.02 Outsourced services										
7.03 EDP equipment and software (including $################ for affiliated services)										
7.04 Other equipment (excluding EDP) (including $################ for affiliated services)										
7.05 Accreditation and certification (including $################ for affiliated services)		XXX	XXX	XXX	XXX					
7.06 Other expenses (including $################ for affiliated services)										
7.07 Subtotal before reimbursements and taxes (Lines 7.1 to 7.6)										
7.08 Reimbursements by uninsured plans and fiscal intermediaries										
7.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
7.10 TOTAL (Lines 7.7 to 7.9)										
7.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
8. Large Group Expatriate Plans Expenses										
8.01 Salaries (including $################ for affiliated services)										
8.02 Outsourced services										
8.03 EDP equipment and software (including $################ for affiliated services)										
8.04 Other equipment (excluding EDP) (including $################ for affiliated services)										
8.05 Accreditation and certification (including $################ for affiliated services)		XXX	NONE	X	XXX					
8.06 Other expenses (including $################ for affiliated services)										
8.07 Subtotal before reimbursements and taxes (Lines 8.1 to 8.6)										
8.08 Reimbursements by uninsured plans and fiscal intermediaries										
8.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
8.10 TOTAL (Lines 8.7 to 8.9)										
8.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										
9. Student Health Plans Expenses										
9.01 Salaries (including $################ for affiliated services										
9.02 Outsourced services										
9.03 EDP equipment and software (including $################ for affiliated services)										
9.04 Other equipment (excluding EDP) (including $################ for affiliated services)										
9.05 Accreditation and certification (including $################ for affiliated services)		XXX	XXX	XXX	XXX					
9.06 Other expenses (including $################ for affiliated services)										
9.07 Subtotal before reimbursements and taxes (Lines 9.1 to 9.6)										
9.08 Reimbursements by uninsured plans and fiscal intermediaries										
9.09 Taxes, licenses and fees (in total, for tying purposes)	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
9.10 TOTAL (Lines 9.7 to 9.9)										
9.11 TOTAL fraud and abuse detection/recovery expenses included in Column 7 (informational only)										

12941201321700000 2013 Document Code: 217

SUPPLEMENTAL HEALTH CARE EXHIBIT'S EXPENSE ALLOCATION REPORT

(To Be Filed by April 1)

NAIC Group Code: 0671 NAIC Company Code: 12941

Description of allocation methodology:

Detailed Description of Quality Improvement Expenses:

NONE

1 Expense Type from Part 3	2 Now	3 Detailed Description of Expense

12941201335000100 2013 Document Code: 350

Management's Discussion and Analysis

AMERIGROUP TENNESSEE, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
2013 STATUTORY FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction

This discussion provides management's assessment of the current financial position, results of operations, changes in capital and surplus, and cash flow and liquidity for AMERIGROUP Tennessee, Inc. ("the Company"), National Association of Insurance Commissioners ("NAIC") #12941, a Tennessee domiciled stock insurance company. The Company is a wholly-owned subsidiary of AMERIGROUP Corporation ("AMERIGROUP"). On December 24, 2012, WellPoint, Inc. ("WellPoint"), completed the acquisition of all of AMERIGROUP's outstanding shares. As a result of the acquisition, the Company became a wholly-owned indirect subsidiary of WellPoint, a publicly traded company and the largest health benefits company in terms of membership in the United States, serving approximately 35.7 million medical members as of December 31, 2013.

The Company was incorporated on April 26, 2006, and commenced operations on April 1, 2007 to manage healthcare services to eligible Medicaid recipients through a contract with the State of Tennessee ("TENNCARE") and Medicare coverage. The Company's contract with TENNCARE expires on December 31, 2014. The Medicare contract is rebid on an annual basis. The Company's revenue is generated primarily as a result of premiums earned from health insurance contracts whereby policyholders are indemnified against losses. The Company incurs expenses primarily from health benefit costs and administrative expenses.

The Company prepares its statutory basis financial statements in conformity with NAIC Accounting Practices and Procedures, subject to any deviations prescribed or permitted by the Tennessee Department of Commerce and Insurance ("TDCI"). The summarized financial statements included in this discussion are presented for reference only and should be read in conjunction with the Company's 2013 Annual Statement. All other information presented in this discussion supplements the Company's 2013 Annual Statement.

Management's Discussion and Analysis

Results of Operations

The Company's financial position at December 31, 2013 and 2012 is illustrated in the balance sheets and briefly explained below.

	(Dollars in 000s)	
Admitted Asset	**2013**	**2012**
Bonds	$ 183,667	$ 128,313
Common stocks	20,516	15,862
Cash, cash equivalents, and short-term investments	3,591	54,711
Securities lending reinvested collateral assets	7,168	-
Total cash and invested assets	214,942	198,886
Investment income due and accrued	1,414	1,303
Premiums and considerations	15,998	7,927
Amounts receivable related to uninsured plans	118	4
Net deferred tax asset	1,934	1,861
Electronic data processing equipment and software	2	3
Health care and other amounts receivable	2,313	2,200
Total admitted assets	**$ 236,721**	**$ 212,184**
Liabilities and Capital and Surplus		
Unpaid claims and claims adjustment expense	$ 77,391	$ 74,443
Aggregate health policy reserves	11,689	477
General expenses due or accrued	154	218
Current federal income taxes payable	5,462	2,581
Remittances and items not allocated	11,966	14,903
Payable to parent and affiliates	1,456	1,392
Payable for securities lending	7,168	-
Liability for amounts held under uninsured plans	-	431
Other liabilities	13,361	11,659
Total liabilities	**128,646**	**106,104**
Common capital stock	1	1
Gross paid in and contributed surplus	95,809	95,809
Unassigned surplus	12,265	10,270
Total capital and surplus	**108,075**	**106,080**
Total liabilities and capital and surplus	**$ 236,721**	**$ 212,184**

The Company's investment portfolio is comprised of fixed maturity securities with the objective of providing reasonable investment returns, limiting credit and interest rate risk, and ultimately preserving the asset base for the purpose of satisfying policyholder obligations. However, the Company is exposed to financial market risks, including those resulting from changes in interest rates and market valuations. As shown in the following tables, the Company's quality and maturity distribution of its fixed maturity securities, including short-term investments, are a reflection of the Company's intent to preserve the asset base while limiting credit and interest risk. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Management's Discussion and Analysis

Results of Operations (continued)

Quality Rating	2013 (Dollars in 000s) Amortized Cost	Percentage	2012 (Dollars in 000s) Amortized Cost	Percentage
Class 1 (highest quality)	$ 175,164	91.7%	$ 166,136	94.0%
Class 2 (high quality)	15,862	8.3%	10,600	6.0%
Class 3 (medium quality)	-	-	-	-
Class 4 (low quality)	-	-	-	-
Class 5 (lower quality)	-	-	-	-
Class 6 (in or near default)	-	-	-	-
Total bonds	**$ 191,026**	**100.0%**	**$ 176,736**	**100.0%**

Maturity	2013 (Dollars in 000s) Amortized Cost	Percentage	2012 (Dollars in 000s) Amortized Cost	Percentage
One year or less	$ 45,215	23.7%	$ 74,060	41.9%
Over one year through five years	77,747	40.7%	62,691	35.5%
Over five years through ten years	48,727	25.5%	37,317	21.1%
Over ten years through twenty years	5,951	3.1%	-	-
Over twenty years	13,386	7.0%	2,669	1.5%
Total bonds	**$ 191,026**	**100.0%**	**$ 176,736**	**100.0%**

The total fair value of unaffiliated and publicly-traded fixed maturity securities are generally based on independently quoted market prices, which may differ from NAIC market values. The fair value of fixed maturity securities was $191.0 million at December 31, 2013 and $180.7 million at December 31, 2012. The fair values of unaffiliated equity securities were $20.5 million at December 31, 2013 and $15.9 million at December 31, 2012.

Total assets increased by $24.5 million, or 11.6%, in 2013, driven mainly by increases in bonds, common stocks, securities lending reinvested collateral assets, and premiums and considerations; all were offset by a decrease in cash, cash equivalents and short term investments. The $55.4 million increase in bonds was due to a shift in investment strategy from cash, cash equivalents, short-term investments, and net cash from operations into long-term bonds. An unrealized gain in market value of $3.8 million and purchases of $821 thousand caused common stocks to escalate by $4.7 million. In 2013, the Company began a securities lending program in 2013 by investing $7.2 million. Uncollected premiums drove a hike of $8.1 million due from 2014 state fiscal year's retro rate increase accrual for July through December. Cash and short term investments decreased $51.1 million from 2012.

The most significant accounting estimate in the Company's financial statements is its liability for unpaid accident and health claims. The Company records liabilities for pending claims and claims incurred but not reported. The Company determines the liability for claims incurred but not reported by following a detailed actuarial process that entails using both historical claim payment patterns as well as emerging medical cost trends to project a best estimate of claim liabilities. The Company also looks back to assess how the prior year's estimates developed, and to the extent appropriate, changes in such developments are recorded as a change to current period benefit expense. Since the average life of a claim is limited to several months, current medical cost trends and utilization patterns are very important in establishing this liability. Management believes that the Company is adequately reserved for claims that were incurred at December 31, 2013.

Total liabilities increased by $22.5 million, or 21.2%, in 2013, primarily driven by increases in unpaid claims and claims adjustment expense, aggregate health policy reserves, current federal income taxes payable, payable for securities lending, other liabilities, offset by a decrease in remittances and items not allocated. Unpaid claims and claims adjustment expense increased by $2.9 million due to known outstanding large claims greater than $250 thousand increased by $5 million, which was partially offset by the reduction in membership year over year. Also, unpaid claims adjustment expense ("UCAE") increased from 2.25% in 2012 to 3.4% in 2013 and the UCAE percentage was applied to the claims unpaid liability. Aggregate health policy reserves increased by $11.2 million due to the Affordable Care Act Provider Capitation Payment ("ACA PCP") of $11.1 million in 2013. Current federal income taxes payable increased by $2.9 million due to federal income tax provision. In 2013, the Company began a securities lending program in 2013 by investing $7.2 million. Since 2012, other liabilities grew by $1.7 million from pharmacy benefit management claims and administrative services only ('ASO") activities.

The Company participates in a tax sharing agreement with WellPoint and the Company's parent and affiliates. Allocation of federal income taxes is based upon separate return calculations with credit for net losses that can be used on a consolidated basis. The net deferred tax asset of $1.9 million in 2013 primarily relates to differences between statutory and tax accounting related to policyholder reserves, receivables and fixed assets.

Management's Discussion and Analysis

Results of Operations (continued)

The Company's operating results for the years ended December 31, 2013 and 2012 are illustrated in the statements of operations and briefly explained below.

	(Dollars in 000s) 2013	2012
Net premium and other revenue	$ 917,019	$ 904,880
Total health claims and claims adjustment expenses	806,824	766,776
General administrative expense	76,382	102,262
Total underwriting deductions	883,206	869,038
Net underwriting gain	**33,813**	**35,842**
Net investment income earned	3,592	3,092
Net realized capital (loses) gains	(283)	104
Net income from operations, before federal income taxes	37,122	39,038
Federal income taxes incurred	13,293	13,193
Net income	**$ 23,829**	**$ 25,845**

The $2.0 million decrease in net income was driven primarily by a decrease in underwriting gain. Underwriting gains decreased $2.0 million due to an increase in expenses.

The Company's changes in capital and surplus during 2013 and 2012 are illustrated in the statement of capital and surplus and briefly explained below.

	(Dollars in 000s) 2013	2012
Capital and surplus, January 1	**$ 106,080**	**$ 144,194**
Net income	23,829	25,845
Change in net unrealized capital gains less capital gains tax	2,491	1,306
Change in net deferred income tax	1,415	314
Change in nonadmitted assets	(1,740)	(1,050)
Changes in paid in capital	-	471
Dividends to stockholders	(24,000)	(65,000)
Capital and surplus, December 31	**$ 108,075**	**$ 106,080**

The Company pays a portion of its excess capital to AMERIGROUP in the form of dividends, subject to NAIC and other regulatory restrictions. The Company paid an ordinary dividend of $24,000,000 to AMERIGROUP Corporation on June 5, 2013. During 2012, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay an extraordinary dividend of $65,000,000 which was disbursed on March 30, 2012.

Financial strength ratings from rating agencies reflect the agency's opinion as to the financial strength, operating performance and ability to meet our claim obligations. A.M. Best ("Best") has rated the Company "A-" (Excellent) as of December 31, 2013. Best reviews its ratings periodically and there can be no assurance that current ratings will be maintained in the future. The Company believes the strong rating is an important factor in marketing our products to our customers, since ratings information is broadly disseminated and generally used throughout the industry.

The Company's required statutory capital and surplus is at December 31, 2013 and 2012 was $17.5 million and $17.3 million, respectively, compared to its NAIC total capital surplus of $108.1 million and $106.1 million at December 31, 2013 and 2012. These benchmarks are indicative of the Company's sound financial position.

Prospective Information

The Company is not providing any additional prospective information other than that which is discussed in or can be derived from discussion in other sections.

Material Changes

The material year to year changes in 2013 Annual Statement line items are fully discussed in the Results of Operations and Liquidity sections. The Company has no additional material changes to disclose.

Management's Discussion and Analysis

Liquidity, Asset/Liability Matching and Capital Resources

The Company's cash receipts result primarily from premiums, investment income and proceeds from the sale or maturity of investment securities. Cash disbursements result mainly from claims payments, administrative expenses, income taxes, and purchases of investment securities. Cash outflows fluctuate with the amount and timing of settlement of these transactions. Any future decline in profitability would likely have some negative impact on the Company's liquidity.

The Company's cash, investments and capital structure are managed to meet the short and long-term obligations of the Company's business while maintaining financial flexibility and liquidity, and are forecasted, analyzed, and monitored to enable investment and financing within the overall constraints of the Company's financial strategy.

A portion of the assets held by the Company is in the form of cash and short-term investments. After considering expected cash flows from operating activities, the Company generally invests cash that exceeds near-term obligations in longer term marketable fixed maturity securities to improve overall investment income returns. The Company's investment strategy is to make investments consistent with insurance statutes and other regulatory requirements, while preserving its asset base. At December 31, 2013, the average duration of a security within the bond portfolio was 3.81 years, reflecting the Company's methodology of structuring its bond portfolio with a duration that considers the Company's projected benefit liabilities.

Liquidity, Asset/Liability Matching and Capital Resources (continued)

The Company's summarized cash flow results for the years ended 2013 and 2012 are illustrated in the statement of cash flows.

	(Dollars in 000s)	
	2013	2012
Net cash from operations	$ 34,453	$ 24,105
Proceeds from sale or maturity of investments	39,978	68,215
Costs of investments acquired	(105,844)	(50,500)
Dividends to stockholders	(24,000)	(65,000)
Other cash provided (applied), net	4,292	(3,468)
Net change in cash and short-term investments	**$ (51,121)**	**$ (26,648)**

The decrease in cash is largely due to the acquisition of bonds plus common stocks and dividends paid throughout the year.

Management believes that the Company is in a position of sufficient liquidity to adequately fund operations on an ongoing basis.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements to disclose.

Participation in High Yield Financings, Highly Leveraged Transactions or Non-Investment Grade Loans and Investments

The Company has no high yield financings, highly leveraged transactions or non-investment grade loans. The Company does not have any non-investment grade investment holdings in its December 31, 2013 investment portfolio.

Preliminary Merger/Acquisition Negotiations

The Company is unable to discuss non-public preliminary merger or acquisition negotiations. Any significant publicly-announced merger and acquisition activity is discussed in the Introduction.

Conclusion

This discussion provides management's assessment of the current financial position, results of operations, changes in capital and surplus, and cash flow and liquidity for the Company.

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ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION
(HEALTH)

Name of Insurer **AMERIGROUP Tennessee, Inc.**

Date 03/31/2014 FEIN 20-4776597
NAIC Group # 0671 NAIC Company # 12941

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS, WITH THE EXCEPTION OF RBC FILINGS,
PLEASE PROVIDE ANY ADDITIONAL COMMENTS THAT MAY HELP TO IDENTIFY DISKETTE CONTENT

	March	April	June
1. Is this the first time you've submitted this filing? (Y/N)	N/A	Yes	N/A
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N)	N/A	N/A	N/A
3. Is this being re-filed due to changes to the data originally filed? (Y/N)	N/A	N/A	N/A
4. Other? (Y/N)	N/A	N/A	N/A
(If "yes" attach an explanation.)			

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Bette Lou Gronseth
Phone: (757)518-3638
Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS - Statutory
Version: 2013.A.1

E. Have material validation failures been addressed in the explanation file? Yes[X] No[ ]

F. The undersigned hereby certifies that, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that annual statement information required to be contained on diskette is identical to the information in the 2013 Annual Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): Symantec Endpoint Protection

(version number): 11.0.7300.1294

(Signed) Bette L. Gronseth

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

Amended Explanation Page

NONE