QUARTERLY STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

2010

TO THE

Insurance Department

OF THE STATE OF

Tennessee

FOR THE QUARTER ENDED
September 30, 2010

HEALTH

2010

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QUARTERLY STATEMENT

AS OF September 30, 2010

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 23462 (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 Web Site 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 George Runyon	Vice President/CMO	
Michael Anthony Scarbrough	Vice President/COO	
Nicholas Joseph Pace, II	Vice President/Secretary	#
Margaret Mary Roomsburg	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

Linda Kaye Whitley-Taylor, Vice President

William Gardner Wood, M.D., 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	Nicholas Joseph Pace, II	Margaret Mary Roomsburg
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President/CEO	Vice President/Secretary	Vice President/Asst Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 27th day of October, 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

Barbara C. McLean
(Notary Public Signature)

BARBARA C. MCLEAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

My Commission Expires: March 3, 2014

NOTARY PUBLIC VIRGINIA
NANCY M. NEWSOM
Notary Public - Reg. # 191631
Commonwealth of Virginia
My Commission Expires Apr. 30, 2013

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	112,027,531		112,027,531	55,367,813
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 $.....0 encumbrances)				
5.	Cash ($.....16,552,517), cash equivalents ($.....1,499,825) and short-term investments ($.....105,419,229)	123,471,571		123,471,571	68,124,844
6.	Contract loans (including $.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets				
9.	Receivables for securities				
10.	Aggregate write-ins for invested assets				
11.	Subtotals, cash and invested assets (Lines 1 to 10)	235,499,102		235,499,102	123,492,657
12.	Title plants less $.....0 charged off (for Title insurers only)				
13.	Investment income due and accrued	562,588		562,588	278,285
14.	Premiums and considerations:				
	14.1 Uncollected premiums and agents' balances in the course of collection	14,015,609		14,015,609	36,472,947
	14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
	14.3 Accrued retrospective premiums	77,398		77,398	
15.	Reinsurance:				
	15.1 Amounts recoverable from reinsurers				
	15.2 Funds held by or deposited with reinsured companies				
	15.3 Other amounts receivable under reinsurance contracts				
16.	Amounts receivable relating to uninsured plans	1,444,914		1,444,914	2,231,533
17.1	Current federal and foreign income tax recoverable and interest thereon				
17.2	Net deferred tax asset	2,059,377	437,464	1,621,913	781,764
18.	Guaranty funds receivable or on deposit				
19.	Electronic data processing equipment and software	121,321	79,367	41,954	112,072
20.	Furniture and equipment, including health care delivery assets ($.....0)	1,498,773	1,498,773		
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Receivables from parent, subsidiaries and affiliates	65,554		65,554	
23.	Health care ($.....0) and other amounts receivable	986,779	986,779		
24.	Aggregate write-ins for other than invested assets	628,367	53,940	574,427	
25.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	256,959,782	3,056,323	253,903,459	163,369,258
26.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
27.	Total (Lines 25 and 26)	256,959,782	3,056,323	253,903,459	163,369,258
DETAILS OF WRITE-INS					
1001.					
1002.					
1003.					
1098.	Summary of remaining write-ins for Line 10 from overflow page				
1099.	TOTALS (Lines 1001 through 1003 plus 1098) (Line 10 above)				
2401.	LTC Contract Receivable	574,427		574,427	
2402.	TransforMED, LLC Deposit	53,940	53,940		
2403.					
2498.	Summary of remaining write-ins for Line 24 from overflow page				
2499.	TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above)	628,367	53,940	574,427	

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	98,330,365		98,330,365	66,885,138
2.	Accrued medical incentive pool and bonus amounts	74,252		74,252	
3.	Unpaid claims adjustment expenses	2,152,262		2,152,262	1,520,475
4.	Aggregate health policy reserves				9,842
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	463,703		463,703	
9.	General expenses due or accrued	176,221		176,221	223,829
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	2,836,595		2,836,595	
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 $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates				4,527,572
16.	Derivatives				
17.	Payable for securities				
18.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)				
19.	Reinsurance in unauthorized companies				
20.	Net adjustments in assets and liabilities due to foreign exchange rates				
21.	Liability for amounts held under uninsured plans				
22.	Aggregate write-ins for other liabilities (including $.....0 current)	11,248,287		11,248,287	9,348,510
23.	Total liabilities (Lines 1 to 22)	115,281,685		115,281,685	82,515,366
24.	Aggregate write-ins for special surplus funds	XXX	XXX		
25.	Common capital stock	XXX	XXX	1,000	1,000
26.	Preferred capital stock	XXX	XXX		
27.	Gross paid in and contributed surplus	XXX	XXX	94,883,850	94,364,304
28.	Surplus notes	XXX	XXX		
29.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
30.	Unassigned funds (surplus)	XXX	XXX	43,736,924	(13,511,412)
31.	Less treasury stock, at cost:				
	31.1 ... .0 shares common (value included in Line 25 $.....0)	XXX	XXX		
	31.2 ... .0 shares preferred (value included in Line 26 $.....0)	XXX	XXX		
32.	Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	138,621,774	80,853,892
33.	Total Liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	253,903,459	163,369,258
DETAILS OF WRITE-INS					
2201.	Accrued Premium Tax	11,248,287		11,248,287	9,348,510
2202.					
2203.					
2298.	Summary of remaining write-ins for Line 22 from overflow page				
2299.	TOTALS (Lines 2201 through 2203 plus 2298) (Line 22 above)	11,248,287		11,248,287	9,348,510
2401.		XXX	XXX		
2402.		XXX	XXX		
2403.		XXX	XXX		
2498.	Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX		
2499.	TOTALS (Lines 2401 through 2403 plus 2498) (Line 24 above)	XXX	XXX		
2901.		XXX	XXX		
2902.		XXX	XXX		
2903.		XXX	XXX		
2998.	Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX		
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 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	1,816,513	1,712,181	2,297,031
2.	Net premium income (including $.....0 non-health premium income)	XXX	658,110,989	445,297,698	626,125,979
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	658,110,989	445,297,698	626,125,979
Hospital and Medical:					
9.	Hospital/medical benefits		388,333,229	300,969,713	390,879,854
10.	Other professional services		7,140,662	8,603,376	10,922,534
11.	Outside referrals				
12.	Emergency room and out-of-area		36,657,738	28,810,335	54,252,517
13.	Prescription drugs		1,477,367	1,301,185	1,583,073
14.	Aggregate write-ins for other hospital and medical		54,622,700	43,413,440	57,913,489
15.	Incentive pool, withhold adjustments and bonus amounts		85,549		
16.	Subtotal (Lines 9 to 15)		488,317,245	383,098,049	515,551,467
Less:					
17.	Net reinsurance recoveries		(463,382)	(473,157)	(641,620)
18.	Total hospital and medical (Lines 16 minus 17)		488,780,627	383,571,206	516,193,087
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....11,524,595 cost containment expenses		15,644,451	11,714,241	16,002,926
21.	General administrative expenses		74,423,038	50,462,093	73,036,222
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)		578,848,116	445,747,540	605,232,235
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	79,262,873	(449,842)	20,893,744
25.	Net investment income earned		1,258,913	1,265,699	1,609,092
26.	Net realized capital gains (losses) less capital gains tax of $.....0		60,068	32,003	38,582
27.	Net investment gains or (losses) (Lines 25 plus 26)		1,318,981	1,297,702	1,647,674
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	80,581,854	847,860	22,541,418
31.	Federal and foreign income taxes incurred	XXX	25,844,026		
32.	Net income (loss) (Lines 30 minus 31)	XXX	54,737,828	847,860	22,541,418
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.	Nursing Facility, DME, Home Health Care, Ambulance, Transportation, Claim Int. Exp.		54,622,700	43,413,440	57,913,489
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)		54,622,700	43,413,440	57,913,489
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	80,853,892	54,588,298	54,588,298
34.	Net income or (loss) from Line 32	54,737,828	847,860	22,541,418
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	(2,521,249)		(8,602,556)
39.	Change in nonadmitted assets	5,031,757	2,476,791	11,901,739
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			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in	519,546	235,286	424,993
	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)	57,767,882	3,559,937	26,265,594
49.	Capital and surplus end of reporting period (Line 33 plus 48)	138,621,774	58,148,235	80,853,892
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 To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	680,944,790	445,547,176	599,479,674
2.	Net investment income	1,034,678	1,318,394	1,731,415
3.	Miscellaneous income			
4.	Total (Lines 1 to 3)	681,979,468	446,865,570	601,211,089
5.	Benefit and loss related payments	457,005,864	392,029,084	524,851,746
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	87,616,476	60,989,702	89,057,227
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	23,007,431		
10.	Total (Lines 5 through 9)	567,629,771	453,018,786	613,908,973
11.	Net cash from operations (Line 4 minus Line 10)	114,349,697	(6,153,216)	(12,697,884)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	46,318,627	28,625,000	38,625,000
	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)	46,318,627	28,625,000	38,625,000
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	102,918,277	41,106,236	47,740,478
	13.2 Stocks			
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	60,068	32,003	38,582
	13.7 Total investments acquired (Lines 13.1 to 13.6)	102,978,345	41,138,239	47,779,060
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)	(56,659,718)	(12,513,239)	(9,154,060)
	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			
	16.6 Other cash provided (applied)	(2,343,252)	9,738,006	14,627,100
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(2,343,252)	9,738,006	14,627,100
	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)	55,346,727	(8,928,449)	(7,224,844)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	68,124,844	75,349,688	75,349,688
	19.2 End of period (Line 18 plus Line 19.1)	123,471,571	66,421,239	68,124,844

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

20.0001	Depreciation	560,669	1,126,303	1,437,734
20.0002	Non-cash Capital Contributions	519,546	235,286	424,993

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	195,103							1,109	193,994	
2. First Quarter	201,438							1,160	200,278	
3. Second Quarter	199,568							1,205	198,363	
4. Third Quarter	203,840							1,270	202,570	
5. Current Year										
6. Current Year Member Months	1,816,513							10,655	1,805,858	
Total Member Ambulatory Encounters for Period:										
7. Physician	978,495							12,080	966,415	
8. Non-Physician	859,573							11,150	848,423	
9. Total	1,838,068							23,230	1,814,838	
10. Hospital Patient Days Incurred	137,907							2,578	135,329	
11. Number of Inpatient Admissions	16,292							336	15,956	
12. Health Premiums Written (a)	658,110,989							12,482,648	645,628,341	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	658,110,989							12,482,648	645,628,341	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	456,542,480							10,549,312	445,993,168	
18. Amount Incurred for Provision of Health Care Services	488,317,245							9,671,342	478,645,903	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....12,482,648.

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	5,243,885	68,534	2,630	(153,072)	(35,056)	5,126,921
0499999 Subtotals	5,243,885	68,534	2,630	(153,072)	(35,056)	5,126,921
0599999 Unreported claims and other claim reserves						93,203,444
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						98,330,365
0899999 Accrued Medical Incentive Pool And Bonus Amounts						74,252

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	2,170,928	8,379,704	80,444	2,156,779	2,251,372	2,858,584
7.	Title XIX - Medicaid	42,241,179	404,202,756	5,852,740	90,240,402	48,093,919	64,026,554
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	44,412,107	412,582,460	5,933,184	92,397,181	50,345,291	66,885,138
10.	Healthcare receivables (a)	15,555	251,224			15,555	522,063
11.	Other non-health						
12.	Medical incentive pools and bonus amounts		11,297		74,252		
13.	Totals	44,396,552	412,342,533	5,933,184	92,471,433	50,329,736	66,363,075

(a) Excludes $.....720,000 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, 2010 (NAIC SSAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee. There are no state permitted practices that differ from the NAIC Accounting Practices and Procedures Manual that impact the financial statements or statutory net worth for AMERIGOUP Tennessee, Inc.

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

None

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. Management services fees charged, in accordance with an approved management services agreement, for the periods ended September 2010 and December 2009 were $37,118,689 and $44,262,089, respectively. AMERIGROUP Corporation owed the Company $65,554, which was admissible by the Department of Commerce and Insurance, TennCare Division, as of September 30, 2010. This balance was settled in October 2010. December 31, 2009, the Company owed to AMERIGROUP Corporation $4,527,572. As of September 30, 2010, the company received from AMERIGROUP Corporation non-cash capital contributions of $519,546 and there were no dividends paid. During 2009, the Company received from AMERIGROUP Corporation non-cash capital contributions of $424,993, and there were no dividends paid.

Notes to Financial Statement

11. Debt

No Change

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

A. Transfers of Receivables Reported as Sales

None

B. Transfer and Servicing of Financial Assets

None

C. Wash Sales

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 continues to experience run out of the Administrative Services Only (ASO) operations in the West Tennessee Grand Region and in the Middle Tennessee Grand Region. In 2010, the ASO's operations were as followed:

		ASO Uninsured Plan	Uninsured Portion of Partially Insured Plan	Total ASO
a.	Net reimbursement for Administrative Expenses (including Administrative Fees) in excess of Actual Expenses	$ 247,068	$ 0	$ 247,068
b.	Total Net Other Income or Expenses (Including Interest paid or received from plan	$ 0	$ 0	$ 0
c.	Net Gain or Loss from Operations	$ 247,068	$ 0	$ 247,068
d.	Total Claim Payment Volume	$ 0	$ 0	$ 0

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

None

20. Other Items

AMERIGROUP Tennessee, Inc. has historically not included short-term retroactive premium receivables on the statutory filings. Per approval by the Tennessee Department of Commerce and Insurance, premiums receivable included on page 2, line 14.1, column 3 of the quarterly filing includes a $12 million estimate for retroactivity due from the state.

Notes to Financial Statement

Long-term retroactivity is the unpaid retro eligibility premium capitation pursuant to CRA Section 3.7.1.4 covering unpaid eligibility resulting from the TennCare Division system's inability to pay retro eligibility greater than 12 months in arrears. AMERIGROUP Tennessee, Inc. prepares a detail listing by member of this unpaid retroactivity each month based on all active enrollment data received from the TennCare Division in excess of 12 months in arrears that has not been paid on the applicable monthly premium capitation files. The TennCare Division is required to pay this retroactivity twice per year. The most recent payment was received in mid June 2010, which covered all such retroactivity through the June 2010 monthly premium file and eliminated this receivable from AMERIGROUP Tennessee, Inc.'s financial statements as of June 30, 2010. This long-term retroactivity receivable is approximately $3.7 million as of September 30, 2010 and is growing by approximately $1.2 million per month. The TennCare Division has informed AMERIGROUP Tennessee, Inc. that the next semi-annual payment of this retroactivity will occur in either January or February 2011, so the balance will continue to grow through year end.

21. Events Subsequent

Short-term retroactivity is the retroactive capitation paid on the subsequent month's capitation payment file. The TennCare Division's monthly capitation payment files routinely include between $6 and $9 million of payments related to retro-eligible enrollment. This receivable is always collected before the NAIC statements are filed each quarter. This short-term retroactivity receivable is approximately $8.3 million as of September 30, 2010, which was paid on the October 2010 premium (capitation) file.

22. Reinsurance

A new contract was signed with RGA Reinsurance Company effective July 1, 2010, with the attachment points of $1,250,000 per member. The Company during this reporting period had no Unsecured Reinsurance Recoverable, Reinsurance Recoverable in Dispute, Uncollectible Reinsurance, and Commutation of Reinsurance or Retroactive Reinsurance.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None

24. Change in Incurred Claims and Claim Adjustment Expenses

A summary of the activity for claims unpaid is as follows:

	2010	2009
Liability balance prior year	$66,885,138	$75,084,654
Plus incurred related to:		
Current year	504,857,092	525,965,040
Prior years	(16,539,847)	(10,413,573)
Total Incurred	488,317,245	515,551,467
Less paid related to:		
Current year	412,385,659	461,366,265
Prior years	44,412,107	62,384,718
Total Paid	456,797,766	523,750,983
Balance current year	$98,404,617	$66,885,138

The Company uses actuarial techniques based principally on historical payment patterns to estimate incurred claims. Changes in payment patterns and claims trends can result in adjustments to the claims estimate, which are recorded in current operations.

25. Intercompany Pooling Arrangements

None

26. Structured Settlements

None

Notes to Financial Statement

27. Health Care Receivables

Health Care Receivables consisted of provider advances, provider overpayments on paid claims, and Medicare pharmacy rebates.

28. Participating Policies

None

29. Premium Deficiency Reserves.

None

30. Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[ ] No[X]
1.2 If yes, has the report been filed with the domiciliary state? Yes[ ] No[ ] 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[X] No[ ] 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. 03/31/2008
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). 10/28/2009
6.4 By what department or departments?
Department of Commerce and Insurance, TennCare Division
6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[X] No[ ] N/A[ ]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

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

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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[X] No[ ]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 65,554

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]

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds		
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, F - 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, N.A.	1025 Connecticut Avenue, Suite 517, Washington, DC 20036
U.S. Bank Corporate Trust	2204 Lakeshore Drive, Suite 302, Homewood, AL 35209

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
77784	Deutsche Investment Management Americas, Inc.	345 Park Avenue, New York, New York 10154

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:

General Interrogatories Part 1 Attachments

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?

   The Administrative Services Agreement with Amerigroup Corporation was amended in 2010 to reflect a revision to the pricing included in Exhibits A and B of the agreement.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1	A&H loss percent	76%
1.2	A&H cost containment percent	2%
1.3	A&H expense percent excluding cost containment expenses	12%

2.1	Do you act as a custodian for health savings accounts?	Yes[ ] No[X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.	$ 0
2.3	Do you act as an administrator for health savings accounts?	Yes[ ] No[X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.	$ 0

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)
Accident and Health - Non-affiliates						
93572	43-1235868	07/01/2010	RGA REINS CO	20 Washington Avenue South, Minneapolis, MN 55401	SSL/L/G	Yes[X] No[ ]

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		12,482,648	645,628,341				658,110,989	
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		12,482,648	645,628,341				658,110,989	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		12,482,648	645,628,341				658,110,989	
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.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Q15

NONE

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

12941201036500003 2010 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 acquisition		
	2.2 Additional investment made after acquisition		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

		1 Year To Date	2 Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest po		
9.	Total foreign exchange change in book value/recorded inv		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	55,367,813	46,213,753
2.	Cost of bonds and stocks acquired	103,196,096	47,873,756
3.	Accrual of discount	21,316	12,097
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	60,068	38,582
6.	Deduct consideration for bonds and stocks disposed of	46,318,627	38,625,000
7.	Deduct amortization of premium	299,135	145,375
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)	112,027,531	55,367,813
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	112,027,531	55,367,813

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)	208,872,223	791,200,636	780,953,791	(172,483)	127,702,703	208,872,223	218,946,585	107,480,833
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	208,872,223	791,200,636	780,953,791	(172,483)	127,702,703	208,872,223	218,946,585	107,480,833
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	208,872,223	791,200,636	780,953,791	(172,483)	127,702,703	208,872,223	218,946,585	107,480,833

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 $.....8,392,525; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	105,419,229	X X X	105,471,717	111,791	39,900

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	47,114,063	58,569,375
2.	Cost of short-term investments acquired	2,082,991,380	1,613,999,769
3.	Accrual of discount	30,353	
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	2,024,617,853	1,625,442,089
7.	Deduct amortization of premium	98,714	12,992
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)	105,419,229	47,114,063
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	105,419,229	47,114,063

SI04 Schedule DB - Part A Verification ..... NONE

SI04 Schedule DB - Part B Verification ..... NONE

SI05 Schedule DB Part C Section 1 ..... NONE

SI06 Schedule DB Part C Section 2 ..... NONE

SI07 Schedule DB - Verification ..... NONE

SCHEDULE E - Verification

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	4,998,958	
2.	Cost of cash equivalents acquired	28,128,368	9,998,819
3.	Accrual of discount	4,150	139
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	31,620,000	5,000,000
7.	Deduct amortization of premium	11,651	
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)	1,499,825	4,998,958
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	1,499,825	4,998,958

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									
31331JK77	F F C B DEB 0.500% 3/28/		09/28/2010	Suntrust	X X X	2,000,000	2,000,000.00		1
31331JWA7	F F C B DEB 0.700% 4/26/		07/26/2010	UBS	X X X	999,550	1,000,000.00		1
313370HW1	F H L B M T N 0.700% 8/10/		08/18/2010	Wells Fargo Sec.	X X X	2,000,000	2,000,000.00	311	1
3133704F2	F H L B DEB 0.450% 7/15/		07/09/2010	UBS	X X X	3,000,000	3,000,000.00		1
313370PB8	F H L B DEB 0.625% 8/23/		08/23/2010	Wells Fargo Sec.	X X X	2,000,000	2,000,000.00		1
313370X37	F H L B DEB 0.625% 9/16/		09/24/2010	UBS	X X X	3,000,000	3,000,000.00	417	1
3133705K0	F H L B DEB 0.650% 1/19/		07/19/2010	Suntrust	X X X	1,500,000	1,500,000.00		1
3133XYZC2	F H L B DEB 0.670% 1/13/		07/13/2010	UBS	X X X	2,000,000	2,000,000.00		1
313370BH0	F H L B DEB 0.750% 7/26/		07/26/2010	Wells Fargo Sec.	X X X	2,000,000	2,000,000.00		1
313370P69	F H L B DEB 1.000% 8/26/		08/26/2010	UBS	X X X	1,999,000	2,000,000.00		1
313370TR9	F H L B DEB 1.020% 12/13/		09/27/2010	Suntrust	X X X	2,000,000	2,000,000.00	793	1
3133XXH34	F H L B DEB 2.350% 3/17/		08/24/2010	Suntrust	X X X	959,310	950,000.00	9,736	1
3134G1UZ5	F H L M C M T N 0.750% 9/30/		09/30/2010	UBS	X X X	1,000,000	1,000,000.00		1
3136FMX58	F N M A M T N 0.500% 7/26/		07/26/2010	Suntrust	X X X	2,550,000	2,550,000.00		1
31398AW65	F N M A M T N 1.000% 7/27/		07/27/2010	Suntrust	X X X	1,000,000	1,000,000.00		1
3136FPLT2	F N M A M T N 1.150% 12/30/		09/30/2010	Suntrust	X X X	1,000,000	1,000,000.00		1
3136FPLU9	F N M A M T N 1.375% 9/29/		09/29/2010	UBS	X X X	1,000,000	1,000,000.00		1
31398A3S9	F N M A M T N 2.000% 9/30/		09/30/2010	UBS	X X X	300,000	300,000.00		1
0399999 Subtotal - Bonds - U.S. Governments					X X X	30,307,860	30,300,000.00	11,257	X X X
Bonds - U.S. Special Revenue, Special Assessment									
041431FS1	ARLINGTON CNTY VA 2.000% 8/15/		08/11/2010	Deutsche Bank	X X X	1,450,009	1,425,000.00		1FE
246428XN1	DELAWARE TRANSN AUTH 5.000% 7/01/		08/12/2010	Deutsche Bank	X X X	422,933	355,000.00	2,022	1FE
649883DQ5	NEW YORK ST MTG AGY 0.150% 10/01/		07/08/2010	Deutsche Bank	X X X	600,000	600,000.00	447	1FE
91732CAA5	USTA NATL TENNIS NY 0.310% 11/15/		07/08/2010	Deutsche Bank	X X X	3,200,000	3,200,000.00	190	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	5,672,942	5,580,000.00	2,659	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
36962G4Q4	GEN ELEC CAP CRP 1.875% 9/16/		09/16/2010	Deutsche Bank	X X X	79,879	80,000.00		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	79,879	80,000.00		X X X
8399997 Subtotal - Bonds - Part 3					X X X	36,060,681	35,960,000.00	13,916	X X X
8399998 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
8399999 Subtotal - Bonds					X X X	36,060,681	35,960,000.00	13,916	X X X
8999998 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
9799998 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
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	36,060,681	X X X	13,916	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 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																					
31331JRU9 .	F F C B DEB 0.820% 12/16/		09/16/2010	CALLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000							1,500,000				3,075	12/16/2011	1
31331JTG8 .	F F C B DEB 0.870% 3/28/		09/28/2010	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000							2,000,000				4,350	03/28/2012	1
31331JRV7 .	F F C B DEB 0.960% 3/16/		09/16/2010	CALLED @ 100.0000000	XXX	1,000,000	1,000,000.00	1,000,000							1,000,000				2,400	03/16/2012	1
3133XYWC5	F H L B DEB 0.250% 9/30/		09/30/2010	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000							2,000,000				1,250	09/30/2011	1
3133XXJQ1 .	F H L B DEB 0.500% 3/29/		09/29/2010	CALLED @ 100.0000000	XXX	5,500,000	5,500,000.00	5,500,000							5,500,000				13,750	03/29/2012	1
3133XXKZ9 .	F H L B DEB 0.500% 4/06/		09/23/2010	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	2,997,750			1,078		1,078		2,998,828		1,172	1,172	7,500	04/06/2011	1
3133XYSF3 .	F H L B DEB 0.625% 12/30/		09/30/2010	CALLED @ 100.0000000	XXX	1,000,000	1,000,000.00	1,000,000							1,000,000				1,563	12/30/2011	1
3133XYZJ7 .	F H L B DEB 0.650% 12/29/		09/29/2010	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	3,000,000							3,000,000				4,875	12/29/2011	1
3128X9YM6 .	Federal Home Loan Mortgage Corp		08/19/2010	CALLED @ 100.0000000	XXX	300,000	300,000.00	300,000							300,000				1,125	02/19/2013	1
3136FHFT7 .	Federal National Mortgage Assoc.		09/24/2010	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	3,000,000	3,000,000						3,000,000				72,000	09/24/2013	1
3136FJ6A4 .	Federal National Mortgage Assoc.		08/26/2010	CALLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000							1,500,000				8,438	02/26/2013	1
31398AD25 .	Federal National Mortgage Assoc.		07/15/2010	CALLED @ 100.0000000	XXX	4,000,000	4,000,000.00	4,000,000							4,000,000				45,000	01/15/2013	1
0399999 Subtotal - Bonds - U.S. Governments					XXX	27,800,000	27,800,000.00	27,797,750	3,000,000		1,078		1,078		27,798,828		1,172	1,172	165,326	XXX	XXX
Bonds - U.S. Special Revenue, Special Assessment																					
167562JS7 .	CHICAGO IL MIDWAY 0.330% 1/01/		08/11/2010	Deutsche Bank	XXX	550,000	550,000.00	550,000							550,000				209	01/01/2025	1FE
5742173L7 .	MARYLAND ST HEALTH 0.250% 7/01/		07/01/2010	Deutsche Bank	XXX	35,000	35,000.00	35,000							35,000					07/01/2029	1FE
679110CY0 .	OK Student Loan		08/31/2010	Suntrust	XXX	850,000	850,000.00	804,729	799,213		518		518		799,731		50,269	50,269	2,695	12/01/2033	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	1,435,000	1,435,000.00	1,389,729	799,213		518		518		1,384,731		50,269	50,269	2,904	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
20825UAB0 .	Conoco Funding Co Guar Nt		08/03/2010	CALLED @ 106.9015000	XXX	133,627	125,000.00	137,648	136,345		(11,345)		(11,345)		125,000		8,627	8,627	6,350	10/15/2011	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	133,627	125,000.00	137,648	136,345		(11,345)		(11,345)		125,000		8,627	8,627	6,350	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	29,368,627	29,360,000.00	29,325,127	3,935,558		(9,749)		(9,749)		29,308,559		60,068	60,068	174,580	XXX	XXX
8399998 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
8399999 Subtotal - Bonds					XXX	29,368,627	29,360,000.00	29,325,127	3,935,558		(9,749)		(9,749)		29,308,559		60,068	60,068	174,580	XXX	XXX
8999998 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
9799998 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
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX													XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	29,368,627	XXX	29,325,127	3,935,558		(9,749)		(9,749)		29,308,559		60,068	60,068	174,580	XXX	XXX

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

QE05

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

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

E08 Schedule DB Part D ..... NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6 First Month	7 Second Month	8 Third Month	*
open depositories										
Wachovia	Cash						(682,950)	(289,878)	(3,740,747)	XXX
0199998 Deposits in 91 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			XXX	XXX	25,775	3,011	20,168,580	20,096,563	20,293,264	XXX
0199999 Totals - Open Depositories			XXX	XXX	25,775	3,011	19,485,630	19,806,685	16,552,517	XXX
0299998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories			XXX	XXX						XXX
0299999 Totals - Suspended Depositories			XXX	XXX						XXX
0399999 Total Cash On Deposit			XXX	XXX	25,775	3,011	19,485,630	19,806,685	16,552,517	XXX
0499999 Cash in Company's Office			XXX	XXX	XXX	XXX				XXX
0599999 Total Cash			XXX	XXX	25,775	3,011	19,485,630	19,806,685	16,552,517	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
KBC FINL PRODS INTL C P 10/08/		08/10/2010	0.000	10/08/2010	1,499,825		1,300
3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					1,499,825		1,300
3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated)					1,499,825		1,300
4199999 Subtotals - Credit Tenant Loans							
7799999 Subtotals - Issuer Obligations					1,499,825		1,300
8399999 Subtotals - Bonds					1,499,825		1,300
8499999 Sweep Accounts							
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents					1,499,825		1,300

12941201036500003 2010 Document Code: 365

MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

For the Quarter Ended September 30, 2010

NAIC Group Code: 1156 **NAIC Company Code: 12941**

		Individual Coverage		Group Coverage		5
		1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1.	Premiums Collected		XXX		XXX	
2.	Earned Premiums		XXX		XXX	XXX
3.	Claims Paid		XXX		XXX	
4.	Claims Incurred		XXX		XXX	XXX
5.	Reinsurance Coverage and Low Income Cost Sharing - Claim Paid Net of Reimbursements Applied (a)	NONE		XXX		
6.	Aggregate Policy Reserves - change				XXX	XXX
7.	Expenses Paid				XXX	
8.	Expenses Incurred		XXX		XXX	XXX
9.	Underwriting Gain or Loss		XXX		XXX	XXX
10.	Cash Flow Results	XXX	XXX	XXX	XXX	

(a) Uninsured Receivable/Payable with CMS at End of Quarter: $.....0 due from CMS or $.....0 due to CMS

Statement of Actuarial Opinion

NONE

Amended Statement Cover

NONE

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QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

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

Date 11/15/2010 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)	N/A	N/A	N/A
(If "yes" attach an explanation.)				

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: 2010.Q.1

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 2010 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): 8.5.0.781

(Signed) Margaret M Roomsburg

Type Name and Title: Margaret Mary Roomsburg, Vice President/Asst Secretary

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	11,514,981	1,434,039	1,066,589			14,015,609
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	11,514,981	1,434,039	1,066,589			14,015,609

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	26,629	26,321	25,977	184,174	263,101	
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	26,629	26,321	25,977	184,174	263,101	
0299998 Claim Overpayment Receivables - Not Individually Listed	3,678				3,678	
0299999 Subtotal - Claim Overpayment Receivables	3,678				3,678	
Loans and Advances to Providers						
Park Center, Inc.				100,000.00	100,000	
Collaborative Care Corporation				200,000.00	200,000	
TN Clinical Schools d/b/a Hermitage Hall				100,000.00	100,000	
Ed Medical, Inc.				170,000.00	170,000	
Guardian Hospice of Nashville LLC		100,000			100,000	
0399998 Loans and Advances to Providers - Not Individually Listed				50,000	50,000	
0399999 Subtotal - Loans and Advances to Providers		100,000		620,000	720,000	
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	30,307	126,321	25,977	804,174	986,779	

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
Individually listed receivables							
AMERIGROUP Corporation	65,554					65,554	
0199999 Total - Individually listed receivables	65,554					65,554	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	65,554					65,554	

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 09/30/10

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	**617,480**	**1,805,858**	**2,286,060**
Revenues:			
TennCare Capitation	240,234,674	645,628,341	612,724,592
Investment	550,206	1,318,981	1,636,485
Other Revenues	-	-	-
Total Revenues	240,784,880	646,947,322	614,361,078
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	771,156	771,156	205,814
Fee-for Service Physician Services	12,239,021	101,909,560	148,921,443
Inpatient Hospital Services	56,846,636	121,551,357	138,535,102
Outpatient Hospital Services	26,023,952	38,398,613	46,115,432
Emergency Room Services	3,753,998	18,462,548	32,418,244
Dental Services	-	-	-
Vision Services	638,917	1,621,752	2,068,802
Pharmacy Services	-	-	-
Home Health Services	8,081,909	22,143,188	30,803,658
Chiropractic Services	-	-	-
Radiology Services	2,403,783	9,134,495	12,701,600
Laboratory Services	2,434,416	7,344,557	10,766,427
Durable Medical Equipment Services	1,193,959	3,299,654	4,408,617
Transportation Services	2,144,034	11,557,736	14,149,018
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	116,531,781	336,194,616	441,094,157
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	4,244,954	7,513,211	6,376,963
Inpatient Substance Abuse Treatment and Detox	(659,267)	1,719,379	2,112,908
Outpatient Mental Health Services	1,414,438	5,108,853	9,192,615
Outpatient Substance Abuse Treatment and Detox	555,082	3,947,546	4,120,674
Housing/Residential Treatment	1,502,580	4,121,094	5,629,195
Specialized Crisis Services	724,802	3,307,320	381,075
Psychiatric Rehab and Support Services	(590,762)	2,360,812	27,248,985
Case Management	2,250,328	18,738,150	8,891,538
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	29,084	92,085	128,249
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	9,471,239	46,908,450	64,082,202
CHOICES			
Nursing Facility Care	46,001,909	87,979,627	-
HCBS Services	3,814,366	7,563,212	-
Subtotal CHOICES	49,816,275	95,542,839	-
Subtotal Hospital, Medical, MH&SAS, CHOICES	175,819,295	478,645,905	505,176,359
LESS:			
Net Reinsurance Recoveries Incurred	(118,411)	(462,062)	(640,058)
Copayments	0	0	0
Subrogation and Coordination of Benefits	0	0	0
Subtotal Reinsurance, Copay, Subrogation	(118,411)	(462,062)	(640,058)
Total Hospital, Medical, MH&SAS	175,937,706	479,107,967	505,816,417
Administration:			
Compensation	4,524,759	13,671,686	12,121,242
Direct and Allocated Admin expenses	12,676,655	36,297,883	43,385,101
Marketing	46,255	133,080	106,288
Interest Expense	0	0	0
Premium Tax Expense	12,414,301	34,285,119	23,434,003
Occupancy, Depreciation, and Amortization	332,505	1,023,052	1,439,219
Other Administration - Write-Ins	846,470	3,185,979	3,240,993
Total Administration Expenses	30,840,945	88,596,799	83,726,846
Total Expenses	206,778,651	567,704,766	589,543,263
Extraordinary Item	0	0	0
Provision for Income Tax	9,951,551	25,844,026	0
Net Income (Loss)	24,054,678	53,398,530	24,817,814
Write-Ins for Other Revenues			
	0	0	0
	0	0	0
Total Other Revenues	0	0	0
Write-Ins for Other Medical and Hospital			
	0	0	0
	0	0	0
Total Other Medical and Hospital	0	0	0
Write-Ins for Other MH & SS			
	0	0	0
	0	0	0
Total Other MH & SS	0	0	0
Write-Ins for Other Administration			
Purch Svc Accts	82,501	185,672	409,551
Telephone Expenses	82,926	204,766	150,791
Other Taxes	17,936	42,777	20,567
Fines & Penalties	312,812	596,493	78,240
Provision for Bad Debt	(125,504)	609,742	388,964
Postage and Delivery	122,074	461,183	624,917
Printing and Reproduction	82,969	354,888	675,063
Repairs and Maintenance	10,959	33,966	43,386
Supplies Expense	26,113	81,627	58,689
Temporary Labor Accts	24,922	31,989	4,974
Travel and Entertainment Exp	87,420	262,654	197,016
Recruitment Expenses	93,240	217,575	364,446
Other Administration < $30,000 YTD	28,102	102,647	224,389
Total Other Administration	846,470	3,185,979	3,240,993

AMERIGROUP Tennessee, Inc.-Grand Region Middle
Cash Reconciliation-Middle Region-Medicaid only
September 30, 2010

Month Received	Cash	Recorded	Rate cell before accrual	Jan - 10 % Feb thru Jul - 5% Aug thru Sept - 2.5%	Collected	Collected Jan 10% Feb thru Mar 5% Aug thru Sept - 2.5%	Liquidated Damages	Premium Taxes	ASO Claims	Refund Checks	ASO fees	Other A/R	Quality Performance Incentive	Cash difference	Premium receivable
	Cash P2, C3, L5 IA	L2					Admin Exp P4, C2, L21	Not Reported	Not Reported	Not Reported	Premium P4, C2, L2	Not Reported	Not Reported		L13.1
Beginning Balance (Prem. Rec)															$ 36,472,947.31
January	48,652,837.32	53,157,870.38	$48,715,159.87	4,871,515.99	$43,843,643.88	4,824,193.44	(15,000.00)	-	-		-			$ (0.01)	47,322.55
February	51,155,006.01	55,896,382.14	$48,723,673.71	2,436,183.69	$46,287,490.02	4,871,515.99	(4,000.00)	-	-		-			$ (0.00)	(2,435,332.30)
March	64,258,113.69	71,485,137.59	$65,194,958.95	3,259,747.95	$61,935,211.00	2,436,183.69	(113,281.00)	-	-		-			$ 0.00	823,564.26
E. Lane Refunds	178.00											178.00		$ -	-
April	107,240,552.74	71,106,037.02	109,457,899.78	5,472,894.99	103,985,004.79	3,259,747.95	(4,200.00)	-	-		-			0.00	2,213,147.04
May	72,698,175.38	75,534,641.05	72,843,975.38		72,843,975.38	-	(145,800.00)	-	-		-			-	-
June	74,505,104.29	72,222,277.22	72,685,588.74	3,634,279.44	69,051,309.30	5,472,894.99	(19,100.00)	-	-		-			(0.00)	(1,838,615.55)
June-Retro Eligibility	19,884,476.19	5,991,321.83												13,893,154.36	(13,893,154.36)
July	71,397,592.76	71,561,712.40	71,122,677.65	3,556,133.88	67,566,543.77	3,634,279.44	(1,500.00)						198,269.55	$ 0.01	(78,145.56)
August	78,289,924.02	84,246,722.69	76,975,682.20	1,924,392.06	75,051,290.15	3,556,133.88	(317,500.00)							$ (0.01)	(1,631,741.82)
September	79,832,219.06	84,426,238.96	79,920,848.20	1,998,021.21	77,922,827.00	1,924,392.06	(15,000.00)							$ 0.01	73,629.14
															-
															-
Total	$ 667,914,179.46	$ 645,628,341.28	$ 645,640,464.48	$ 27,153,169.19	$ 618,487,295.29	$ 29,979,341.43	$ (635,381.00)	$ -	$ -	$ -	$ -	$ 178.00	$ 198,269.55	$ 13,893,154.36	$ 19,753,620.71

Reconciliation

			$ 19,753,620.71
			13,893,154.36 Retro Eligibility Accrued April07-May10
			(6,775,679.77) Retro Eligibility Accrued April07-Dec09
			(24,873,074.10) Rate Adjustment Accrl Jul09-Mar10
			3,724,823.21 September Retroeligibility
			8,292,764.38 October retroaccrual per rate cell
			14,015,608.79 Subtotal @ 09/30/10
			(0.00) AMERIVANTAGE Premium Receivable
			14,015,608.79 Balance @ 09/30/10
Cash collected		$ 667,914,179.46	
Premium earned		645,628,341.28	
Difference		$ 22,285,838.18	
Premium Receivable		$ 13,551,906.12	14,015,608.79
Less:			
Beginning Balance	$ 36,472,947.31		
Chip copay	(0.01)		
Liquidated Damages	(635,381.00)		
Premium Taxes	-		
ASO Claims	-		
Refund Checks	-		
ASO fees	-		
Refund/Reimbursement	$ 178.00	$ 35,837,744.30	463,702.67 unearned premium
Difference		$ 22,285,838.18	(0.00)

Cash that should be included on premium tax return		
Medicaid Premiums	645,628,341.28	
Change in Premium Receivable	22,921,041.19	
Unearned included in cash payment	(0.01)	
Premium Taxes	-	
ASO Claims	-	
Refund Checks	-	
ASO fees	-	
Refund/Reimbursement	178.00	
	668,549,560.46	
1Q10 Cash Included	(164,198,416.02)	
2Q10 Cash Included	(274,497,408.60)	
	229,853,735.84	
Total Cash Collected	667,914,179.46	
1Q10 Cash Collected	(164,198,416.02)	
2Q10 Cash Included	(274,497,408.60)	
add back liquidated damages	635,381.00	
	229,853,735.84	12,641,955.47
	0.00	