QUARTERLY STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

2008

TO THE

Insurance Department

OF THE STATE OF

Tennessee

FOR THE QUARTER ENDED
September 30, 2008

HEALTH

2008

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QUARTERLY STATEMENT

AS OF September 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 (Street and Number), Nashville, TN 37214 (City, or Town, State and Zip Code)

Main Administrative Office 4425 Corporation Lane (Street and Number)
Virginia Beach, VA (City or Town, State and Zip Code) (757)473-2721 (Area Code) (Telephone Number)

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

Primary Location of Books and Records 4425 Corporation Lane (Street and Number)
Virginia Beach, VA 23462 (City, or Town, State and Zip Code) (757)473-2721 (Area Code) (Telephone Number)

Internet Website Address www.amerigroupcorp.com

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

OFFICERS

Name	Title	
Alvin Brock King	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

Margaret Mary Roomsburg, Vice President

Linda Kaye Whitley-Taylor, Vice President

DIRECTORS OR TRUSTEES

Charles Brian Shipp
Nicholas Joseph Pace, II
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	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 Nov., 2008

Barbara C. McLean
(Notary Public Signature)

BARBARA C. McLEAN
NOTARY PUBLIC
STATE OF TENNESSEE
DAVIDSON COUNTY, TENN.

My Commission Expires JAN. 23, 2010

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

NANCY M. NEWSOM
NOTARY PUBLIC
COMMONWEALTH OF VIRGINIA

NANCY M. NEWSOM
NOTARY PUBLIC
Commonwealth of Virginia
My Commission Expires
April 30, 2009

#191631

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds	25,424,485		25,424,485	24,095,124
2.	Stocks:				
	2.1 Preferred stocks				
	2.2 Common stocks				
3.	Mortgage loans on real estate:				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate:				
	4.1 Properties occupied by the company (less $.....0 encumbrances)				
	4.2 Properties held for the production of income (less $.....0 encumbrances)				
	4.3 Properties held for sale (less $.....0 encumbrances)				
5.	Cash ($.....13,316,963), cash equivalents ($.....0) and short-term investments ($.....78,353,726)	91,670,689		91,670,689	70,813,926
6.	Contract loans (including $.....0 premium notes)				
7.	Other invested assets				
8.	Receivables for securities				
9.	Aggregate write-ins for invested assets				
10.	Subtotals, cash and invested assets (Lines 1 to 9)	117,095,174		117,095,174	94,909,050
11.	Title plants less $.....0 charged off (for Title insurers only)				
12.	Investment income due and accrued	639,037		639,037	647,933
13.	Premiums and considerations:				
	13.1 Uncollected premiums and agents' balances in the course of collection	4,953,852		4,953,852	8,578,766
	13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
	13.3 Accrued retrospective premiums				
14.	Reinsurance:				
	14.1 Amounts recoverable from reinsurers	141		141	
	14.2 Funds held by or deposited with reinsured companies				
	14.3 Other amounts receivable under reinsurance contracts				
15.	Amounts receivable relating to uninsured plans	374,218		374,218	
16.1	Current federal and foreign income tax recoverable and interest thereon				
16.2	Net deferred tax asset				
17.	Guaranty funds receivable or on deposit				
18.	Electronic data processing equipment and software	1,781,161	997,404	783,757	628,972
19.	Furniture and equipment, including health care delivery assets ($.....0)	2,089,316	2,089,316		
20.	Net adjustments in assets and liabilities due to foreign exchange rates				
21.	Receivables from parent, subsidiaries and affiliates				
22.	Health care ($.....159,205) and other amounts receivable	3,671,318	3,512,113	159,205	2,838,088
23.	Aggregate write-ins for other than invested assets	2,148,832	2,148,832		
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	132,753,049	8,747,665	124,005,384	107,602,809
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26.	Total (Lines 24 and 25)	132,753,049	8,747,665	124,005,384	107,602,809
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)				
2301.	Prepaid Expenses - Short-term	225,832	225,832		
2302.	Intangibles	1,923,000	1,923,000		
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	2,148,832	2,148,832		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	74,518,317		74,518,317	72,252,049
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	1,923,974		1,923,974	1,857,512
4.	Aggregate health policy reserves				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	472,812		472,812	225,254
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))				
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				
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	1,197,753		1,197,753	5,830,783
16.	Payable for securities				
17.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)				
18.	Reinsurance in unauthorized companies				
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Liability for amounts held under uninsured plans				
21.	Aggregate write-ins for other liabilities (including $.....0 current)	4,027,879		4,027,879	3,376,097
22.	Total liabilities (Lines 1 to 21)	82,140,735		82,140,735	83,541,695
23.	Aggregate write-ins for special surplus funds	XXX	XXX		
24.	Common capital stock	XXX	XXX	1,000	1,000
25.	Preferred capital stock	XXX	XXX		
26.	Gross paid in and contributed surplus	XXX	XXX	93,867,451	66,613,358
27.	Surplus notes	XXX	XXX		
28.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
29.	Unassigned funds (surplus)	XXX	XXX	(52,003,802)	(42,553,244)
30.	Less treasury stock, at cost:				
	30.1 .....0 shares common (value included in Line 24 $.....0)	XXX	XXX		
	30.2 .....0 shares preferred (value included in Line 25 $.....0)	XXX	XXX		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	41,864,649	24,061,114
32.	Total Liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	124,005,384	107,602,809
DETAILS OF WRITE-INS					
2101.	Accrued Premium Tax	3,984,278		3,984,278	2,048,900
2102.	Accrued Expenses	43,601		43,601	1,208,518
2103.	Non Risk Payable				118,679
2198.	Summary of remaining write-ins for Line 21 from overflow page				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)	4,027,879		4,027,879	3,376,097
2301.		XXX	XXX		
2302.		XXX	XXX		
2303.		XXX	XXX		
2398.	Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX		
2801.		XXX	XXX		
2802.		XXX	XXX		
2803.		XXX	XXX		
2898.	Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX		
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	1,665,448	1,098,491	1,642,504
2.	Net premium income (including $.....0 non-health premium income)	XXX	457,564,030	256,409,764	382,864,891
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX			
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	457,564,030	256,409,764	382,864,891
Hospital and Medical:					
9.	Hospital/medical benefits		284,793,221	174,514,051	243,319,790
10.	Other professional services		13,871,368	5,486,992	6,589,154
11.	Outside referrals				
12.	Emergency room and out-of-area		24,945,923	17,618,847	32,329,994
13.	Prescription drugs		646,449	194	194
14.	Aggregate write-ins for other hospital and medical		89,585,243	44,281,158	77,388,415
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)		413,842,204	241,901,242	359,627,547
Less:					
17.	Net reinsurance recoveries		(431,983)	(1,003,896)	(1,147,753)
18.	Total hospital and medical (Lines 16 minus 17)		414,274,187	242,905,138	360,775,300
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....8,556,415 cost containment expenses		11,124,310	6,656,884	10,471,572
21.	General administrative expenses		51,147,776	28,133,858	41,393,542
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)		476,546,273	277,695,880	412,640,414
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(18,982,243)	(21,286,116)	(29,775,523)
25.	Net investment income earned		2,624,086	1,893,479	3,115,015
26.	Net realized capital gains (losses) less capital gains tax of $.....0		4,983		18,956
27.	Net investment gains or (losses) (Lines 25 plus 26)		2,629,069	1,893,479	3,133,971
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	(16,353,174)	(19,392,637)	(26,641,552)
31.	Federal and foreign income taxes incurred	XXX			
32.	Net income (loss) (Lines 30 minus 31)	XXX	(16,353,174)	(19,392,637)	(26,641,552)
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.	Home Health Care, DME, Transportation, etc.		89,585,243	44,281,158	77,388,415
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)		89,585,243	44,281,158	77,388,415
2901.					
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	24,061,114	(261,411)	(261,411)
34.	Net income or (loss) from Line 32	(16,353,174)	(19,392,637)	(26,641,552)
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			
39.	Change in nonadmitted assets	6,902,616	(3,728,968)	(15,650,281)
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in		1,000	1,000
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	27,254,093	44,739,445	66,613,358
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	17,803,535	21,618,840	24,322,525
49.	Capital and surplus end of reporting period (Line 33 plus 48)	41,864,649	21,357,429	24,061,114
DETAILS OF WRITE-INS				
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
	Cash from Operations		
1.	Premiums collected net of reinsurance	461,188,944	374,286,125
2.	Net investment income	2,637,965	2,486,038
3.	Miscellaneous income		
4.	Total (Lines 1 to 3)	463,826,909	376,772,163
5.	Benefit and loss related payments	413,576,082	288,811,363
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	60,733,217	49,132,035
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	474,309,299	337,943,398
11.	Net cash from operations (Line 4 minus Line 10)	(10,482,390)	38,828,765
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	21,900,000	11,000,000
	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		
	12.7 Miscellaneous proceeds		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	21,900,000	11,000,000
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	23,224,378	35,076,168
	13.2 Stocks		
	13.3 Mortgage loans		
	13.4 Real estate		
	13.5 Other invested assets		
	13.6 Miscellaneous applications	4,983	18,956
	13.7 Total investments acquired (Lines 13.1 to 13.6)	23,229,361	35,095,124
14.	Net increase (or decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(1,329,361)	(24,095,124)
	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	26,933,701	66,501,000
	16.3 Borrowed funds		
	16.4 Net deposits on deposit-type contracts and other insurance liabilities		
	16.5 Dividends to stockholders		
	16.6 Other cash provided (applied)	5,734,813	(10,420,715)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	32,668,514	56,080,285
	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)	20,856,763	70,813,926
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	70,813,926	
	19.2 End of period (Line 18 plus Line 19.1)	91,670,689	70,813,926

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

	Description	Amount 1	Amount 2
20.0001	Depreciation	1,278,675	536,955
20.0002	Non-cash Capital Contributions	320,392	113,358

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	186,629								186,629	
2. First Quarter	186,356							412	185,944	
3. Second Quarter	186,303							584	185,719	
4. Third Quarter	187,001							634	186,367	
5. Current Year										
6. Current Year Member Months	1,665,448							4,356	1,661,092	
Total Member Ambulatory Encounters for Period:										
7. Physician	787,377							3,553	783,824	
8. Non-Physician	644,504							3,159	641,345	
9. Total	1,431,881							6,712	1,425,169	
10. Hospital Patient Days Incurred	99,616							1,045	98,571	
11. Number of Inpatient Admissions	16,771							131	16,640	
12. Health Premiums Written (a)	457,564,030							5,725,448	451,838,582	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	457,564,030							5,725,448	451,838,582	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	411,565,276							2,566,849	408,998,427	
18. Amount Incurred for Provision of Health Care Services	413,842,204							4,511,622	409,330,582	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....5,725,448.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	9,292,389	494,778	(118,937)	(82,755)	(641,654)	8,943,821
0499999 Subtotals	9,292,389	494,778	(118,937)	(82,755)	(641,654)	8,943,821
0599999 Unreported claims and other claim reserves						65,574,496
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						74,518,317
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec.31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
1.	Comprehensive (hospital & medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare		2,567,466		1,944,772		
7.	Title XIX - Medicaid	77,453,514	331,976,280	4,332,420	68,241,125	81,785,934	72,252,049
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	77,453,514	334,543,746	4,332,420	70,185,897	81,785,934	72,252,049
10.	Healthcare receivables (a)		277,453				288,112
11.	Other non-health						
12.	Medical incentive pools and bonus amounts						
13.	Totals	77,453,514	334,266,293	4,332,420	70,185,897	81,785,934	71,963,937

(a) Excludes $.....3,315,184 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The Financial Statements of AMERIGROUP Tennessee, Inc. (the Company) is presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance.

The Tennessee Department of Commerce and Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, version effective March 1, 2008 (NAIC SSAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee.

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

No Change

C. Accounting Policy

No Change

2. Accounting Changes and Corrections of Errors

A. Disclosure for Insurers Upon Initial Implementation of Codification:

None

3. Business Combinations and Goodwill

On April 22, 2008, AMERIGROUP Tennessee, Inc. was notified that it had not been awarded a contract to provide full-risk managed care services to TennCare recipients in West Tennessee. As a result, the existing administrative services only ("ASO") arrangement for the West Tennessee region terminates on October 31, 2008 under its current terms with claims run-out and transition activities continuing into 2009. Goodwill acquired as part of the November 1, 2007 acquisition of substantially all of the assets of Memphis Managed Care Corporation ("MMCC") of $8,044, net of a purchase price adjustment of $1,500 for early termination of the ASO contract or $0.08 per dilutes share, was written-off during the nine months ended September 30, 2008. Additional costs to discontinue operations in West Tennessee are not expected to be material.

4. Discontinued Operations

None

5. Investments

No Change

6. Joint Ventures, Partnerships and Limited Liability Companies

No Change

7. Investment Income

No Change

8. Derivative Instruments

No Change.

9. Income Taxes

No Change

10. Information Concerning Parent, Subsidiaries and Affiliates

AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Inter-company management fees are charged to the Company in accordance with a Management Services Agreement based on generally accepted accounting principles. As of September 30, 2008, the Company owed $892,913 to AMERIGROUP Corporation. This amount was due to the difference between the estimated amount paid for Management fees

Notes to Financial Statement

to the parent and the final amount due. Also, as of September 30, 2008, the Company owed $304,840 to AMERIGROUP Health Solutions, Inc. for disease management services.

11. Debt

The Company has no debt outstanding.

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

No Change

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

No Change

14. Contingencies

None

15. Leases

No Change

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

None

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

None

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

A. The Company has Administrative Services Only (ASO) operations in the West Tennessee Grand Region and in the Middle Tennessee Grand Region. In 2008, the ASO's operations were as followed:

		ASO Unisured Plan	Unisured Portion of Partially Insured Plan	Total ASO
a.	Net reimbursement for Administrative Expenses (including Administrative Fees) in excess of Actual Expenses	$ 2,214,626	$ 0	$ 934,536
b.	Total Net Other Income or Expenses (Including Interest paid or received from plan	$ 220	$ 0	$ 220
c.	Net Gain or Loss from Operations	$ -2,214,846	$ 0	$ 0
d.	Total Claim Payment Volume	$ 0	$ 0	$ 43,388,390

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

None

20. Other Items

None

21. Events Subsequent

A. On April 22, 2008, AMERIGROUP Tennessee, Inc. was notified that it had not been awarded a contract to provide full-risk managed care services to TennCare recipients in West Tennessee. As a result, the existing administrative services only ("ASO") arrangement for the West Tennessee region terminates on

Notes to Financial Statement

October 31, 2008 under its current terms with claims run-out and transition activities continuing into 2009.

B. Surplus as of September 30, 2008, restated to include the valuation as of October 31, 2008, of those assets owned as of September 30, 2008

	Net admitted assets reported as of 9/30/2008	Adjustments			Adjusted value of remaining 9/30/08 assets as of 10/31/08
		Sales	October 2008 activity Realized Gain/(Loss)	Unrealized Gain/(Loss)	
Bonds	25,424,485	(8,200,000)	-	(62,306)	17,162,179
Stocks					
Preferred	-	-	-	-	-
Common	-	-	-	-	-
Mortgage Loans	-	-	-	-	-
Other invested assets	-	-	-	-	-
	25,424,485	(8,200,000)	-	(62,306)	17,162,179
			(1)	(2)	

Total Capital and Surplus reported on quarterly statement. (Health: page 3, line 31)	(3)	41,864,649
Change in 9/30/08 surplus as a result of realized and unrealized gains/(losses) occurring October 2008 related to assets owned as of 9/30/08. ((1) + (2))	(4)	(62,306)
Total Capital and Surplus restated for investment fluctuations during October 2008 related to assets owned 9/30/08. ((3) + (4))		41,802,343
Percentage change in 9/30/08 surplus resulting from October 2008 realized and unrealized gains/losses on assets owned as of 9/30/08. ((4) / (3))		-0.15%

22. Reinsurance

No Change.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None

24. Change in Incurred Claims and Claim Adjustment Expenses

No Change

25. Intercompany Pooling Arrangements

None

26. Structured Settlements

None

Notes to Financial Statement

27. Health Care Receivables

Health Care Receivables consist of provider advances, claims overpayments and ASO claims payment receivable from the state of Tennessee. The admitted portion of health care receivables on consists of ASO claims payment receivable.

28. Participating Policies

None

29. Premium Deficiency Reserves.

None

30. Salvage and Subrogation

None

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .....03/31/2008....
6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .....
6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .....
6.4 By what department or departments?
6.5 Have any financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[ ] No[ ] N/A[X]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[ ] No[ ] N/A[X]

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

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), 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 OTS	6 FDIC	7 SEC
.....	.....	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]

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

FINANCIAL

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

INVESTMENT

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $..... 0

13. Amount of real estate and mortgages held in short-term investments: $..... 0

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

GENERAL INTERROGATORIES (Continued)

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds		
14.22	Preferred Stock		
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]
15.2 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.

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[ ]

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

1 Name of Custodian(s)	2 Custodian Address
U.S. Bank	EX DC-WNWW, 1025 Connecticut Avenue, Suite 517, Washington, DC 20036

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes[ ] No[X]
16.4 If yes, give full and complete information relating thereto:

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

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only 2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	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		5,725,448	451,838,582				457,564,030	
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		5,725,448	451,838,582				457,564,030	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		5,725,448	451,838,582				457,564,030	
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								

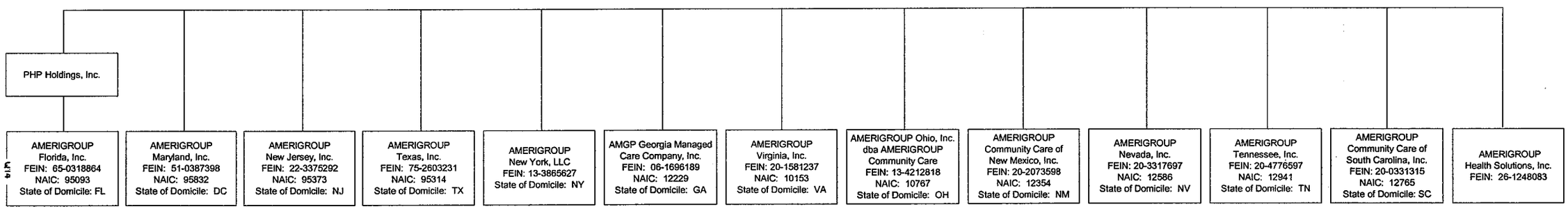
(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

AMERIGROUP Corporation



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement

12941200836500003 2008 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
	2.1 Actual cost at time of acquisitions		
	2.2 Additional investment made after acquisitions		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying va		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	24,095,124	
2.	Cost of bonds and stocks acquired	23,217,251	35,068,872
3.	Accrual of discount	7,127	7,296
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	4,983	18,956
6.	Deduct consideration for bonds and stocks disposed of	21,900,000	11,000,000
7.	Deduct amortization of premium		
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)	25,424,485	24,095,124
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	25,424,485	24,095,124

SCHEDULE D - PART 1B

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

		1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS									
1.	Class 1 (a)	65,596,999	269,678,235	231,501,061	4,038	73,537,883	65,596,999	103,778,211	89,965,117
2.	Class 2 (a)								
3.	Class 3 (a)								
4.	Class 4 (a)								
5.	Class 5 (a)								
6.	Class 6 (a)								
7.	Total Bonds	65,596,999	269,678,235	231,501,061	4,038	73,537,883	65,596,999	103,778,211	89,965,117
PREFERRED STOCK									
8.	Class 1								
9.	Class 2								
10.	Class 3								
11.	Class 4								
12.	Class 5								
13.	Class 6								
14.	Total Preferred Stock								
15.	Total Bonds & Preferred Stock	65,596,999	269,678,235	231,501,061	4,038	73,537,883	65,596,999	103,778,211	89,965,117

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....1,000,000; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

SCHEDULE DA - PART 1

Short - Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. Totals	78,353,726	X X X	78,353,726	1,563,034	8,622

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	65,869,994	
2.	Cost of short-term investments acquired	569,951,697	414,215,641
3.	Accrual of discount	45,003	
4.	Unrealized valuation increase (decrease)		129,079
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	557,512,968	348,474,726
7.	Deduct amortization of premium		
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)	78,353,726	65,869,994
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	78,353,726	65,869,994

SI04 Schedule DB Part F Section 1 ..... NONE

SI05 Schedule DB Part F Section 2 ..... NONE

SI06 Schedule E - Verification (Cash Equivalents) ..... NONE

E01 Schedule A Part 2 ..... NONE

E01 Schedule A Part 3 ..... NONE

E02 Schedule B Part 2 ..... NONE

E02 Schedule B Part 3 ..... NONE

E03 Schedule BA Part 2 ..... NONE

E03 Schedule BA Part 3 ..... NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
31331Y4G2	Federal Farm Credit Bank		07/28/2008	UBS	X X X	2,500,000	2,500,000.00		1
0399999 Subtotal - Bonds - U.S. Governments					X X X	2,500,000	2,500,000.00		X X X
6099997 Subtotal - Bonds - Part 3					X X X	2,500,000	2,500,000.00		X X X
6099998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
6099999 Subtotal - Bonds					X X X	2,500,000	2,500,000.00		X X X
6599998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
7299998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
7399999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
7499999 Total - Bonds, Preferred and Common Stocks					X X X	2,500,000	X X X		X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (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	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
3133XLQY2	Federal Home Loan Bank		07/16/2008	MATURITY	XXX	2,500,000	2,500,000.00	2,497,175	2,498,450		1,550		1,550		2,500,000				128,125	07/16/2008	1
3128X6GW0	Federal Home Loan Mortgage Corp.		07/16/2008	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				108,000	07/16/2009	1
0399999 Subtotal - Bonds - U.S. Governments					XXX	4,500,000	4,500,000.00	4,497,175	4,498,450		1,550		1,550		4,500,000				236,125	XXX	XXX
6099997 Subtotal - Bonds - Part 4					XXX	4,500,000	4,500,000.00	4,497,175	4,498,450		1,550		1,550		4,500,000				236,125	XXX	XXX
6099998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
6099999 Subtotal - Bonds					XXX	4,500,000	4,500,000.00	4,497,175	4,498,450		1,550		1,550		4,500,000				236,125	XXX	XXX
6599998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
7299998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
7399999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
7499999 Total - Bonds, Preferred and Common Stocks					XXX	4,500,000	XXX	4,497,175	4,498,450		1,550		1,550		4,500,000				236,125	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

E06 Schedule DB Part A Section 1 ..... NONE

E06 Schedule DB Part B Section 1 ..... NONE

E07 Schedule DB Part C Section 1 ..... NONE

E07 Schedule DB Part D Section 1 ..... NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
open depositories								
Wachovia			17,631	165,695	3,161,373	5,302,926	13,222,523	X X X
								X X X
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories	X X X	X X X	2,776	90	17,978	102,981	94,440	X X X
0199999 Totals - Open Depositories	X X X	X X X	20,407	165,785	3,179,351	5,405,907	13,316,963	X X X
0299998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories	X X X	X X X						X X X
0299999 Totals - Suspended Depositories	X X X	X X X						X X X
0399999 Total Cash On Deposit	X X X	X X X	20,407	165,785	3,179,351	5,405,907	13,316,963	X X X
0499999 Cash in Company's Office	X X X	X X X	X X X	X X X				X X X
0599999 Total Cash	X X X	X X X	20,407	165,785	3,179,351	5,405,907	13,316,963	X X X

E09 Schedule E Part 2 Cash Equivalents ..... NONE

Supp1 Medicare Part D Coverage Supplement ..... NONE

ACT Actuarial Statement ..... NONE

AEP Amended Explanation ..... NONE

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QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

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

Date 11/15/2008 FEIN 20-4776597
NAIC Group # 1156 NAIC Company # 12941

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

	QTR. 1	QTR. 2	QTR. 3
A01. Is this the first time you've submitted this filing? (Y/N)	N/A	N/A	Yes
A02. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N)	N/A	N/A	N/A
A03. Is this being re-filed due to changes to the data originally filed? (Y/N)	N/A	N/A	N/A
A04. Other? (Y/N) (If "yes" attach an explanation.)	N/A	N/A	N/A

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg

Phone: (757)473-2721-

Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS, LLC
Version: 2008.Q.2

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

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2008 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.0.0

(Signed)

Type Name and Title: Margaret Mary Roomsburg, Vice President

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 -90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premium due and unpaid from Medicare entities						
0499999 Premium due and unpaid from Medicaid entities	4,953,852					4,953,852
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	4,953,852					4,953,852

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
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Claim Overpayment Receivables - Not Individually Listed	171,736	25,193			196,929	
0299999 Subtotal - Claim Overpayment Receivables	171,736	25,193			196,929	
0399998 Loans and Advances to Providers - Not Individually Listed	385,000	-	75,000	1,355,184	1,815,184	-
0399999 Subtotal - Loans and Advances to Providers	385,000	-	75,000	1,355,184	1,815,184	-
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivable Amount due from seller				1,500,000	1,500,000	
0699998 Other Receivables - Not Individually Listed	99,958	26,060	21,324	11,863		159,205
0699999 Subtotal - Other Receivables	99,958	26,060	21,324	1,511,863	1,500,000	159,205
0799999 Gross health care receivables	656,694	51,253	96,324	2,867,047	2,012,113	159,205

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Debtor	1 - 30 Da		ys	Over 90 Days	Nonadmitted	Current	Non-Current
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable							

NONE

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

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	551,346	1,661,092	1,650,504
Revenues:			
TennCare Capitation	142,212,395	451,838,582	384,864,891
Investment	895,763	2,629,290	3,133,750
Other Revenues	-	-	-
Total Estimated Revenues	143,108,158	454,467,871	387,998,642
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	129,963	610,660
Fee-for Service Physician Services	47,984,736	159,916,800	147,415,840
Inpatient Hospital Services	24,778,534	102,838,558	86,360,108
Outpatient Hospital Services	8,787,124	29,484,187	27,174,358
Emergency Room Services	6,293,150	21,984,522	18,144,107
Dental Services	-	-	-
Vision Services	513,089	1,329,569	1,142,456
Pharmacy Services	-	-	-
Home Health Services	-	-	-
Chiropractic Services	-	-	-
Radiology Services	2,550,571	7,465,614	8,611,837
Laboratory Services	1,885,581	5,681,317	5,866,717
Durable Medical Equipment Services	932,929	3,138,234	2,771,355
Transportation Services	4,866,898	14,771,918	13,920,008
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	98,592,611	346,740,682	312,017,445
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,504,599	11,080,802	7,277,088
Inpatient Substance Abuse Treatment and Detox	506,573	1,756,250	1,134,599
Outpatient Mental Health Services	2,229,526	8,224,924	10,203,385
Outpatient Substance Abuse Treatment and Detox	1,122,892	6,292,709	1,104,385
Housing/Residential Treatment	3,793,085	5,438,089	1,366,760
Specialized Crisis Services	54,907	153,006	49,935
Psychiatric Rehab and Support Services	8,459,609	29,463,453	25,861,080
Case Management	78,610	60,877	483,154
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	42,436	119,790	129,716
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Servcies	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	18,792,237	62,589,899	47,610,099
Subtotal Hospital, Medical, MH&SAS	117,384,848	409,330,581	359,627,545
LESS:			
Net Reinsurance Recoveries Incurred	(161,705)	(431,366)	(1,147,754)
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(161,705)	(431,366)	(1,147,754)
Total Hospital, Medical, MHS&S	117,546,553	409,761,947	360,775,298
Administation:			
Compensation	4,112,983	14,200,628	14,188,815
Marketing	38,480	129,891	137,955
Interest Expense	0	-	-
Premium Tax Expense	2,904,986	9,097,510	7,697,298
Occupancy, Depreciation, and Amortization	196,501	609,238	408,640
Other Administration - Write-Ins	9,683,079	34,736,326	30,365,526
Total Administration Expenses	16,936,030	58,773,593	52,798,234
Total Expenses	134,482,583	468,535,541	413,573,532
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
Net Income (Loss)	8,625,575	(14,067,669)	(25,574,890)
Write-Ins for Other Expense			
Detail of Other Medical and Hospital:			
	-	-	-
	-	-	-
	-	-	-
Total Other Medical and Hospital	-	-	-
Detail of Other MH and SAS:			
	-	-	-
	-	-	-
	-	-	-
Total Other MH and SAS	-	-	-
Detail of Other Administration:			
Purch Svc Accts	1,056,226	2,208,729	964,475
Rent Expenses	146,554	454,571	426,668
Miscellaneous Expenses	(110,342)	676,237	915,448
Postage and Delivery	189,510	678,135	435,593
Printing and Reproduction	121,792	822,414	339,184
Management Fee-Ind	7,773,190	28,509,362	25,461,567
Other Administration < $885,000 YTD	506,150	1,386,878	1,822,591
Total Other Administration	9,683,079	34,736,326	30,365,526

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	491,968	1,495,488	337,816
Revenues:			
TennCare Capitation	131,194,108	332,484,929	87,277,680
Investment	0	(220)	220
Other Revenues	0	-	-
Total Estimated Revenues	131,194,108	332,484,709	87,277,900
Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	3,178,677	8,316,475	1,153,653
Fee for Service Physician Services	10,192,203	33,370,104	7,178,058
Inpatient Hospital Services	14,996,427	54,417,466	8,997,282
Outpatient Services	1,151,629	3,439,429	2,319,275
Emergency Room Services	3,901,760	18,743,176	4,650,891
Mental Health Services	9,345	29,226	3,785
Dental Services	49,955	167,472	43,838
Vision Services	755,241	2,037,648	447,965
Pharmacy Services	-	-	-
Home Health Services	3,139,963	9,080,233	1,529,629
Chiropractic Services	-	-	-
Radiology Services	4,278,884	13,612,438	2,993,082
Laboratory Services	2,930,057	7,705,212	1,677,050
Durable Medical Equipment Services	77,441	248,382	75,209
Transportation Services	402,028	1,127,800	243,067
Outside Referrals	-	-	-
Medical incentive Pool and Withhold Adjustments	-	-	-
Occupancy Depreciation and Amortization	-	-	-
Other Medical and Hospital Services	37,654,342	108,823,368	16,572,049
IBNR	40,978,204	48,619,980	34,485,394
Subtotal Medical and Hospital	123,696,157	309,738,409	82,370,225
LESS:			
Net Reinsurance Recoveries Incurred	-	-	-
Copayments	-	-	-
Subrogation and Corrdination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	-	-	-
Total Hospital, Medical, MHS&S	123,696,157	309,738,409	82,370,225
Administation:			
Compensation	2,758,513	7,709,232	1,732,402
Marketing	8,645	21,172	10,975
Interest Expense	-	-	-
Premium Tax Expense	1,864,905	5,623,162	1,039,462
Occupancy, Depreciation, and Amortization	226,051	669,437	216,500
Other Administration - Write-Ins	1,300,911	10,938,143	974,996
Total Administration Expenses	6,159,025	24,961,146	3,974,335
Total Expenses	129,855,182	334,699,556	86,344,560
Extraordinary Item	-	-	-
Provision for Income Tax	-	-	-
Net Income (Loss)	1,338,926	(2,214,846)	933,340

AMERIGROUP Tennessee, Inc.-Grand Region Middle
Cash Reconciliation-Middle Region-Medicaid only
September 30, 2008

Month Received	Cash Received	Recorded	rate cell before accrual	Ten percent	90% collected	10% collected	Liquidated Damages	ASO Claims	Refund Checks	ASO fees	New Rate Increase Settlements	Other A/R	Cash difference	Premium receivable	
	Medicaid Cash	Medicaid Premium Q7, C9, L15						Not Reported	Not Reported		Not Reported	Not Reported		Prem Rec P2, C3, L13.2	
Beginning Balance (Prem. Rec)														$ 8,578,765.65	
January	38,187,482.70	42,330,569.66	42,330,569.65	4,233,056.97	38,097,512.69			89,852.01		118.00			0.01	4,233,056.96	
February	41,566,456.92	41,469,916.91	41,469,916.91	4,146,991.69	37,322,925.22	4,265,231.70	(21,700.00)						0.00	(118,240.01)	
March	42,799,838.79	42,828,093.51	42,828,093.51	4,282,809.35	38,545,284.16	4,315,054.63	(60,500.00)						(0.00)	(32,245.28)	
April	37,762,637.95	41,924,192.30	41,924,192.30	4,192,419.23	37,731,773.07		(1,500.00)	39,291.11	(7,070.23)	144.00			-	4,192,419.23	
May	54,799,322.47	42,160,050.26	42,160,050.27	4,216,005.03	37,944,045.24	16,855,277.23							(0.00)	(12,639,272.20)	
June	50,670,647.01	98,913,364.19	51,615,102.20	5,161,510.22	46,453,591.98	4,216,005.03						1,050.00	0.00	945,505.19	
July	91,392,510.91	46,380,860.37	44,113,082.03	4,411,308.20	39,701,773.83	5,161,510.22	(1,000.00)	41,712.77		258.00	46,488,256.09		0.00	(750,202.02)	
August	48,920,676.54	47,293,011.98	48,576,192.05	4,857,619.21	43,718,572.85	4,411,308.20	(2,288.00)				793,083.49		0.00	446,311.00	
September	49,437,289.42	51,575,440.39	49,538,522.47	4,953,852.25	44,584,670.22	4,857,619.21	(5,000.00)						(0.01)	96,233.05	
Cash Difference from 2007				-	-								(1,520.67)	1,520.67	
Retroactivity		(3,036,917.93)		-	-								-	-	
Total	$ 455,536,862.71	$ 451,838,581.64	$ 404,555,721.39	$ 40,455,572.13	$ 364,100,149.26	$ 44,082,006.22	$ (91,988.00)	$ 170,855.89	$ (7,070.23)	$ 520.00	$ 47,281,339.58	$ 1,050.00	$ (1,520.67)	$ 4,953,852.24	Balance @ 09/30/08

Cash that should be included on premium tax return		
Medicaid Premiums	451,838,581.64	
Change in Premium Receivable	3,624,913.41	
ASO Claims.	170,855.89	
Refund Checks	(7,070.23)	
ASO Fees	520.00	
TPL Recovery	1,050.00	
	455,628,850.71	
1Q08 Cash Collected	(122,635,978.41)	
2Q08 Cash Collected	(143,234,107.42)	
	189,758,764.87	
Total Cash Collected	455,536,862.71	
1Q08 Cash Collected	(122,635,978.41)	
2Q08 Cash Collected	(143,234,107.42)	
add back liquidated damages	91,988.00	
	189,758,764.87	3,795,175.30
	-	

4,953,852.25 September 10% withhold

$ (0.01) Difference

AMERIGROUP Tennessee, Inc.-Grand Region West
Cash Reconciliation
September 30, 2008

Date Received	Cash	Recorded	Liquidated Damages	Due to Health Solutions	Weekly Claims Run	Manual Checks	Capitation Payment	Refund Checks	Case Management	Premium Taxes	Voided Checks	Other A/R	Interest to state	Cash difference	Premium receivable
	Cash P2, C3, L5 IA	Premium P4, C2, L2	Admin Exp P4, C2, L21	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		-	Prem Rec P2, C3, L13.1
Sale of Asset calc. in 2Q08	(5,000.00)			(5,000.00)										-	-
July 3, 2008	10,226,971.74				10,205,626.48	21,345.26								-	-
July 8, 2008	1,858,012.42	1,871,112.42	(13,100.00)											-	-
July 9, 2008	4,709,496.04				4,497,715.61	333,065.20		(108,652.19)			(12,632.58)			-	-
July 16, 2008	6,634,076.99				5,697,037.56	77,216.71	659,950.95		199,871.77					-	-
July 23, 2008	6,930,283.68				6,930,922.86	1,865.10						7,605.85	(10,110.13)	-	-
July 30, 2008	5,516,753.13				5,454,997.44	61,755.69								-	-
August 5, 2008	1,864,504.24	1,872,004.24	(7,500.00)											-	-
August 6, 2008	3,485,065.50				3,485,500.42	163,701.37		(164,095.29)				(41.00)		-	-
August 13, 2008	5,138,527.87				5,720,832.70	50.00		(641,632.66)	71,039.89				(11,762.06)	-	-
August 20, 2008	6,927,241.56				5,301,802.40	758.37	1,596,190.84					29,209.53	(719.58)	-	-
August 27, 2008	6,349,408.42				6,103,546.37	13,524.83	232,337.22							-	-
September 5, 2008	9,398,212.77				5,549,260.51	92,619.27				3,758,256.91		(1,923.92)		-	-
September 8, 2008	1,875,929.41	1,889,929.41	(14,000.00)											-	-
September 10, 2008	5,701,307.91				4,946,166.28	5,980.00	630,450.32		118,711.31					-	-
September 17, 2008	8,232,189.83				8,519,607.93	15,843.08	59,747.96	(352,480.63)					(10,528.51)	-	-
September 24, 2008	8,308,633.37				8,142,345.28	166,288.09								-	-
														-	-
Total	$ 93,151,614.88	$ 5,633,046.07	$ (34,600.00)	$ (5,000.00)	$ 80,555,361.84	$ 954,012.97	$ 3,178,677.29	$ (1,266,860.77)	$ 389,622.97	$ 3,758,256.91	$ (12,632.58)	$ 34,850.46	$ (33,120.28)	$ -	$ -

Cash that should be included on premium tax return		
Cash collected	$ 93,151,614.88	
add LD's	34,600.00	
premium taxes	3,758,256.91	
interest remitted	33,120.28	
	$ 96,977,592.07	$ 1,939,551.84