QUARTERLY STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

TO THE

Insurance Department

OF THE STATE OF

Tennessee

FOR THE QUARTER ENDED
March 31, 2011

2011

HEALTH

2011

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QUARTERLY STATEMENT

AS OF March 31, 2011

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
Edna Laverne Willingham	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
Karen Lint Shields	Vice President/Asst Treasurer
James Ward Truess	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 5th day of May, 2011

Barbara C. McLean
(Notary Public Signature)

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

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	148,438,010		148,438,010	111,270,121
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 $.....0 encumbrances)				
5.	Cash ($.....13,783,544), cash equivalents ($.....10,600,905) and short-term investments ($.....92,785,234)	117,169,683		117,169,683	212,247,356
6.	Contract loans (including $.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets				
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	265,607,693		265,607,693	323,517,477
13.	Title plants less $.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	1,120,994		1,120,994	898,568
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	18,525,340		18,525,340	8,340,634
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
	15.3 Accrued retrospective premiums	177,851		177,851	37,055
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans	19,781		19,781	523,910
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset	6,758,257	382,727	6,375,530	6,361,091
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	62,800	46,866	15,934	21,271
21.	Furniture and equipment, including health care delivery assets ($.....0)	1,241,093	1,241,093		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				
24.	Health care ($.....0) and other amounts receivable	967,110	967,110		
25.	Aggregate write-ins for other than invested assets	138	138		605,600
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	294,481,057	2,637,934	291,843,123	340,305,606
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	294,481,057	2,637,934	291,843,123	340,305,606
DETAILS OF WRITE-INS					
1101.					
1102.					
1103.					
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501.	Prepaids	138	138		
2502.	LTC Contract Receivable				605,600
2503.					
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	138	138		605,600

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	87,464,180		87,464,180	89,474,792
2.	Accrued medical incentive pool and bonus amounts	659,379		659,379	347,335
3.	Unpaid claims adjustment expenses	1,701,920		1,701,920	1,765,157
4.	Aggregate health policy reserves	28,479		28,479	
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				64,233,420
9.	General expenses due or accrued	228,782		228,782	275,456
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	6,749,173		6,749,173	9,077,557
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	4,663,619		4,663,619	6,274,831
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	3,109,724		3,109,724	1,424,481
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)				
20.	Reinsurance in unauthorized companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	3,412		3,412	
23.	Aggregate write-ins for other liabilities (including $.....0 current)	9,173,640		9,173,640	16,830,036
24.	Total liabilities (Lines 1 to 23)	113,782,308		113,782,308	189,703,065
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX	1,000	1,000
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	95,173,728	95,008,432
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	82,886,087	55,593,109
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	178,060,815	150,602,541
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	291,843,123	340,305,606
DETAILS OF WRITE-INS					
2301.	Accrued Premium Tax	9,173,640		9,173,640	16,830,036
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	9,173,640		9,173,640	16,830,036
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	614,170	593,888	2,430,753
2.	Net premium income (including $.....0 non-health premium income)	XXX	237,570,873	184,374,744	888,601,659
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	237,570,873	184,374,744	888,601,659
Hospital and Medical:					
9.	Hospital/medical benefits		137,812,381	114,781,385	552,270,340
10.	Other professional services		3,066,464	3,096,852	11,017,116
11.	Outside referrals				
12.	Emergency room and out-of-area		8,929,056	9,754,835	36,399,201
13.	Prescription drugs		764,260	632,562	1,891,939
14.	Aggregate write-ins for other hospital and medical		12,563,037	10,270,150	50,577,588
15.	Incentive pool, withhold adjustments and bonus amounts		329,368		562,049
16.	Subtotal (Lines 9 to 15)		163,464,566	138,535,784	652,718,233
Less:					
17.	Net reinsurance recoveries		(5,336)	(170,403)	(584,033)
18.	Total hospital and medical (Lines 16 minus 17)		163,469,902	138,706,187	653,302,266
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....3,802,823 cost containment expenses		4,831,226	4,233,834	21,399,865
21.	General administrative expenses		27,795,477	21,761,087	102,885,865
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)		196,096,605	164,701,108	777,587,996
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	41,474,268	19,673,636	111,013,663
25.	Net investment income earned		510,494	334,245	1,702,439
26.	Net realized capital gains (losses) less capital gains tax of $.....0		4,312		79,520
27.	Net investment gains or (losses) (Lines 25 plus 26)		514,806	334,245	1,781,959
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	41,989,074	20,007,881	112,795,622
31.	Federal and foreign income taxes incurred	XXX	14,814,931	7,018,055	41,200,044
32.	Net income (loss) (Lines 30 minus 31)	XXX	27,174,143	12,989,826	71,595,578
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.	DME, Home Health Care, Ambulance, Transportation		12,563,037	10,270,150	50,577,588
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)		12,563,037	10,270,150	50,577,588
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	150,602,541	80,853,892	80,853,892
34.	Net income or (loss) from Line 32	27,174,143	12,989,826	71,595,578
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	14,439	(2,335,065)	2,163,192
39.	Change in nonadmitted assets	104,396	3,658,342	5,345,751
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	165,296	138,733	644,128
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders			(10,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	27,458,274	14,451,836	69,748,649
49.	Capital and surplus end of reporting period (Line 33 plus 48)	178,060,815	95,305,728	150,602,541
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	163,040,430	167,899,959	980,920,495
2.	Net investment income	292,380	234,282	1,161,676
3.	Miscellaneous income			
4.	Total (Lines 1 to 3)	163,332,810	168,134,241	982,082,171
5.	Benefit and loss related payments	165,204,249	121,186,461	630,154,545
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	31,918,127	24,302,527	120,900,124
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	17,143,315	510,232	32,122,487
10.	Total (Lines 5 through 9)	214,265,691	145,999,220	783,177,156
11.	Net cash from operations (Line 4 minus Line 10)	(50,932,881)	22,135,021	198,905,015
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	31,346,000	7,950,000	89,542,262
	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)	31,346,000	7,950,000	89,542,262
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	68,513,889	21,765,728	145,365,050
	13.2 Stocks			
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			79,520
	13.7 Total investments acquired (Lines 13.1 to 13.6)	68,513,889	21,765,728	145,444,570
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)	(37,167,889)	(13,815,728)	(55,902,308)
	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			10,000,000
	16.6 Other cash provided (applied)	(6,976,903)	792,518	11,119,805
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(6,976,903)	792,518	1,119,805
	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)	(95,077,673)	9,111,811	144,122,512
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	212,247,356	68,124,844	68,124,844
	19.2 End of period (Line 18 plus Line 19.1)	117,169,683	77,236,655	212,247,356

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

20.0001	Depreciation	145,649	195,473	737,546
20.0002	Non-cash Capital Contributions	165,296	138,733	644,128

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	203,382							1,389	201,993	
2. First Quarter	204,532							1,550	202,982	
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	614,170							4,423	609,747	
Total Member Ambulatory Encounters for Period:										
7. Physician	318,846							4,737	314,109	
8. Non-Physician	280,943							3,938	277,005	
9. Total	599,789							8,675	591,114	
10. Hospital Patient Days Incurred	47,805							960	46,845	
11. Number of Inpatient Admissions	5,322							132	5,190	
12. Health Premiums Written (a)	237,570,873							5,100,813	232,470,060	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	237,570,873							5,100,813	232,470,060	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	165,198,910							3,688,745	161,510,165	
18. Amount Incurred for Provision of Health Care Services	163,464,566							3,457,484	160,007,082	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....5,100,813.

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	11,541,851	721,886	96,565	41,440	66,241	12,467,983
0499999 Subtotals	11,541,851	721,886	96,565	41,440	66,241	12,467,983
0599999 Unreported claims and other claim reserves						74,996,197
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						87,464,180
0899999 Accrued Medical Incentive Pool And Bonus Amounts						659,379

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	899,269	2,787,260	297,542	1,647,177	1,196,811	2,142,238
7.	Title XIX - Medicaid	48,165,285	113,335,112	24,912,112	60,607,349	73,077,397	87,332,554
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	49,064,554	116,122,372	25,209,654	62,254,526	74,274,208	89,474,792
10.	Healthcare receivables (a)	233,399	113,711			233,399	311,331
11.	Other non-health						
12.	Medical incentive pools and bonus amounts	17,323		555,811	103,568	573,134	347,335
13.	Totals (Lines 9 - 10 + 11 + 12)	48,848,478	116,008,661	25,765,465	62,358,094	74,613,943	89,510,796

(a) Excludes $.....620,000 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, 2011 (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 significant change.

   C. Accounting Policy

   No significant change.

2. **Accounting Changes and Corrections of Errors**

   No significant change.

3. **Business Combinations and Goodwill**

   None

4. **Discontinued Operations**

   None

5. **Investments**

   A. Mortgage loans including Mezzanine Real Estate Loans- Not applicable.
   B. Debt Restructuring- Not applicable.
   C. Reverse Mortgages- Not applicable.
   D. Loan-Backed Securities- Not applicable
   E. Repurchase Agreements - Not applicable.
   F. Real Estate- Not applicable.
   G. Investments in low-income housing tax credits- Not applicable.

6. **Joint Ventures, Partnerships and Limited Liability Companies**

   No significant change.

7. **Investment Income**

   No significant change.

8. **Derivative Instruments**

   No significant change.

9. **Income Taxes**

   No significant 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. In accordance with an approved administrative services agreement, management services fees charged for the quarter ended March 31, 2011 were $13,105,793. As of March 31, 2011, the Company owed $3,109,724 to AMERIGROUP Corporation. This amount was due to the difference between the estimated amount paid for management fees to the parent and the final amount due for March 31, 2011. They were paid in April 2011. During the first quarter of 2011, there were no dividends paid and the Company received from AMERIGROUP Corporation non-cash capital contributions of $165,296.

Notes to Financial Statement

11. Debt

No significant change.

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

No significant change.

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

No significant change.

14. Contingencies

No significant change.

15. Leases

No significant change.

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

No significant change.

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

A. Transfers of Receivables Reported as Sales

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.

None

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

None

20. Fair Value

Assets and liabilities recorded at fair value in the balance sheet are categorized based upon a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

Tier Level	Tier Definition
Level 1	Observable inputs such as quoted prices in active markets.
Level 2	Inputs other than quoted prices in active markets that are either directly or indirectly observable.
Level 3	Unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions.

Transfers between levels, as a result of changes in the inputs used to determine fair value, are recognized as of the beginning of the reporting period in which the transfer occurs. There were no transfers between levels for the quarter ended March 31, 2011.

Notes to Financial Statement

Assets

The Company's assets measured at fair value on a recurring basis at March 31, 2011 were as follows:

		Fair value measurements at reporting date using		
Asset category	Q 1 2011	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Money market funds	$ 32,838,705	32,838,705	—	—
Total assets measured at fair value	$ 32,838,705	32,838,705	—	—

21. Other Items

No significant change.

22. Events Subsequent

No significant change.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2010 were $89,822,127. As of March 31, 2011, $49,081,877 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for the prior years are now $25,765,465 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $14,974,785 favorable prior-year development since December 31, 2010. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

No significant change.

27. Structured Settlements

No significant change.

28. Health Care Receivables

No significant change.

29. Participating Policies

No significant change.

30. Premium Deficiency Reserves

No significant change.

31. Anticipated Salvage and Subrogation

No significant change.

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. 12/31/2010
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[ ] No[ ] N/A[X]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

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

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

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, Mail Code EX-DC-WNWW, 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
77784	Deutsche Investment Management Americas, Inc.	345 Park Ave, 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 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent	70.000%
1.2	A&H cost containment percent	2.000%
1.3	A&H expense percent excluding cost containment expenses	12.000%
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 Domiciliary Jurisdiction	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		5,100,813	232,470,060				237,570,873	
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		5,100,813	232,470,060				237,570,873	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		5,100,813	232,470,060				237,570,873	
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

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

12941201136500001 2011 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	111,270,121	55,367,813
2.	Cost of bonds and stocks acquired	68,915,447	145,791,206
3.	Accrual of discount	3,663	17,669
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	4,312	79,520
6.	Deduct consideration for bonds and stocks disposed of	31,346,000	89,542,262
7.	Deduct amortization of premium	409,533	443,825
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)	148,438,010	111,270,121
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	148,438,010	111,270,121

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)	307,550,826	388,638,453	448,266,556	(493,425)	247,429,298			307,550,826
2. Class 2 (a)		4,400,717		(5,866)	4,394,851			
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	307,550,826	393,039,170	448,266,556	(499,291)	251,824,149			307,550,826
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	307,550,826	393,039,170	448,266,556	(499,291)	251,824,149			307,550,826

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....19,654,517; 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	92,785,234	XXX	92,938,363	44,608	12,877

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	192,580,941	47,114,062
2.	Cost of short-term investments acquired	308,514,911	3,020,645,483
3.	Accrual of discount	20,065	53,233
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	408,224,868	2,875,067,196
7.	Deduct amortization of premium	105,815	164,641
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)	92,785,234	192,580,941
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	92,785,234	192,580,941

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	3,699,764	4,998,958
2.	Cost of cash equivalents acquired	15,608,812	34,326,500
3.	Accrual of discount	300	5,957
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	8,700,000	35,620,000
7.	Deduct amortization of premium	7,971	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)	10,600,905	3,699,764
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	10,600,905	3,699,764

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 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									
31331JT78	F F C B DEB 0.490% 10/26/		02/03/2011	Suntrust	XXX	2,497,250	2,500,000.00	3,301	1
31331KGD6	F F C B DEB 1.375% 3/28/		03/28/2011	UBS	XXX	3,197,600	3,200,000.00		1
313371MT0	F H L B DEB 0.625% 11/23/		02/04/2011	Suntrust	XXX	998,600	1,000,000.00	1,233	1
3134G2BD3	F H L M C M T N 0.520% 9/28/		03/28/2011	UBS	XXX	3,000,938	3,000,000.00		1
3134G2BJ0	F H L M C M T N 0.650% 12/28/		03/28/2011	Suntrust	XXX	3,000,000	3,000,000.00		1
3134G1P65	F H L M C M T N 0.750% 12/28/		03/01/2011	Suntrust	XXX	2,430,367	2,426,000.00	3,942	1
3136FP6H5	Federal National Mortgage Assoc.		02/28/2011	UBS	XXX	2,997,750	3,000,000.00	333	1
3136FPXX0	Federal National Mortgage Assoc.		02/28/2011	Undefined	XXX	1,330,962	1,366,000.00	3,665	1
31398A4L3	Federal National Mortgage Assoc.		02/28/2011	UBS	XXX	2,500,000	2,500,000.00	6,271	1
3133XVNU1	FHLB		02/28/2011	Wells Fargo Sec.	XXX	3,619,910	3,500,000.00	20,319	1
3134G13N2	FHLMC		02/25/2011	Wells Fargo Sec.	XXX	3,000,000	3,000,000.00		1
3134G1LD4	FHLMC		02/22/2011	Wells Fargo Sec.	XXX	3,015,361	3,000,000.00	5,042	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	31,588,738	31,492,000.00	44,106	XXX
Bonds - U.S. States, Territories and Possessions									
20772G7D4	CONNECTICUT ST REF 5.000% 12/01/		02/10/2011	Deutsche Bank	XXX	3,942,855	3,500,000.00	33,542	1FE
5741927Z7	MARYLAND ST 5.000% 3/15/		03/23/2011	Deutsche Bank	XXX	4,659,400	4,000,000.00	556	1FE
650031JS7	NEW YORK ST URBAN 5.500% 7/01/		01/20/2011	Deutsche Bank	XXX	2,002,980	2,000,000.00	5,806	1FE
677521BN5	OHIO STATE REF 5.000% 9/15/		03/29/2011	Deutsche Bank	XXX	2,511,297	2,205,000.00	4,288	1FE
70914PDB5	PENNSYLVANIA ST 5.000% 8/01/		02/11/2011	Deutsche Bank	XXX	2,128,260	2,000,000.00	2,778	1FE
93974BN81	WASHINGTON ST 5.000% 7/01/		03/23/2011	Deutsche Bank	XXX	1,673,698	1,500,000.00		1FE
97705LRL3	WISCONSIN ST 5.000% 5/01/		02/14/2011	Deutsche Bank	XXX	1,889,335	1,750,000.00	25,035	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					XXX	18,807,825	16,955,000.00	72,005	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
469404TS6	FL Jacksonv HFA V/D S03		03/18/2011	Deutsche Bank	XXX	1,600,000	1,600,000.00	129	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					XXX	1,600,000	1,600,000.00	129	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
035229CP6	ANHEUSER BUSCH COS 4.375% 1/15/		03/16/2011	Deutsche Bank	XXX	1,058,030	1,000,000.00	7,413	2FE
071813BB4	BAXTER INTL 1.800% 3/15/		03/10/2011	Deutsche Bank	XXX	1,370,965	1,350,000.00	11,813	1FE
05531FAE3	BB T CORPORATION MTN 3.375% 9/25/		03/09/2011	Deutsche Bank	XXX	522,590	500,000.00	7,688	1FE
14912L4Q1	CATERPILLAR FINL 1.550% 12/20/		02/09/2011	Deutsche Bank	XXX	501,395	500,000.00	1,055	1FE
17275RAJ1	CISCO SYSTEMS 1.625% 3/14/		03/16/2011	Deutsche Bank	XXX	1,997,620	2,000,000.00		1FE
20029PAN9	COMCAST CABLE COMMUN 7.125% 6/15/		03/15/2011	Deutsche Bank	XXX	1,120,430	1,000,000.00	17,813	2FE
25746UBK4	DOMINION RES 1.800% 3/15/		03/08/2011	Deutsche Bank	XXX	898,719	900,000.00	35	2FE
278642AA1	EBAY INC 0.875% 10/15/		03/10/2011	Deutsche Bank	XXX	1,387,932	1,400,000.00	4,492	1FE
36962G4H4	GEN ELEC CAP M T N 2.800% 1/08/		03/09/2011	Deutsche Bank	XXX	1,129,766	1,100,000.00	5,219	1FE
38141GDK7	GOLDMAN SACHS GROUP 4.750% 7/15/		02/09/2011	Deutsche Bank	XXX	532,445	500,000.00	1,583	1FE
459200GT2	IBM CORP 1.000% 8/05/		03/10/2011	Deutsche Bank	XXX	698,523	700,000.00	681	1FE
24422ERA9	JOHN DEERE CAP MTN 1.600% 3/03/		03/09/2011	Deutsche Bank	XXX	500,390	500,000.00	133	1FE
61747WAD1	MORGAN STANLEY 2.875% 1/24/		02/09/2011	Deutsche Bank	XXX	500,605	500,000.00	559	1FE
617446HR3	MORGAN STANLEY 5.300% 3/01/		03/09/2011	Deutsche Bank	XXX	267,000	250,000.00	294	1FE
637432MM4	NATL RURAL UTIL 1.125% 11/01/		03/10/2011	Deutsche Bank	XXX	158,990	160,000.00	645	1FE
88732JAG3	TIME WARNER CABLE 5.400% 7/02/		03/16/2011	Deutsche Bank	XXX	1,056,100	1,000,000.00	11,100	2FE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
949746NY3	WELLS FARGO CO 4.375% 1/31/		02/09/2011	Deutsche Bank	XXX	264,190	250,000.00	273	1FE
22303QAF7	COVIDIEN INTL 5.450% 10/15/		03/16/2011	Deutsche Bank	XXX	267,438	250,000.00	5,715	2FE
2254C0TC1	CREDIT SUISSE NY MTN 5.000% 5/15/		03/14/2011	Deutsche Bank	XXX	1,071,120	1,000,000.00	16,528	1FE
80105NAB1	SANOFI AVENTIS 1.625% 3/28/		03/29/2011	Deutsche Bank	XXX	104,856	105,000.00		1FE
90261XGF3	UBS AG STAMFORD MTN 2.250% 8/12/		02/16/2011	Deutsche Bank	XXX	1,509,780	1,500,000.00	375	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	16,918,884	16,465,000.00	93,414	XXX
8399997 Subtotal - Bonds - Part 3					XXX	68,915,447	66,512,000.00	209,654	XXX
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	68,915,447	66,512,000.00	209,654	XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	68,915,447	XXX	209,654	XXX

(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																					
31331JK77	F F C B DEB 0.500% 3/28/		03/11/2011	VARIOUS	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				4,528	03/28/2012	1
3133XY7H2	F H L B DEB 0.625% 8/10/		02/10/2011	CALLED @ 100.0000000	XXX	3,500,000	3,500,000.00	3,503,281	3,522,175		(22,175)		(22,175)		3,500,000				10,938	08/10/2012	1
3133XXH34	F H L B DEB 2.350% 3/17/		03/17/2011	CALLED @ 100.0000000	XXX	950,000	950,000.00	959,310	953,492		(3,492)		(3,492)		950,000				11,163	03/17/2014	1
3136FMX58	F N M A M T N 0.500% 7/26/		01/26/2011	CALLED @ 100.0000000	XXX	2,550,000	2,550,000.00	2,550,000	2,550,000						2,550,000				6,375	07/26/2012	1
31398A3S9	F N M A M T N 2.000% 9/30/		03/30/2011	CALLED @ 100.0000000	XXX	300,000	300,000.00	300,000	300,000						300,000				3,000	09/30/2015	1
31331GNC9	Federal Farm Credit Bank		02/18/2011	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	3,000,000	3,000,000						3,000,000				48,750	02/18/2014	1
3133XSX37	Federal Home Loan Bank		02/11/2011	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	3,000,000	3,000,000						3,000,000				39,375	02/11/2013	1
3133XU7D9	Federal Home Loan Bank		01/18/2011	MATURITY	XXX	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				3,750	01/18/2011	1
3133XWWQ8	Federal Home Loan Bank		02/22/2011	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				10,000	02/22/2013	1
3136FHDR3	Federal National Mortgage Assoc.		03/23/2011	CALLED @ 100.0000000	XXX	3,200,000	3,200,000.00	3,200,000	3,200,000						3,200,000				40,000	03/23/2012	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	21,500,000	21,500,000.00	21,512,591	21,525,667		(25,667)		(25,667)		21,500,000				177,879	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
13067JJV4	CALIFORNIA ST ECON 4.8913% 7/01/		03/01/2011	CALLED @ 100.0000000	XXX	1,750,000	1,750,000.00	1,763,685	1,763,685		(13,685)		(13,685)		1,750,000				58,333	07/01/2023	1FE
650031JS7	NEW YORK ST URBAN 5.500% 7/01/		02/01/2011	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,002,980			(2,980)		(2,980)		2,000,000				9,167	07/01/2016	1
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					XXX	3,750,000	3,750,000.00	3,766,665	1,763,685		(16,665)		(16,665)		3,750,000				67,500	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
469404TS6	FL Jacksonv HFA V/D S03		03/31/2011	Deutsche Bank	XXX	1,600,000	1,600,000.00	1,600,000							1,600,000				235	08/15/2033	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					XXX	1,600,000	1,600,000.00	1,600,000							1,600,000				235	XXX	XXX
Bonds - U.S. Special Revenue, Special Assessment																					
152757BY5	CENTRAL CA JT PWRS* 5.750% 2/01/		02/01/2011	CALLED @ 101.0000000	XXX	3,131,000	3,100,000.00	3,196,799	3,195,706		(64,706)		(64,706)		3,131,000				89,125	02/01/2031	1FE
679110CY0	OK Student Loan		02/22/2011	Suntrust	XXX	75,000	75,000.00	71,006	70,689						70,688		4,312	4,312		12/01/2033	1FE
65003PCF9	NEW YORK ST URBAN 5.500% 1/01/		01/03/2011	CALLED @ 100.0000000	XXX	740,000	740,000.00	764,228	762,123		(22,123)		(22,123)		740,000				20,350	01/01/2017	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	3,946,000	3,915,000.00	4,032,033	4,028,518		(86,829)		(86,829)		3,941,688		4,312	4,312	109,475	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
38141GAZ7	Goldman Sachs Group Inc Nt		01/18/2011	MATURITY	XXX	275,000	275,000.00	292,614	275,555		(555)		(555)		275,000				9,453	01/15/2011	1FE
949746NB3	Wells Fargo Co.		01/12/2011	MATURITY	XXX	275,000	275,000.00	285,791	275,269		(269)		(269)		275,000				6,703	01/12/2011	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	550,000	550,000.00	578,405	550,824		(824)		(824)		550,000				16,156	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	31,346,000	31,315,000.00	31,489,694	27,868,694		(129,985)		(129,985)		31,341,688		4,312	4,312	371,245	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	31,346,000	31,315,000.00	31,489,694	27,868,694		(129,985)		(129,985)		31,341,688		4,312	4,312	371,245	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	31,346,000	XXX	31,489,694	27,868,694		(129,985)		(129,985)		31,341,688		4,312	4,312	371,245	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

E09 Schedule DL - Part 1 - Securities Lending Collateral Assets ..... NONE

E10 Schedule DL - Part 2 - Securities Lending Collateral Assets ..... 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 6 First Month	 7 Second Month	 8 Third Month	9 *
open depositories								
Wachovia ..... Cash	.....	.....	.....	.....	...(8,997,641)	...(7,795,496)	...(6,590,429)	X X X
JP Morgan ..... Cash	.....	.....	.....	.....	 32,391	 225,226	 261,540	X X X
0199998 Deposits in .....89 depositories that do not exceed the allowable limit in any one depository - open depositories	X X X	... X X X ..	... 15,011	 1,536	... 20,102,041	... 20,106,660	... 20,112,433	X X X
0199999 Totals - Open Depositories	X X X	... X X X ..	... 15,011	 1,536	... 11,136,791	... 12,536,390	... 13,783,544	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - 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 ..	... 15,011	 1,536	... 11,136,791	... 12,536,390	... 13,783,544	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 ..	... 15,011	 1,536	... 11,136,791	... 12,536,390	... 13,783,544	X X X

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
U.S. Governments - Issuer Obligations							
F F C B DEB 2.625% 4/21/		02/03/2011	2.625	04/21/2011	2,002,749	23,333	(7,971)
F N M A DISC NT 6/08/		03/29/2011	0.000	06/08/2011	4,999,056		42
0199999 Subtotals - U.S. Governments - Issuer Obligations					7,001,805	23,333	(7,929)
0599999 Subtotals - U.S. Governments					7,001,805	23,333	(7,929)
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
CITY OF SAN JOSE C P 0.310% 5/02/		02/02/2011	0.310	05/02/2011	2,000,000	999	
UNIVERSITY CHICAGO C P 6/15/		03/31/2011	0.000	06/15/2011	1,599,100		12
3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					3,599,100	999	12
3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated)					3,599,100	999	12
5599999 Subtotals - Parent, Subsidiaries and Affiliates Bonds							
7799999 Subtotals - Issuer Obligations					10,600,905	24,332	(7,917)
8399999 Subtotals - Bonds					10,600,905	24,332	(7,917)
8499999 Sweep Accounts							
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents					10,600,905	24,332	(7,917)

12941201136500001 2011 Document Code: 365

MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

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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Wash Sales; Q10, Note 17
Withholds; Q4; Q8

QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

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

Date 05/15/2011 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)	Yes	N/A	N/A
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-

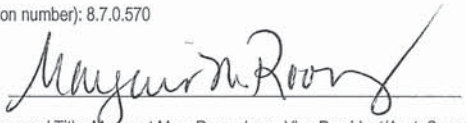
Address: 4425 Corporation Lane, Virginia Beach, VA 23462

D. Software Vendor: SunGard iWORKS, LLC
Version: 2011.Q.0

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 2011 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): 8.7.0.570

(Signed) 

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				233,759		233,759
0499999 Premium due and unpaid from Medicaid entities	7,670,611	1,079,997	1,152,662	8,388,311		18,291,581
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	7,670,611	1,079,997	1,152,662	8,622,070		18,525,340

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	38,816	30,989	28,168	237,407	335,380	
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	38,816	30,989	28,168	237,407	335,380	
0299998 Claim Overpayment Receivables - Not Individually Listed				11,730	11,730	
0299999 Subtotal - Claim Overpayment Receivables				11,730	11,730	
Loans and Advances to Providers						
Ed Medical, Inc.				170,000.00	170,000	
Collaborative Care Corporation				200,000.00	200,000	
Park Center, Inc.				100,000.00	100,000	
Guardian Hospice of Nashville, LLC				100,000.00	100,000	
0399998 Loans and Advances to Providers - Not Individually Listed				50,000	50,000	
0399999 Subtotal - Loans and Advances to Providers		-		620,000	620,000	
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	38,816	30,989	28,168	869,137	967,110	

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			NONE				
0199999 Total - Individually listed receivables							
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable							

AMERIGROUP Tennessee, Inc.
Report 2A
For the Period Ending 03/31/11

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	**609,747**	**609,747**	**2,416,116**
Revenues:			
TennCare Capitation	232,470,060	232,470,060	871,851,131
Investment	514,805	514,805	1,781,958
Other Revenues	0	-	-
Total Revenues	232,984,865	232,984,865	873,633,089
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	308,627	308,627	1,038,956
Fee-for Service Physician Services	31,107,103	31,107,103	137,898,464
Inpatient Hospital Services	30,496,073	30,496,073	147,989,664
Outpatient Hospital Services	10,005,013	10,005,013	52,463,877
Emergency Room Services	5,967,810	5,967,810	24,826,025
Dental Services	-	-	-
Vision Services	517,724	517,724	2,174,706
Pharmacy Services	-	-	-
Home Health Services	4,490,781	4,490,781	29,405,479
Chiropractic Services	-	-	-
Radiology Services	2,623,179	2,623,179	12,061,197
Laboratory Services	2,255,469	2,255,469	9,524,334
Durable Medical Equipment Services	919,118	919,118	4,592,521
Transportation Services	3,964,871	3,964,871	15,683,389
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	92,655,768	92,655,768	437,658,612
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	1,500,903	1,500,903	9,165,284
Inpatient Substance Abuse Treatment and Detox	227,915	227,915	1,849,319
Outpatient Mental Health Services	1,606,607	1,606,607	7,283,076
Outpatient Substance Abuse Treatment and Detox	1,174,339	1,174,339	5,801,580
Housing/Residential Treatment	1,196,038	1,196,038	5,701,513
Specialized Crisis Services	1,044,683	1,044,683	4,400,805
Psychiatric Rehab and Support Services	406,637	406,637	3,160,309
Case Management	6,024,199	6,024,199	25,627,497
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	24,131	24,131	120,466
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	13,205,452	13,205,452	63,109,849
CHOICES			
Nursing Facility Care	47,423,084	47,423,084	127,021,290
HCBS Services	6,722,778	6,722,778	12,013,375
Subtotal CHOICES	54,145,862	54,145,862	139,034,665
Subtotal Hospital, Medical, MH&SAS, CHOICES	160,007,082	160,007,082	639,803,126
LESS:			
Net Reinsurance Recoveries Incurred	(4,914)	(4,914)	(582,336)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(4,914)	(4,914)	(582,336)
Total Hospital, Medical, MH&SAS	160,011,996	160,011,996	640,385,462
Administration:			
Compensation	4,915,082	4,915,082	18,528,549
Direct and Allocated Admin expenses	12,809,620	12,809,620	49,059,427
Marketing	58,390	58,390	185,891
Interest Expense	-	-	-
Premium Tax Expense	12,847,546	12,847,546	48,770,370
Occupancy, Depreciation, and Amortization	281,814	281,814	1,360,982
Other Administration - Write-Ins	1,082,787	1,082,787	4,357,018
Total Administration Expenses	31,995,239	31,995,239	122,262,237
Total Expenses	192,007,235	192,007,235	762,647,699
Extraordinary Item	-	-	-
Provision for Income Tax	14,814,931	14,814,931	41,200,044
Net Income (Loss)	26,162,699	26,162,699	69,785,346
	0	-	
	0	-	
Write-Ins for Other Revenues			
	-	-	-
Total Other Revenues	-	-	-
Write-Ins for Other Medical and Hospital			
	-	-	-
Total Other Medical and Hospital	-	-	-
Write-Ins for Other MH & SS			
	-	-	-
Total Other MH & SS	-	-	-
Write-Ins for Other Administration			
Purch Svc Accts	126,877	126,877	406,764
Telephone Expenses	100,868	100,868	291,132
Other Taxes	457,191	457,191	38,600
Conference & Seminars	16,309	16,309	20,421
Contractual Sanctions	60,600	60,600	-
Provision for Bad Debt	(472,806)	(472,806)	794,483
Postage and Delivery	225,679	225,679	593,284
Printing and Reproduction	349,632	349,632	455,515
Supplies Expense	40,976	40,976	133,185
Temporary Labor Accts	18,048	18,048	80,995
Travel and Entertainment Exp	118,466	118,466	456,241
Other Administration < $30,000 YTD	40,947	40,947	1,086,398
Total Other Administration	1,082,787	1,082,787	4,357,018

AMERIGROUP Tennesses, Inc.-Grand Region Middle
Cash Reconciliation-Middle Region-Medicaid only
March 31, 2011

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	January 2011 capitation Paid in December	Collected Withhold 2.5%	Liquidated Damages	Premium Taxes	ASO Claims	Refund Checks	ASO fees	Other A/R	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		Prem Rec P2, C3, L13.1	
Beginning Balance (Prem. Rec)															$ 8,121,073.20	Balance @ 12/31/10
January		76,997,778.35	76,365,668.63	1,909,141.72	74,456,526.91	(74,456,526.91)								-	1,909,141.72	
January	606,057.03										457.03		605,600.00	-	-	
February	75,428,716.08	79,273,913.43	75,404,691.65	1,885,117.29	73,519,574.36		1,909,141.72							0.01	(24,024.43)	
March	77,542,989.40	76,198,368.02	77,610,125.24	1,940,253.13	75,669,872.11		1,885,117.29	(12,000.00)						(0.00)	55,135.84	
														-	-	
														-	-	
														-	-	
														-	-	
Total	$ 153,577,762.51	$ 232,470,059.80	$ 229,380,485.52	$ 5,734,512.14	$ 223,645,973.38	$ (74,456,526.91)	$ 3,794,259.01	$ (12,000.00)	$ -	$ -	$ 457.03	$ -	$ 605,600.00	$ 0.01	$ 10,061,326.33	

Reconciliation			$ 10,061,326.33	
Cash collected		$ 153,577,762.51		
Premium earned		232,470,059.80		
Difference		$ (78,892,297.29)	2,764,222.87	Retroeligibility accrual
			675,800.13	Retro Reclassification
			4,522,993.40	March 2011 Retro Receivable
			18,024,342.73	Subtotal @ 3/31/11
Premium Receivable		$ 18,024,342.73		AMERIVANTAGE Premium Receivable
Less:			18,024,342.73	Balance @ 3/31/11
Beginning Balance	$ 8,121,073.20			
Liquidated Damages	(12,000.00)			
Refund Checks	457.03			
Electronic Visit Verification System Payment	605,600.00			
January capitation minus retroactivity	(67,971,872.85)			
LTC overpayments	653,926.06			
Rate adjustment July-December 2010	$ (2,265,138.00)	$ (60,867,954.57)	463,702.67	unearned premium
Difference		$ (78,892,297.29)	0.00	

Cash that should be included on premium tax return		
Medicaid Premiums	232,470,059.80	
Change in Premium Receivable	(9,903,269.53)	
Refund Checks	457.03	
Electronic Visit Verification System Payment	605,600.00	
January capitation minus retroactivity	(67,971,872.85)	
LTC overpayments	653,926.06	
Rate adjustment July-December 2010	(2,265,138.00)	
	153,589,762.51	
cash collected	153,577,762.51	
add back liquidated damages	$ 12,000.00	
	153,589,762.51	8,447,436.94
	(0.00)	