

Amended Statement Cover

1. The Quarterly Statement as of June 30, 2008 has been amended to include West Tennessee Medical Services Monitoring Report along with a Statement of Actuarial Opinion. Also, West Tennessee Report 2A has been amended with changes to IBNR as well as premium.



QUARTERLY STATEMENT
AS OF June 30, 2008
OF THE CONDITION AND AFFAIRS OF THE
AMERIGROUP Tennessee, Inc.

NAIC Group Code 1156 (Current Period) , 1156 (Prior Period) NAIC Company Code 12941 Employer's ID Number 20-4776597

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

Country of Domicile United States of America

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

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

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

Main Administrative Office 4425 Corporation Lane
 (Street and Number)

Mail Address Virginia Beach, VA (757)473-2721
 (City or Town, State and Zip Code) (Area Code) (Telephone Number)
4425 Corporation Lane , Virginia Beach, VA 23462
 (Street and Number or P.O. Box) (City, or Town, State and Zip Code)

Primary Location of Books and Records 4425 Corporation Lane
 (Street and Number)

Virginia Beach, VA 23462 (757)473-2721
 (City, or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.amerigroupcorp.com

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

OFFICERS

Name	Title
Charles Brian Shipp	President/CEO
William Gardner Wood, M.D.	Vice President/CMO #
Michael Anthony Scarbrough	Vice President/COO #
Stanley Forrest Baldwin	Vice President/Secretary
Nicholas Joseph Pace, II	Vice President/Asst Secretary
Richard Charles Zoretic	Vice President/Asst Secretary
Scott Wayne Anglin	Vice President/Treasurer
James Ward Truess	Vice President/Asst Treasurer
Karen Lint Shields	Vice President/Asst Treasurer

OTHERS

Alvin Brock King, Vice President Margaret Mary Roomsburg, Vice President
 Linda Kaye Whitley-Taylor, Vice President #

DIRECTORS OR TRUSTEES

Charles Brian Shipp Alvin Brock King
 Nicholas Joseph Pace, II

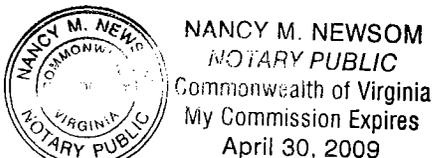
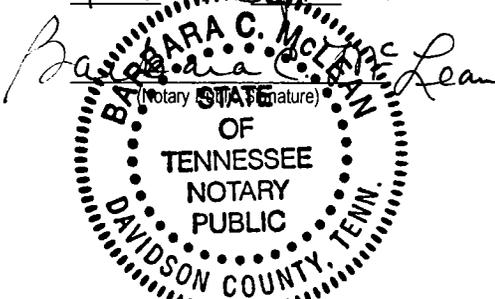
State of Virginia
 County of Virginia Beach ss

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)
Charles Brian Shipp	Stanley Forrest Baldwin	Margaret Mary Roomsburg
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President/CEO	Vice President/Secretary	Vice President
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 4th day of Sept, 2008

a. Is this an original filing? Yes[] No[X]
 b. If no, 1. State the amendment number 1
 2. Date filed 09/12/2008
 3. Number of pages attached 6



My Commission Expires JAN. 23, 2010

#191631

AMERIGROUP Tennessee, Inc.
Report 2A - TennCare Income Statement
Grand Region West Tennessee CRA 2.30.14.3.3 and 2.30.14.3.4

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	499,914	837,730	337,816
Revenues:			
TennCare Capitation	136,538,814	241,582,195	87,277,680
Investment	-	(220)	220
Other Revenues	-	-	-
Total Estimated Revenues	136,538,814	241,581,975	87,277,900
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	3,344,972	5,137,798	1,153,653
Fee for Service Physician Services	9,764,374	23,177,901	7,178,058
Inpatient Hospital Services	21,439,007	39,421,039	8,997,282
Outpatient Services	1,320,480	2,287,800	2,319,275
Emergency Room Services	6,931,158	14,841,415	4,650,891
Mental Health Services	12,275	19,881	3,785
Dental Services	55,981	117,517	43,838
Vision Services	612,896	1,282,406	447,965
Pharmacy Services	-	-	-
Home Health Services	2,950,474	5,940,270	1,529,629
Chiropractic Services	-	-	-
Radiology Services	4,801,056	9,333,555	2,993,082
Laboratory Services	2,324,995	4,775,155	1,677,050
Durable Medical Equipment Services	82,764	170,941	75,209
Transportation Services	439,310	725,772	243,067
Outside Referrals	-	-	-
Medical incentive Pool and Withhold Adjustments	-	-	-
Occupancy Depreciation and Amortization	-	-	-
Other Medical and Hospital Services	35,099,466	71,169,026	16,572,049
IBNR	39,799,603	47,933,149	34,485,394
Subtotal Medical and Hospital	128,978,812	226,333,626	82,370,225
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MHS&S	128,978,812	226,333,626	82,370,225
Administration:			
Compensation	2,339,850	4,950,719	1,732,402
Marketing	8,627	12,527	10,975
Interest Expense	-	-	-
Premium Tax Expense	1,835,981	3,758,257	1,039,462
Occupancy, Depreciation, and Amortization	226,500	443,386	216,500
Other Administration - Write-Ins	8,193,657	9,637,232	974,996
Total Administration Expenses	12,604,615	18,802,121	3,974,335
Total Expenses	141,583,426	245,135,747	86,344,560
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
Net Income (Loss)	(5,044,612)	(3,553,772)	933,340

Statement of Actuarial Opinion

I, A. Kirk Twiss, am associated with the firm of Reden & Anders, Ltd., and am a Member of the American Academy of Actuaries. Reden & Anders, Ltd. has been retained by Memphis Managed Care Corp. (MMCC) with regard to claim liabilities and related items. I meet the Academy qualification standards for rendering the opinion and I am familiar with the valuation requirements applicable to MMCC.

I have examined the actuarial assumptions and actuarial methods used in determining claim liabilities listed below, as shown in the quarterly statement of MMCC, as prepared for filing with state regulatory officials as of June 30, 2008:

Claims Unpaid (restated April 2002) (Page 3, Line 1)	\$0
Remaining IBNR as of 6/30/2008 (MFT report)	\$47,933,149

I have relied on listings and summaries of claims and other relevant data, as prepared by MMCC. I relied on Jim Proctor, CFO for the accuracy of the data as expressed in the attached statement. In other respects, my examination included such review of the actuarial assumptions and actuarial methods used and such tests of the actuarial calculations as I considered necessary.

I have not reviewed the financial position of any party related by contract to MMCC. I have assumed that such parties are in a financial position to meet all liabilities resulting from such contracts.

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

1. Are in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
2. Are based on actuarial assumptions which produce reserves at least as great as those called for in any contract provisions and appropriate to the purpose for which the Statement was prepared;
3. 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 Tennessee;
4. Make a good and sufficient provision for all unpaid claims of the organization under the terms of its contracts and agreements;

5. Are computed on the basis of assumptions consistent with those used in computing the corresponding items in the annual statement of the preceding year-end; and
6. Include provision for all actuarial items which ought to be established.

I have reviewed the Underwriting and Investment Exhibit, Part 2B. The schedule was prepared consistent with *Section 3.6, Follow-Up Studies* contained in Actuarial Standard of Practice No. 5, *Incurred Health Claim Liabilities*.

The reserves and related actuarial items identified above make adequate provision for the anticipated cash flows related to the contractual obligations and expenses of MMCC, when considered in conjunction with the assets held by MMCC with respect to such reserves and related actuarial items, including, but not limited to, the cash flows on such assets and the considerations anticipated to be received under such policies and contracts.

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



A. Kirk Twiss
Fellow, Society of Actuaries
Member, American Academy of Actuaries

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AKT:bc

September 3, 2008