ANNUAL STATEMENT

OF THE

AMERIGROUP Tennessee, Inc.

of

Nashville

in the state of

Tennessee

2012

TO THE

Insurance Department

OF THE STATE OF

Tennessee

For the Year Ending
December 31, 2012

HEALTH

2012

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ANNUAL STATEMENT

For the Year Ending December 31, 2012

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Tennessee, Inc.

NAIC Group Code 0671 (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, Suite 310 (Street and Number), Nashville, TN, 37214 (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.amerigroup.com

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

OFFICERS

Name	Title	
Alvin Brock King	President/CEO	
Edna Laverne Willingham	Vice President/COO	
Kathleen Susan Kiefer	Secretary	#
Nicholas Joseph Pace	Vice President/Asst. Secretary	#
Robert David Kretschmer	Treasurer	#
Scott Wayne Anglin	Vice President/Asst. Treasurer	#

OTHERS

Kendall Benjamin Edwards, Vice President, Finance #

DIRECTORS OR TRUSTEES

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

State of Virginia
County of Virginia Beach ss

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

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

Subscribed and sworn to before me this 22nd day of January, 2013

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)

My Commission Expires: March 2014

BARBARA C. McLEAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

Representation Concerning Matters Pertaining to Examination of Statutory Actuarial Items

To: OptumInsight

From: AMERIGROUP Corporation

In connection with your examination of the unpaid claim liability to be included in the statutory annual statement of AMERIGROUP Tennessee, Inc. (Company) as of December 31, 2012, I represent that to the best of my knowledge and belief:

1. All information which would affect the actuarial items examined has been given to you;
2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete; and
3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined.
4. At-risk providers are in a financial position to meet all liabilities under any incentive contracts with payers.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

With respect to assets and liabilities of AMERIGROUP Tennessee, Inc. as of December 31, 2012, I represent that to the best of my knowledge and belief, the statutory statement, together with related exhibits, schedules and explanation therein contained, annexed or referred to, is a complete and fair statement of all the assets and liabilities and the condition of affairs of the Company as of December 31, 2012.

Signed Kathleen A Tottle

Name Kathleen Tottle

Title SVP, Corporate Actuarial

Date 2/5/13

Address 4425 Corporation Lane, VA 23462

Phone Number 757-321-3557

Signed Margaret N Roomsburg

Name Margaret Roomsburg

Title SVP

Date 2/5/13

Address 4425 Corporation Lane, VA 23462

Phone Number 757-473-2721

4425 Corporation Lane
Virginia Beach, Virginia 23462
757.490.6900

www.amerigroupcorp.com

Statement of Actuarial Opinion
AMERIGROUP Tennessee, Inc.
December 31, 2012

This Opinion is:	☑ Unqualified	☐ Qualified	☐ Adverse	☐ Inconclusive
Identification Section	☑ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Scope Section	☑ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Reliance Section	☑ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☐ Revised Wording	
Opinion Section	☐ Prescribed Wording Only	☐ Prescribed Wording with Additional Wording	☑ Revised Wording	
Relevant Comments	Filing meets requirements of the state of domicile, which is the only state for which a statement is filed		☑ Revised Wording	
☐ The Actuarial Memorandum includes "Deviation from Standard" wording regarding conformity with an Actuarial Standard of Practice				

I, John C. Lloyd, am associated with the firm of OptumInsight. I am a member of the American Academy of Actuaries and have been retained by AMERIGROUP Tennessee, Inc. to render an opinion with regard to loss reserves, actuarial liabilities and related items. I was appointed on December 3, 2009 in accordance with the requirements of the annual statement instructions. I meet the Academy qualification standards for rendering the opinion.

I have examined the assumptions and methods used in determining loss reserves, actuarial liabilities and related items listed below, as shown in the annual statement of the organization as prepared for filing with state regulatory officials, as of December 31, 2012.

A.	Claims unpaid (Page 3, Line 1)	$72,842,721
B.	Accrued medical incentive pool and bonus payments (Page 3, Line 2)	$127,952
C.	Unpaid claims adjustment expenses (Page 3, Line 3)	$1,472,203
D.	Aggregate health policy reserves (Page 3, Line 4) including unearned premium reserves and additional policy reserves from the Underwriting and Investment Exhibit – Part 2D	$476,970
E.	Aggregate life policy reserves (Page 3, Line 5)	$0
F.	Property/casualty unearned premium reserves (Page 3, Line 6)	$0
G.	Aggregate health claim reserves (Page 3, Line 7)	$0
H.	Any other loss reserves, actuarial liabilities or related items presented as liabilities in the annual statement	None.
I.	Specified actuarial items presented as assets in the annual statement	None.

Statement of Actuarial Opinion
AMERIGROUP Tennessee, Inc.
December 31, 2012

In forming my opinion on items A through I above I relied upon data prepared by Margaret Roomsburg, SVP - Chief Accounting Officer and Kathleen Tottle, SVP - Corporate Actuarial as certified in the attached statements. I evaluated that data for reasonableness and consistency. I also reconciled that data to the Underwriting and Investment Exhibit - Part 2B of the company's current annual statement. In other respects, my examination included review of the actuarial assumptions and actuarial methods used and tests of the calculations I considered necessary.

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

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

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

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

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

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

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

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

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

John C. Lloyd FSA, MAAA
2170 Satellite Blvd., Suite 150
Duluth GA 30097
678-417-4906

February 22, 2013

ASSETS

		Current Year			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols.1-2)	Net Admitted Assets
1.	Bonds (Schedule D)	128,313,116		128,313,116	154,050,420
2.	Stocks (Schedule D)				
	2.1 Preferred stocks				
	2.2 Common Stocks	15,862,262		15,862,262	8,379,130
3.	Mortgage loans on real estate (Schedule B):				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate (Schedule A):				
	4.1 Properties occupied by the company (less $.....0 encumbrances)				
	4.2 Properties held for the production of income (less $.....0 encumbrances)				
	4.3 Properties held for sale (less $.....0 encumbrances)				
5.	Cash ($.....6,287,975 Schedule E Part 1), cash equivalents ($.....662,893 Schedule E Part 2) and short-term investments ($.....47,760,197 Schedule DA)	54,711,065		54,711,065	81,359,272
6.	Contract loans (including $.....0 premium notes)				
7.	Derivatives (Schedule DB)				
8.	Other invested assets (Schedule BA)				
9.	Receivables for securities				
10.	Securities Lending Reinvested Collateral Assets (Schedule DL)				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	198,886,443		198,886,443	243,788,822
13.	Title plants less $.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	1,302,906		1,302,906	1,337,600
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	7,927,310		7,927,310	8,942,398
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
	15.3 Accrued retrospective premiums				
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans	4,226		4,226	
18.1	Current federal and foreign income tax recoverable and interest thereon				2,305,561
18.2	Net deferred tax asset	1,860,865		1,860,865	1,223,535
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	2,772		2,772	5,284
21.	Furniture and equipment, including health care delivery assets ($.....0)	863,909	863,909		
22.	Net adjustment in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				
24.	Health care ($.....2,199,708) and other amounts receivable	4,250,247	2,050,539	2,199,708	13,418
25.	Aggregate write-ins for other than invested assets				
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	215,098,678	2,914,448	212,184,230	257,616,618
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	215,098,678	2,914,448	212,184,230	257,616,618
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.					
2502.					
2503.					
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)				

LIABILITIES, CAPITAL AND SURPLUS

		Current Year			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	72,842,721		72,842,721	79,216,780
2.	Accrued medical incentive pool and bonus amounts	127,952		127,952	195,562
3.	Unpaid claims adjustment expenses	1,472,203		1,472,203	1,448,787
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	476,970		476,970	114,883
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserves				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	217,694		217,694	200,769
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized capital gains (losses))	2,581,534		2,581,534	
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated	14,903,158		14,903,158	17,389,305
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	1,391,661		1,391,661	860,708
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties (with $.....0 authorized reinsurers, $.....0 unauthorized reinsurers and $.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified ($.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	431,211		431,211	1,369,731
23.	Aggregate write-ins for other liabilities (including $.....0 current)	11,659,281		11,659,281	12,626,601
24.	TOTAL Liabilities (Lines 1 to 23)	106,104,385		106,104,385	113,423,126
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX	1,000	1,000
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	95,809,432	95,337,989
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	10,269,413	48,854,503
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	106,079,845	144,193,492
34.	TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	XXX	XXX	212,184,230	257,616,618
DETAILS OF WRITE-INS					
2301.	Accrued Premium Tax	11,659,281		11,659,281	12,626,601
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)	11,659,281		11,659,281	12,626,601
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months	XXX	2,459,155	2,465,218
2.	Net premium income (including $.....0 non-health premium income)	XXX	904,880,116	920,132,503
3.	Change in unearned premium reserves and reserve 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	904,880,116	920,132,503
Hospital and Medical:				
9.	Hospital/medical benefits		583,235,023	550,188,706
10.	Other professional services		24,028,749	26,344,422
11.	Outside referrals			
12.	Emergency room and out-of-area		56,100,967	52,328,662
13.	Prescription drugs		4,592,478	3,126,513
14.	Aggregate write-ins for other hospital and medical		72,692,363	63,294,720
15.	Incentive pool, withhold adjustments and bonus amounts		140,142	635,663
16.	Subtotal (Lines 9 to 15)		740,789,722	695,918,686
Less:				
17.	Net reinsurance recoveries		(279,574)	(30,116)
18.	TOTAL Hospital and Medical (Lines 16 minus 17)		741,069,296	695,948,802
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including $.....20,172,373 cost containment expenses		25,706,479	22,124,382
21.	General administrative expenses		102,262,359	107,852,442
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)		869,038,134	825,925,626
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	35,841,982	94,206,877
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)		3,092,201	2,524,259
26.	Net realized capital gains (losses) less capital gains tax of $.....55,874		103,767	27,890
27.	Net investment gains (losses) (Lines 25 plus 26)		3,195,968	2,552,149
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	39,037,950	96,759,026
31.	Federal and foreign income taxes incurred	XXX	13,193,450	29,133,714
32.	Net income (loss) (Lines 30 minus 31)	XXX	25,844,500	67,625,312
DETAILS OF WRITE-INS				
0601.		XXX		
0602.		XXX		
0603.		XXX		
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX		
0701.		XXX		
0702.		XXX		
0703.		XXX		
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX		
0799.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)	XXX		
1401.	DME, Home Health Care, Ambulance		72,692,363	63,294,720
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)		72,692,363	63,294,720
2901.				
2902.				
2903.				
2998.	Summary of remaining write-ins for Line 29 from overflow page			
2999.	TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	144,193,492	150,602,541
34.	Net income or (loss) from Line 32	25,844,500	67,625,312
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	1,306,474	(44,910)
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax	314,069	(5,197,022)
39.	Change in nonadmitted assets	(1,050,133)	878,014
40.	Change in unauthorized and certified reinsurance		
41.	Change in treasury stock		
42.	Change in surplus notes		
43.	Cumulative effect of changes in accounting principles		
44.	Capital Changes:		
	44.1 Paid in		
	44.2 Transferred from surplus (Stock Dividend)		
	44.3 Transferred to surplus		
45.	Surplus adjustments:		
	45.1 Paid in	471,443	329,557
	45.2 Transferred to capital (Stock Dividend)		
	45.3 Transferred from capital		
46.	Dividends to stockholders	(65,000,000)	(70,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus		
48.	Net change in capital and surplus (Lines 34 to 47)	(38,113,647)	(6,409,049)
49.	Capital and surplus end of reporting year (Line 33 plus 48)	106,079,845	144,193,492
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		

CASH FLOW

		1 Current Year	2 Prior Year
	Cash from Operations		
1.	Premiums collected net of reinsurance	906,257,291	855,449,257
2.	Net investment income	5,132,590	3,756,000
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	911,389,881	859,205,257
5.	Benefit and loss related payments	751,119,618	706,570,850
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	127,802,800	127,571,894
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	8,362,229	40,531,849
10.	Total (Lines 5 through 9)	887,284,647	874,674,593
11.	Net cash from operations (Line 4 minus Line 10)	24,105,234	(15,469,336)
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	68,214,075	111,189,691
	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	812	1,518
	12.7 Miscellaneous proceeds		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	68,214,887	111,191,209
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	44,323,637	155,599,375
	13.2 Stocks	6,176,658	8,424,040
	13.3 Mortgage loans		
	13.4 Real estate		
	13.5 Other invested assets		
	13.6 Miscellaneous applications		
	13.7 Total investments acquired (Lines 13.1 to 13.6)	50,500,295	164,023,415
14.	Net increase (decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	17,714,592	(52,832,206)
	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	65,000,000	70,000,000
	16.6 Other cash provided (applied)	(3,468,033)	7,413,458
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(68,468,033)	(62,586,542)
	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)	(26,648,207)	(130,888,084)
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	81,359,272	212,247,356
	19.2 End of year (Line 18 plus Line 19.1)	54,711,065	81,359,272

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

20.0001	Depreciation	597,000	572,788
20.0002	Non-cash Capital Contributions	471,443	329,557

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1.	Net premium income	904,880,116						41,362,158	863,517,958		
2.	Change in unearned premium reserves and reserve for rate credit										XXX
3.	Fee-for-service (net of $.....0 medical expenses)										XXX
4.	Risk revenue										XXX
5.	Aggregate write-ins for other health care related revenues										
6.	Aggregate write-ins for other non-health care related revenues		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
7.	TOTAL Revenues (Lines 1 to 6)	904,880,116						41,362,158	863,517,958		
8.	Hospital/medical benefits	583,235,023						24,205,269	559,029,754		XXX
9.	Other professional services	24,028,749						1,974,002	22,054,747		XXX
10.	Outside referrals										XXX
11.	Emergency room and out-of-area	56,100,967						2,511,457	53,589,510		XXX
12.	Prescription drugs	4,592,478						4,594,164	(1,686)		XXX
13.	Aggregate write-ins for other hospital and medical	72,692,363						1,288,090	71,404,273		XXX
14.	Incentive pool, withhold adjustments and bonus amounts	140,142						10,611	129,531		XXX
15.	Subtotal (Lines 8 to 14)	740,789,722						34,583,593	706,206,129		XXX
16.	Net reinsurance recoveries	(279,574)						(3,496)	(276,078)		XXX
17.	TOTAL Hospital and Medical (Lines 15 minus 16)	741,069,296						34,587,089	706,482,207		XXX
18.	Non-health claims (net)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19.	Claims adjustment expenses including $.....20,172,373 cost containment expenses	25,706,479						581,056	25,125,423		
20.	General administrative expenses	102,262,359						3,644,822	98,617,537		
21.	Increase in reserves for accident and health contracts										XXX
22.	Increase in reserves for life contracts		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23.	TOTAL Underwriting Deductions (Lines 17 to 22)	869,038,134						38,812,967	830,225,167		
24.	Net underwriting gain or (loss) (Line 7 minus Line 23)	35,841,982						2,549,191	33,292,791		
DETAILS OF WRITE-INS											
0501.											XXX
0502.											XXX
0503.											XXX
0598.	Summary of remaining write-ins for Line 5 from overflow page										XXX
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)										XXX
0601.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.			XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698.	Summary of remaining write-ins for Line 6 from overflow page		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
1301.	DME, Home Health Care, Ambulance	72,692,363						1,288,090	71,404,273		XXX
1302.											XXX
1303.											XXX
1398.	Summary of remaining write-ins for Line 13 from overflow page										XXX
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)	72,692,363						1,288,090	71,404,273		XXX

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

	Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Columns 1 + 2 - 3)
1.	Comprehensive (hospital and medical)				
2.	Medicare Supplement				
3.	Dental only				
4.	Vision only				
5.	Federal Employees Health Benefits Plan				
6.	Title XVIII - Medicare	41,362,158			41,362,158
7.	Title XIX - Medicaid	863,517,958			863,517,958
8.	Other health				
9.	Health subtotal (Lines 1 through 8)	904,880,116			904,880,116
10.	Life				
11.	Property/casualty				
12.	TOTALS (Lines 9 to 11)	904,880,116			904,880,116

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct	750,632,292						33,580,142	717,052,150		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded	(279,574)						(3,496)	(276,078)		
1.4 Net	750,911,866						33,583,638	717,328,228		
2. Paid medical incentive pools and bonuses	207,752						10,611	197,141		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	72,842,721						3,933,569	68,909,152		
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net	72,842,721						3,933,569	68,909,152		
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										
5. Accrued medical incentive pools and bonuses, current year	127,952							127,952		
6. Net healthcare receivables (a)	3,608,653						571,438	3,037,215		
7. Amounts recoverable from reinsurers December 31, current year										
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	79,216,780						2,369,291	76,847,489		
8.2 Reinsurance assumed										
8.3 Reinsurance ceded										
8.4 Net	79,216,780						2,369,291	76,847,489		
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct										
9.2 Reinsurance assumed										
9.3 Reinsurance ceded										
9.4 Net										
10. Accrued medical incentive pools and bonuses, prior year	195,562							195,562		
11. Amounts recoverable from reinsurers December 31, prior year										
12. Incurred benefits:										
12.1 Direct	740,649,580						34,572,982	706,076,598		
12.2 Reinsurance assumed										
12.3 Reinsurance ceded	(279,574)						(3,496)	(276,078)		
12.4 Net	740,929,154						34,576,478	706,352,676		
13. Incurred medical incentive pools and bonuses	140,142						10,611	129,531		

(a) Excludes $.....(24,000) loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	10,681,374						942,405	9,738,969		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net	10,681,374						942,405	9,738,969		
2. Incurred but Unreported:										
2.1 Direct	62,161,347						2,991,164	59,170,183		
2.2 Reinsurance assumed										
2.3 Reinsurance ceded										
2.4 Net	62,161,347						2,991,164	59,170,183		
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. TOTALS										
4.1 Direct	72,842,721						3,933,569	68,909,152		
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net	72,842,721						3,933,569	68,909,152		

UNDERWRITING AND INVESTMENT EXHIBIT

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

Line of Business		Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1.	Comprehensive (hospital and medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	832,167	32,751,471	2,572	3,930,997	834,739	2,369,291
7.	Title XIX - Medicaid	56,331,508	660,996,720	1,772,934	67,136,218	58,104,442	76,847,489
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	57,163,675	693,748,191	1,775,506	71,067,215	58,939,181	79,216,780
10.	Healthcare receivables (a)	3,207,484	924,763			3,207,484	523,594
11.	Other non-health						
12.	Medical incentive pool and bonus amounts	177,757	29,995		127,952	177,757	195,562
13.	TOTALS (Lines 9 - 10 + 11 + 12)	54,133,948	692,853,423	1,775,506	71,195,167	55,909,454	78,888,748

(a) Excludes $.....118,000 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT

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

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	78,551	79,862	78,279	78,158	77,460
2. 2008	454,243	515,311	515,748	517,326	516,663
3. 2009	XXX	462,473	510,650	509,365	508,714
4. 2010	XXX	XXX	583,124	651,111	650,469
5. 2011	XXX	XXX	XXX	638,412	698,407
6. 2012	XXX	XXX	XXX	XXX	693,778

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	79,273	80,112	78,283	78,158	77,460
2. 2008	528,605	517,347	516,039	517,328	516,663
3. 2009	XXX	527,072	512,710	509,425	508,715
4. 2010	XXX	XXX	670,591	652,765	650,472
5. 2011	XXX	XXX	XXX	716,108	700,179
6. 2012	XXX	XXX	XXX	XXX	764,973

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

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008	607,095	516,663	15,559	3.011	532,222	87.667			532,222	87.667
2. 2009	626,126	508,714	16,699	3.283	525,413	83.915	1		525,414	83.915
3. 2010	888,602	650,469	21,513	3.307	671,982	75.622	3		671,985	75.623
4. 2011	920,133	698,407	22,730	3.255	721,137	78.373	1,772	20	722,929	78.568
5. 2012	904,880	693,778	22,318	3.217	716,096	79.137	71,195	1,452	788,743	87.165

12 Total

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

UNDERWRITING AND INVESTMENT EXHIBIT

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

Title XVIII - Medicare

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior					
2. 2008	4,544	5,777	5,759	5,718	5,716
3. 2009	XXX	8,322	10,550	10,536	10,500
4. 2010	XXX	XXX	11,722	12,491	12,422
5. 2011	XXX	XXX	XXX	16,498	17,437
6. 2012	XXX	XXX	XXX	XXX	32,762

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior					
2. 2008	6,571	5,843	5,759	5,718	5,716
3. 2009	XXX	11,115	10,568	10,536	10,500
4. 2010	XXX	XXX	13,849	12,493	12,422
5. 2011	XXX	XXX	XXX	18,865	17,440
6. 2012	XXX	XXX	XXX	XXX	36,693

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

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008	8,112	5,716	107	1.872	5,823	71.782			5,823	71.782
2. 2009	13,401	10,500	310	2.954	10,810	80.667			10,810	80.667
3. 2010	16,751	12,422	346	2.786	12,768	76.223			12,768	76.223
4. 2011	23,222	17,437	483	2.767	17,920	77.166	3		17,923	77.179
5. 2012	41,362	32,762	490	1.494	33,252	80.392	3,931	74	37,257	90.074

UNDERWRITING AND INVESTMENT EXHIBIT

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

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	78,551	79,862	78,279	78,158	77,460
2. 2008	449,699	509,534	509,989	511,608	510,947
3. 2009	XXX	454,151	500,100	498,829	498,214
4. 2010	XXX	XXX	571,402	638,620	638,047
5. 2011	XXX	XXX	XXX	621,914	680,970
6. 2012	XXX	XXX	XXX	XXX	661,016

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	79,273	80,112	78,283	78,158	77,460
2. 2008	522,034	511,504	510,280	511,610	510,947
3. 2009	XXX	515,957	502,142	498,889	498,215
4. 2010	XXX	XXX	656,742	640,272	638,050
5. 2011	XXX	XXX	XXX	697,243	682,739
6. 2012	XXX	XXX	XXX	XXX	728,280

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

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008	598,983	510,947	15,452	3.024	526,399	87.882			526,399	87.882
2. 2009	612,725	498,214	16,388	3.289	514,602	83.986	1		514,603	83.986
3. 2010	871,851	638,047	21,167	3.317	659,214	75.611	3		659,217	75.611
4. 2011	896,911	680,970	22,248	3.267	703,218	78.404	1,769	20	705,007	78.604
5. 2012	863,518	661,016	21,828	3.302	682,844	79.077	67,264	1,378	751,486	87.026

UNDERWRITING AND INVESTMENT EXHIBIT

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

Other

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior					
2. 2008					
3. 2009					
4. 2010	XX				
5. 2011	XX	XXX			
6. 2012	XXX	XXX	XXX	XXX	

NONE

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior					
2. 2008					
3. 2009					
4. 2010	XX				
5. 2011	XX	XXX			
6. 2012	XXX	XXX	XXX	XXX	

NONE

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

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008										
2. 2009										
3. 2010										
4. 2011										
5. 2012										

NONE

UNDERWRITING AND INVESTMENT EXHIBIT

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

		1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other
1.	Unearned premium reserves									
2.	Additional policy reserves (a)									
3.	Reserve for future contingent benefits									
4.	Reserve for rate credits or experience rating refunds (including $.....0 for investment income)	476,970						476,970		
5.	Aggregate write-ins for other policy reserves									
6.	TOTALS (Gross)	476,970						476,970		
7.	Reinsurance ceded									
8.	TOTALS (Net) (Page 3, Line 4)	476,970						476,970		
9.	Present value of amounts not yet due on claims									
10.	Reserve for future contingent benefits									
11.	Aggregate write-ins for other claim reserves									
12.	TOTALS (Gross)									
13.	Reinsurance ceded									
14.	TOTALS (Net) (Page 3, Line 7)									
DETAILS OF WRITE-INS										
0501.										
0502.										
0503.										
0598.	Summary of remaining write-ins for Line 5 from overflow page									
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)									
1101.										
1102.										
1103.										
1198.	Summary of remaining write-ins for Line 11 from overflow page									
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)									

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1.	Rent ($.....0 for occupancy of own building)			1,387,219		1,387,219
2.	Salaries, wages and other benefits	15,764,142	2,401,490	27,276,333		45,441,965
3.	Commissions (less $.....0 ceded plus $.....0 assumed)					
4.	Legal fees and expenses			93,636		93,636
5.	Certifications and accreditation fees					
6.	Auditing, actuarial and other consulting services			263,220		263,220
7.	Traveling expenses	509,270		559,151		1,068,421
8.	Marketing and advertising	762		576,419		577,181
9.	Postage, express and telephone	629,511		1,471,998		2,101,509
10.	Printing and office supplies	212,320		1,582,724		1,795,044
11.	Occupancy, depreciation and amortization			2,583,739		2,583,739
12.	Equipment			115,558		115,558
13.	Cost or depreciation of EDP equipment and software			1,184,787		1,184,787
14.	Outsourced services including EDP, claims, and other services	207,224	2,964,109	7,561,518		10,732,851
15.	Boards, bureaus and association fees	5,619		891,387		897,006
16.	Insurance, except on real estate			408,585		408,585
17.	Collection and bank service charges	1,420,509		59,981		1,480,490
18.	Group service and administration fees					
19.	Reimbursements by uninsured plans					
20.	Reimbursements from fiscal intermediaries					
21.	Real estate expenses					
22.	Real estate taxes					
23.	Taxes, licenses and fees:					
	23.1 State and local insurance taxes					
	23.2 State premium taxes			47,467,984		47,467,984
	23.3 Regulatory authority licenses and fees					
	23.4 Payroll taxes	1,199,176	168,395	1,546,263		2,913,834
	23.5 Other (excluding federal income and real estate taxes)			1,458,365		1,458,365
24.	Investment expenses not included elsewhere					
25.	Aggregate write-ins for expenses	223,840	112	5,773,492		5,997,444
26.	TOTAL Expenses Incurred (Lines 1 to 25)	20,172,373	5,534,106	102,262,359		(a) 127,968,838
27.	Less expenses unpaid December 31, current year	1,472,203		217,694		1,689,897
28.	Add expenses unpaid December 31, prior year	1,448,787		200,769		1,649,556
29.	Amounts receivable relating to uninsured plans, prior year					
30.	Amounts receivable relating to uninsured plans, current year					
31.	TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	20,148,957	5,534,106	102,245,434		127,928,497
DETAILS OF WRITE-INS						
2501.	Purchase Svc., Equip., Leases, Contr , Gifts, R&M, Temp Labor, etc.	223,840	112	5,773,492		5,997,444
2502.						
2503.						
2598.	Summary of remaining write-ins for Line 25 from overflow page					
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	223,840	112	5,773,492		5,997,444

(a) Includes management fees of $.....48,012,116 to affiliates and $.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. Government bonds	(a) 375,567	303,326
1.1	Bonds exempt from U.S. tax	(a) 1,097,077	1,331,913
1.2	Other bonds (unaffiliated)	(a) 1,042,402	886,489
1.3	Bonds of affiliates	(a)	
2.1	Preferred stocks (unaffiliated)	(b)	
2.11	Preferred stocks of affiliates	(b)	
2.2	Common stocks (unaffiliated)	426,192	455,400
2.21	Common stocks of affiliates		
3.	Mortgage loans	(c)	
4.	Real estate	(d)	
5.	Contract loans		
6.	Cash, cash equivalents and short-term investments	(e) 192,032	115,073
7.	Derivative instruments	(f)	
8.	Other invested assets		
9.	Aggregate write-ins for investment income		
10.	Total gross investment income	3,133,270	3,092,201
11.	Investment expenses		(g)
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g)
13.	Interest expense		(h)
14.	Depreciation on real estate and other invested assets		(i)
15.	Aggregate write-ins for deductions from investment income		
16.	Total deductions (Lines 11 through 15)		
17.	Net investment income (Line 10 minus Line 16)		3,092,201
DETAILS OF WRITE-INS			
0901.			
0902.			
0903.			
0998.	Summary of remaining write-ins for Line 9 from overflow page		
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)		
1501.			
1502.			
1503.			
1598.	Summary of remaining write-ins for Line 15 from overflow page		
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above)		

(a) Includes $.....39,947 accrual of discount less $.....2,045,642 amortization of premium and less $.....219,198 paid for accrued interest on purchases.
(b) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued dividends on purchases.
(c) Includes $.....0 accrual of discount less $.....0 amortization of premium and less $.....0 paid for accrued interest on purchases.
(d) Includes $.....0 for company's occupancy of its own buildings; and excludes $.....0 interest on encumbrances.
(e) Includes $.....7,033 accrual of discount less $.....145,805 amortization of premium and less $.....86,864 paid for accrued interest on purchases.
(f) Includes $.....0 accrual of discount less $.....0 amortization of premium.
(g) Includes $.....0 investment expenses and $.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
(h) Includes $.....0 interest on surplus notes and $.....0 interest on capital notes.
(i) Includes $.....0 depreciation on real estate and $.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds	34,626		34,626		
1.1	Bonds exempt from U.S. tax	17,863		17,863		
1.2	Other bonds (unaffiliated)	106,340		106,340		
1.3	Bonds of affiliates					
2.1	Preferred stocks (unaffiliated)					
2.11	Preferred stocks of affiliates					
2.2	Common stocks (unaffiliated)				1,306,474	
2.21	Common stocks of affiliates					
3.	Mortgage loans					
4.	Real estate					
5.	Contract loans					
6.	Cash, cash equivalents and short-term investments	812		812		
7.	Derivative instruments					
8.	Other invested assets					
9.	Aggregate write-ins for capital gains (losses)					
10.	Total capital gains (losses)	159,641		159,641	1,306,474	
DETAILS OF WRITE-INS						
0901.						
0902.						
0903.						
0998.	Summary of remaining write-ins for Line 9 from overflow page					
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)					

EXHIBIT OF NONADMITTED ASSETS

		1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)			
2.	Stocks (Schedule D):			
	2.1 Preferred stocks			
	2.2 Common stocks			
3.	Mortgage loans on real estate (Schedule B):			
	3.1 First liens			
	3.2 Other than first liens			
4.	Real estate (Schedule A):			
	4.1 Properties occupied by the company			
	4.2 Properties held for the production of income			
	4.3 Properties held for sale			
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6.	Contract loans			
7.	Derivatives (Schedule DB)			
8.	Other invested assets (Schedule BA)			
9.	Receivables for securities			
10.	Securities lending reinvested collateral assets (Schedule DL)			
11.	Aggregate write-ins for invested assets			
12.	Subtotals, cash and invested assets (Lines 1 to 11)			
13.	Title plants (for Title insurers only)			
14.	Invested income due and accrued			
15.	Premium and considerations:			
	15.1 Uncollected premiums and agents' balances in the course of collection			
	15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
	15.3 Accrued retrospective premiums			
16.	Reinsurance:			
	16.1 Amounts recoverable from reinsurers			
	16.2 Funds held by or deposited with reinsured companies			
	16.3 Other amounts receivable under reinsurance contracts			
17.	Amounts receivable relating to uninsured plans			
18.1	Current federal and foreign income tax recoverable and interest thereon			
18.2	Net deferred tax asset		323,261	323,261
19.	Guaranty funds receivable or on deposit			
20.	Electronic data processing equipment and software		21,977	21,977
21.	Furniture and equipment, including health care delivery assets	863,909	866,216	2,307
22.	Net adjustment in assets and liabilities due to foreign exchange rates			
23.	Receivables from parent, subsidiaries and affiliates			
24.	Health care and other amounts receivable	2,050,539	652,176	(1,398,363)
25.	Aggregate write-ins for other than invested assets		685	685
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	2,914,448	1,864,315	(1,050,133)
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28.	Total (Lines 26 and 27)	2,914,448	1,864,315	(1,050,133)
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		685	685
2502.				
2503.				
2598.	Summary of remaining write-ins for Line 25 from overflow page			
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)		685	685

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1. Health Maintenance Organizations	204,186	205,595	204,832	205,548	205,980	2,459,155
2. Provider Service Organizations						
3. Preferred Provider Organizations						
4. Point of Service						
5. Indemnity Only						
6. Aggregate write-ins for other lines of business						
7. TOTAL	204,186	205,595	204,832	205,548	205,980	2,459,155
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page						
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)						

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premiums due and unpaid not individually listed						
0299999 Total group						
0399999 Premiums due and unpaid from Medicare entities	520,065			119,000		639,065
0499999 Premiums due and unpaid from Medicaid entities	7,288,245					7,288,245
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)	7,808,310			119,000		7,927,310

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	154,587	103,831	112,804	603,078	974,300	
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	154,587	103,831	112,804	603,078	974,300	
0299998 Claim Overpayment Receivables - Not Individually Listed	261,611	330,349	204,456	161,824	958,239	
0299999 Subtotal - Claim Overpayment Receivables	261,611	330,349	204,456	161,824	958,239	
0399998 Loans and Advances to Providers - Not Individually Listed				118,000	118,000	
0399999 Subtotal - Loans and Advances to Providers				118,000	118,000	
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivables						
TennCare Oversight	427,773			1,771,935		2,199,708
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables	427,773			1,771,935		2,199,708
0799999 Gross health care receivables	843,971	434,180	317,260	2,654,837	2,050,539	2,199,708

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	10,769,611	1,007,560	(111,871)	(107,651)	(876,275)	10,681,374
0499999 Subtotals	10,769,611	1,007,560	(111,871)	(107,651)	(876,275)	10,681,374
0599999 Unreported claims and other claim reserves						62,161,347
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						72,842,721
0899999 Accrued Medical Incentive Pool and Bonus Amounts						127,952

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

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

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually listed payables				
AMERIGROUP Corporation	Expenses under the Administrative Services	1,391,661	1,391,661	
0199999 Total - Individually listed payables	XXX	1,391,661	1,391,661	
0299999 Payables not individually listed	XXX			
0399999 Total gross payables	XXX	1,391,661	1,391,661	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	3,027,166	0.403	205,980	100.000		3,027,166
2. Intermediaries						
3. All other providers	14,317,212	1.907	205,980	100.000		14,317,212
4. TOTAL Capitation Payments	17,344,378	2.310	411,960	200.000		17,344,378
Other Payments:						
5. Fee-for-service	7,654,955	1.020	XXX	XXX		7,654,955
6. Contractual fee payments	725,632,959	96.643	XXX	XXX		725,632,959
7. Bonus/withhold arrangements - fee-for-service			XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	207,752	0.028	XXX	XXX		207,752
9. Non-contingent salaries			XXX	XXX		
10. Aggregate cost arrangements			XXX	XXX		
11. All other payments			XXX	XXX		
12. TOTAL Other Payments	733,495,666	97.690	XXX	XXX		733,495,666
13. TOTAL (Line 4 plus Line 12)	750,840,044	100.000	XXX	XXX		750,840,044

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

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

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1.	Administrative furniture and equipment	3,481,623		(2,617,714)	863,909	863,909	
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment						
6.	TOTAL	3,481,623		(2,617,714)	863,909	863,909	

Notes to Financial Statements

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of AMERIGROUP Tennessee, Inc. (the "Company") have been prepared in conformity with the National Association of Insurance Commissioners' ("NAIC") *Annual Statement Instructions* and in accordance with accounting practices prescribed by the NAIC *Accounting Practice and Procedures Manual* ("NAIC SAP"), subject to any deviations prescribed or permitted by the Tennessee Department of Commerce and Insurance ("TDCI").

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

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

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

C. Accounting Policy

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

In addition, the Company uses the following accounting policies.

(1) Short-term investments with maturities of less than one year at the date of acquisition are reported at amortized cost.
(2) Bonds are stated at amortized cost, with amortization calculated based on the scientific method, using lower of yield to call or yield to maturity.
(3) Common stocks of unaffiliated companies are stated at fair value.
(4) The Company has no preferred stock.
(5) The Company has no mortgage loans.
(6) The Company has no loan backed securities.
(7) The Company has no investment in subsidiaries, controlled and affiliated companies.
(8) The Company has no investment in joint ventures, partnerships and limited liability companies.
(9) The Company has no investment in derivatives.
(10) The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation.
(11) Unpaid Claims and loss adjustment expenses include management's best estimate of amounts based on historical claim development patterns and certain individual case estimates. The established liability considers health benefit provisions, business frequency, and severity of claims. Reserves for unpaid claims and claim adjustment expenses are based on assumptions and estimates, and while management believes such estimates are reasonable, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liabilities are continually reviewed and changes in estimates are incorporated into current period estimates.
(12) The Company has not modified its capitalization policy from the prior period.
(13) Pharmacy rebates receivable are recorded when earned based upon actual rebate receivables billed and an estimate of receivables based upon current utilization of specific pharmaceuticals and provider contract terms or as contract terms allow. All pharmaceutical rebate receivables are considered non-admitted due to their collectability beyond 90 days.

2. Accounting Changes and Corrections of Errors

There were no significant accounting changes or corrections during the years ended December 31, 2012 and 2011.

3. Business Combinations and Goodwill

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

Notes to Financial Statements

4. **Discontinued Operations**

The Company had no operations that were discontinued during 2012 or 2011.

5. **Investments**

A. **Mortgage loans including Mezzanine Real Estate Loans**

The Company did not have investments in mortgage loans at December 31, 2012 or 2011.

B. **Debt Restructuring**

The Company did not have invested assets that were restructured debt at December 31, 2012 or 2011.

C. **Reverse Mortgages**

The Company did not have investments in reverse mortgages at December 31, 2012 or 2011.

D. **Loan-Backed Securities**

The Company did not have investments in loan-backed securities at December 31, 2012 or 2011.

E. **Repurchase Agreements and/or Securities Lending Transactions**

The Company did not enter into repurchase agreements or securities lending transactions at December 31, 2012 or 2011.

F. **Real Estate**

(1) The Company did not have investments in real estate at December 31, 2012 or 2011.
(2) The Company did not engage in retail land sales operations during 2012 or 2011.

G. **Investment in Low-Income Housing Tax Credits**

The Company did not have any investments that generated low-income housing tax credits during 2012 or 2011.

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

A. The Company had no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets as of December 31, 2012 or 2011.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships or Limited Liability Companies during 2012 and 2011.

7. **Investment Income**

A. The Company reports only investment income that is earned as due and accrued in its financial statements. All investment income due and accrued with amounts that are over 90 days past due is non-admitted.

B. There was no non-admitted investment income at December 31, 2012 or 2011.

8. **Derivative Instruments**

The Company had no investments in derivative instruments at December 31, 2012 or 2011.

9. **Income Taxes**

A. The components of net deferred tax asset/(liability) ("DTA"/"DTL")

(1) The components of net deferred tax asset/(liability) ("DTA"/"DTL") as December 31, 2012 are as follows:

	Ordinary	Capital	Total
Gross deferred tax assets	$ 2,302,413	—	2,302,413
Statutory valuation allowance	—	—	—
Adjusted gross deferred tax assets	$ 2,302,413	—	2,302,413
Gross deferred tax liabilities	—	(441,548)	(441,548)
Net deferred tax asset before admissibility test	$ 2,302,413	(441,548)	1,860,865

Notes to Financial Statements

The amount of admitted adjusted gross deferred tax assets under each component of SSAP 101 as of December 31, 2012 is:

		Ordinary	Capital	Total
Admitted pursuant to paragraph 11.a	$	1,948,583	—	1,948,583
Admitted pursuant to paragraph 11.b		23,239	—	23,239
Admitted pursuant to paragraph 11.c		330,591	—	330,591
Admitted deferred tax asset	$	2,302,413	—	2,302,413
Deferred tax liability		—	(441,548)	(441,548)
Net admitted DTA or DTL	$	2,302,413	(441,548)	1,860,865
Nonadmitted DTA	$	—	—	—

The components of net deferred tax asset/(liability) ("DTA"/"DTL") at December 31, 2011 are as follows:

		Ordinary	Capital	Total
Gross deferred tax assets	$	1,531,077	15,719	1,546,796
Statutory valuation allowance		—	—	—
Adjusted gross deferred tax assets	$	1,531,077	15,719	1,546,796
Gross deferred tax liabilities		—	—	—
Net deferred tax asset before admissibility test	$	1,531,077	15,719	1,546,796

The amount of admitted adjusted gross deferred tax assets under each component of SSAP 10R as of December 31, 2011 is:

		Ordinary	Capital	Total
Admitted pursuant to paragraph 10.a	$	1,223,535	—	1,223,535
Admitted pursuant to paragraph 10.b		—	—	—
Admitted pursuant to paragraph 10.c		—	—	—
Admitted deferred tax asset	$	1,223,535	—	1,223,535
Deferred tax liability		—	—	—
Net admitted DTA or DTL	$	1,223,535	—	1,223,535
Nonadmitted DTA	$	307,542	15,719	323,261

(2) The change in the amount of admitted adjusted gross deferred tax assets under each component of SSAP 101 during 2012 is:

		Ordinary	Capital	Total
Gross deferred tax assets	$	771,336	(15,719)	755,617
Statutory valuation allowance		—	—	—
Adjusted gross deferred tax assets	$	771,336	(15,719)	755,617
Gross deferred tax liabilities		—	(441,548)	(441,548)
Net deferred tax asset before admissibility test	$	771,336	(457,267)	314,069

		Ordinary	Capital	Total
Admitted pursuant to paragraph 11.a	$	725,048	—	725,048
Admitted pursuant to paragraph 11.b		23,239	—	23,239
Admitted pursuant to paragraph 11.c		330,591	—	330,591
Admitted deferred tax asset	$	1,078,878	—	1,078,878
Deferred tax liability		—	(441,548)	(441,548)
Net admitted DTA or DTL	$	1,078,878	(441,548)	637,330
Nonadmitted DTA	$	(307,542)	(15,719)	(323,261)

	2012	2011
Ratio percentage used to determine recovery period and threshold limitation amount	361%	N/A
Amount of adjusted capital and surplus used to determine recovery period and threshold limitation	104,216,208	N/A

The Company did not adopt the expanded admissibility threshold under SSAP 10R in 2011.

Tax planning strategies did not have an effect on the Company's net admitted deferred tax assets. The Company has not availed itself of a tax planning strategy involving reinsurance.

B. The company has no unrecognized deferred tax liabilities at December 31, 2012 and 2011.

Notes to Financial Statements

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

	2012	2011	Change
Federal income tax on operations	$ 13,193,450	29,133,714	(15,940,264)
Utilization of net operating loss and capital loss carryforwards	—	—	—
Total federal income taxes	$ 13,193,450	29,133,714	(15,940,264)
Federal income tax expense (benefit) on net capital gains (losses)	55,874	15,017	40,857
Federal & foreign income taxes incurred	$ 13,249,324	29,148,731	(15,899,407)

The components of deferred income taxes at December 31 are as follows:

	2012	2011	Change
Deferred tax assets:			
Ordinary:			
Accrued future expenses	$ 21,350	—	21,350
Accounts receivable	1,452,250	615,664	836,586
Claims discount reserve	368,522	477,275	(108,753)
Deferred acquisition costs	11,166	12,456	(1,290)
Fixed assets	449,124	378,052	71,072
Net operating loss carryover	—	—	—
Prepaid expenses	—	—	—
Unearned premium reserve	—	—	—
Other adjustments	—	47,630	(47,630)
Subtotal	$ 2,302,413	1,531,077	771,336
Statutory valuation allowance adjustment	—	—	—
Nonadmitted ordinary deferred tax assets	—	(307,542)	307,542
Admitted Ordinary Deferred Tax Assets	$ 2,302,413	1,223,535	1,078,878
Capital:			
Investments in securities	—	15,179	(15,179)
Net capital loss carryforwards	—	—	—
Subtotal	$ —	15,179	(15,179)
Statutory valuation allowance adjustment	—	—	—
Nonadmitted deferred tax assets	—	(15,179)	15,179
Admitted capital deferred tax assets	$ —	—	—
Admitted deferred tax assets	$ 2,302,413	1,223,535	1,078,878
Deferred tax liabilities:			
Ordinary:			
Other adjustments	$ —	—	—
Capital:			
Investments in securities	$ (441,548)	—	(441,548)
Deferred tax liabilities	$ (441,548)	—	(441,548)
Net admitted deferred tax assets/liabilities	$ 1,860,865	1,223,535	637,330

The changes in deferred tax assets and deferred tax liabilities at December 31 are as follows:

	2012	2011	Change
Total deferred tax assets	$ 2,302,413	1,546,796	755,617
Total deferred tax liabilities	(441,548)	—	(441,548)
Net deferred tax asset (liability)	$ 1,860,865	1,546,796	314,069
Tax effect of unrealized gains (losses)	441,548	(15,179)	426,369
Change in deferred income tax			$ 740,438

Notes to Financial Statements

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

		2012	2011
Tax expense computed using federal statutory rate	$	13,682,838	33,870,915
Tax exempt income and dividend received deduction net of proration		(491,310)	(280,941)
Prior year true-ups and adjustments		2,654	65
Non Deductible expenses		47,674	44,186
GAAP to STAT Difference		(842,835)	727,247
Other		109,865	—
Total	$	12,508,886	34,361,472
Federal income taxes incurred		13,193,450	29,133,714
Tax on capital Gain/(Loss)		55,874	15,017
Change in net deferred income taxes		(740,438)	5,212,741
Total statutory income taxes	$	12,508,886	34,361,472

E. Operating loss carryforwards disclosures:

At December 31, 2012, the separate company federal net operating loss carryforwards were $0.

At December 31, 2012, the separate company federal capital loss carryforwards were $0.

At December 31, 2012, the separate company AMT credit carryforwards were $0.

The following income tax expense for 2011 and 2012 is available for recoupment in the event of future net losses:

Year	Ordinary	Capital	Total
2011	28,618,836	15,017	28,633,853
2012	13,193,450	55,874	13,249,324

There are no deposits admitted under IRC Sec. 6603

F. Affiliate or Separate filing disclosures:

The Company's Federal Income Tax return is consolidated with the following entities:

AMERIGROUP Corporation (Parent)
AMERIGROUP Community Care of New Mexico, Inc.
AMERIGROUP Florida, Inc.
AMERIGROUP Insurance Company, Inc.
AMERIGROUP Kansas, Inc.
AMERIGROUP Louisiana, Inc.
AMERIGROUP Maryland, Inc.
AMERIGROUP Nevada, Inc.
AMERIGROUP New Jersey, Inc.
AMERIGROUP New York, LLC
AMERIGROUP Ohio, Inc.
AMERIGROUP Texas, Inc.
AMERIGROUP Washington, Inc.
AMGP Georgia Managed Care Company, Inc.

AMERIGROUP Corporation has a written agreement outlining the method of allocating federal income tax between the entities. The allocation is based upon separate return calculations for each member of the affiliated group. If a member has a net loss, current credit is provided to the extent that the member has previously paid taxes.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. Nature of the relationship

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

B. Significant transactions for each period

The Company had no significant transactions during the years ended 2012 and 2011.

Notes to Financial Statements

C. **Administrative Services and Tax-Sharing Agreements**

AMERIGROUP Corporation provides administrative and financial support services to the Company. Intercompany management fees charged to the Company were $48,012,116 and $52,361,798 for the years December 31, 2012 and 2011. Management fees are included in general administrative expenses in the accompanying statutory statements of revenue and expenses.

Taxes charged to the Company under a Tax-Sharing Agreement were $14,707,688 and $30,393,446 for the years ended December 31, 2012 and 2011, respectively.

AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the years ended December 31, 2012 and 2011 was $471,443 and $329,557, respectively. The Company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill the Company for these amounts, which are included in general administrative expenses in the accompanying statements of revenue and expenses.

As of December 31, 2012, the Company paid a $65,000,000 extraordinary dividend to AMERIGROUP Corporation. During 2011, the Company paid $25,000,000 ordinary dividends and $45,000,000 extraordinary dividends to AMERIGROUP Corporation.

D. **Amounts due to or from Related Parties**

The Company owed AMERIGROUP Corporation $1,391,661 and $860,708 as of December 31, 2012 and 2011, respectively. The amount is the difference between the estimated charges and the actual expenses incurred in the month of December and were paid in January of 2013.

E. **Guarantees or Contingencies for Related Parties**

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

F. **Management, Service Contracts, Cost Sharing Arrangements**

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

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

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

H. **Amount deducted for Investment in Upstream Company**

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

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

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

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

Not applicable

K. **Investment in a Foreign Insurance Subsidiary**

The Company does not have investments in foreign insurance subsidiaries.

L. **Investment in Downstream Non-insurance Holding Companies**

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

11. **Debt**

A. **Capital Notes**

The Company had no capital notes outstanding at December 31, 2012 and 2011.

Notes to Financial Statements

B. All Other Debt

The Company had no other debt outstanding at December 31, 2012 and 2011.

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

A. Defined Benefit Plan

Not applicable

B. Defined Contribution Plan

The Company's employees have the option to participate in a deferred compensation plan sponsored by AMERIGROUP Corporation. All full-time and most part-time employees of AMERIGROUP Corporation and the Company may elect to participate in this plan. This plan is exempt from income taxes under Section 401(k) of the Internal Revenue Code. Participants may contribute a certain percentage of their compensation subject to maximum federal and plan limits. AMERIGROUP Corporation may elect to match a certain percentage of each employee's contributions up to specified limits. For the years ended December 31, 2012 and 2011, the Company's share of the expense related to AMERIGROUP Corporation's match was $377,401, and $359,792, respectively.

C. Multiemployer Plan

The Company does not participate in a multi-employer plan.

D. Consolidated/Holding Company Plans

Not applicable

E. Postemployment Benefits and Compensated Absences

Liabilities for earned not yet taken vacation and severance benefits have been accrued as of December 31, 2012 and 2011.

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

Not applicable

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

(1) Outstanding Shares

The Company had 1,000 shares of common stock authorized and 100 shares issued and outstanding, at a par value of $1 per share, as of December 31, 2012 and December 31, 2011.

(2) Preferred Stock

The Company has no preferred stock outstanding.

(3) Dividend Restrictions

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

(4) Dividends Paid

In 2012, the State of Tennessee requests by the Company to pay dividends to AMERIGROUP Corporation as follows:

During 2012, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay to pay an extraordinary dividend of $65,000,000 which was disbursed on March 30, 2012.

Notes to Financial Statements

During 2011, the Company was granted approval from the Tennessee Department of Commerce and Insurance to pay $70,000,000 dividends to AMERIGROUP Corporation. An ordinary dividend of $25,000,000 was disbursed on June 3, 2011, an extraordinary dividend of $30,000,000 was disbursed on August 30, 2011, and an extraordinary dividend of $15,000,000 was disbursed on September 2, 2011.

(5) Maximum Ordinary Dividend in 2013

There were no restrictions placed on the portion of the Company's profits that may be paid as ordinary dividends to stockholders.

(6) Unassigned Surplus Restrictions

Unassigned surplus finds are not restricted at December 31, 2012.

(7) Mutual Surplus Advances

Not applicable

(8) Company Stock Held for Special Purpose

There are no shares of stock held for special purposes at December 31, 2012.

(9) Changes in Special Surplus Funds

The Company does not have any special surplus funds.

(10) Changes in Unassigned Funds

Unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses are $1,261,564 at December 31, 2012.

(11) Surplus Notes

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

(12) Restatement due to Prior Quasi-reorganization

The Company has no restatements due to prior quasi-reorganization.

(13) Quasi-reorganization over Prior 10 years

The Company has not been involved in a quasi-reorganization since its inception.

14. Contingencies

A. Contingent Commitments

(1) The Company had no known contingent commitments at December 31, 2012 and 2011.
(2) The Company is not a guarantor to any commitment at December 31, 2012 and 2011.

B. Assessments

The Company is not subject to guaranty fund and other assessments by the state.

C. Gain contingencies

The Company has no gain contingencies at December 31, 2012.

D. Claims-Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits

Not applicable

E. All Other Contingencies

The Company has no other known contingencies

Notes to Financial Statements

15. Leases

A. Lessee Leasing Arrangements

(1) The Company leases office space and equipment under various non-cancelable and cancelable operating lease agreements that expire through October 2015. Rental expense related to these leases totaled $682,001 and $612,108 for the years ended December 31, 2012 and 2011.

(2) At January 1, 2013, the minimum aggregate rental commitments are as follows:

	Year Ending December 31		Operating Leases
1.	2013	$	774,441
2.	2014		785,617
3.	2015		657,438
4.	2016		—
5.	2017		—
	Total	$	2,217,496

(3) The Company had no sale-leaseback transactions during 2012 and 2011.

B. Lessor Leasing Arrangements

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

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

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

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

Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of investment securities. All investment securities are managed by professional investment managers with policies authorized by the board of directors. Such policies limit the amounts that may be invested in any one issuer and prescribe certain investee company criteria. As of December 31, 2012, there were no significant concentrations.

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

A. Transfers of Receivables Reported as Sales

Not applicable

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

(1) In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.

(2) At December 31, 2012, and 2011, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

A. Administrative Services Only ("ASO") Plans

Not applicable

B. Administrative Services Contract ("ASC") Plans

Not applicable

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

Not applicable

Notes to Financial Statements

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

No premiums were written by managing general agents or third party administrators during the years ended December 31, 2012 and 2011.

20. Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

Cash, uncollected premiums in the course of collection, investment income due and accrued, amounts receivable relating to uninsured plans, receivable from TennCare Oversight, claims unpaid, accrued medical incentive pool and bonus amounts, unpaid claims adjustment expenses, aggregate health policy reserves, general expenses due or accrued, federal income taxes payable, remittance and items not allocated, amounts due to parent, liability for amounts help under uninsured plans, accrued premium tax – the carrying amounts approximate fair value because of the short maturity of these items. These financial instruments were not assigned a level category since they are not carried at fair value.

Certificates of deposit – fair value is determined using a discounted cash flow model comparing the stated rates of the certificates of deposit to current market interest rates for similar instruments. These financial instruments were not assigned a level category since they were not carried at fair value.

Short-term investments and bonds – money market funds included in these financial statement captions' fair values were determined using quoted market prices on one or more securities exchanges. The fair values of corporate bonds, debt securities of government sponsored entities, municipal bonds and U.S. Treasury securities were determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets. The Company held one auction rate security as of December 31, 2012. The estimated fair value of the auction rate security was determined using utilizing an income approach, specifically discounted cash flow analyses. These analyses considered among other items, the creditworthiness of the issuer, the timing of the expected future cash flows, including the final maturity associated with the securities, and an assumption of when the next time the security is expected to have a successful auction. These securities were also compared, when possible, to other observable and relevant market data. These debt securities are not assigned a level category as they are not carried at fair value. A portion of the short-term investments are comprised of money market funds that are carried at fair value and, accordingly, are assigned a level category.

Common stock – the fair value of exchange traded equity mutual funds were determined using quoted market prices on one or more securities exchanges. As this investment is carried at fair value, it is assigned a level category.

Notes to Financial Statements

A. Fair Value Measurements

(1) Fair Value Measurements at December 31, 2012

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	$ —	$ —	$ —	$ —
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Preferred Perpetual Stocks	$ —	$ —	$ —	$ —
Bonds				
U.S. Government	$ —	$ —	$ —	$ —
Industrial and Misc	44,737,606	—	—	44,737,606
Hybrid Securities	—	—	—	—
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Bonds	$ 44,737,606	$ -	$ -	$ 44,737,606
Common Stock				
Industrial and Misc	$ 15,862,262	$ —	$ —	$ 15,862,262
Parents, Subsidiaries and Affiliates	—	—	—	—
Total Common Stocks	$ 15,862,262	$ —	$ —	$ 15,862,262
Derivative assets				
Interest rate contracts	$ —	$ —	$ —	$ —
Foreign exchange contracts	—	—	—	—
Credit contracts	—	—	—	—
Commodity future contracts	—	—	—	—
Commodity forward contracts	—	—	—	—
Total Derivatives	$ —	$ —	$ —	$ —
Separate account assets	$	$	$	
Total assets at fair value	$ 60,599,868	$ —	$ —	$ 60,599,868
b. Liabilities at fair value				
Derivative Liabilites	$ —	$ —	$ —	$ —
Total liabilities at fair value	$ —	$ —	$ —	$ —

(2) There are no assets measured at fair value that are categorized as Level 3.

(3) The Company's policy is to recognize transfers between Levels, if any, at the beginning of the reporting period. There were no assets measured at fair value that were transferred between levels in 2012.

(4) There are no assets measured at fair value that are categorized as a Level 2 or Level 3.

(5) The Company did not have any derivative assets or liabilities in 2012.

B. Not applicable

C. Aggregate Fair Value

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	$ 44,737,606	$ 44,737,606	$ 44,737,606	$ —	$ —	$ —
Common Stock	15,862,262	15,862,262	15,862,262	—	—	—
Perpetual Preferred Stock	—	—	—	—	—	—
Mortgage Loans	—	—	—	—	—	—

D. Not Practicable to Estimate Fair Value

Not applicable

Notes to Financial Statements

21. Other Items

A. Extraordinary Items

Not applicable

B. Troubled Debt Restructuring

Not applicable

C. Other Disclosures

CRA Amendment #11 was executed December 31, 2011 to eliminate all future payments of premium for retro-active enrollment changes in excess of 12 months in arrears. Amendment #11 changes the coverage for membership enrollment more than 12 months in arrears to an Administrative Service Only (ASO) status for the months when a risk-based capitation premium is not paid by TennCare, which allows the Plan to be reimbursed by TennCare for any provider claims incurred for any such eligible coverage months. Such unreimbursed ASO claims were not significant as of December 31, 2011, but are expected to create receivable balances in the future. As of December 31, 2012, the ASO receivable from TennCare Oversight balance is $2,199,708.

D. Uncollectible Premium Receivables

Not applicable

E. Business Interruption Insurance Recoveries

The company has reported no recoveries for business interruption for the years ended December 31, 2012 and 2011.

F. State Transferable and Non-Transferable Tax Credits

The Company did not have state transferable tax credits at December 31, 2012, and 2011.

G. Subprime Mortgage-Related Risk Exposure

Not applicable

H. Retained Assets

Not applicable

22. Events Subsequent

There were no events occurring subsequent to December 31, 2012 requiring disclosure. Subsequent events have been considered through February 28, 2013 for the statutory statement issued on February 28, 2013.

23. Reinsurance

Ceded Reinsurance Report

Section 1 – General Interrogatories

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

Yes ( ) No (X)

If yes, give full details.

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

Yes ( ) No (X)

If yes, give full details.

Notes to Financial Statements

Section 2 – Ceded Reinsurance Report – Part A

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

Yes ( ) No (X)

a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.

b. What is the amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement? $0

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

Yes ( ) No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

(1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Company may consider the current or anticipated experience of the business reinsured in making this estimate. $0

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

Yes (X) No ( )

a. If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? $0

B. Uncollectible Reinsurance

The Company has written off in the current year reinsurance balances due (from the companies listed below) in the amount of: $0, which is reflected as:

(1) Losses incurred	$	0
(2) Loss adjustment expenses incurred	$	0
(3) Premiums earned	$	0
(4) Other	$	0

(5) Company		Amount
RGA Insurance	$	0

C. Commutation of Ceded Reinsurance

The Company has reported in its operations in the current year as a result of commutation of reinsurance with the companies listed below, amounts, which are reflected as:

(1) Losses incurred	$	0
(2) Loss adjustment expenses incurred	$	0
(3) Premiums earned	$	0
(4) Other	$	0

(5) Company		Amount
RGA Insurance	$	0

Notes to Financial Statements

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. Method to Accrue Retrospective Premium Adjustments

(1) The Company's contract with CMS includes a risk-sharing provision. The risk-sharing provision takes effect if actual pharmacy benefit costs are more than 5.0 percentage points above or below expected cost levels, as submitted by the Company in its initial contract application. The Company calculated an estimate of the risk share, and accordingly, as of and for the years ended December 31, 2012 and 2011, the Company recorded a risk share payable to CMS of $476,970 and $114,883, respectively which is included in health policy reserves in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus, along with a corresponding retrospective premium adjustment in premium revenue in the statutory statements of revenue and expenses. The recorded amounts represent the estimated amount payable by the Company to CMS under the risk share contract provision if the program was terminated at December 31, 2012 or 2011 based on estimated costs incurred through that date. The final risk share amounts due to or from CMS, if any, will be determined approximately six months after the end of the contract year.

CMS also pays a catastrophic reinsurance subsidy, a low-income member cost sharing subsidy, and a coverage gap discount subsidy which represent cost reimbursements under the Part D program. The Company is fully reimbursed for costs incurred for these contract elements, and accordingly, there is no insurance risk to the Company. Amounts received for these subsidies are not reflected as premium revenue, but rather are accounted for as deposits. CMS' overpayments of the catastrophic reinsurance subsidy and low-income member cost sharing subsidy of $431,211 and $1,356,817 at December 31,2012 and 2011, respectively, is included in liability for amounts held under uninsured plans in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus. CMS' underpayment of the coverage gap discount subsidy of $4,226 at December 31, 2012 is included in amounts receivable relating to under uninsured plans in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus. CMS' overpayment of the coverage gap discount subsidy of $12,914 at December 31, 2011 is included in liability for amounts held under uninsured plans in the accompanying statutory statements of admitted assets, liabilities, and capital and surplus.

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

C. The amount of the net premiums written by the Company at December 31, 2012 and 2011 that are subject to retrospective rating features was $41,362,158 and $23,222,263, respectively, which represents 4.6% and 2.5%, respectively, of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.

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

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were $79,412,342. As of December 31, 2012, $57,341,112 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 $1,775,506 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $20,295,726 favorable prior-year development since December 31, 2011. 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

Not applicable

27. Structured Settlements

Not applicable

Notes to Financial Statements

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimated pharmacy rebates as reported on financial statements	Pharmacy rebates as billed or otherwise confirmed	Actual rebates received within 90 days of billing	Actual rebates received within 91 to 180 days after billing	Actual rebates received more than 180 days after billing
12/31/12	317,878	317,878	—	—	—
09/30/12	283,333	339,762	—	—	—
06/30/12	257,737	321,477	—	86,268	—
03/31/12	227,317	282,554	—	250,641	—
12/31/11	149,533	159,163	—	—	138,429
09/30/11	142,628	156,046	—	—	151,584
06/30/11	114,324	131,541	—	—	123,108
03/31/11	97,973	115,682	—	—	103,690
12/31/10	84,735	103,255	—	—	99,786
09/30/10	78,927	93,229	—	—	92,781
06/30/10	72,315	88,123	—	3,033	85,082
03/31/10	181,853	80,988	—	3,974	77,005

B. Risk Sharing Receivables

None

29. Participating Policies

Not applicable

30. Premium Deficiency Reserves

The Company did not record premium deficiency reserves as of December 31, 2012 and 2011.

31. Anticipated Salvage and Subrogation

The Company did not have any salvage or subrogation recoveries at December 31, 2012 and 2011, respectively.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an Insurer? Yes[X] No[ ]

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

1.3 State Regulating? ....Tennessee....

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

2.2 If yes, date of change: .....

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

3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....12/31/2010....

3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....11/09/2011....

3.4 By what department or departments?

3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments? Yes[ ] No[ ] N/A[X]

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

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? Yes[ ] No[X]

4.12 renewals? Yes[ ] No[X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? Yes[ ] No[X]

4.22 renewals? Yes[ ] No[X]

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

5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[ ] No[X]

6.2 If yes, give full information:

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

7.2 If yes,

7.21 State the percentage of foreign control 0.000%

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

1 Nationality	2 Type of Entity

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]

8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e., the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
KPMG LLP, 440 Monticello Avenue, Suite 1900, Norfolk, Virginia 23510

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

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

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

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

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

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

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
John C. Lloyd,FSA, MAAA, OptumInsight, 2170 Satelite Blvd. Suite 150, Duluth, GA 30097

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[ ] No[X]

12.11 Name of real estate holding company

12.12 Number of parcels involved 0

GENERAL INTERROGATORIES (Continued)

12.13 Total book/adjusted carrying value $ 0
12.2 If yes, provide explanation

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

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

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

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

BOARD OF DIRECTORS

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

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

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

FINANCIAL

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

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

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

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

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

INVESTMENT

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes[X] No[ ]
24.02 If no, give full and complete information, relating thereto
24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
24.04 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes[ ] No[ ] N/A[X]
24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. $ 0
24.06 If answer to 24.04 is no, report amount of collateral for other programs. $ 0
24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes[ ] No[ ] N/A[X]
24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes[ ] No[ ] N/A[X]
24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes[ ] No[ ] N/A[X]
24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. $ 0

GENERAL INTERROGATORIES (Continued)

24.102 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. $ 0
24.103 Total payable for securities lending reported on the liability page. $ 0

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes[X] No[ ]

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21	Subject to repurchase agreements	$ 0
25.22	Subject to reverse repurchase agreements	$ 0
25.23	Subject to dollar repurchase agreements	$ 0
25.24	Subject to reverse dollar repurchase agreements	$ 0
25.25	Pledged as collateral	$ 0
25.26	Placed under option agreements	$ 0
25.27	Letter stock or securities restricted as to sale	$ 0
25.28	On deposit with state or other regulatory body	$ 18,250,348
25.29	Other	$ 0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

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

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

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

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

1 Name of Custodian(s)	2 Custodian's Address
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

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

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

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

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

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

1 Central Registration Depository Number(s)	2 Name	3 Address
77784	Deutsche Investment Management Americas, Inc.	345 Park Ave, New York, New York 10154

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

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
464287168	Ishares Trust Dow Jones Dividend	1,144,800
464287408	Ishares S&P 500 Value Index	2,396,679
78462F103	SPDR S&P 500 ETF Trust	1,424,100
78464A763	SPDR S&P Dividend ETF	2,661,983
921943858	Vanguard MSCI EAFE - EFT	2,113,800
921946406	Vanguard high dividend Yield ETF	1,481,400
922042775	Vanguard FTSE All World ex-US ETF	2,287,500
922908744	Vanguard Value ETF	2,352,000
29.2999 Total		15,862,262

GENERAL INTERROGATORIES (Continued)

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

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
Ishares Trust Dow Jones Dividend	Lorillard, Inc.	42,358	12/31/2012
Ishares Trust Dow Jones Dividend	Lockheed Martin Corp	33,199	12/31/2012
Ishares Trust Dow Jones Dividend	Chevron Corp	25,186	12/31/2012
Ishares Trust Dow Jones Dividend	Entery Corp	22,896	12/31/2012
Ishares Trust Dow Jones Dividend	McDonald Corp	21,751	12/31/2012
Ishares S&P 500 Value Index	General Electric Co	83,884	12/31/2012
Ishares S&P 500 Value Index	Chevron Corp	81,487	12/31/2012
Ishares S&P 500 Value Index	AT&T	76,694	12/31/2012
Ishares S&P 500 Value Index	Exxon Mobil Corp	69,504	12/31/2012
Ishares S&P 500 Value Index	Berkshire Hathaway	64,710	12/31/2012
SPDR S&P 500 ETF Trust	Apple, Inc.	55,540	12/31/2012
SPDR S&P 500 ETF Trust	Exxon Mobil Corp	44,147	12/31/2012
SPDR S&P 500 ETF Trust	General Electric	24,210	12/31/2012
SPDR S&P 500 ETF Trust	Chevron Corp	22,786	12/31/2012
SPDR S&P 500 ETF Trust	Microsoft Corp	22,786	12/31/2012
SPDR S&P Dividend ETF	Avon Products	71,874	12/31/2012
SPDR S&P Dividend ETF	AT&T	61,226	12/31/2012
SPDR S&P Dividend ETF	HCP Inc	61,226	12/31/2012
SPDR S&P Dividend ETF	Leggett & Platt	58,564	12/31/2012
SPDR S&P Dividend ETF	Nucor Corp	58,564	12/31/2012
Vanguard MSCI EAFE - ETF	Nestle SA	44,390	12/31/2012
Vanguard MSCI EAFE - ETF	HSBS Holdings	35,935	12/31/2012
Vanguard MSCI EAFE - ETF	Vodafone Group	31,707	12/31/2012
Vanguard MSCI EAFE - ETF	BP Corp	27,479	12/31/2012
Vanguard MSCI EAFE - ETF	Novartis AG	27,479	12/31/2012
Vanguard high dividend Yield ETF	Exxon Mobil Corp	97,772	12/31/2012
Vanguard high dividend Yield ETF	Microsoft Corp	62,219	12/31/2012
Vanguard high dividend Yield ETF	General Electric Company	53,330	12/31/2012
Vanguard high dividend Yield ETF	AT&T	50,368	12/31/2012
Vanguard high dividend Yield ETF	Chevron Corp	50,368	12/31/2012
Vanguard FTSE All World ex-US ETF	Nestle SA	32,025	12/31/2012
Vanguard FTSE All World ex-US ETF	HSBC Holdings	25,163	12/31/2012
Vanguard FTSE All World ex-US ETF	Novartis AG	22,875	12/31/2012
Vanguard FTSE All World ex-US ETF	Vodafone Group	20,588	12/31/2012
Vanguard FTSE All World ex-US ETF	BP Corp	18,300	12/31/2012
Vanguard Value ETF	Exxon Mobil Corp	143,472	12/31/2012
Vanguard Value ETF	General Electric Company	79,968	12/31/2012
Vanguard Value ETF	Chevron Corp	75,264	12/31/2012
Vanguard Value ETF	AT&T	75,264	12/31/2012
Vanguard Value ETF	Johnson & Johnson	65,856	12/31/2012

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

		1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1	Bonds	176,736,206	180,721,482	3,985,276
30.2	Preferred stocks			
30.3	Totals	176,736,206	180,721,482	3,985,276

30.4 Describe the sources or methods utilized in determining the fair values
Custodial and Broker statements

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes[X] No[ ]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes[X] No[ ] N/A[ ]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]

32.2 If no, list exceptions:

OTHER

33.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? $ 119,147

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

1 Name	2 Amount Paid
National Committee for Quality Assurance (NCQA)	70,148

34.1 Amount of payments for legal expenses, if any? $ 16,392

GENERAL INTERROGATORIES (Continued)

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

1 Name	2 Amount Paid
Waller Lansden Dortch and Davis, PLLC	9,801
Leitner, Williams, Dooley & Napolitan, PLLC	4,483

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? $ 16,620

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

1 Name	2 Amount Paid
Frost Brown Todd, LLC	47,000

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

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

2. Health Test

		1 Current Year	2 Prior Year
2.1	Premium Numerator	904,880,116	920,132,503
2.2	Premium Denominator	904,880,116	920,132,503
2.3	Premium Ratio (2.1 / 2.2)	1.000	1.000
2.4	Reserve Numerator	72,970,673	79,527,225
2.5	Reserve Denominator	73,447,643	79,527,225
2.6	Reserve Ratio (2.4 / 2.5)	0.994	1.000

3.1	Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?	Yes[ ] No[X]
3.2	If yes, give particulars:	
4.1	Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?	Yes[X] No[ ]
4.2	If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?	Yes[ ] No[ ] N/A[X]
5.1	Does the reporting entity have stop-loss reinsurance?	Yes[X] No[ ]
5.2	If no, explain:	
5.3	Maximum retained risk (see instructions):	
	5.31 Comprehensive Medical	$ 1,250,000
	5.32 Medical Only	$ 0
	5.33 Medicare Supplement	$ 0
	5.34 Dental & Vision	$ 0
	5.35 Other Limited Benefit Plan	$ 0
	5.36 Other	$ 0

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
On July 1, 2012, AGP entered into an insolvency continuation and conversion provision with RGA Reinsurance Company 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.

7.1	Does the reporting entity set up its claim liability for provider services on a service date basis?	Yes[X] No[ ]
7.2	If no, give details:	
8.	Provide the following information regarding participating providers:	
	8.1 Number of providers at start of reporting year	7,554
	8.2 Number of providers at end of reporting year	6,038
9.1	Does the reporting entity have business subject to premium rate guarantees?	Yes[ ] No[X]
9.2	If yes, direct premium earned:	
	9.21 Business with rate guarantees between 15-36 months	0
	9.22 Business with rate guarantees over 36 months	0
10.1	Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?	Yes[X] No[ ]
10.2	If yes:	
	10.21 Maximum amount payable bonuses	$ 0
	10.22 Amount actually paid for year bonuses	$ 207,752
	10.23 Maximum amount payable withholds	$ 0
	10.24 Amount actually paid for year withholds	$ 0
11.1	Is the reporting entity organized as:	
	11.12 A Medical Group/Staff Model,	Yes[ ] No[X]
	11.13 An Individual Practice Association (IPA), or,	Yes[ ] No[X]
	11.14 A Mixed Model (combination of above)?	Yes[X] No[ ]
11.2	Is the reporting entity subject to Minimum Net Worth Requirements?	Yes[X] No[ ]
11.3	If yes, show the name of the state requiring such net worth.	
	Tennessee	
11.4	If yes, show the amount required.	$ 17,323,202
11.5	Is this amount included as part of a contingency reserve in stockholder's equity?	Yes[ ] No[X]

11.6 If the amount is calculated, show the calculation.
The greater of $1,500,000 or an amount totaling 4% of the first $150,000,000 of premium revenues earned for the prior calendar year, plus 1.5% of the amount earned in excess of $150,000,000 for the prior calendar year. $17,323,202 ($150,000,000 x 4% + ($904,880,116 - $150,000,000) x 1.5%)

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

1 Name of Service Area
Grand Region Middle

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

GENERAL INTERROGATORIES (Continued)

13.4 If yes, please provide the balance of the funds administered as of the reporting date: $ 0

FIVE-YEAR HISTORICAL DATA

	1 2012	2 2011	3 2010	4 2009	5 2008
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)	212,184,230	257,616,618	340,305,606	163,369,258	133,532,605
2. TOTAL Liabilities (Page 3, Line 24)	106,104,385	113,423,126	189,703,065	82,515,366	78,944,307
3. Statutory surplus	17,323,202	17,551,988	17,616,707	16,133,399	15,656,844
4. TOTAL Capital and Surplus (Page 3, Line 33)	106,079,845	144,193,492	150,602,541	80,853,892	54,588,298
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)	904,880,116	920,132,503	888,601,659	626,125,979	607,095,174
6. TOTAL Medical and Hospital Expenses (Line 18)	741,069,296	695,948,802	653,302,266	516,193,087	535,851,712
7. Claims adjustment expenses (Line 20)	25,706,479	22,124,382	21,399,865	16,002,926	15,665,584
8. TOTAL Administrative Expenses (Line 21)	102,262,359	107,852,442	102,885,865	73,036,222	56,115,828
9. Net underwriting gain (loss) (Line 24)	35,841,982	94,206,877	111,013,663	20,893,744	(537,950)
10. Net investment gain (loss) (Line 27)	3,195,968	2,552,149	1,781,959	1,647,674	3,362,950
11. TOTAL Other Income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	25,844,500	67,625,312	71,595,578	22,541,418	2,825,000
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	24,105,234	(15,469,336)	198,905,015	(12,697,884)	6,321,953
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	106,079,845	144,193,492	150,602,541	80,853,892	54,588,298
15. Authorized control level risk-based capital	28,849,673	27,192,681	25,560,518	20,116,782	20,987,751
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)	205,980	204,186	203,382	195,103	186,887
17. TOTAL Members Months (Column 6, Line 7)	2,459,155	2,465,218	2,430,753	2,297,031	2,224,177
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)	81.9	75.6	73.5	82.4	88.3
20. Cost containment expenses	2.2	1.9	1.8	1.8	1.9
21. Other claims adjustment expenses	0.6	0.5	0.6	0.8	0.7
22. TOTAL Underwriting Deductions (Line 23)	96.0	89.8	87.5	96.7	100.1
23. TOTAL Underwriting Gain (Loss) (Line 24)	4.0	10.2	12.5	3.3	(0.1)
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)	55,909,454	69,804,708	49,368,153	64,665,353	79,272,844
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]	78,888,748	89,510,796	66,363,075	75,021,734	71,963,937
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. TOTAL of Above Lines 26 to 31					
33. TOTAL investment in parent included in Lines 26 to 31 above					

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

If no, please explain::

12941201243043100 2012 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:
BUSINESS IN THE STATE OF **TENNESSEE** DURING THE YEAR

NAIC Group Code 0671 NAIC Company Code 12941

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal Employees Health Benefit Plan			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only		Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year	204,186							1,979	202,207	
2. First Quarter	205,595							3,023	202,572	
3. Second Quarter	204,832							3,250	201,582	
4. Third Quarter	205,548							3,556	201,992	
5. Current Year	205,980							3,744	202,236	
6. Current Year Member Months	2,459,155							39,873	2,419,282	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	1,379,956							52,246	1,327,710	
8. Non-Physician	1,642,050							36,595	1,605,455	
9. TOTAL	3,022,006							88,841	2,933,165	
10. Hospital Patient Days Incurred	151,414							10,104	141,310	
11. Number of Inpatient Admissions	21,424							1,192	20,232	
12. Health Premiums Written (b)	904,880,116							41,362,158	863,517,958	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	904,880,116							41,362,158	863,517,958	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	750,840,044							33,590,753	717,249,291	
18. Amount Incurred for Provision of Health Care Services	740,789,722							34,583,593	706,206,129	

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....41,362,158

12941201243059100 2012 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal Employees Health Benefit Plan			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only		Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year	204,186							1,979	202,207	
2. First Quarter	205,595							3,023	202,572	
3. Second Quarter	204,832							3,250	201,582	
4. Third Quarter	205,548							3,556	201,992	
5. Current Year	205,980							3,744	202,236	
6. Current Year Member Months	2,459,155							39,873	2,419,282	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	1,379,956							52,246	1,327,710	
8. Non-Physician	1,642,050							36,595	1,605,455	
9. TOTAL	3,022,006							88,841	2,933,165	
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17. Amount Paid for Provision of Health Care Services	750,840,044							33,590,753	717,249,291	
18. Amount Incurred for Provision of Health Care Services	740,789,722							34,583,593	706,206,129	

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....41,362,158

29 Grand Total

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

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

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

33 Schedule S - Part 4 ..... NONE

34 Schedule S - Part 5 ..... NONE

35 Schedule S - Part 5 (continued) ..... NONE

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

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

		1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)				
1.	Cash and invested assets (Line 12)	198,886,443		198,886,443
2.	Accident and health premiums due and unpaid (Line 15)	7,927,310		7,927,310
3.	Amounts recoverable from reinsurers (Line 16.1)			
4.	Net credit for ceded reinsurance	XXX		
5.	All other admitted assets (Balance)	5,370,477		5,370,477
6.	TOTAL Assets (Line 28)	212,184,230		212,184,230
LIABILITIES, CAPITAL AND SURPLUS (Page 3)				
7.	Claims unpaid (Line 1)	72,842,721		72,842,721
8.	Accrued medical incentive pool and bonus payments (Line 2)	127,952		127,952
9.	Premiums received in advance (Line 8)			
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			
12.	Reinsurance with Certified Reinsurers (Line 20 inset amount)			
13.	Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)			
14.	All other liabilities (Balance)	33,133,712		33,133,712
15.	TOTAL Liabilities (Line 24)	106,104,385		106,104,385
16.	TOTAL Capital and Surplus (Line 33)	106,079,845	XXX	106,079,845
17.	TOTAL Liabilities, Capital and Surplus (Line 34)	212,184,230		212,184,230
NET CREDIT FOR CEDED REINSURANCE				
18.	Claims unpaid			
19.	Accrued medical incentive pool			
20.	Premiums received in advance			
21.	Reinsurance recoverable on paid losses			
22.	Other ceded reinsurance recoverables			
23.	TOTAL Ceded Reinsurance Recoverables			
24.	Premiums receivable			
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
26.	Unauthorized reinsurance			
27.	Reinsurance with Certified Reinsurers			
28.	Funds held under reinsurance treaties with Certified Reinsurers			
29.	Other ceded reinsurance payables/offsets			
30.	TOTAL Ceded Reinsurance Payables/Offsets			
31.	TOTAL Net Credit for Ceded Reinsurance			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

ALLOCATED BY STATES AND TERRITORIES

State, Etc.	1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit - Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	N								
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	L		41,362,158	863,517,958				904,880,116	
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 Marianas Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		41,362,158	863,517,958				904,880,116	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. TOTAL (Direct Business)	(a) 1		41,362,158	863,517,958				904,880,116	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

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

Explanation of basis of allocation of premiums by states, etc.:

SCHEDULE T - PART 2

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

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

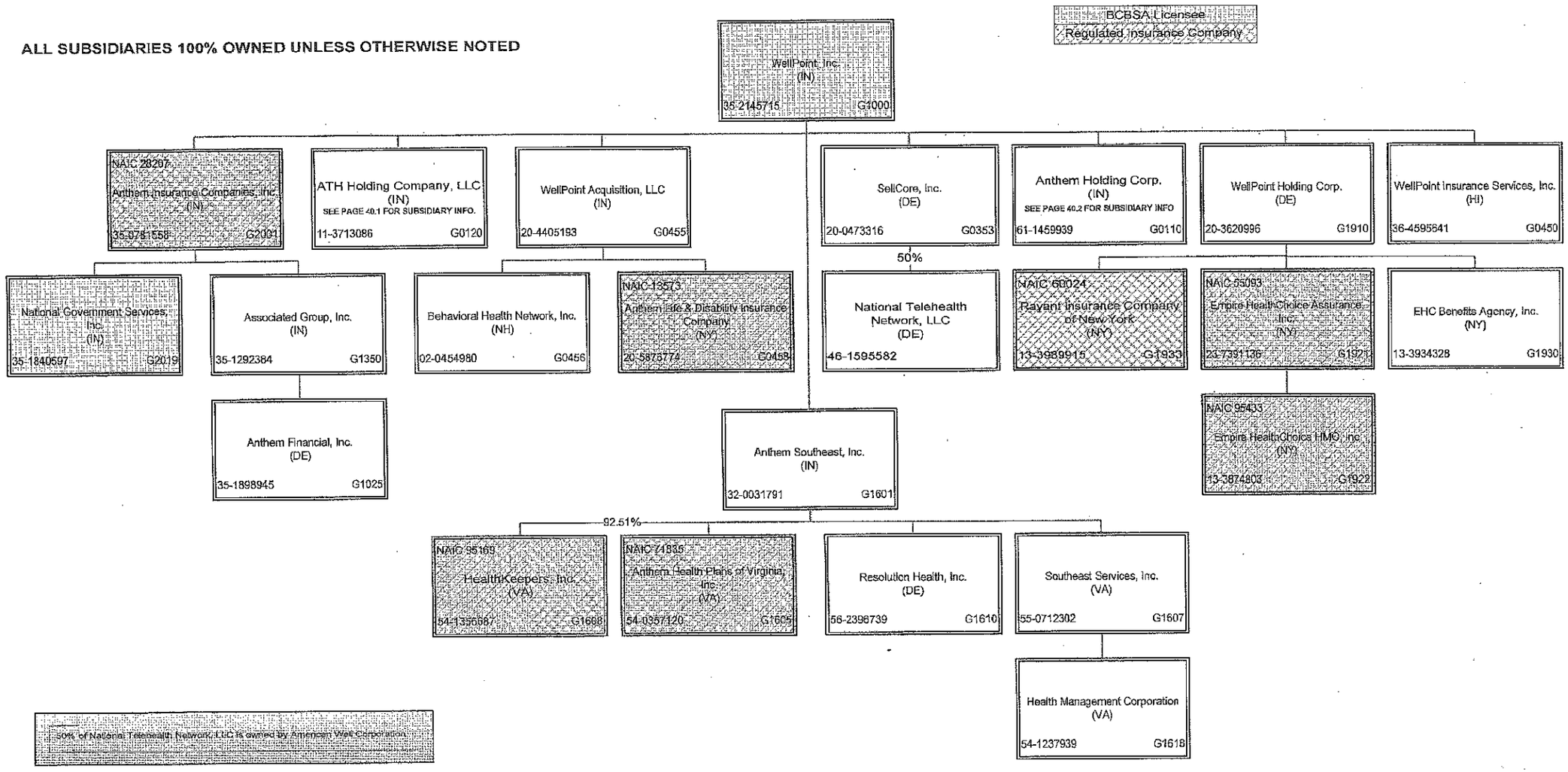
NONE

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



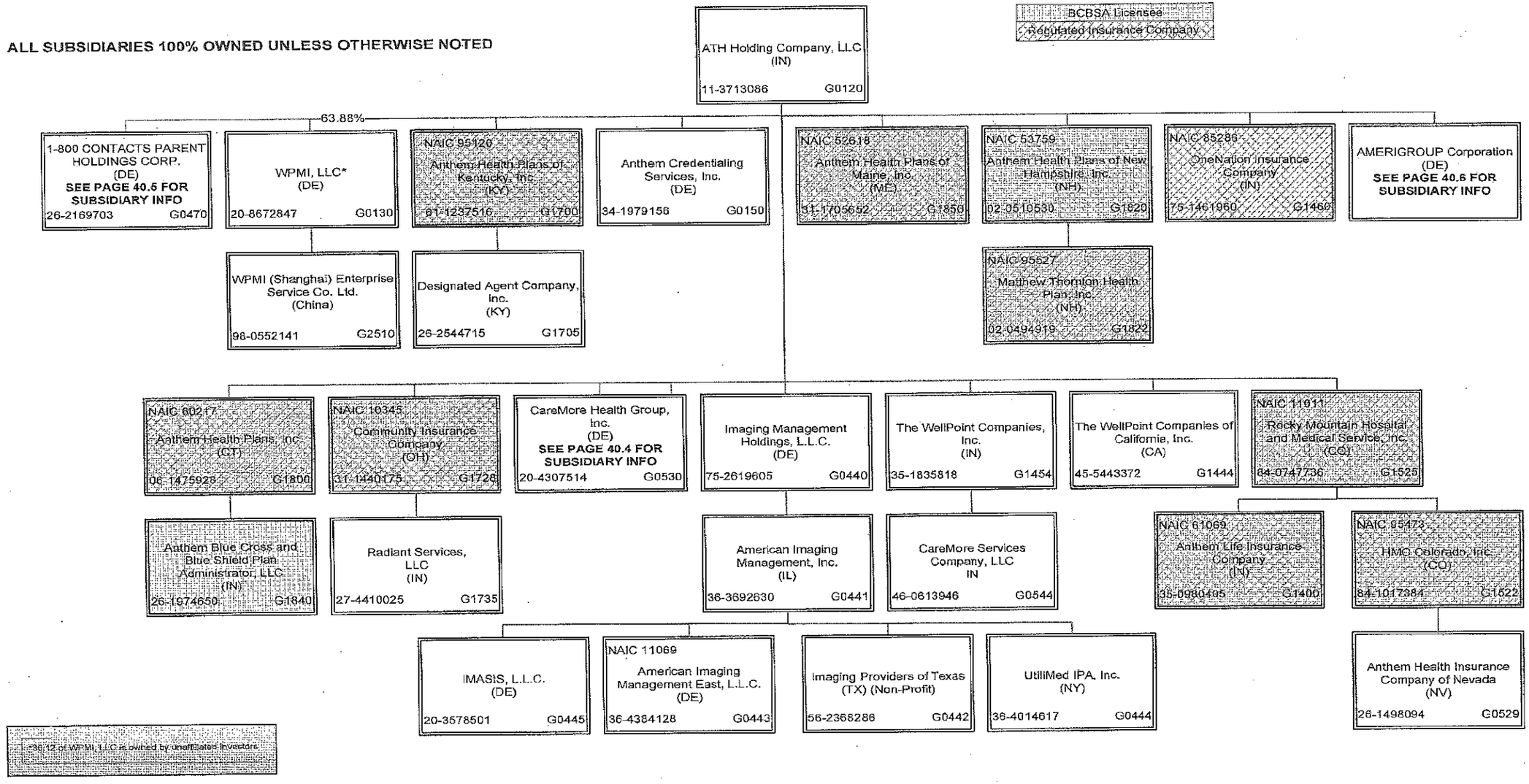
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company

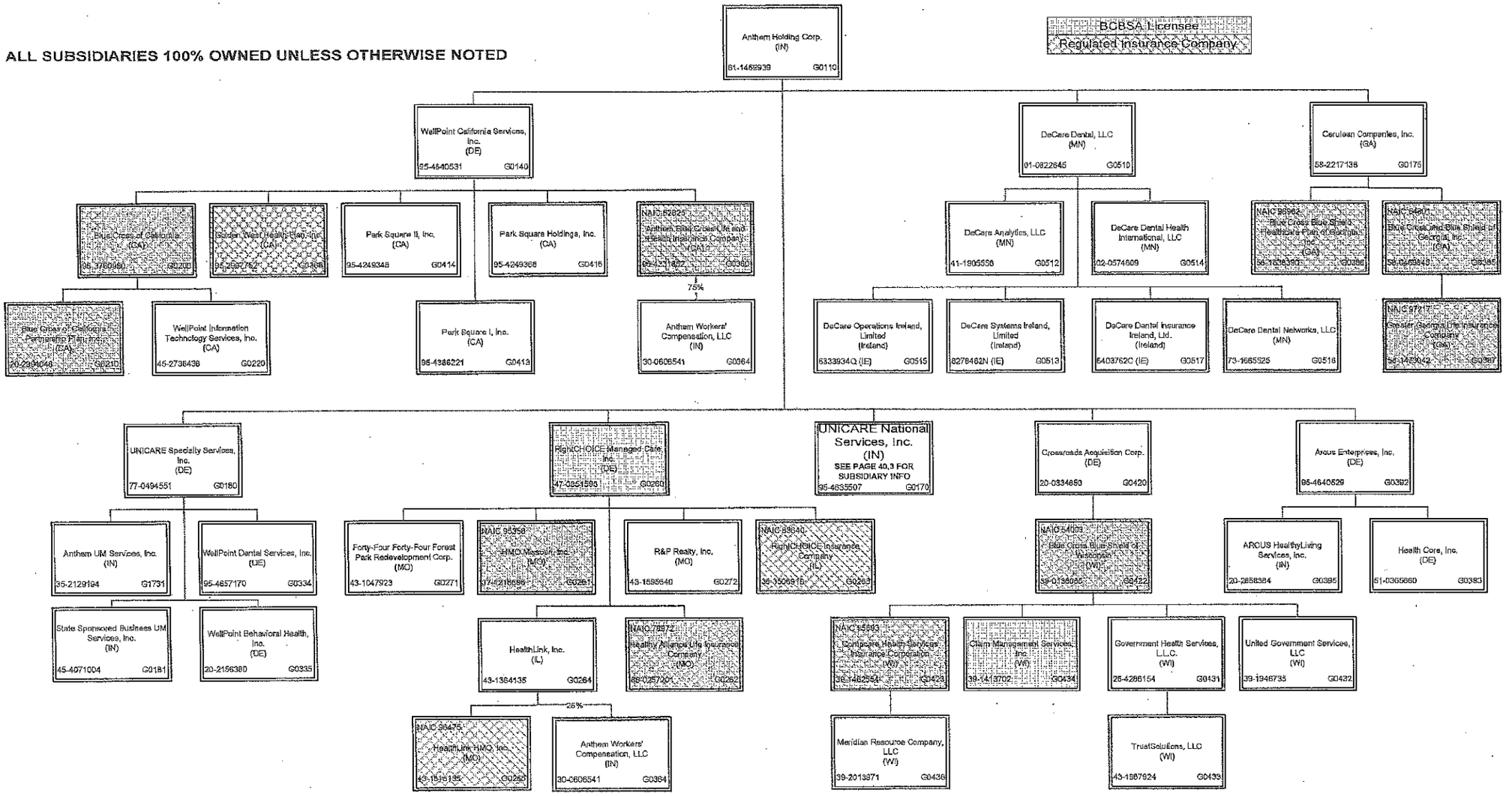


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



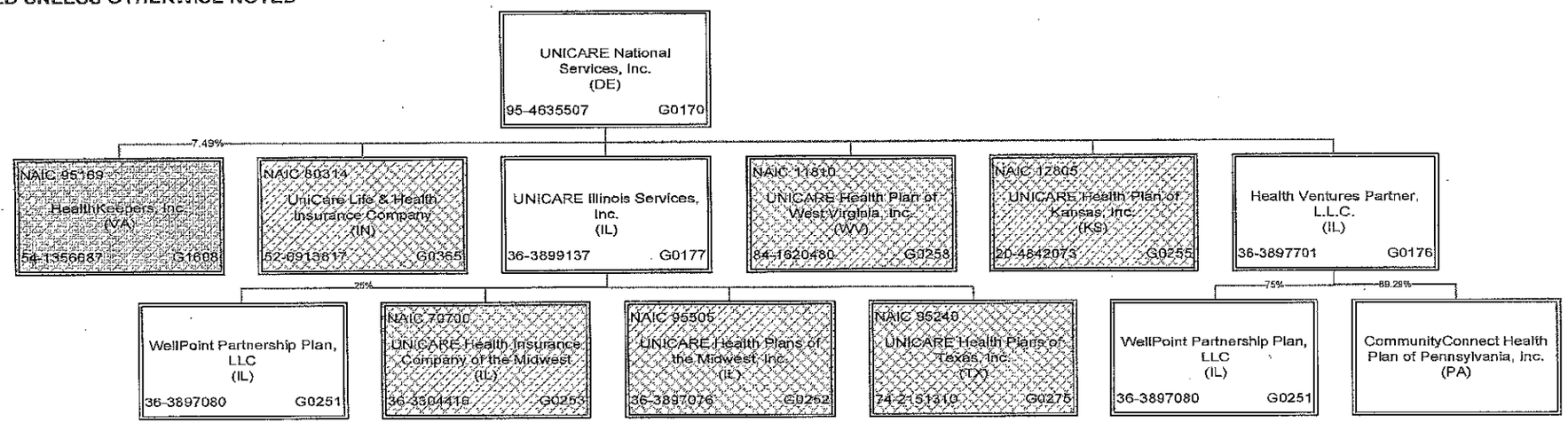
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



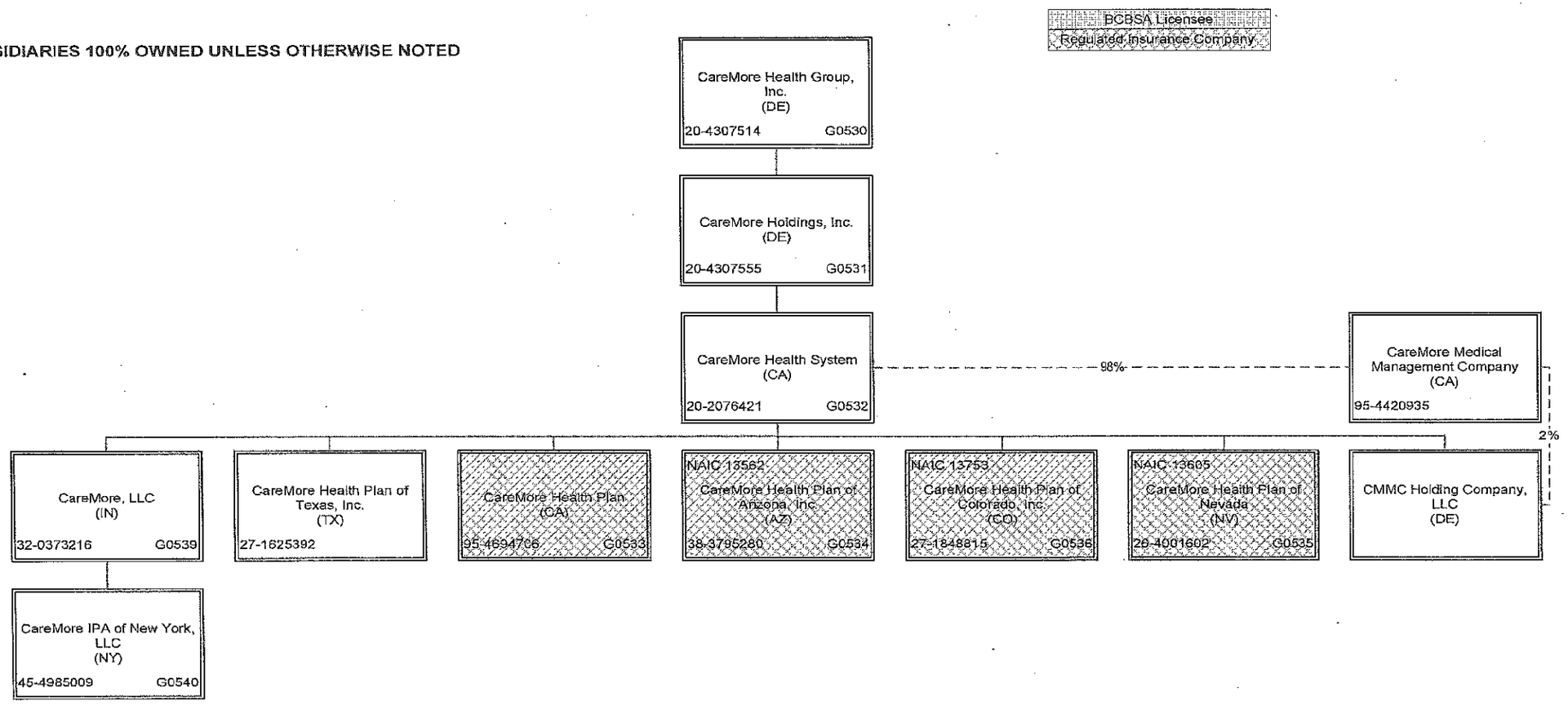
10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

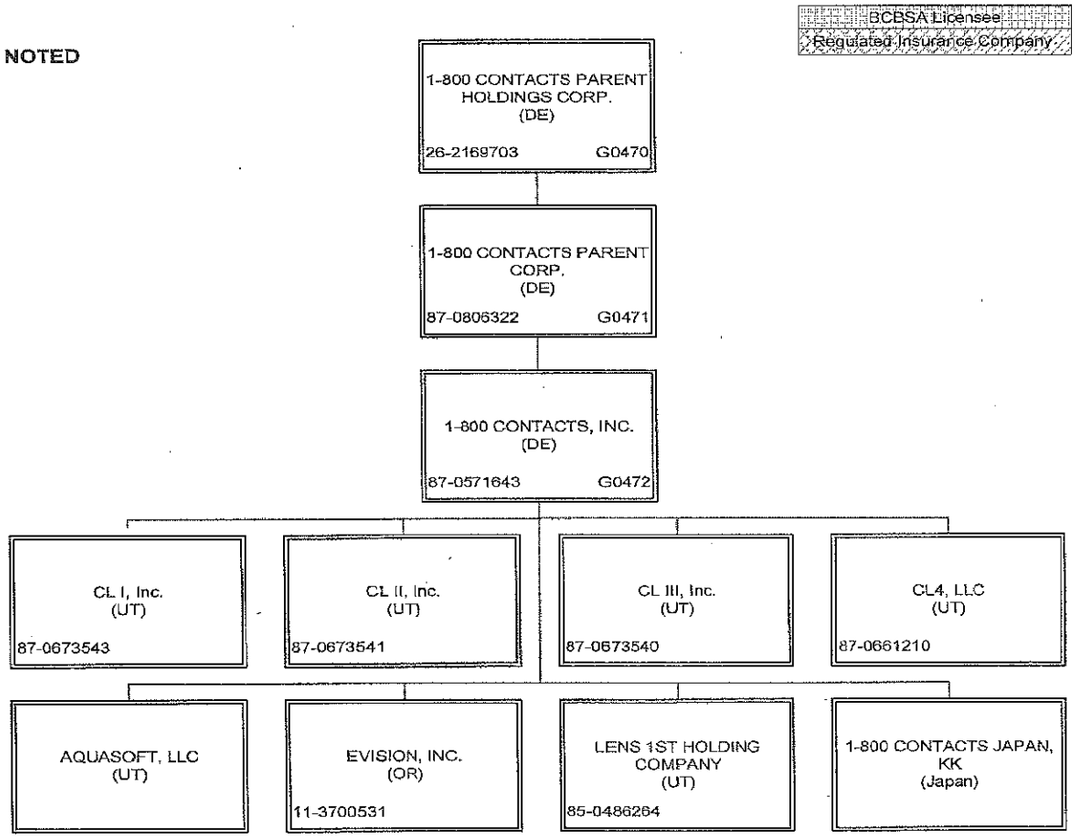


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



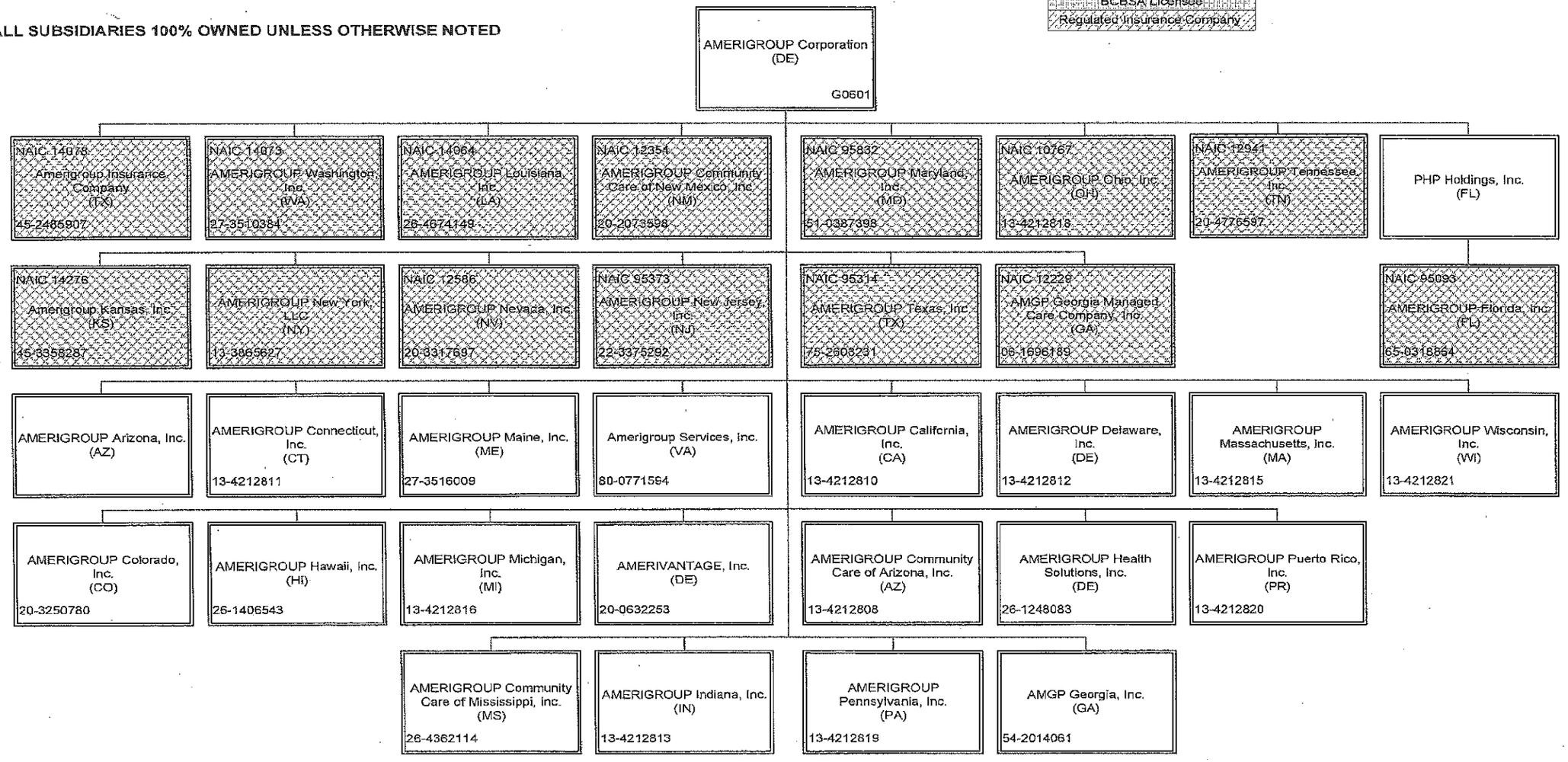
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
0671	WellPoint, Inc.	00000	87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					1-800 CONTACTS JAPAN, KK	JPN	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212810				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3250780				AMERIGROUP Colorado, Inc.	CO	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212808				AMERIGROUP Community Care of Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-4362114				AMERIGROUP Community Care of Mississippi, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212811				AMERIGROUP Connecticut, Inc.	CT	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AMERIGROUP Corporation	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212812				AMERIGROUP Delaware, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1406543				AMERIGROUP Hawaii, Inc.	HI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1248083				AMERIGROUP Health Solutions, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212813				AMERIGROUP Indiana, Inc.	IN	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3356287				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-3516009				AMERIGROUP Maine, Inc.	ME	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212815				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212816				AMERIGROUP Michigan, Inc.	MI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	0000001
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212819				AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
0671	WellPoint, Inc.	00000	13-4212820				AMERIGROUP Puerto Rico, Inc.	PRI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN		AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0632253				AMERIVANTAGE, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1974650				Anthem Blue Cross and Blue Shield Plan Administrator, LLC	IN	NIA	Anthem Health Plans, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	34-1979156				Anthem Credentialing Services, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	61-1459939				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	26207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-In-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3713086				ATH Holding Company, LLC	IN	UIP	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	02-0454980				Behavioral Health Network, Inc.	NH	NIA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000002
0671	WellPoint, Inc.	00000	20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	0000003
0671	WellPoint, Inc.	00000	20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	0000004
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-1625392				CareMore Health Plan of Texas, Inc.	TX	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4307555				CareMore Holdings, Inc.	DE	NIA	CareMore Health Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CareMore Health System	Ownership	98.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4420935				CareMore Medical Management Company	CA	NIA	CMMC Holding Company, LLC	Ownership	2.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	58-2217138				Cerulean Companies, Inc.	GA	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673543				CL I, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673541				CL II, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0673540				CL III, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0661210				CL4, Inc.	UT	NIA	1-800 Contacts, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1413702				Claim Management Services, Inc.	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					CMMC Holding Company, LLC	DE	NIA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2393838				CommunityConnect Health Plan of Pennsylvania, Inc.	PA	NIA	Health Ventures Partner, L.L.C.	Ownership	89.3	WellPoint, Inc.	0000005
0671	WellPoint, Inc.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Dental Insurance Ireland, Ltd.	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Operations Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Systems Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3700531				EVISION, INC.	OR	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000006
0671	WellPoint, Inc.	00000	26-4286154				Government Health Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.5	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.5	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-In-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
0671	WellPoint, Inc.	00000	56-2368286				Imaging Providers of Texas (non-profit)	TX	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3578501				IMASIS, L.L.C.	DE	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	85-0486264				LENS 1ST HOLDING COMPANY	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95527	02-0494919				Matthew Thornton Health Plan, Inc.	NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-2013971				Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1840597				National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	46-1595582				National Telehealth Network, LLC	DE	NIA	Sellcore, Inc.	Ownership	50.0	WellPoint, Inc.	0000007
0671	WellPoint, Inc.	85286	75-1461960				OneNation Insurance Company	IN	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249368				Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4386221				Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4249345				Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					PHP Holdings, Inc.	FL	UDP	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1595640				R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	56-2396739				Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-4410025				Radiant Services, LLC	IN	NIA	Community Insurance Company	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60024	13-3989915				Rayant Insurance Company of New York	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	83640	36-3506910				RightCHOICE Insurance Company	IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	47-0851593				RightCHOICE Managed Care, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11011	84-0747736				Rocky Mountain Hospital and Medical Service, Inc.	CO	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0473316				SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	55-0712302				Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-4071004				State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1835818				The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-5443372				The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1967924				TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	70700	36-3304416				UNICARE Health Insurance Company of the Midwest	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12805	20-4842073				UNICARE Health Plan of Kansas, Inc.	KS	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95505	36-3897076				UNICARE Health Plans of the Midwest, Inc.	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1946735				United Government Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3520996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.	00000	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.9	WellPoint, Inc.	0000008

Asterisk	Explanation
0000001	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the New York State Department of Health.
0000002	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000003	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000004	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0000005	10.71% owned by unaffiliated investors
0000006	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.

Asterisk	Explanation
0000007	50% owned by American Well Corporation
0000008	36.12% owned by unaffiliated investors

SCHEDULE Y

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

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
11069	36-4384128	American Imaging Management East, LLC					(2,257,562)				(2,257,562)	
	36-3692630	American Imaging Management, Inc.					(35,920,552)				(35,920,552)	
	54-1739323	AMERIGROUP Corporation	113,896,800	(443,407,856)			668,965,528				339,454,472	
95373	22-3375292	AMERIGROUP New Jersey, Inc.		349,329			(44,979,354)				(44,630,025)	
95314	75-2603231	AMERIGROUP Texas, Inc.		58,820,233			(151,571,059)				(92,750,826)	
95832	51-0387398	AMERIGROUP Maryland, Inc.	(40,000,000)	508,895			(57,634,497)				(97,125,602)	
95093	65-0318864	AMERIGROUP Florida, Inc.		530,921			(47,540,340)				(47,009,419)	
10767	13-4212818	AMERIGROUP Ohio Inc dba AMERIGROUP Comm Care	(4,896,800)	421,989			(18,072,255)				(22,547,066)	
10153	20-1581237	AMERIGROUP Virginia, Inc.	(4,000,000)	323,079			(11,342,086)				(15,019,007)	
12354	20-2073598	AMERIGROUP Community Care of New Mexico, Inc.		176,980			(34,127,135)				(33,950,155)	
12586	20-3317697	AMERIGROUP Nevada, Inc.		134,248			(22,359,400)				(22,225,152)	
12229	06-1696189	AMGP Georgia Managed Care Company, Inc.		788,159			(80,226,903)				(79,438,744)	
00000	13-3865627	AMERIGROUP New York, LLC		190,514,314			(99,519,608)				90,994,706	
12941	20-4776597	AMERIGROUP Tennessee, Inc.	(65,000,000)	471,443			(62,719,804)				(127,248,361)	
14064	26-4674149	AMERIGROUP LA INC		55,154,988			(16,439,863)				38,715,125	
14073	27-3510384	AMERIGROUP WASHINGTON INC		33,501,771			(2,530,148)				30,971,623	
14078	45-2485907	AMERIGROUP INS CO		94,005,472			(19,646,012)				74,359,460	
14276	45-3358287	AMERIGROUP Kansas, Inc.		7,706,035			(257,064)				7,448,971	
62825	95-4331852	Anthem Blue Cross Life and Health Insur. Co., Inc.	(192,000,000)				(1,027,535,359)	(7,081,666)			(1,226,617,025)	4,837,263
95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	(175,000,000)				(244,958,467)				(419,958,467)	
52618	31-1705652	Anthem Health Plans of Maine, Inc.	(110,000,000)				(90,525,329)				(200,525,329)	
53759	02-0510530	Anthem Health Plans of New Hampshire, Inc.	(15,000,000)				(55,274,178)	163,112			(70,111,066)	1,792,745
71835	54-0357120	Anthem Health Plans of Virginia, Inc.	(244,200,000)				(424,299,006)	10,386,211			(658,112,795)	(790,716)
60217	06-1475928	Anthem Health Plans, Inc.	(125,000,000)				(271,148,658)				(396,148,658)	
	61-1459939	Anthem Holding Corp.					13,273,507				13,273,507	
28207	35-0781558	Anthem Insurance Companies, Inc.	(279,400,000)				(860,910,997)	(6,380,086)			(1,146,691,083)	16,243,797
13573	20-5876774	Anthem Life and Disability Insurance Company					(361,775)				(361,775)	
61069	35-0980405	Anthem Life Insurance Company	(7,700,000)				(35,339,179)	6,019,409			(37,019,770)	(21,836,175)
54801	58-0469845	Blue Cross and Blue Shield of Georgia, Inc.	(50,000,000)				(75,388,713)				(125,388,713)	
96962	58-1638390	Blue Cross Blue Shield Healthcare Plan of GA, Inc.	(52,200,000)				(392,439,252)				(444,639,252)	
54003	39-0138065	Blue Cross Blue Shield of Wisconsin	(35,000,000)				(98,469,485)	(346,470)			(133,815,955)	(112,439)
	95-3760980	Blue Cross of California	(450,000,000)				(451,048,254)	(50,127)			(901,098,381)	73,752
	20-2994048	Blue Cross of California Partnership Plan, Inc.					(79,389,484)				(79,389,484)	
	95-4694706	Caremore Health Plan					(87,552,514)				(87,552,514)	
13562	38-3975280	Caremore Health Plan of Arizona, Inc.					(17,813,404)				(17,813,404)	
13605	26-4001602	Caremore Health Plan of Nevada					(5,949,369)				(5,949,369)	
	20-2076421	Caremore Medical Enterprises					88,677,450				88,677,450	
10345	31-1440175	Community Insurance Company	(367,000,000)				(686,842,714)				(1,053,842,714)	
95693	39-1462554	Compcare Health Services Insurance Corporation	(40,000,000)				(49,861,222)				(89,861,222)	
	01-0822645	DeCare Dental, LLC					(35,420,973)				(35,420,973)	
55093	23-7391136	Empire HealthChoice Assurance, Inc.	(136,955,207)				(612,927,914)				(749,883,121)	

SCHEDULE Y

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

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95433	13-3874803	Empire HealthChoice HMO, Inc.	(131,952,696)				(114,198,522)				(246,151,218)	
	95-2907752	Golden West Health Plan, Inc.					(2,107,469)				(2,107,469)	
97217	58-1473042	Greater Georgia Life Insurance Company					(5,483,817)				(5,483,817)	
	51-0365660	Health Core, Inc.					(18,590,714)				(18,590,714)	
95169	54-1356687	HealthKeepers, Inc.	(90,000,000)				(150,811,770)	(10,386,211)			(251,197,981)	790,716
96475	43-1616135	HealthLink HMO, Inc.	(12,000,000)				10,403,817	(23,612)			(1,619,795)	11,639
	43-1364135	HealthLink, Inc.					(75,268,194)				(75,268,194)	
78972	86-0257201	Healthy Alliance Life Insurance Company	(128,000,000)				(221,234,500)				(349,234,500)	
95473	84-1017384	HMO Colorado, Inc.	(4,300,000)				(19,412,071)				(23,712,071)	
95358	37-1216698	HMO Missouri, Inc.	(1,100,000)				(16,423,212)				(17,523,212)	
	98-0408753	HTH Re, LTD						7,081,666			7,081,666	(4,837,263)
95527	02-0494919	Matthew Thornton Health Plan, Inc.	(15,000,000)				(60,640,243)				(75,640,243)	
	35-1840597	National Government Services, Inc.					(15,299,179)				(15,299,179)	
85286	75-1461960	OneNation Insurance Company					(1,542,982)	54,631			(1,488,351)	201,060
60024	13-3989915	Rayant Insurance Company of New York					(31,542)				(31,542)	
	56-2396739	Resolution Health, Inc.					17,425,545				17,425,545	
83640	36-3506910	RightCHOICE Insurance Company					(111,714)				(111,714)	
	47-0851593	RightCHOICE Managed Care, Inc.					(28,991,626)				(28,991,626)	
11011	84-0747736	Rocky Mountain Hospital and Medical Service, Inc.	(82,700,000)				(217,950,072)	13,837,375			(286,812,697)	(21,984,645)
	35-1835818	The WellPoint Companies, Inc.					3,169,375,939				3,169,375,939	
70700	36-3304416	UNICARE Health Insurance Company of the Midwest	(2,200,000)				(1,546,056)				(3,746,056)	
12805	20-4842073	UNICARE Health Plan of Kansas, Inc.	(3,100,000)				(18,548,817)				(21,648,817)	
11810	84-1620480	UNICARE Health Plan of West Virginia, Inc.	(2,300,000)				(18,154,940)				(20,454,940)	
95420	74-2151310	UNICARE Health Plans of Texas, Inc.					(743,181)				(743,181)	
95505	36-3897076	UNICARE Health Plans of the Midwest, Inc.	(1,000,000)				157,201				(842,799)	
80314	52-0913817	UNICARE Life & Health Insurance Company	(50,000,000)				(70,796,961)	(13,274,232)			(134,071,193)	25,610,266
	95-4657170	WellPoint Dental Services, Inc.					9,036,880				9,036,880	
	20-3620996	WellPoint Holding Corp	180,000,000				9,198,453				189,198,453	
	45-2736438	WellPoint Information Technology Services					230,657,849				230,657,849	
	36-3897080	WellPoint Partnership Plan, LLC					(14,754,837)				(14,754,837)	
	35-2145715	WellPoint, Inc.	2,623,107,903				3,166,070,136				5,789,178,041	
9999999 Control Totals									XXX			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Response
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
2.	Will an actuarial opinion be filed by March 1?	Yes
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	Yes
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
	APRIL FILING	
5.	Will Management's Discussion and Analysis be filed by April 1?	Yes
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1?	Yes
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	Yes
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	Yes
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	Yes
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	Yes

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

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	No
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	No
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	No
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	No
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1?	No
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	No
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	No
	APRIL FILING	
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	No
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	No
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	No
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	No
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?	No
	AUGUST FILING	
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	Yes

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit

Health Life Supplement

Health Property / Casualty Supplement

Schedule SIS

Actuarial Opinion on Participating and Non-Participating Policies

Statement of Non-Guaranteed Elements for Exhibit 5

Medicare Part D Coverage Supplement

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

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

Approval for Relief related to Require. for Audit Committees

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

LTC Supplemental Interrogatorries

12941201230600000 2012 Document Code: 306

Analysis of Annuity Operations by Lines of Business

12941201221400000 2012 Document Code: 214

Health Property/Casualty Supplement - Insurance Expense Exhibit

12941201221300000 2012 Document Code: 213

Supplemental Health Care Exhibit

12941201221600000 2012 Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report

12941201221700000 2012 Document Code: 217

OVERFLOW PAGE FOR WRITE-INS

NONE

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1	2	3	4	5	6
	Amount	Percentage	Amount	Securities Lending Reinvested Collateral Amount	Total (Col. 3 + 4) Amount	Percentage
1. Bonds:						
1.1 U.S. treasury securities						
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies						
1.22 Issued by U.S. government sponsored agencies	7,562,646	3.802	7,562,646		7,562,646	3.802
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)						
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations	19,522,268	9.816	19,522,268		19,522,268	9.816
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	14,478,351	7.280	14,478,351		14,478,351	7.280
1.43 Revenue and assessment obligations	24,283,501	12.210	24,283,501		24,283,501	12.210
1.44 Industrial development and similar obligations						
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or Guaranteed by GNMA						
1.512 Issued or Guaranteed by FNMA and FHLMC						
1.513 All other						
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA						
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521						
1.523 All other						
2. Other debt and other fixed income securities (excluding short term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	56,842,573	28.580	56,842,573		56,842,573	28.580
2.2 Unaffiliated Non-U.S. securities (including Canada)	5,623,777	2.828	5,623,777		5,623,777	2.828
2.3 Affiliated securities						
3. Equity interests:						
3.1 Investments in mutual funds	15,862,262	7.976	15,862,262		15,862,262	7.976
3.2 Preferred stocks:						
3.21 Affiliated						
3.22 Unaffiliated						
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated						
3.32 Unaffiliated						
3.4 Other equity securities:						
3.41 Affiliated						
3.42 Unaffiliated						
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated						
3.52 Unaffiliated						
4. Mortgage loans:						
4.1 Construction and land development						
4.2 Agricultural						
4.3 Single family residential properties						
4.4 Multifamily residential properties						
4.5 Commercial loans						
4.6 Mezzanine real estate loans						
5. Real estate investments:						
5.1 Property occupied by company						
5.2 Property held for production of income (including $.....0 of property acquired in satisfaction of debt)						
5.3 Property held for sale (including $.....0 property acquired in satisfaction of debt)						
6. Contract loans						
7. Derivatives						
8. Receivables for securities						
9. Securities Lending (Line 10, Asset Page reinvested collateral)				XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	54,711,065	27.509	54,711,065		54,711,065	27.509
11. Other invested assets						
12. Total invested assets	198,886,443	100.000	198,886,443		198,886,443	100.000

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

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

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 7)		
	2.2 Additional investment made after acquisition (Part 2, Column 8)		
3.	Capitalized deferred interest and other:		
	3.1 Totals, Part 1, Column 12		
	3.2 Totals, Part 3, Column 11		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
	5.1 Totals, Part 1, Column 9		
	5.2 Totals, Part 3, Column 8		
6.	Total gain (loss) on disposals, Part 3, Column 18		
7.	Deduct amounts received on disposals, Part 3, C	NONE	
8.	Deduct amortization of premium and mortgage int		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
	9.1 Totals, Part 1, Column 13		
	9.2 Totals, Part 3, Column 13		
10.	Deduct current year's other than temporary impairment recognized:		
	10.1 Totals, Part 1, Column 11		
	10.2 Totals, Part 3, Column 10		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Total valuation allowance		
13.	Subtotal (Lines 11 plus 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year		162,429,550
2.	Cost of bonds and stocks acquired, Part 3, Column 7		50,500,295
3.	Accrual of Discount		39,947
4.	Unrealized valuation increase (decrease):		
	4.1 Part 1, Column 12		
	4.2 Part 2, Section 1, Column 15		
	4.3 Part 2, Section 2, Column 13	1,306,474	
	4.4 Part 4, Column 11		1,306,474
5.	Total gain (loss) on disposals, Part 4, Column 19		158,829
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7		68,214,075
7.	Deduct amortization of premium		2,045,642
8.	Total foreign exchange change in book/adjusted carrying value:		
	8.1 Part 1, Column 15		
	8.2 Part 2, Section 1, Column 19		
	8.3 Part 2, Section 2, Column 16		
	8.4 Part 4, Column 15		
9.	Deduct current year's other than temporary impairment recognized:		
	9.1 Part 1, Column 14		
	9.2 Part 2, Section 1, Column 17		
	9.3 Part 2, Section 2, Column 14		
	9.4 Part 4, Column 13		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 - 8 - 9)		144,175,378
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		144,175,378

SCHEDULE D - SUMMARY BY COUNTRY

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

Description			1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS	1.	United States	7,562,646	7,677,045	7,619,910	7,500,000
Governments	2.	Canada				
(including all obligations guaranteed	3.	Other Countries				
by governments)	4.	Totals	7,562,646	7,677,045	7,619,910	7,500,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5.	Totals	19,522,268	21,364,339	19,979,247	17,613,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6.	Totals	14,478,351	15,274,754	14,871,853	12,375,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7.	Totals	24,283,501	25,070,757	24,813,134	22,230,000
	8.	United States	56,842,573	57,243,018	57,984,734	55,833,000
Industrial and Miscellaneous and	9.	Canada	3,121,244	3,143,017	3,124,484	3,100,000
Hybrid Securities (unaffiliated)	10.	Other Countries	2,502,533	2,526,141	2,501,439	2,505,000
	11.	Totals	62,466,350	62,912,176	63,610,657	61,438,000
Parent, Subsidiaries and Affiliates	12.	Totals				
	13.	Total Bonds	128,313,116	132,299,071	130,894,801	121,156,000
PREFERRED STOCKS	14.	United States				
Industrial and Miscellaneous (unaffiliated)	15.	Canada				
	16.	Other Countries				
	17.	Totals				
Parent, Subsidiaries and Affiliates	18.	Totals				
	19.	Total Preferred Stocks				
COMMON STOCKS	20.	United States	15,862,262	15,862,262	14,600,697	
Industrial and Miscellaneous (unaffiliated)	21.	Canada				
	22.	Other Countries				
	23.	Totals	15,862,262	15,862,262	14,600,697	
Parent, Subsidiaries and Affiliates	24.	Totals				
	25.	Total Common Stocks	15,862,262	15,862,262	14,600,697	
	26.	Total Stocks	15,862,262	15,862,262	14,600,697	
	27.	Total Bonds and Stocks	144,175,378	148,161,333	145,495,498	

SCHEDULE D - PART 1A - SECTION 1

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

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 TOTALS	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 TOTALS											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 Class 1		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 TOTALS		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
4. U.S. Political Subdivisions of States, Territories & Possessions, Guaranteed											
4.1 Class 1	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 TOTALS	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Class 1	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 TOTALS	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	

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

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

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 Class 1	53,960,282	34,519,760				88,480,042	50.06	113,482,777	48.82	88,480,042	
6.2 Class 2	4,290,429	6,309,933				10,600,362	6.00	10,251,986	4.41	10,600,362	
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 TOTALS	58,250,711	40,829,693				99,080,404	56.06	123,734,763	53.23	99,080,404	
7. Hybrid Securities											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 TOTALS											
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 TOTALS											

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

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

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	(d) 69,769,319	56,380,943	37,316,706		2,668,876	166,135,844	94.00	XXX	XXX	166,135,844	
9.2 Class 2	(d) 4,290,429	6,309,933				10,600,362	6.00	XXX	XXX	10,600,362	
9.3 Class 3	(d)							XXX	XXX		
9.4 Class 4	(d)							XXX	XXX		
9.5 Class 5	(d)					(c)		XXX	XXX		
9.6 Class 6	(d)					(c)		XXX	XXX		
9.7 TOTALS	74,059,748	62,690,876	37,316,706		2,668,876	(b) 176,736,206	100.00	XXX	XXX	176,736,206	
9.8 Line 9.7 as a % of Column 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	
10. Total Bonds Prior Year											
10.1 Class 1	112,390,901	73,270,563	33,125,216		3,428,337	XXX	XXX	222,215,017	95.59	222,215,017	
10.2 Class 2	1,280,613	8,971,373				XXX	XXX	10,251,986	4.41	10,251,986	
10.3 Class 3						XXX	XXX				
10.4 Class 4						XXX	XXX				
10.5 Class 5						XXX	XXX	(c)			
10.6 Class 6						XXX	XXX	(c)			
10.7 TOTALS	113,671,514	82,241,936	33,125,216		3,428,337	XXX	XXX	(b) 232,467,003	100.00	232,467,003	
10.8 Line 10.7 as a % of Col. 8	48.90	35.38	14.25		1.47	XXX	XXX	100.00	XXX	100.00	
11. Total Publicly Traded Bonds											
11.1 Class 1	69,769,319	56,380,943	37,316,706		2,668,876	166,135,844	94.00	222,215,017	95.59	166,135,844	XXX
11.2 Class 2	4,290,429	6,309,933				10,600,362	6.00	10,251,986	4.41	10,600,362	XXX
11.3 Class 3											XXX
11.4 Class 4											XXX
11.5 Class 5											XXX
11.6 Class 6											XXX
11.7 TOTALS	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	232,467,003	100.00	176,736,206	XXX
11.8 Line 11.7 as a % of Col. 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
12. Total Privately Placed Bonds											
12.1 Class 1										XXX	
12.2 Class 2										XXX	
12.3 Class 3										XXX	
12.4 Class 4										XXX	
12.5 Class 5										XXX	
12.6 Class 6										XXX	
12.7 TOTALS										XXX	
12.8 Line 12.7 as a % of Col. 6							XXX	XXX	XXX	XXX	
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9							XXX	XXX	XXX	XXX	

(a) Includes $.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes $.....0 current year, $.....0 prior year of bonds with Z designations and $.....0 current year, $.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes $.....0 current year, $.....0 prior year of bonds with 5* designations and $.....0 current year, $.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....3,322,965; NAIC 2 $.....362,519; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0.

SCHEDULE D - PART 1A - SECTION 2

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
1.2 Residential Mortgage-Backed Securities											
1.3 Commercial Mortgage-Backed Securities											
1.4 Other Loan-Backed and Structured Securities											
1.5 Totals	14,687,702	3,562,646				18,250,348	10.33	60,584,788	26.06	18,250,348	
2. All Other Governments											
2.1 Issuer Obligations											
2.2 Residential Mortgage-Backed Securities											
2.3 Commercial Mortgage-Backed Securities											
2.4 Other Loan-Backed and Structured Securities											
2.5 Totals											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
3.2 Residential Mortgage-Backed Securities											
3.3 Commercial Mortgage-Backed Securities											
3.4 Other Loan-Backed and Structured Securities											
3.5 Totals		4,262,596	15,259,671			19,522,267	11.05	20,247,906	8.71	19,522,267	
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
4.2 Residential Mortgage-Backed Securities											
4.3 Commercial Mortgage-Backed Securities											
4.4 Other Loan-Backed and Structured Securities											
4.5 Totals	411,291	2,749,317	11,729,034			14,889,642	8.42	9,325,389	4.01	14,889,642	
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Issuer Obligations	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	
5.2 Residential Mortgage-Backed Securities											
5.3 Commercial Mortgage-Backed Securities											
5.4 Other Loan-Backed and Structured Securities											
5.5 Totals	710,044	11,286,624	10,328,001		2,668,876	24,993,545	14.14	18,574,157	7.99	24,993,545	
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	58,250,711	40,829,693				99,080,404	56.06	123,734,763	53.23	99,080,404	
6.2 Residential Mortgage-Backed Securities											
6.3 Commercial Mortgage-Backed Securities											
6.4 Other Loan-Backed and Structured Securities											
6.5 Totals	58,250,711	40,829,693				99,080,404	56.06	123,734,763	53.23	99,080,404	
7. Hybrid Securities											
7.1 Issuer Obligations											
7.2 Residential Mortgage-Backed Securities											
7.3 Commercial Mortgage-Backed Securities											
7.4 Other Loan-Backed and Structured Securities											
7.5 Totals											
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations											
8.2 Residential Mortgage-Backed Securities											
8.3 Commercial Mortgage-Backed Securities											
8.4 Other Loan-Backed and Structured Securities											
8.5 Totals											

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

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	XXX	XXX	176,736,206	
9.2 Residential Mortgage-Backed Securities								XXX	XXX		
9.3 Commercial Mortgage-Backed Securities								XXX	XXX		
9.4 Other Loan-Backed and Structured Securities								XXX	XXX		
9.5 Totals	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	XXX	XXX	176,736,206	
9.6 Line 9.5 as a % of Col. 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	
10. Total Bonds Prior Year											
10.1 Issuer Obligations	113,671,514	82,241,936	33,125,216		3,428,337	XXX	XXX	232,467,003	100.00	232,467,003	
10.2 Residential Mortgage-Backed Securities						XXX	XXX				
10.3 Commercial Mortgage-Backed Securities						XXX	XXX				
10.4 Other Loan-Backed and Structured Securities						XXX	XXX				
10.5 Totals	113,671,514	82,241,936	33,125,216		3,428,337	XXX	XXX	232,467,003	100.00	232,467,003	
10.6 Line 10.5 as a % of Col. 8	48.90	35.38	14.25		1.47	XXX	XXX	100.00	XXX	100.00	
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	232,467,003	100.00	176,736,206	XXX
11.2 Residential Mortgage-Backed Securities											XXX
11.3 Commercial Mortgage-Backed Securities											XXX
11.4 Other Loan-Backed and Structured Securities											XXX
11.5 Totals	74,059,748	62,690,876	37,316,706		2,668,876	176,736,206	100.00	232,467,003	100.00	176,736,206	XXX
11.6 Line 11.5 as a % of Col. 6	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	41.90	35.47	21.11		1.51	100.00	XXX	XXX	XXX	100.00	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations										XXX	
12.2 Residential Mortgage-Backed Securities										XXX	
12.3 Commercial Mortgage-Backed Securities										XXX	
12.4 Other Loan-Backed and Structured Securities										XXX	
12.5 Totals										XXX	
12.6 Line 12.5 as a % of Col. 6							XXX	XXX	XXX	XXX	
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9							XXX	XXX	XXX	XXX	

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

		1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, December 31 of prior year	77,816,583	77,816,583			
2.	Cost of short-term investments acquired	1,009,605,284	1,009,605,284			
3.	Accrual of discount	2,787	2,787			
4.	Unrealized valuation increase (decrease)					
5.	Total gain (loss) on disposals	574	574			
6.	Deduct consideration received on disposals	1,039,535,871	1,039,535,871			
7.	Deduct amortization of premium	129,160	129,160			
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)	47,760,197	47,760,197			
11.	Deduct total nonadmitted amounts					
12.	Statement value at end of current period (Line 10 minus Line 11)	47,760,197	47,760,197			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: 0

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

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

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

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

SI14 Schedule DB Verification ..... NONE

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

		1 Total	2 Bonds	3 Other (a)
1.	Book/adjusted carrying value, December 31 of prior year	600,000	600,000	
2.	Cost of cash equivalents acquired	20,544,875	20,544,875	
3.	Accrual of discount	4,246	4,246	
4.	Unrealized valuation increase (decrease)			
5.	Total gain (loss) on disposals	238	238	
6.	Deduct consideration received on disposals	20,469,821	20,469,821	
7.	Deduct amortization of premium	16,645	16,645	
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)	662,893	662,893	
11.	Deduct total nonadmitted amounts			
12.	Statement value at end of current period (Lines 10 minus 11)	662,893	662,893	

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

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

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

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

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

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

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

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

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

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

SCHEDULE D - PART 1

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

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	FOREIGN	Bond CHAR	NAIC Desig-nation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
U.S. Governments - Issuer Obligations																					
3133EAVG0	F F C B DEB 0.800% 3/21/			1	1	2,000,000	100.2790	2,005,580	2,000,000	2,000,000					0.800	0.802	MS	4,444	4,000	07/06/2012	03/21/2016
3134G1VX9	Federal Home Loan Mortgage Corp	SD			1	2,000,000	100.1750	2,003,500	2,000,000	2,000,000					0.800	0.802	AO	3,200	16,000	12/06/2010	04/19/2013
3133XVNU1	FHLB	SD			1	3,619,910	104.7990	3,667,965	3,500,000	3,562,646		(31,324)			2.750	1.819	JD	5,080	96,250	02/28/2011	12/12/2014
0199999 Subtotal - U.S. Governments - Issuer Obligations						7,619,910	XXX	7,677,045	7,500,000	7,562,646		(31,324)			XXX	XXX	XXX	12,724	116,250	XXX	XXX
0599999 Subtotal - U.S. Governments						7,619,910	XXX	7,677,045	7,500,000	7,562,646		(31,324)			XXX	XXX	XXX	12,724	116,250	XXX	XXX
U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
20772G7D4	CONNECTICUT ST REF 5.000% 12/01/				1FE	3,942,855	123.9740	4,339,090	3,500,000	3,868,293		(45,351)			5.000	3.359	JD	14,583	175,000	02/10/2011	12/01/2019
574192ZZ7	MARYLAND ST 5.000% 3/15/			1	1FE	4,659,400	123.3000	4,932,000	4,000,000	4,524,670		(76,721)			5.000	2.708	MS	56,889	200,000	03/23/2011	03/15/2020
677520T99	OH GO NC S09B				1FE	556,397	118.1920	541,319	458,000	540,724		(15,672)			5.000	0.965	FA	9,542	11,450	02/10/2012	08/01/2017
677521BN5	OHIO STATE REF 5.000% 9/15/				1FE	2,511,297	125.0220	2,756,735	2,205,000	2,461,371		(28,799)			5.000	3.307	MS	32,483	110,250	03/29/2011	09/15/2020
70914PDB5	PENNSYLVANIA ST 5.000% 8/01/			1	1FE	2,128,260	117.1850	2,343,700	2,000,000	2,094,066		(18,415)			5.000	3.908	FA	41,667	100,000	02/11/2011	08/01/2022
93974BN81	WASHINGTON ST 5.000% 7/01/			1	1FE	1,673,698	117.5420	1,763,130	1,500,000	1,627,808		(26,176)			5.000	2.986	JJ	37,500	75,000	03/23/2011	07/01/2021
97705LRL3	WISCONSIN ST 5.000% 5/01/			1	1FE	3,957,503	118.2790	4,139,765	3,500,000	3,881,710		(60,709)			5.000	2.831	MN	29,167	175,000	02/13/2012	05/01/2021
97705LL88	WISCONSIN ST REF 5.000% 11/01/				1FE	648,837	121.9110	548,600	450,000	533,428		(13,514)			5.000	1.660	MN	3,750	23,625	10/13/2011	11/01/2018
1199999 Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations						19,979,247	XXX	21,364,339	17,613,000	19,522,268		(285,357)			XXX	XXX	XXX	227,561	870,325	XXX	XXX
1799999 Subtotal - U.S. States, Territories and Possessions (Direct and Guaranteed)						19,979,247	XXX	21,364,339	17,613,000	19,522,268		(285,357)			XXX	XXX	XXX	227,561	870,325	XXX	XXX
U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
100853MV9	BOSTON MA 5.000% 4/01/				1FE	4,685,125	126.0520	5,023,172	3,985,000	4,562,321		(70,933)			5.000	2.799	AO	49,813	199,250	04/01/2011	04/01/2020
1994913C3	COLUMBUS OH 5.000% 7/01/				1FE	977,848	124.1200	1,023,990	825,000	955,494		(18,367)			5.000	2.375	JJ	20,625	35,063	10/12/2011	07/01/2019
235219CP5	DALLAS TX REF 5.000% 2/15/				1FE	854,589	116.7920	864,261	740,000	818,760		(18,020)			5.000	2.293	FA	13,978	37,000	12/27/2010	02/15/2017
442331TN4	HOUSTON TX REF PUB 5.000% 3/01/				1FE	1,146,010	116.7240	1,167,240	1,000,000	1,100,863		(22,724)			5.000	2.455	MS	16,667	50,000	12/27/2010	03/01/2017
167560LM1	IL Chicago MWD GO C18S08			1	1FE	852,847	115.1590	834,903	725,000	829,695		(23,152)			5.000	1.217	JD	3,021	36,250	02/10/2012	12/01/2016
592112JP2	TN Nashvil Co GO NC S12				1FE	1,855,185	123.6960	1,855,440	1,500,000	1,813,625		(41,560)			5.000	1.607	JJ	37,500	31,042	02/02/2012	07/01/2019
49474E7E7	WA King Co GO NC S12A				1FE	1,032,801	126.0260	1,078,863	850,000	1,019,379		(13,422)			5.000	2.409	JJ	32,111		03/29/2012	07/01/2021
9401157H3	WASHINGTON MD SUBURB 5.000% 6/01/				1FE	3,467,448	124.6140	3,426,885	2,750,000	3,378,214		(89,233)			5.000	1.284	JD	11,458	143,229	01/17/2012	06/01/2019
1899999 Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations						14,871,853	XXX	15,274,754	12,375,000	14,478,351		(297,411)			XXX	XXX	XXX	185,173	531,834	XXX	XXX
2499999 Subtotal - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)						14,871,853	XXX	15,274,754	12,375,000	14,478,351		(297,411)			XXX	XXX	XXX	185,173	531,834	XXX	XXX
U.S. Special Revenue, Special Assessment - Issuer Obligations																					
207758KV4	CONNECTICUT ST SPL 5.000% 11/01/				1FE	753,352	119.1460	774,449	650,000	724,237		(14,287)			5.000	2.494	MN	5,417	32,500	12/27/2010	11/01/2017
2354162D5	DALLAS TX WTRWKS 5.000% 10/01/				1FE	394,111	112.2740	392,959	350,000	393,499		(611)			5.000	0.448	AO	4,375		12/17/2012	10/01/2015
248428XN1	DELAWARE TRANSN AUTH 5.000% 7/01/				1FE	422,833	118.1650	419,486	355,000	400,442		(9,555)			5.000	2.021	JJ	8,875	17,750	08/12/2010	07/01/2017
29270CWX9	ENERGY NORTHWEST WA 5.000% 7/01/			1	1FE	3,267,900	122.2080	3,666,240	3,000,000	3,229,869		(22,377)			5.000	3.969	JJ	75,000	150,000	04/11/2011	07/01/2023
442435YM9	HOUSTON TX UTIL SYS 5.000% 11/15/				1FE	1,142,160	121.7060	1,217,060	1,000,000	1,108,989		(16,750)			5.000	2.987	MN	6,389	50,000	12/27/2010	11/15/2018
455057CM9	INDIANA ST FIN AUTH 5.000% 2/01/				1FE	515,838	105.0190	514,593	490,000	514,943		(894)			5.000	0.291	FA	10,208		12/17/2012	02/01/2014
101029PY6	MA Boston W&S NC S09B				1FE	542,225	119.3030	524,933	440,000	526,623		(15,602)			5.000	0.837	MN	3,667	22,000	02/10/2012	11/01/2017
574204WN9	MARYLAND ST DEPT 5.000% 5/01/				1FE	1,063,611	117.9320	1,061,388	900,000	1,030,062		(28,803)			5.000	1.546	MN	7,500	46,375	10/31/2011	05/01/2017
59259YPM5	MET TRANSPRTN NY 5.000% 11/01/				1FE	1,827,180	122.0760	1,831,140	1,500,000	1,814,885		(12,295)			5.000	2.597	MN	12,500	35,833	07/23/2012	11/01/2022
647310M24	NEW MEXICO ST 5.000% 7/01/				1FE	780,668	111.1990	778,351	700,000	779,438		(1,230)			5.000	0.432	JJ	17,500		12/17/2012	07/01/2015
679110CY0	OK Student Loan				1FE	2,674,541	90.4870	2,556,249	2,825,000	2,668,876		20,372			0.525	0.822	JD	1,277	13,692	06/30/2008	12/01/2033
679111US1	OKLAHOMA ST TURNPIKE 5.000% 1/01/				1FE	994,633	119.1360	1,006,716	845,000	966,748		(22,956)			5.000	1.970	JJ	21,125	30,279	10/13/2011	01/01/2018
708840HU0	PA PICA Phil Fdg NC S09				1FE	555,514	117.7760	541,770	460,000	540,057		(15,457)			5.000	0.999	JD	1,022	23,000	02/13/2012	06/15/2017
79575DP53	SALT RIVER AZ PROJ 5.000% 12/01/				1FE	804,203	122.3430	807,464	660,000	780,454		(19,165)			5.000	1.748	JD	2,750	33,000	10/04/2011	12/01/2018
882756S75	TEXAS ST PUB FIN 5.000% 7/01/			1	1FE	5,304,551	106.8180	5,234,082	4,900,000	5,102,002		(125,026)			5.000	2.211	JJ	122,500	210,000	02/13/2012	07/01/2019
882806BH4	TX Texas Tech NC S12A				1FE	2,480,640	123.1220	2,462,440	2,000,000	2,427,077		(53,463)			5.000	1.596	FA	37,778	50,278	02/14/2012	08/15/2019
88283LEP7	TX Trn Cmsn C17 S07			1	1FE	530,717	115.3760	524,951	455,000	518,130		(12,587)			5.000	1.616	AO	5,688	22,750	02/13/2012	04/01/2024
92817LFW8	VIRGINIA ST RES AUTH 5.000% 10/01/				1FE	758,457	108.0680	756,476	700,000	757,190		(1,267)			5.000	0.315	AO	8,750		12/17/2012	10/01/2014
2599999 Subtotal - U.S. Special Revenue, Special Assessment - Issuer Obligations						24,813,134	XXX	25,070,757	22,230,000	24,283,501		(351,953)			XXX	XXX	XXX	352,321	737,457	XXX	XXX
3199999 Subtotal - U.S. Special Revenue, Special Assessment						24,813,134	XXX	25,070,757	22,230,000	24,283,501		(351,953)			XXX	XXX	XXX	352,321	737,457	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																					
023135AH9	AMAZON COM INC 1.200% 11/29/				2FE	417,955	99.4500	417,690	420,000	417,990		35			1.200	1.305	MN	448		11/29/2012	11/29/2017
031162AJ9	AMGEN INC 4.850% 11/18/				2FE	892,537	107.6170	860,936	800,000	855,387		(28,987)			4.850	1.124	MN	4,634	38,800	12/20/2011	11/18/2014
04044TAG1	Aristotle Holding Sr Nt 144A				2FE	348,273	101.8650	356,528	350,000	348,778		500			2.100	2.283	FA	2,838	3,736	02/09/2012	02/12/2015
00206RAV4	AT&T Inc Sr Nt				1FE	572,259	104.2580	573,418	550,000	567,349		(4,910)			2.500	1.277	FA	5,194	6,875	03/28/2012	08/15/2015
06406HBZ1	BANK OF NEW YORK MTN 1.700% 11/24/			1	1FE	653,785	102.2690	654,522	640,000	653,438		(347)			1.700	0.538	MN	1,118		12/14/2012	11/24/2014
06406HBT5	BANK OF NY MELL MTN 1.500% 1/31/				1FE	263,138	101.1700	263,642	260,000	263,067		(131)			1.500	0.427	FA	1,311		12/14/2012	01/31/2014

SCHEDULE D - PART 1

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

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	FOREIGN	Bond CHAR	NAIC Desig-nation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
06406HCC1	Bank of NY Mellon NT			1	1FE	226,793	101.0740	229,438	227,000	226,852		59			1.200	1.235	FA	991	1,354	02/21/2012	02/20/2015
05531FAE3	BB T CORPORATION MTN 3.375% 9/25/				1FE	1,247,278	102.0790	1,224,948	1,200,000	1,216,945		(22,810)			3.375	1.439	MS	10,800	40,500	12/20/2011	09/25/2013
09247XAK7	BLACKROCK INC 1.375% 6/01/				1FE	100,142	101.5600	101,560	100,000	100,116		(27)			1.375	1.331	JD	115	710	05/29/2012	06/01/2015
097023AV7	BOEING CO 5.000% 3/15/				1FE	1,546,412	105.3130	1,474,382	1,400,000	1,464,902		(44,679)			5.000	1.708	MS	20,611	70,000	12/07/2010	03/15/2014
134429AS8	CAMPBELL SOUP CO 4.875% 10/01/				2FE	1,025,856	103.2990	981,341	950,000	978,599		(37,840)			4.875	0.843	AO	11,578	46,313	12/20/2011	10/01/2013
14040HAV7	CAPITAL ONE FINL 2.125% 7/15/				2FE	44,975	101.7360	45,809	45,000	44,987		8			2.125	2.156	JJ	441	946	07/19/2011	07/15/2014
14912L5B3	Caterpillar Fin Sr Unsec				1FE	99,915	100.7260	100,726	100,000	99,936		21			1.050	1.082	MS	277	525	03/26/2012	03/26/2015
14912L4Q1	CATERPILLAR FINL 1.550% 12/20/				1FE	605,276	101.0530	611,431	605,000	605,440		(448)			1.550	1.480	JD	287	9,378	02/09/2011	12/20/2013
14912L4T5	CATERPILLAR FINL 1.650% 4/01/				1FE	199,976	101.4480	202,896	200,000	199,990		8			1.650	1.661	AO	825	3,300	04/01/2011	04/01/2014
14912L4L2	CATERPILLAR FINL 2.000% 4/05/				1FE	29,949	100.4480	30,134	30,000	29,995		17			2.000	2.070	AO	143	600	04/06/2010	04/05/2013
14912L4M0	CATERPILLAR FINL MTN 2.750% 6/24/				1FE	558,818	104.7420	557,227	532,000	551,218		(7,579)			2.750	1.270	JD	284	14,630	12/30/2011	06/24/2015
14912L4Y4	CATERPILLAR M T N 1.125% 12/15/				1FE	99,794	101.0730	101,073	100,000	99,865		68			1.125	1.199	JD	50	1,125	12/15/2011	12/15/2014
166764AA8	CHEVRON CORP 1.104% 12/05/			1	1FE	290,000	100.6980	292,024	290,000	290,000					1.104	1.107	JD	231		12/05/2012	12/05/2017
17275RAJ1	CISCO SYSTEMS 1.625% 3/14/				1FE	1,498,215	101.4960	1,522,440	1,500,000	1,499,272		594			1.625	1.673	MS	7,245	24,375	03/16/2011	03/14/2014
172967EQ0	CITIGROUP INC 5.500% 4/11/				2FE	962,289	101.0300	909,270	900,000	907,645		(27,029)			5.500	2.436	AO	11,000	49,500	12/14/2010	04/11/2013
191216AL4	COCA COLA CO 3.625% 3/15/				1FE	1,423,526	103.7570	1,421,471	1,370,000	1,421,514		(2,012)			3.625	0.494	MS	14,623		12/14/2012	03/15/2014
19416QDW7	COLGATE PALM CO MTN 0.600% 11/15/				1FE	381,505	100.3700	381,406	380,000	381,468		(37)			0.600	0.393	MN	291		12/14/2012	11/15/2014
19416QDT4	COLGATE PALM CO MTN 1.250% 5/01/				1FE	323,312	100.9900	323,168	320,000	323,199		(113)			1.250	0.497	MN	667		12/14/2012	05/01/2014
20029PAN9	COMCAST CABLE COMMUN 7.125% 6/15/				2FE	1,120,430	102.9410	1,029,410	1,000,000	1,024,748		(53,659)			7.125	1.658	JD	3,167	71,250	03/15/2011	06/15/2013
209111EC3	CON EDISON 3.850% 6/15/				1FE	364,422	101.4320	355,012	350,000	354,446		(9,683)			3.850	1.051	JD	599	13,475	12/20/2011	06/15/2013
20825RAB7	CONOCOPHIL ALJ 5.500% 4/15/				1FE	583,428	101.3980	557,589	550,000	557,357		(25,302)			5.500	0.860	AO	6,386	30,250	12/20/2011	04/15/2013
22160KAE5	COSTCO WHOLESALE 1.125% 12/15/				1FE	1,249,750	100.6700	1,258,375	1,250,000	1,249,753		3			1.125	1.132	JD	938		12/07/2012	12/15/2017
2254C0TC1	CREDIT SUISSE NY MTN 5.000% 5/15/				1FE	1,071,120	101.6460	1,016,460	1,000,000	1,012,394		(32,889)			5.000	1.657	MN	6,389	50,000	03/14/2011	05/15/2013
25459HAL9	DIRECTV HLDGS FN 4.750% 10/01/				2FE	138,735	106.7720	138,804	130,000	138,507		(227)			4.750	0.973	AO	1,544		12/14/2012	10/01/2014
25746UBK4	DOMINION RES 1.800% 3/15/				2FE	898,719	101.3110	911,799	900,000	899,480		423			1.800	1.857	MS	4,770	16,200	03/08/2011	03/15/2014
26441CAA3	DUKE ENERGY CORP 5.650% 6/15/				2FE	322,506	102.2850	306,855	300,000	305,908		(12,844)			5.650	1.305	JD	753	16,950	09/15/2011	06/15/2013
263534CG2	DUPONT EI NEMOUR 1.750% 3/25/				1FE	101,636	101.6750	101,675	100,000	100,752		(602)			1.750	1.138	MS	487	1,750	07/11/2011	03/25/2014
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/				1FE	214,114	105.2620	210,524	200,000	210,590		(3,424)			3.250	0.609	JJ	2,997	3,250	06/04/2012	01/15/2015
278642AA1	EBAY INC 0.875% 10/15/				1FE	1,387,932	100.3650	1,405,110	1,400,000	1,396,293		4,646			0.875	1.217	AO	2,586	12,250	03/19/2012	10/15/2013
293791AN9	ENTERPRISE PRODS 5.600% 10/15/				2FE	437,378	108.2560	428,684	396,000	420,334		(13,210)			5.600	2.095	AO	4,682	22,176	09/15/2011	10/15/2014
36962G4Q4	GEN ELEC CAP CRP 1.875% 9/16/				1FE	1,508,570	100.9860	1,514,790	1,500,000	1,502,211		(3,075)			1.875	1.672	MS	8,203	28,125	11/29/2010	09/16/2013
369550AS7	GENERAL DYNAMICS 1.375% 1/15/				1FE	711,904	101.5520	716,012	705,000	709,624		(2,235)			1.375	1.052	JJ	4,479	9,775	12/20/2011	01/15/2015
38143UAB7	GOLDMAN SACHS 5.150% 1/15/				1FE	1,619,418	104.2910	1,564,365	1,500,000	1,540,831		(38,319)			5.150	2.496	JJ	35,621	77,250	12/03/2010	01/15/2014
38259PAA0	GOOGLE INC 1.250% 5/19/				1FE	232,797	101.2340	232,838	230,000	232,705		(92)			1.250	0.397	MN	335		12/14/2012	05/19/2014
438516AY2	HONEYWELL INTL 3.875% 2/15/				1FE	218,339	103.8090	217,999	210,000	218,003		(336)			3.875	0.457	FA	3,074		12/14/2012	02/15/2014
459200GZ8	IBM CORP 0.875% 10/31/				1FE	149,832	100.8430	151,265	150,000	149,897		56			0.875	0.915	AO	222	1,309	11/01/2011	10/31/2014
459200GT2	IBM CORP 1.000% 8/05/				1FE	698,523	100.4580	703,206	700,000	699,631		615			1.000	1.092	FA	2,839	7,000	03/10/2011	08/05/2013
458140AL4	INTEL CORP 1.350% 12/15/				1FE	559,406	99.9710	559,838	560,000	559,413		6			1.350	1.377	JD	420		12/11/2012	12/15/2017
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/				1FE	632,500	101.3290	633,306	625,000	629,975		(2,525)			1.250	0.833	JD	629	7,813	01/06/2012	12/02/2014
24422ERA9	JOHN DEERE CAP MTN 1.600% 3/03/				1FE	906,809	101.3120	911,808	900,000	903,587		(3,090)			1.600	1.252	MS	4,720	14,400	12/20/2011	03/03/2014
46623EJD2	JPMORGAN CHASE 1.650% 9/30/				1FE	1,508,220	100.8290	1,512,435	1,500,000	1,502,200		(2,905)			1.650	1.457	MS	6,256	24,750	11/29/2010	09/30/2013
487836BG2	KELLOGG CO 1.125% 5/15/				2FE	199,982	100.9700	201,940	200,000	199,985		4			1.125	1.131	MN	288	1,113	05/18/2012	05/15/2015
50076QAH9	KRAFT FOODS INC 1.625% 6/04/				2FE	149,988	101.7770	152,666	150,000	149,990		2			1.625	1.634	JD	183	1,219	06/04/2012	06/04/2015
501044CL3	KROGER CO 7.500% 1/15/				2FE	150,136	106.9660	149,752	140,000	149,697		(439)			7.500	0.795	JJ	4,842		12/14/2012	01/15/2014
585055AR7	MEDTRONIC INC 3.000% 3/15/				1FE	581,704	105.0770	577,924	550,000	571,739		(9,671)			3.000	1.183	MS	4,858	16,500	12/20/2011	03/15/2015
589331AK3	MERCK & CO INC 4.750% 3/01/				1FE	279,460	109.0080	272,520	250,000	270,067		(9,116)			4.750	0.999	MS	3,958	11,875	12/20/2011	03/01/2015
59018YSU6	MERRILL LYNCH CO MTN 6.000% 2/03/				2FE	1,505,318	104.0650	1,508,943	1,450,000	1,469,823		(17,509)			5.000	3.743	FA	29,806	72,500	12/07/2010	02/03/2014
61747WAD1	MORGAN STANLEY 2.875% 1/24/				2FE	500,605	101.6800	508,400	500,000	500,223		(204)			2.875	2.852	JJ	6,289	14,375	02/09/2011	01/24/2014
637432MM4	NATL RURAL UTIL 1.125% 11/01/				1FE	1,503,660	100.5830	1,508,745	1,500,000	1,501,276		(1,516)			1.125	1.025	MN	2,813	16,875	06/03/2011	11/01/2013
665859AJ3	NORTHERN TRUST CORP 5.500% 8/15/				1FE	266,255	103.0810	257,703	250,000	256,169		(9,790)			5.500	1.508	FA	5,194	13,750	12/20/2011	08/15/2013
68389XAN5	ORACLE CORP 1.200% 10/15/				1FE	499,135	100.2970	501,485	500,000	499,166		31			1.200	1.240	AO	1,100		10/25/2012	10/15/2017
69371RK39	PACCAR FINANCIAL MTN 1.550% 9/29/				1FE	249,799	101.6390	254,098	250,000	249,882		66			1.550	1.584	MS	990	3,875	09/30/2011	09/29/2014
695114BY3	PACIFICORP 4.950% 8/15/				1FE	1,100,920	106.4000	1,064,000	1,000,000	1,063,084		(37,836)			4.950	1.022	FA	18,700	49,500	01/06/2012	08/15/2014
71343PAF8	PEPSIAMERICAS INC 4.375% 2/15/				1FE	542,265	104.1930	520,965	500,000	515,186		(13,278)			4.375	1.644	FA	8,264	21,875	12/10/2010	02/15/2014
717081AR4	PFIZER INC 4.500% 2/15/				1FE	816,728	104.5160	783,870	750,000	773,940		(20,964)			4.500	1.626	FA	12,750	33,750	12/10/2010	02/15/2014
693476BK8	PNC FUNDING CORP 3.000% 5/19/				1FE	572,254	103.3560	568,458	550,000	562,839		(9,138)			3.000	1.296	MN	1,925	16,500	12/20/2011	05/19/2014
74005PAX2	PRAXAIR INC 2.125% 6/14/				1FE	798,864	100.8010	789,272	783,000	785,915		(6,377)			2.125	1.302	JD	786	16,639	12/15/2010	06/14/2013
74005PAV6	Praxair Inc Sr Unsec				1FE	80,966	105.7490	80,062	75,000	79,717		(1,249)			3.250	0.894	MS	718	1,219	04/09/2012	09/15/2015
742718DU0	PROCTOR GAMBLE CO 0.700% 8/15/				1FE	692,144	100.6430	699,469	695,000	693,446		947			0.700	0.841	FA	1,838	4,865	08/15/2011	08/15/2014
74456QAY2	PUB SVC EL GAS MTN 0.850% 8/15/				1FE	1,504,495	100.3840	1,505,760	1,500,000	1,504,439		(75)			0.850	0.568	FA	4,817	3,052	12/14/2012	08/15/2014
744448BX8	PUBLIC SVC CO COLO 5.500% 4/01/				1FE	1,069,774	106.0640	1,007,608	950,000	1,007,607		(2,167)			5.500	0.624	AO	13,063		12/14/2012	04/01/2014
816851AQ2	SEMPRA ENERGY 2.000% 3/15/				2FE	314,053	101.5130	314,690	310,000	312,884		(1,156)			2.000	1.231	MS	1,826	4,200	12/14/2012	03/15/2014
842400FK4	SOUTHERN CAL ED 5.750% 3/15/				1FE	1,082,346	106.1460	1,021,125	962,000	1,007,388		(36,904)			5.750	1.787	MS	16,287	55,315	12/13/2010	03/15/2014
857477AE3	State Street Corp Sr Nt				1FE	2,046,778	105.3970	2,044,702	1,940,000	2,043,932		(2,846)			4.300	0.494	MN	7,183		12/17/2012	05/30/2014
87612EAW6	TARGET CORP 1.125% 7/18/				1FE	704,583	100.9730	706,811	700,000	702,754		(1,781)			1.125	0.870	JJ	3,566	7,875	12/20/2011	07/18/2014

SCHEDULE D - PART 1

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

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	FOREIGN	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
89233P5Z5	Toyota Motor Credit Sr Unsec				1FE	349,475	100.6710	352,349	350,000	349,626		151			1.000	1.054	FA	1,303	1,750	02/17/2012	02/17/2015
89233P4H6	TOYOTA MTR CRED MTN 1.375% 8/12/				1FE	252,344	100.5960	251,490	250,000	250,879		(1,422)			1.375	0.802	FA	1,327	3,438	12/20/2011	08/12/2013
90261XGF3	UBS AG STAMFORD MTN 2.250% 8/12/				1FE	1,509,780	100.9570	1,514,355	1,500,000	1,502,459		(3,939)			2.250	1.990	FA	13,031	33,750	02/16/2011	08/12/2013
913017BH1	UNITED TECH CORP 4.875% 5/01/				1FE	1,078,657	109.8150	1,073,991	978,000	1,069,628		(8,919)			4.875	0.816	MN	7,946	10,140	12/14/2012	05/01/2015
91159HGZ7	US Bancorp N 1.125% 10/30/			1	1FE	1,594,498	100.6480	1,610,368	1,600,000	1,598,404		1,899			1.125	1.250	AO	3,050	18,000	06/17/2011	10/30/2013
92343VBB9	VERIZON COMM INC 1.250% 11/03/				1FE	176,104	101.1810	177,067	175,000	176,718		(385)			1.250	1.027	MN	352	2,188	12/30/2011	11/03/2014
92343VAN4	VERIZON COMM INC 5.250% 4/15/				1FE	1,505,560	101.3690	1,419,166	1,400,000	1,417,163		(58,969)			5.250	0.997	AO	15,517	73,500	06/30/2011	04/15/2013
92976WBJ4	WACHOVIA CORP MTN 5.500% 5/01/				1FE	1,639,305	101.6630	1,524,945	1,500,000	1,519,573		(58,037)			5.500	1.571	MN	13,750	82,500	12/02/2010	05/01/2013
931142DA8	WAL MART STORES 1.625% 4/15/				1FE	861,471	101.6560	864,076	850,000	856,494		(5,063)			1.625	1.032	AO	2,916	13,813	12/20/2011	04/15/2014
25468PCQ7	WALT DISNEY COMPANY 0.875% 12/01/				1FE	99,673	100.6250	100,625	100,000	99,780		106			0.875	0.988	JD	73	873	12/02/2011	12/01/2014
25468PCV6	WALT DISNEY MTN 1.100% 12/01/				1FE	258,151	100.2100	260,546	260,000	258,181		31			1.100	1.251	JD	246		11/30/2012	12/01/2017
983024AE0	WYETH 5.500% 2/01/				1FE	306,603	105.4220	305,724	290,000	305,910		(692)			5.500	0.420	FA	6,645		12/14/2012	02/01/2014
984121BV4	XEROX CORP 5.650% 5/15/				2FE	751,716	101.7140	711,998	700,000	711,010		(29,270)			5.650	1.407	MN	5,054	39,550	08/09/2011	05/15/2013
067901AE8	BARRICK GOLD CORP 1.750% 5/30/		I		2FE	403,238	101.3970	405,588	400,000	401,887		(1,312)			1.750	1.417	MN	603	7,000	12/20/2011	05/30/2014
78008TXA7	ROYAL BANK OF CANADA 1.450% 10/30/		I		1FE	1,298,025	101.7220	1,302,042	1,280,000	1,297,680		(349)			1.450	0.692	AO	3,145	2,800	12/17/2012	10/30/2014
89114QAA6	TORONTO DOM BANK 1.375% 7/14/		I		1FE	984,853	101.3160	992,897	980,000	982,362		(1,836)			1.375	1.186	JJ	6,251	13,475	12/20/2011	07/14/2014
893526DL4	Trans Canada Sr Unsec		I		1FE	438,306	100.5660	442,490	440,000	438,815		447			0.875	1.003	MS	1,273	1,925	03/02/2012	03/02/2015
377373AB1	GLAXOSMITHKLINE CAP 0.750% 5/08/		R		1FE	1,247,997	100.4880	1,256,100	1,250,000	1,248,423		427			0.750	0.806	MN	1,360	4,661	05/09/2012	05/08/2015
801060AA2	SANOFI 1.200% 9/30/		R		1FE	1,148,586	101.1790	1,163,559	1,150,000	1,149,170		467			1.200	1.246	MS	3,488	13,800	09/30/2011	09/30/2014
80105NAB1	SANOFI AVENTIS 1.625% 3/28/		R		1FE	104,956	101.4110	108,482	105,000	104,940		48			1.625	1.679	MS	441	1,706	03/29/2011	03/28/2014
3299999 Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations						63,810,657	XXX	62,912,176	61,438,000	62,466,350		(721,748)			XXX	XXX	XXX	437,885	1,412,481	XXX	XXX
3899999 Subtotal - Industrial & Miscellaneous (Unaffiliated)						63,810,657	XXX	62,912,176	61,438,000	62,466,350		(721,748)			XXX	XXX	XXX	437,885	1,412,481	XXX	XXX
7799999 Subtotals - Issuer Obligations						130,894,801	XXX	132,299,071	121,156,000	128,313,116		(1,687,793)			XXX	XXX	XXX	1,215,664	3,668,347	XXX	XXX
8399999 Grand Total - Bonds						130,894,801	XXX	132,299,071	121,156,000	128,313,116		(1,687,793)			XXX	XXX	XXX	1,215,664	3,668,347	XXX	XXX

SCHEDULE D - PART 2 - SECTION 1

Showing all PREFERRED STOCKS Owned December 31 of Current Year

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

SCHEDULE D - PART 2 - SECTION 2

Showing All COMMON STOCKS Owned December 31 of Current Year

1	2	Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
		3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description	Code	For-eign	Number of Shares	Book/Adjusted Carrying Value	Rate per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared But Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Col. 13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
Mutual Funds																	
464287408	ISHARES S&P 500 VALUE INDEX E T F			36,100.000	2,396,679	66.390	2,396,679	2,229,698		52,656		203,394		203,394		L	04/19/2012
464287168	iShares Trust Dow Jones Select Div			20,000.000	1,144,800	57.240	1,144,800	1,058,901		42,427		69,400		69,400		L	12/27/2011
78462F103	SPDR S&P 500 ETF Trust			10,000.000	1,424,100	142.410	1,424,100	1,314,470	10,218	28,517		169,100		169,100		L	07/27/2011
78464A763	SPDR S&P Dividedn ETF			45,770.000	2,661,983	58.160	2,661,983	2,388,948	26,690	60,693		196,353		196,353		L	09/02/2011
921946406	Vanguard High DVD Yield ETF			30,000.000	1,481,400	49.380	1,481,400	1,349,189		47,790		90,175		90,175		L	03/16/2012
921943858	VANGUARD MSCI EAFE ETF			60,000.000	2,113,800	35.230	2,113,800	1,966,647		62,540		147,152		147,152		L	05/14/2012
922908744	Vanguard Value ETF			40,000.000	2,352,000	58.800	2,352,000	2,183,844		64,320		252,400		252,400		L	06/10/2011
922042775	VANGUARD FTSE ALL WORLD EX U			50,000.000	2,287,500	45.750	2,287,500	2,109,000		67,250		178,500		178,500		L	05/14/2012
9299999 Subtotal - Mutual Funds					15,862,262	XXX	15,862,262	14,600,697	36,908	426,193		1,306,474		1,306,474		XXX	XXX
9799999 Total Common Stocks					15,862,262	XXX	15,862,262	14,600,697	36,908	426,193		1,306,474		1,306,474		XXX	XXX
9899999 Total Preferred and Common Stocks					15,862,262	XXX	15,862,262	14,600,697	36,908	426,193		1,306,474		1,306,474		XXX	XXX

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
Bonds - U.S. Governments								
3133EAVG0	F F C B DEB 0.800% 3/21/		07/06/2012	Morgan Keegan	XXX	2,000,000	2,000,000.00	667
0599999 Subtotal - Bonds - U.S. Governments						2,000,000	2,000,000.00	667
Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)								
677520T99	OH GO NC S09B		02/10/2012	Deutsche Bank	XXX	556,397	458,000.00	573
97705LRL3	WISCONSIN ST 5.000% 5/01/		02/13/2012	Deutsche Bank	XXX	2,068,168	1,750,000.00	24,792
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)						2,624,565	2,208,000.00	25,365
Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)								
167560LM1	IL Chicago MWD GO C16S06		02/10/2012	Deutsche Bank	XXX	852,847	725,000.00	6,948
592112JP2	TN Nashvil Co GO NC S12		02/02/2012	Deutsche Bank	XXX	1,855,185	1,500,000.00	
49474E7E7	WA King Co GO NC S12A		03/29/2012	Deutsche Bank	XXX	1,032,801	850,000.00	
940157TH3	WASHINGTON MD SUBURB 5.000% 6/01/		01/17/2012	Deutsche Bank	XXX	3,467,448	2,750,000.00	23,299
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)						7,208,281	5,825,000.00	30,247
Bonds - U.S. Special Revenue, Special Assessment								
2354162D5	DALLAS TX WTRWKS 5.000% 10/01/		12/17/2012	Deutsche Bank	XXX	394,111	350,000.00	3,694
455057CM9	INDIANA ST FIN AUTH 5.000% 2/01/		12/17/2012	Deutsche Bank	XXX	515,838	490,000.00	9,256
101029PY6	MA Boston W&S NC S09B		02/10/2012	Deutsche Bank	XXX	542,225	440,000.00	6,050
59259YPM5	MET TRANSPRTN NY 5.000% 11/01/		07/23/2012	Deutsche Bank	XXX	1,827,180	1,500,000.00	15,417
647310M24	NEW MEXICO ST 5.000% 7/01/		12/17/2012	Deutsche Bank	XXX	780,668	700,000.00	16,139
708840HU0	PA PICA Phil Fdg NC S09		02/13/2012	Deutsche Bank	XXX	555,514	460,000.00	3,706
882756S75	TEXAS ST PUB FIN 5.000% 7/01/		02/13/2012	Deutsche Bank	XXX	1,532,006	1,400,000.00	8,167
882806BH4	TX Texas Tech NC S12A		02/14/2012	Deutsche Bank	XXX	2,480,540	2,000,000.00	
88283LEP7	TX Trn Cmsn C17 S07		02/13/2012	Deutsche Bank	XXX	530,717	455,000.00	8,342
92817LFW8	VIRGINIA ST RES AUTH 5.000% 10/01/		12/17/2012	Deutsche Bank	XXX	758,457	700,000.00	7,389
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						9,917,256	8,495,000.00	78,160
Bonds - Industrial and Miscellaneous (Unaffiliated)								
023135AH9	AMAZON COM INC 1.200% 11/29/		11/29/2012	Deutsche Bank	XXX	417,955	420,000.00	
04044TAG1	Aristotle Holding Sr Nt 144A		02/09/2012	Deutsche Bank	XXX	348,278	350,000.00	
00206RAV4	AT&T Inc Sr Nt		03/28/2012	Deutsche Bank	XXX	572,259	550,000.00	1,642
06406HBZ1	BANK OF NEW YORK MTN 1.700% 11/24/		12/14/2012	Deutsche Bank	XXX	653,786	640,000.00	604
06406HBT5	BANK OF NY MELL MTN 1.500% 1/31/		12/14/2012	Deutsche Bank	XXX	263,138	260,000.00	1,441
06406HCC1	Bank of NY Mellon NT		02/21/2012	Deutsche Bank	XXX	226,793	227,000.00	
09247XAK7	BLACKROCK INC 1.375% 6/01/		05/29/2012	Deutsche Bank	XXX	100,142	100,000.00	12
14912L5B3	Caterpillar Fin Sr Unsec		03/26/2012	Deutsche Bank	XXX	99,915	100,000.00	
166764AA8	CHEVRON CORP 1.104% 12/05/		12/05/2012	Deutsche Bank	XXX	290,000	290,000.00	
191216AL4	COCA COLA CO 3.625% 3/15/		12/14/2012	Deutsche Bank	XXX	1,423,526	1,370,000.00	12,278
19416QDW7	COLGATE PALM CO MTN 0.600% 11/15/		12/14/2012	Deutsche Bank	XXX	381,505	380,000.00	184
19416QDT4	COLGATE PALM CO MTN 1.250% 5/01/		12/14/2012	Deutsche Bank	XXX	323,312	320,000.00	478
22160KAE5	COSTCO WHOLESALE 1.125% 12/15/		12/07/2012	Deutsche Bank	XXX	1,249,750	1,250,000.00	
25459HAL9	DIRECTV HLDGS FN 4.750% 10/01/		12/14/2012	Deutsche Bank	XXX	138,735	130,000.00	1,252
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/		05/04/2012	Deutsche Bank	XXX	535,285	500,000.00	4,920
38259PAA0	GOOGLE INC 1.250% 5/19/		12/14/2012	Deutsche Bank	XXX	232,797	230,000.00	200
438516AY2	HONEYWELL INTL 3.875% 2/15/		12/14/2012	Deutsche Bank	XXX	218,339	210,000.00	2,690
458140AL4	INTEL CORP 1.350% 12/15/		12/11/2012	Deutsche Bank	XXX	559,406	560,000.00	
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/		01/06/2012	Deutsche Bank	XXX	733,700	725,000.00	856
487836BG2	KELLOGG CO 1.125% 5/15/		05/18/2012	Deutsche Bank	XXX	199,982	200,000.00	3
50076QAH9	KRAFT FOODS INC 1.625% 6/04/		06/04/2012	Deutsche Bank	XXX	149,988	150,000.00	
501044CL3	KROGER CO 7.500% 1/15/		12/14/2012	Deutsche Bank	XXX	150,135	140,000.00	4,346

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
68389XAN5	ORACLE CORP 1.200% 10/15/		10/25/2012	Deutsche Bank	XXX	499,135	500,000.00	
695114BY3	PACIFICORP 4.950% 8/15/		01/06/2012	Deutsche Bank	XXX	1,100,920	1,000,000.00	19,388
74005PAV6	Praxair Inc Sr Unsec		04/09/2012	Deutsche Bank	XXX	80,965	75,000.00	163
74456QAY2	PUB SVC EL GAS MTN 0.850% 8/15/		12/14/2012	Deutsche Bank	XXX	1,144,663	1,140,000.00	3,203
744448BX8	PUBLIC SVC CO COLO 5.500% 4/01/		12/14/2012	Deutsche Bank	XXX	1,009,774	950,000.00	10,595
816851AQ2	SEMPRA ENERGY 2.000% 3/15/		12/14/2012	Deutsche Bank	XXX	101,580	100,000.00	494
857477AE3	State Street Corp Sr Nt		12/17/2012	Deutsche Bank	XXX	2,046,778	1,940,000.00	3,939
89233P5Z5	Toyota Motor Credit Sr Unsec		02/17/2012	Deutsche Bank	XXX	349,475	350,000.00	
913017BH1	UNITED TECH CORP 4.875% 5/01/		12/14/2012	Deutsche Bank	XXX	845,414	770,000.00	4,484
25468PCV6	WALT DISNEY MTN 1.100% 12/01/		11/30/2012	Deutsche Bank	XXX	258,151	260,000.00	
983024AE0	WYETH 5.500% 2/01/		12/14/2012	Deutsche Bank	XXX	306,602	290,000.00	5,893
78008TXA7	ROYAL BANK OF CANADA 1.450% 10/30/	I	12/17/2012	Deutsche Bank	XXX	1,098,101	1,080,000.00	2,045
893526DL4	Trans Canada Sr Unsec	I	03/02/2012	Deutsche Bank	XXX	438,367	440,000.00	
377373AB1	GLAXOSMITHKLINE CAP 0.750% 5/08/	R	05/09/2012	Deutsche Bank	XXX	1,247,996	1,250,000.00	
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						19,796,647	19,247,000.00	81,110
8399997 Subtotal - Bonds - Part 3						41,546,749	37,775,000.00	215,549
8399998 Summary Item from Part 5 for Bonds						2,776,888	2,697,000.00	3,649
8399999 Subtotal - Bonds						44,323,637	40,472,000.00	219,198
8999998 Summary Item from Part 5 for Preferred Stocks							XXX	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)								
922042775	VANGUARD FTSE ALL WORLD EX U		05/14/2012	VARIOUS	50,000.000	2,109,000	XXX	
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						2,109,000	XXX	
Common Stocks - Mutual Funds								
464287408	ISHARES S&P 500 VALUE INDEX E T F		04/19/2012	Goldman, Sachs & Co	26,100.000	1,614,985	XXX	
921946406	Vanguard High DVD Yield ETF		03/16/2012	Goldman, Sachs & Co	10,000.000	486,025	XXX	
921943858	VANGUARD MSCI EAFE ETF		05/14/2012	VARIOUS	60,000.000	1,966,648	XXX	
9299999 Subtotal - Common Stocks - Mutual Funds						4,067,658	XXX	
9799997 Subtotal - Common Stocks - Part 3						6,176,658	XXX	
9799998 Summary Item from Part 5 for Common Stocks							XXX	
9799999 Subtotal - Common Stocks						6,176,658	XXX	
9899999 Subtotal - Preferred and Common Stocks						6,176,658	XXX	
9999999 Totals						50,500,295	XXX	219,198

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Cols. 11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date
Bonds - U.S. Governments																				
31331K2J8	F F C B DEB 0.250% 5/24/		05/30/2012	Morgan Keegan	XXX	1,999,726	2,000,000.00	2,000,000	2,000,000						2,000,000		(274)	(274)	2,417	05/24/2013
31331KGD6	F F C B DEB 1.375% 3/28/		03/28/2012	CALLED @ 100.0000000	XXX	3,200,000	3,200,000.00	3,197,600	3,198,197		192		192		3,198,389		1,611	1,611	22,000	03/28/2014
31331KX47	F F C B DEB 1.510% 11/28/		11/28/2012	CALLED @ 100.0000000	XXX	3,000,000	3,000,000.00	2,997,000	2,997,050		530		530		2,997,580		2,421	2,421	45,300	11/28/2016
3133XYZC2	F H L B DEB 0.670% 1/13/		01/13/2012	MATURITY	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				6,700	01/13/2012
313374R51	F H L B DEB 1.200% 10/27/		07/27/2012	CALLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				13,500	10/27/2014
3133X9ZZ6	F H L B DEB 4.500% 1/06/		01/06/2012	MATURITY	XXX	500,000	500,000.00	528,850	500,260		(260)		(260)		500,000				11,250	01/06/2012
3134G2YB2	F H L M C M T N 0.500% 8/23/		02/23/2012	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				5,000	08/23/2013
3134G1VG6	F H L M C M T N 0.625% 10/30/		10/30/2012	MATURITY	XXX	1,000,000	1,000,000.00	1,004,307	1,002,528		(2,528)		(2,528)		1,000,000				6,250	10/30/2012
3137EADA4	F H L M C M T N 0.625% 12/29/		05/30/2012	Morgan Keegan	XXX	1,502,490	1,500,000.00	1,500,000	1,500,000						1,500,000		2,490	2,490	4,271	12/29/2014
3134G27L0	F H L M C M T N 0.700% 5/28/		05/30/2012	Suntrust	XXX	2,500,000	2,500,000.00	2,498,750	2,498,858		520		520		2,499,378		623	623	8,847	05/28/2015
3134G1P65	F H L M C M T N 0.750% 12/28/		12/28/2012	MATURITY	XXX	2,426,000	2,426,000.00	2,430,367	2,428,379		(2,379)		(2,379)		2,426,000				18,195	12/28/2012
3134G23L4	F H L M C M T N 0.950% 11/10/		05/10/2012	CALLED @ 100.0000000	XXX	1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				7,125	11/10/2014
3136FTNG0	F N M A M T N 0.375% 11/25/		05/25/2012	CALLED @ 100.0000000	XXX	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				1,875	11/25/2013
3135G0GU1	F N M A M T N 0.500% 12/27/		05/30/2012	Wells Fargo Sec.	XXX	2,000,000	2,000,000.00	2,001,250	2,001,247		(258)		(259)		2,000,989		(988)	(988)	4,250	12/27/2013
3135G0GP2	F N M A M T N 0.750% 12/19/		05/30/2012	Wells Fargo Sec.	XXX	1,000,000	1,000,000.00	1,000,625	1,000,624		(86)		(86)		1,000,538		(538)	(538)	3,354	12/19/2014
3136FRT29	F N M A M T N 1.000% 9/14/		09/14/2012	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				20,000	09/14/2015
3136FRB36	F N M A M T N 1.150% 7/25/		07/25/2012	CALLED @ 100.0000000	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				23,000	07/25/2014
3136FTFA2	F N M A M T N 1.600% 10/26/		10/26/2012	CALLED @ 100.0000000	XXX	2,500,000	2,500,000.00	2,500,000	2,500,000						2,500,000				40,000	10/26/2016
3134G2G71	Federal Home Loan Mortgage Corp		06/28/2012	VARIOUS	XXX	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				18,750	09/28/2016
3136FPXX0	Federal National Mortgage Assoc.		11/26/2012	CALLED @ 100.0000000	XXX	1,366,000	1,366,000.00	1,330,962	1,338,639		8,363		8,363		1,347,002		18,998	18,998	14,343	11/26/2014
3134G1LD4	FHLMC		05/30/2012	Wells Fargo Sec.	XXX	3,015,090	3,000,000.00	3,015,361	3,006,252		(3,445)		(3,445)		3,004,807		10,283	10,283	14,025	12/27/2012
0599999 Subtotal - Bonds - U.S. Governments						40,009,306	39,992,000.00	40,005,072	39,974,034		649		649		39,974,683		34,626	34,626	290,452	XXX
Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)																				
03688EML4	ANNE ARUNDEL CNTY MD 5.250% 3/01/		09/01/2012	MATURITY	XXX	1,000,000	1,000,000.00	1,080,950	1,007,908		(7,908)		(7,908)		1,000,000				26,250	03/01/2012
253363TF2	DICKINSON TX INDPT 0.500% 8/01/		03/30/2012	Deutsche Bank	XXX	750,000	750,000.00	750,000	750,000						750,000				2,490	08/01/2037
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States (Direct and Guaranteed)						1,750,000	1,750,000.00	1,830,950	1,757,908		(7,908)		(7,908)		1,750,000				28,740	XXX
Bonds - U.S. Special Revenue, Special Assessment																				
679110CY0	OK Student Loan		07/20/2012	Suntrust	XXX	795,000	825,000.00	781,061	773,457		3,680		3,680		777,137		17,863	17,863	1,441	12/01/2033
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						795,000	825,000.00	781,061	773,457		3,680		3,680		777,137		17,863	17,863	1,441	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																				
002824AQ3	ABBOTT LABS 4.350% 3/15/		12/10/2012	Deutsche Bank	XXX	719,976	685,000.00	742,127	723,964		(16,453)		(16,453)		707,511		12,465	12,465	36,833	03/15/2014
035229CP6	ANHEUSER BUSCH COS 4.375% 1/15/		08/13/2012	Deutsche Bank	XXX	1,016,550	1,000,000.00	1,058,030	1,033,082		(19,584)		(19,584)		1,013,498		3,052	3,052	47,153	01/15/2013
071813BB4	BAXTER INTL 1.800% 3/15/		08/13/2012	Deutsche Bank	XXX	1,361,192	1,350,000.00	1,370,966	1,362,605		(6,428)		(6,428)		1,356,177		5,015	5,015	22,140	03/15/2013
079866AJ1	BELLSOUTH CORP 4.750% 11/15/		05/29/2012	CALLED @ 101.6849800	XXX	1,169,377	1,150,000.00	1,210,295	1,188,338		(21,691)		(21,691)		1,166,647		2,730	2,730	33,989	11/15/2012
097023AV7	BOEING CO 5.000% 3/15/		08/13/2012	Deutsche Bank	XXX	642,186	600,000.00	662,748	642,678		(11,773)		(11,773)		630,905		11,282	11,282	27,333	03/15/2014
10138MAB1	Bottling Group LLC Company		08/13/2012	Deutsche Bank	XXX	758,228	750,000.00	807,683	766,707		(11,772)		(11,772)		754,935		3,292	3,292	25,823	11/15/2012
14912L4V0	CATERPILLAR FINL MTN 1.375% 5/20/		08/13/2012	Deutsche Bank	XXX	147,046	145,000.00	146,635	146,615		(414)		(414)		146,201		845	845	1,457	05/20/2014
17275RAJ1	CISCO SYSTEMS 1.625% 3/14/		08/13/2012	Deutsche Bank	XXX	509,800	500,000.00	499,405	499,559		122		122		499,681		10,119	10,119	7,425	03/14/2014
235851AK8	DANAHER CORP 1.300% 6/23/		08/13/2012	Deutsche Bank	XXX	1,431,573	1,410,000.00	1,430,343	1,430,326		(5,025)		(5,025)		1,426,301		6,272	6,272	11,711	06/23/2014
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/		08/13/2012	Deutsche Bank	XXX	319,050	300,000.00	321,171			(2,143)		(2,143)		319,028		22	22	5,633	01/15/2015
341099CC1	FLORIDA POWER CORP 4.800% 3/01/		08/13/2012	Deutsche Bank	XXX	645,082	630,000.00	668,739	658,767		(15,170)		(15,170)		643,597		1,485	1,485	28,728	03/01/2013
36962G4Q4	GEN ELEC CAP CRP 1.875% 9/16/		08/13/2012	Deutsche Bank	XXX	567,285	580,000.00	583,550	582,188		(783)		(783)		581,405		5,880	5,880	9,878	09/16/2013
36962G4H4	GEN ELEC CAP M T N 2.800% 1/08/		08/13/2012	Deutsche Bank	XXX	1,110,230	1,100,000.00	1,129,766	1,116,662		(10,049)		(10,049)		1,106,613		3,617	3,617	33,794	01/08/2013
369550AN8	GENERAL DYNAMICS 5.250% 2/01/		12/07/2012	Deutsche Bank	XXX	631,062	600,000.00	666,402	644,409		(19,705)		(19,705)		624,704		6,358	6,358	42,525	02/01/2014
38141GDK7	GOLDMAN SACHS GROUP 4.750% 7/15/		08/13/2012	Deutsche Bank	XXX	516,305	500,000.00	532,445	520,702		(8,216)		(8,216)		512,486		3,820	3,820	25,597	07/15/2013
428236AQ6	HEWLETT PACK CO 4.500% 3/01/		08/13/2012	Deutsche Bank	XXX	1,122,352	1,100,000.00	1,166,121	1,146,311		(24,421)		(24,421)		1,121,890		462	462	47,025	03/01/2013
24422ERK7	JOHN DEERE CAP MTN 1.250% 12/02/		08/13/2012	Deutsche Bank	XXX	101,572	100,000.00	101,200			(247)		(247)		100,953		619	619	872	12/02/2014
478160AP9	Johnson & Johnson 5yr		08/15/2012	MATURITY	XXX	500,000	500,000.00	548,655	510,892		(10,892)		(10,892)		500,000				25,750	08/15/2012
46623EJD2	JPMORGAN CHASE 1.650% 9/30/		08/13/2012	Deutsche Bank	XXX	504,415	500,000.00	502,740	501,702		(596)		(596)		501,106		3,309	3,309	7,173	09/30/2013
501044CJ8	KROGER CO 5.000% 4/15/		08/13/2012	Deutsche Bank	XXX	102,873	100,000.00	106,854	104,983		(2,375)		(2,375)		102,608		265	265	4,139	04/15/2013
59018YSU6	MERRILL LYNCH CO MTN 5.000% 2/03/		08/13/2012	Deutsche Bank	XXX	186,955	180,000.00	186,867	184,634		(1,332)		(1,332)		183,302		3,653	3,653	9,250	02/03/2014
617446HR3	MORGAN STANLEY 5.300% 3/01/		08/13/2012	Deutsche Bank	XXX	867,774	850,000.00	888,487	875,568		(13,443)		(13,443)		862,125		5,649	5,649	42,798	03/01/2013

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Cols. 11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date
637432CU7	National Rural Utl MTN		03/01/2012	MATURITY	XXX	366,000	366,000.00	406,513	368,930		(2,930)		(2,930)		366,000				13,268	03/01/2012
637432MM4	NATL RURAL UTIL 1.125% 11/01/		08/13/2012	Deutsche Bank	XXX	161,123	160,000.00	158,990	159,295		235		235		159,530		1,593	1,593	1,410	11/01/2013
74005PAW4	Praxair Inc Nt		11/15/2012	MATURITY	XXX	40,000	40,000.00	39,884	39,966		34		34		40,000				700	11/15/2012
742718DR7	Procter & Gamble		08/01/2012	MATURITY	XXX	40,000	40,000.00	39,971	39,993		7		7		40,000				550	08/01/2012
88250BAP9	TEXAS INSTRUMENT 0.875% 5/15/		08/13/2012	Deutsche Bank	XXX	602,322	600,000.00	601,222	601,216		(545)		(545)		600,671		1,651	1,651	3,908	05/15/2013
88732JAG3	TIME WARNER CABLE 5.400% 7/02/		04/05/2012	Deutsche Bank	XXX	1,011,560	1,000,000.00	1,056,100	1,021,873		(11,332)		(11,332)		1,010,541		1,018	1,018	40,950	07/02/2012
92976WBJ4	WACHOVIA CORP MTN 5.500% 5/01/		08/13/2012	Deutsche Bank	XXX	517,490	500,000.00	546,435	525,870		(11,893)		(11,893)		513,977		3,512	3,512	21,542	05/01/2013
931422AD1	WALGREEN CO 4.875% 8/01/		08/13/2012	Deutsche Bank	XXX	1,352,962	1,300,000.00	1,400,619	1,384,421		(32,764)		(32,764)		1,351,657		1,305	1,305	65,488	08/01/2013
949746NY3	WELLS FARGO CO 4.375% 1/31/		08/13/2012	Deutsche Bank	XXX	254,490	250,000.00	264,190	257,815		(4,445)		(4,445)		253,370		1,120	1,120	11,332	01/31/2013
046353AC2	Astrazeneca Plc Sr Nt	R	03/30/2012	Deutsche Bank	XXX	1,840,950	1,800,000.00	1,894,040	1,863,078		(22,085)		(22,085)		1,840,993		(44)	(44)	52,650	09/15/2012
0727G0CN8	BAYERISCHE NY 0.331% 3/20/	R	03/20/2012	MATURITY	XXX	1,500,000	1,500,000.00	1,496,792	1,500,230		(230)		(230)		1,500,000				2,363	03/20/2012
22303QAF7	COVIDIEN INTL 5.450% 10/15/	R	06/21/2012	CALLED @ 101.6200000	XXX	254,050	250,000.00	267,438	258,740		(5,222)		(5,222)		253,518		532	532	9,310	10/15/2012
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						22,891,830	22,436,000.00	23,503,423	22,662,119		(293,560)		(293,560)		22,790,930		100,898	100,898	720,497	XXX
8399997 Subtotal - Bonds - Part 4						65,446,136	65,003,000.00	66,120,506	65,167,518		(297,139)		(297,139)		65,292,750		153,387	153,387	1,041,130	XXX
8399998 Summary Item from Part 5 for Bonds						2,767,939	2,697,000.00	2,776,888			(14,392)		(14,392)		2,762,496		5,442	5,442	24,088	XXX
8399999 Subtotal - Bonds						68,214,075	67,700,000.00	68,897,394	65,167,518		(311,531)		(311,531)		68,055,246		158,829	158,829	1,065,218	XXX
8999998 Summary Item from Part 5 for Preferred Stocks							XXX													XXX
9799998 Summary Item from Part 5 for Common Stocks							XXX													XXX
9899999 Subtotal - Preferred and Common Stocks							XXX													XXX
9999999 Totals						68,214,075	XXX	68,897,394	65,167,518		(311,531)		(311,531)		68,055,246		158,829	158,829	1,065,218	XXX

SCHEDULE D - PART 5

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

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
											12	13	14	15	16					
CUSIP Identification	Description	FOREIGN	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) Number of Shares (Stock)	Actual Cost	Consideration	Book/ Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Col. 12+ 13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments																				
313378BX8	Federal Home Loan Bank		02/23/2012	Morgan Keegan	03/23/2012	CALLED @ 100.0000000	1,000,000.000	1,000,000	1,000,000	1,000,000									208	
0599999 Subtotal - Bonds - U.S. Governments							1,000,000.000	1,000,000	1,000,000	1,000,000									208	
Bonds - Industrial and Miscellaneous (Unaffiliated)																				
263534BY4	DUPONT EI NEMOUR 3.250% 1/15/		01/17/2012	Deutsche Bank	08/13/2012	Deutsche Bank	997,000.000	1,069,312	1,060,310	1,055,629		(13,683)		(13,683)			4,680	4,680	18,721	180
713448BX5	Pepsico Inc Sr Unsec		03/05/2012	Deutsche Bank	08/13/2012	Deutsche Bank	250,000.000	249,890	250,670	249,906		16		16			964	964	823	
822582AL6	Shell Intl Fin Cpy Gtd	R	02/23/2012	Deutsche Bank	03/30/2012	Deutsche Bank	450,000.000	457,686	456,759	456,961		(725)		(725)			(202)	(202)	4,336	3,469
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)							1,697,000.000	1,776,888	1,767,939	1,762,496		(14,392)		(14,392)			5,442	5,442	23,880	3,649
8399998 Subtotal - Bonds							2,697,000.000	2,776,888	2,767,939	2,762,496		(14,392)		(14,392)			5,442	5,442	24,088	3,649
9999999 Totals								2,776,888	2,767,939	2,762,496		(14,392)		(14,392)			5,442	5,442	24,088	3,649

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

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

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

SCHEDULE D - PART 6 - SECTION 2

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

SCHEDULE DA - PART 1

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

1	2	Codes 3	Codes 4	5	6	7	8	Change in Book/Adjusted Carrying Value 9	10	11	12	13	14	Interest 15	16	17	18	19	20	21
CUSIP Identi-fication	Description	Code	For-eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bond Not In Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid For Accrued Interest
Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																				
	LAREDO TX INDPT SCH 5.000% 8/01/			12/17/2012	Deutsche Bank	08/01/2013	411,291		(753)			400,000	412,044	8,333		5.000	0.157	FA		7,556
1899999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations							411,291		(753)			400,000	412,044	8,333		XXX	XXX	XXX		7,556
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)							411,291		(753)			400,000	412,044	8,333		XXX	XXX	XXX		7,556
Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations																				
	VIRGINIA ST PUB SCH 5.000% 4/15/			12/17/2012	Deutsche Bank	04/15/2013	710,044		(1,352)			700,000	711,396	7,389		5.000	0.033	AO		6,028
2599999 Subtotal - Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations							710,044		(1,352)			700,000	711,396	7,389		XXX	XXX	XXX		6,028
3199999 Subtotal - Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions							710,044		(1,352)			700,000	711,396	7,389		XXX	XXX	XXX		6,028
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations																				
	BANK OF NY MELLO MTN 5.125% 8/27/			12/14/2012	Deutsche Bank	08/27/2013	164,888		(352)			160,000	165,240	2,824		5.125	0.454	FA		2,437
	BRISTOL MYERS SQUIBB 5.250% 8/15/			12/14/2012	Deutsche Bank	08/15/2013	360,499		(796)			350,000	361,295	6,942		5.250	0.419	FA		6,074
	COCA COLA CO THE 0.750% 11/15/			12/14/2012	Deutsche Bank	11/15/2013	200,732		(40)			200,000	200,772	192		0.750	0.329	MN		121
	CON EDISON 3.850% 6/15/			12/14/2012	Deutsche Bank	06/15/2013	192,716		(281)			190,000	192,997	325		3.850	0.704	JD	3,658	3,637
	GEORGIA POWER CO 1.300% 9/15/			12/14/2012	Deutsche Bank	09/15/2013	382,390		(160)			380,000	382,550	1,455		1.300	0.407	MS		1,221
	KROGER CO 5.000% 4/15/			12/14/2012	Deutsche Bank	04/15/2013	60,759		(124)			60,000	60,883	633		5.000	0.615	AO		492
	MICROSOFT CORP 0.875% 9/27/			12/17/2012	Deutsche Bank	09/27/2013	220,968		(51)			220,000	221,019	503		0.875	0.279	MS		428
	OCCIDENTAL PETRO 1.450% 12/13/			12/14/2012	Deutsche Bank	12/13/2013	318,304		(164)			315,000	318,468	228		1.450	0.343	JD		13
3299999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							1,901,256		(1,968)			1,875,000	1,903,224	13,102		XXX	XXX	XXX	3,658	14,423
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)							1,901,256		(1,968)			1,875,000	1,903,224	13,102		XXX	XXX	XXX	3,658	14,423
7799999 Subtotal - Issuer Obligations							3,022,591		(4,073)			2,975,000	3,026,664	28,824		XXX	XXX	XXX	3,658	28,007
8399999 Total Bonds							3,022,591		(4,073)			2,975,000	3,026,664	28,824		XXX	XXX	XXX	3,658	28,007
Exempt Money Market Mutual Funds																				
31846V807	First American Treasury Fund	R		12/01/2007	U.S. Bank									91					216	
38141W323	Goldman Sachs Fin! Sq Trust			12/12/2012	U.S. Bank		10,687,702						10,687,702							
8899999 Subtotal - Exempt Money Market Mutual Funds							10,687,702					XXX	10,687,702	91		XXX	XXX	XXX	216	
Class One Money Market Mutual Funds																				
825252554	AIM STIC-Liquid Assets			01/05/2011	U.S. Bank															
26188J206	Dreyfus Cash Management #288			12/31/2012	U.S. Bank		3,256,468						3,256,468	276					6,090	
300250602	Evergreen Institutional MM Fund	M		07/09/2010	U.S. Bank															
60934N625	Federated Fund # 851			12/31/2012	Wells Fargo Sec.		3,010,018						3,010,018	459					12,531	
316175405	Fidelity Prime Money Fund #690			12/31/2012	Wells Fargo Sec.		3,958,204						3,958,204	405					8,576	
31846V625	First American Prime			01/03/2011	U.S. Bank															
38141W364	Goldman Sachs FS Prime Oblig. #462			12/07/2012	Wells Fargo Sec.		3,254,277						3,254,277	448					8,859	
4812A2603	JP Morgan Prime Fund #829			12/07/2012	Wells Fargo Sec.		3,004,193						3,004,193	397					9,673	
61747C573	Morgan Stanley Prime Port. # 311			12/31/2012	Wells Fargo Sec.		3,954,348						3,954,348	398					7,521	
MMPORTALO	US Bank Money Market Portal			03/29/2010	U.S. Bank															
94984B793	Wells Fargo Adv Heritage #3801			12/31/2012	Wells Fargo Sec.		3,409,281						3,409,281	620					7,575	
949917397	Wells Fargo Adv Heritage MM Inst			12/31/2012	U.S. Bank		10,203,115						10,203,115	934					2,304	
8999999 Subtotal - Class One Money Market Mutual Funds							34,049,904					XXX	34,049,904	3,937		XXX	XXX	XXX	63,129	
9199999 Total Short-Term Investments							47,760,197		(4,073)			XXX	47,764,270	32,852		XXX	XXX	XXX	67,003	28,007

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

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

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

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

E22 Schedule DB - Part D Counterparty Exposure for Derivative Instruments Open NONE

E23 Schedule DL - Part 1 - Securities Lending Collateral Assets ..... NONE

E24 Schedule DL - Part 2 - Securities Lending Collateral Assets ..... NONE

SCHEDULE E - PART 1 - CASH

1 Depository			2 Code	3 Rate of Interest	4 Amount of Interest Received During Year	5 Amount of Interest Accrued December 31 of Current Year	6 Balance	7 *
open depositories								
Wachovia	Cash						(8,605,910)	XXX
JP Morgan	Cash						881,316	XXX
0199998 Deposits in .....53 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			XXX		19,860	4,687	14,012,569	XXX
0199999 Totals - Open Depositories			XXX		19,860	4,687	6,287,975	XXX
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories			XXX					XXX
0299999 Totals - Suspended Depositories			XXX					XXX
0399999 Total Cash On Deposit			XXX		19,860	4,687	6,287,975	XXX
0499999 Cash in Company's Office			XXX	XXX	XXX			XXX
0599999 Total Cash			XXX		19,860	4,687	6,287,975	XXX

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

1. January	8,546,385	4. April	(4,131,999)	7. July	10,738,417	10. October	15,858,148
2. February	2,583,310	5. May	839,652	8. August	19,432,219	11. November	12,317,084
3. March	(3,545,858)	6. June	3,289,672	9. September	13,985,507	12. December	6,287,975

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
ANHEUSER BUSCH COS 4.375% 1/15/		12/14/2012	4.375	01/15/2013	220,257	4,438	(312)
HONEYWELL INTL 4.250% 3/01/		12/14/2012	4.250	03/01/2013	140,875	1,983	(248)
MCKESSON HBOC INC 5.250% 3/01/		12/14/2012	5.250	03/01/2013	151,114	2,625	(315)
SEMPRA ENERGY 6.000% 2/01/		12/14/2012	6.000	02/01/2013	150,647	3,750	(367)
3299999 Subtotal - Bonds - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					662,893	12,796	(1,242)
3899999 Subtotal - Bonds - Industrial & Miscellaneous (Unaffiliated)					662,893	12,796	(1,242)
7799999 Subtotals - Bonds - Issuer Obligations					662,893	12,796	(1,242)
8399999 Subtotals - Bonds					662,893	12,796	(1,242)
8699999 Total Cash Equivalents					662,893	12,796	(1,242)

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)	O	Statutory Deposit	18,250,348	18,364,747		
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CAN)						
58. Aggregate Alien and Other (OT)	XXX	XXX				
59. Total	XXX	XXX	18,250,348	18,364,747		
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	XXX				

12941201246000100 2012 Document Code: 460

SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2012

(To be filed by March 1)

PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system: Yes[X] No[ ]
   If yes, do the below amounts represent 1) total gross compensation paid to each individual by or on behalf of all companies that are part of the group: Yes[ ] No[X]
   or 2) allocation to each insurer: Yes[X] No[ ]

2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity? Yes[ ] No[X]

3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement? Yes[ ] No[X]

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1		2	Annual Compensation			
			3	4	5	6
	Name and Principal Position	Year	Salary	Bonus	All Other Compensation	Totals
1.	Alvin Brock King	2012	312,999	907,453	272,050	1,492,502
	President/CEO	2011	294,351	354,687	167,969	817,007
		2010	283,083	52,500	115,635	451,218
2.	James Ward Truess	2012	57,607	327,825	486,459	871,891
	(Former) Vice President/Asst. Treasurer	2011	79,708	210,217	311,198	601,123
		2010	78,362	89,696	354,403	522,461
3.	Richard Charles Zoretic	2012	57,607	327,825	486,366	871,798
	(Former) Vice President/Asst. Secretary	2011	79,708	210,217	308,092	598,017
		2010	78,362	89,696	281,155	449,213
4.	Edna Laverne Willingham	2012	206,964	443,570	79,205	729,739
	Vice President/COO	2011	181,874	69,815	21,238	272,927
		2010	141,658	10,191	1,744	153,593
5.	Nicholas Joseph Pace	2012	27,314	106,279	323,818	457,411
	Vice President/Asst. Secretary	2011	32,706	28,848	46,815	108,369
		2010	28,488	12,725	36,452	77,665
6.	William Gardner Wood	2012	279,279	109,635	42,138	431,052
	Sr. Medical Director	2011	270,641	84,341	28,230	383,212
		2010	262,758	68,900	38,745	370,403
7.	Kendall Benjamin Edwards	2012	210,029	152,003	55,963	417,995
	Vice President	2011	194,086	87,649	22,572	304,307
		2010	193,950	25,200	10,798	229,948
8.	Linda Kaye Whitley-Taylor	2012	27,424	93,769	241,003	362,196
	(Former) Vice President	2011	33,366	44,805	55,082	133,253
		2010	33,006	9,503	41,839	84,348
9.	Charles Brian Shipp	2012	35,477	160,997	114,378	310,852
	Regional CEO	2011	185,501	458,000	190,273	833,774
		2010	302,715	240,982	430,064	973,761
10.	Courtney Nelson Pearre	2012	169,069	89,400	29,872	288,341
	Vice President Gov't Relations	2011	164,734	84,341	15,827	264,902
		2010	159,531	20,700	7,932	188,163

PART 3 - DIRECTOR COMPENSATION

1	2	3	4
Name and Principal Position or Occupation	Compensation Paid or Deferred for Services as Director	All Other Compensation Paid or Deferred	Totals
NONE			
9999999			

12941201236043000 2012 Document Code: 360

MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT
For The Year Ended December 31, 2012
(To be filed by March 1)
FOR THE STATE OF TENNESSEE

NAIC Group Code: 0671 NAIC Company Code: 12941

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

Person Completing This Exhibit:

Title: Telephone:

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2009				Policies Issued in 2010, 2011, 2012			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
0299999 Total Experience on Group Policies																	

NONE

GENERAL INTERROGATORIES

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

Supp13 SIS Title ..... NONE

Supp14 SIS Financial Reporting ..... NONE

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

Supp16 SIS Statement Beneficial Ownership ..... NONE

12941201236500000 2012 Document Code: 365

Medicare Part D Coverage Supplement

(Net of Reinsurance)

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

	Individual Coverage		Group Coverage		
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	5 Total Cash
1. Premiums Collected					
1.1 Standard Coverage					
1.11 With Reinsurance Coverage		XXX		XXX	
1.12 Without Reinsurance Coverage		XXX		XXX	
1.13 Risk-Corridor Payment Adjustments		XXX		XXX	
1.2 Supplemental Benefits		XXX		XXX	
2. Premiums Due and Uncollected - change					
2.1 Standard Coverage					
2.11 With Reinsurance Coverage		XXX		XXX	XXX
2.12 Without Reinsurance Coverage		XXX		XXX	XXX
2.2 Supplemental Benefits		XXX		XXX	XXX
3. Unearned Premium and Advance Premium - change					
3.1 Standard Coverage					
3.11 With Reinsurance Coverage		XXX		XXX	XXX
3.12 Without Reinsurance Coverage		XXX		XXX	XXX
3.2 Supplemental Benefits		XXX		XXX	XXX
4. Risk-Corridor Payment Adjustments - change					
4.1 Receivable		XXX		XXX	XXX
4.2 Payable		XXX		XXX	XXX
5. Earned Premiums					
5.1 Standard Coverage					
5.11 With Reinsurance Coverage		XXX		XXX	XXX
5.12 Without Reinsurance Coverage		XXX		XXX	XXX
5.13 Risk-Corridor Payment Adjustments		XXX		XXX	XXX
5.2 Supplemental Benefits		XXX		XXX	XXX
6. Total Premiums		XXX		XXX	
7. Claims Paid					
7.1 Standard Coverage					
7.11 With Reinsurance Coverage				XXX	
7.12 Without Reinsurance Coverage				XXX	
7.2 Supplemental Benefits				XXX	
8. Claim Reserves and Liabilities - change					
8.1 Standard Coverage					
8.11 With Reinsurance Coverage		XXX		XXX	XXX
8.12 Without Reinsurance Coverage		XXX		XXX	XXX
8.2 Supplemental Benefits		XXX		XXX	XXX
9. Healthcare Receivables - change					
9.1 Standard Coverage					
9.11 With Reinsurance Coverage		XXX		XXX	XXX
9.12 Without Reinsurance Coverage		XXX		XXX	XXX
9.2 Supplemental Benefits		XXX		XXX	XXX
10. Claims Incurred					
10.1 Standard Coverage					
10.11 With Reinsurance Coverage		XXX		XXX	XXX
10.12 Without Reinsurance Coverage		XXX		XXX	XXX
10.2 Supplemental Benefits		XXX		XXX	XXX
11. Total Claims		XXX		XXX	
12. Reinsurance Coverage and Low Income Cost Sharing					
12.1 Claims Paid - Net of reimbursements applied	XXX		XXX		
12.2 Reimbursements Received but Not Applied - change	XXX		XXX		
12.3 Reimbursements Receivable - change	XXX		XXX		XXX
12.4 Healthcare Receivables - change	XXX		XXX		XXX
13. Aggregate Policy Reserves - change					XXX
14. Expenses Paid		XXX		XXX	
15. Expenses Incurred		XXX		XXX	XXX
16. Underwriting Gain/Loss		XXX		XXX	XXX
17. Cash Flow Result	XXX	XXX	XXX	XXX	

NONE

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

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

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

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ANNUAL DISKETTE TRANSMITTAL FORM AND CERTIFICATION
(HEALTH)

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

Date March 1, 2013 FEIN 20-4776597
NAIC Group # 0671 NAIC Company # 12941

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

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

B. Additional comments if necessary for clarification:

C. Diskette Contact Person: Margaret Mary Roomsburg
Phone:
Address: 4425 Corporation Lane, Virginia Beach, VA

D. Software Vendor: SunGard iWORKS - Statutory
Version: 2012.A.1

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

F. The undersigned hereby certifies that, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with the NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that annual statement information required to be contained on diskette is identical to the information in the 2012 Annual Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes have been scanned through a virus detection software package, and no viruses are present on the diskettes. The virus detection software used was (name): McAfee VirusScan Enterprise

(version number): 8.8.0.849

(Signed) Margaret M. Roomsburg

Type Name and Title: Margaret Mary Roomsburg, Senior Vice President

Amended Explanation Page

NONE

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

	Current Period	Year-To-Date Total	Previous Year Total
Member Months	**604,073**	**2,419,282**	**2,444,669**
Revenues:			
TennCare Capitation	214,316,956	863,517,958	896,910,241
Investment	740,734	3,049,879	2,552,148
Other Revenues	0	-	-
Total Revenues	215,057,690	866,567,837	899,462,389
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
Capitated Physician Services	-	-	-
Fee-for Service Physician Services	40,259,409	159,203,445	143,533,978
Inpatient Hospital Services	34,951,833	140,446,415	136,053,770
Outpatient Hospital Services	7,779,451	33,825,842	47,033,009
Emergency Room Services	7,590,098	29,998,796	28,151,346
Dental Services	-	-	-
Vision Services	732,695	2,882,010	2,391,743
Pharmacy Services	-	-	-
Home Health Services	6,019,564	25,575,648	27,840,770
Chiropractic Services	-	-	-
Radiology Services	5,944,353	23,307,609	17,898,403
Laboratory Services	3,663,977	14,323,914	10,301,100
Durable Medical Equipment Services	1,549,261	6,062,745	5,294,817
Transportation Services	4,246,342	16,913,897	17,007,828
Outside Referrals	-	-	-
Medical Incentive Pool and Withhold Adj	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Medical and Hospital Services - Write-Ins	-	-	-
Subtotal Medical and Hospital	112,736,983	452,540,321	435,506,764
Mental Health and Substance Abuse Services			
Inpatient Psychiatric Facility Services	2,274,309	9,431,205	11,509,221
Inpatient Substance Abuse Treatment and Detox	1,516,206	6,158,116	4,505,626
Outpatient Mental Health Services	1,963,700	7,641,538	7,503,980
Outpatient Substance Abuse Treatment and Detox	1,545,239	6,104,985	6,474,527
Housing/Residential Treatment	1,492,664	5,318,328	4,740,336
Specialized Crisis Services	1,061,741	4,230,573	4,390,610
Psychiatric Rehab and Support Services	961,275	3,655,368	3,558,194
Case Management	5,493,543	22,006,621	23,779,936
Forensics	-	-	-
Other Judicial	-	-	-
Pharmacy	-	-	-
Lab Services	-	-	-
Transportation	-	-	-
Medical Incentive Pool and Withhold Adjustments	-	-	-
Occupancy, Depreciation and Amortization	-	-	-
Other Mental Health and Substance Abuse Services	-	-	-
PCP and Specialist Services	-	-	-
Other Mental Health Services - Write-Ins	-	-	-
Subtotal MH&SAS	16,308,677	64,546,734	66,462,430
CHOICES			
Nursing Facility Care	40,722,315	157,381,410	154,244,185
HCBS Services	9,402,801	31,737,665	22,469,749
Subtotal CHOICES	50,125,116	189,119,075	176,713,934
Subtotal Hospital, Medical, MH&SAS, CHOICES	179,170,776	706,206,130	678,683,128
LESS:			
Net Reinsurance Recoveries Incurred	(73,560)	(276,078)	(28,169)
Copayments	-	-	-
Subrogation and Coordination of Benefits	-	-	-
Subtotal Reinsurance, Copay, Subrogation	(73,560)	(276,078)	(28,169)
Total Hospital, Medical, MH&SAS	179,244,336	706,482,208	678,711,297
Administration:			
Compensation	6,035,238	22,359,835	19,977,065
Direct and Allocated Admin expenses	11,414,701	45,544,603	50,715,996
Marketing	30,353	146,388	204,801
Interest Expense	-	-	-
Premium Tax Expense	11,787,433	47,467,984	49,452,316
Occupancy, Depreciation, and Amortization	321,281	1,279,001	1,183,006
Other Administration - Write-Ins	2,180,417	6,945,149	5,313,790
Total Administration Expenses	31,769,423	123,742,960	126,846,974
Total Expenses	211,013,759	830,225,168	805,558,271
Extraordinary Item	-	-	-
Provision for Income Tax	1,174,539	12,281,677	28,281,396
Net Income (Loss)	2,869,392	24,060,992	65,622,722
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			
Purchased Services	128,439	687,859	813,389
Telephone	185,121	609,026	437,310
Contributions	(1,440)	49,810	29,650
Fines & Penalties	(40,500)	66,484	295,157
Bank Service Charges	11,515	52,853	65,922
Uncollected Provider Claim Recoveries	313,044	1,367,174	(1,004,231)
Postage and Delivery	121,041	639,649	623,174
Printing and Reproduction	153,023	842,811	895,633
Supplies	30,611	154,724	191,590
Temporary Labor	50,607	192,035	126,190
Travel and Entertainment	164,894	665,185	579,520
Recruitment	14,065	93,075	29,300
State Franchise & Excise Taxes	1,007,332	1,357,724	2,028,635
Other Administration < $20,000 YTD	42,665	166,740	202,551
Total Other Administration	2,180,417	6,945,149	5,313,790

AMERIGROUP Tennessee, Inc.-Grand Region Middle
Cash Reconciliation-Middle Region-Medicaid only
December 31, 2012

Month Received	Cash	Recorded	Rate cell before accrual	Withhold 2.5%	97.5% collected	Collected Withhold 2.5%	Quality Performance Incentive	Money Follows the Person (MFP) Incentive	Long-Term Care Overpayment Recoupment	OCCP Rescission Letter	Liquidated Damages	Premium Taxes	Premium Tax Differential	ASO Claims	ASO Premium Taxes	Cash difference	Premium receivable	
	Cash P2, C3, L5 IA	Premium P4, C2, L2					Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported	Not Reported		Prem Rec P2, C3, L13.1	
Beginning Balance (Prem. Rec)																-	$ 8,384,341.64	Balance @ 12/31/11
January	74,544,359.95	70,927,179.18	74,586,272.57	1,864,656.81	72,721,615.76	1,831,100.66					(8,356.47)					0.00	33,556.15	
February	8,700.00	22,000.00						22,000.00			(13,300.00)					-	-	
February	57,857,520.76	69,943,718.66	57,355,030.88	1,433,875.77	55,921,155.11	1,864,656.81					(927.70)					72,636.54	(503,417.58)	
February		72,636.54		-	-	72,636.54	72,636.54									(145,273.08)	72,636.54	
March	72,095,080.21	71,918,470.42	72,457,645.58	1,811,441.14	70,646,204.44	1,433,875.77					-					15,000.00	362,565.37	
March		15,000.00		-	-	15,000.00		15,000.00			-					(30,000.00)	15,000.00	
April	74,174,759.47	71,461,108.54	73,654,855.92	1,841,371.40	71,813,484.52	2,361,274.95						109,369.81	6,738.14			(116,107.95)	(403,795.60)	
April	1,022.59	1,022.59												1,022.59		-	-	
April	12,395.80	12,395.80										10,197.59			2,198.21	-	-	
April	8,700.00	8,700.00		-	-			9,000.00			(300.00)					-	-	
May	69,244,537.21	71,139,495.39	71,668,922.93	1,791,723.07	69,877,199.86	1,846,771.40			(2,460,634.05)	5,700.00	(18,900.00)					(5,599.99)	(49,448.33)	
May	200.00	200.00									200.00					-	-	
June	71,930,079.39	75,708,520.24	71,936,775.71	1,798,419.39	70,138,356.32	1,791,723.07										(0.00)	6,696.32	
July	71,548,070.85	71,708,860.37	71,552,975.86	1,788,824.40	69,764,151.46	1,813,419.39					(14,500.00)					(15,000.01)	(9,594.99)	
August	76,021,428.29	74,175,786.23	76,125,234.76	1,903,130.87	74,222,103.89	1,788,824.40		15,000.00			(4,500.00)					0.00	114,306.47	
September	75,017,348.69	72,085,907.63	75,009,864.43	1,875,246.61	73,134,617.82	1,903,130.87					(20,400.00)					0.00	(27,884.26)	
October	73,206,166.18	71,521,317.30	$73,216,943.15	1,830,423.58	71,386,519.57	1,875,246.61					(55,600.00)						(44,823.03)	
October	38,000.00							38,000.00									-	
November	72,791,018.94	71,102,550.17	$72,780,097.80	1,819,502.44	70,960,595.37	1,830,423.58											(10,921.14)	
December	73,501,054.11	71,693,088.76	$73,529,796.58	1,838,244.91	71,691,551.67	1,819,502.44					(10,000.00)						18,742.48	
																-	-	
Total	$ 862,000,442.44	$ 863,517,957.82	$ 863,874,416.17	$ 21,596,860.39	$ 842,277,555.78	$ 22,247,586.49	$ 72,636.54	$ 99,000.00	$ (2,460,634.05)	$ 5,700.00	$ (146,584.17)	$ 119,567.40	$ 6,738.14	$ 1,022.59	$ 2,198.21	$ (224,344.49)	$ 7,957,960.04	

Reconciliation

Cash collected		$ 862,000,442.44	
Premium earned		863,517,957.82	
Difference		$ (1,517,515.38)	
Premium Receivable		$ 7,288,244.91	
Less:			
Beginning Balance	$ 8,384,341.64		
Liquidated Damages	(146,584.17)		
OCCP Rescission Letter	5,700.00		
ASO Claims	1,022.59		
ASO Premium Taxes	2,198.21		
HMS Refund-Premium Tax	10,197.59		
Change in Payment Adjustments @ 12-2012	(2,486,146.36)	$ 5,770,729.50	
Difference		$ (1,517,515.40)	0.02

$ 7,957,960.04	
	Changes in Premium Receivable:
(200.00)	Rescinded Liquidated Damages
(669,515.13)	Retro Receivable
7,288,244.91	Subtotal @ 12/31/12
7,288,244.89	Trial Balance @ 12/31/12
0.02	Checkpoint

Cash that should be included on premium tax return		
Medicaid Premiums	863,517,957.82	
Change in Premium Receivable	1,096,096.74	
ASO Claims	1,022.59	
ASO Premium Taxes	2,198.21	
HMS Refund-Premium Tax	10,197.59	
Change in Payment Adjustments @ 12-2012	(2,486,146.36)	
	862,141,326.59	
1Q12 Cash Included	(204,528,245.09)	
2Q12 Cash Included	(215,384,994.46)	
3Q12 Cash Included	(222,626,247.83)	
	219,601,839.21	
Total Cash collected	862,000,442.44	
1Q12 Cash Included	(204,528,245.09)	
2Q12 Cash Included	(215,384,994.46)	
3Q12 Cash Included	(222,626,247.83)	
add back liquidated damages	140,884.17	
	219,601,839.23	12,078,101.16
	(0.02)	

AMERIGROUP Tennessee, Inc.
MLR Reconciliation to NAIC Filing
December 31, 2012

TOTAL REVENUES

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Net premium income 2012	863,517,958	41,362,158		904,880,116	4, C2, L2
Net premium income 2011	896,910,241	23,222,262		920,132,503	4, C2, L2
Net premium income 2010	871,851,131	16,750,528		888,601,659	4, C2, L2
Net premium income 2009	612,724,592	13,401,387		626,125,979	4, C2, L3
Net premium income 2008	598,983,073	8,112,101		607,095,174	4, C3, L2-2008
Net premium income 2007	382,864,891			382,864,891	4, C3, L2-2009
TOTAL	4,226,851,886	102,848,436	-		
MLR Report	4,226,851,886				
Difference	(0)				
Rounding					
Unreconciled difference	(0)				

UNPAID CLAIMS

	Middle Tennessee	AMERIVANTAGE	West Tennessee	NAIC Filing	Page, Col, Line
Claims unpaid (less reinsurance ceded)	68,909,152	3,933,570		72,842,721	3, C3, L1
Accrued medical incentive pool and bonus amou	127,952	-		127,952	3, C3, L2
Unpaid claims adjustment expenses	1,398,494	73,709		1,472,203	3, C3, L3
TOTAL	70,435,598	4,007,279	-	74,442,876	

Middle Tennessee Unpaid Claims Total	70,435,598
IBNR on MLR report	69,490,745
Difference	944,853
Checks issued, but not released - After the check is issued, the amount is included in the underlying paid data in the MLR Report. Thus, these amounts were excluded from the reserve in the MLR Report but included in the reserve for financial reporting because not yet released.	667,228
Medical - Unapplied Cash	277,624
Unreconciled difference	0

HOSPITAL AND MEDICAL

Total expenses on MLR report	3,421,451,023		
Total hospital and medical 07 Dec 31		360,775,300	4, C4, L18-2007
Total hospital and medical 08 Dec 31		535,851,712	4, C4, L18-2008
Total hospital and medical 09 Dec 31		516,193,087	4, C3, L18
Total hospital and medical 10 Dec 31		653,302,266	4, C2, L18
Total hospital and medical 11 Dec 31		695,948,802	4, C2, L18
Total hospital and medical 12 Dec 31		741,069,296	4, C2, L18
Total from NAIC filing		3,503,140,463	
Less Medicare expenses		81,689,441	
NAIC net of Medicare expenses	3,421,451,022		
Difference	1		
Rounding	(1)		
Unreconciled difference	0		

Medical Loss Ratio Report - Total
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month	2007 Incurred Month			For the Year Ended	2007 Incurred Month						2008 Incurred Month						For the Year Ended	2008 Incurred Month						2009 Incurred Month						For the Year Ended
	April	May	June	6/30/2007	July	August	September	October	November	December	January	February	March	April	May	June	6/30/2008	July	August	September	October	November	December	January	February	March	April	May	June	6/30/2009
Enrollment	186,414	186,037	182,879	555,330	183,226	184,352	185,408	186,126	186,331	186,318	186,042	186,584	187,293	187,102	186,165	185,840	2,230,786	185,087	184,940	185,047	186,028	187,076	187,358	186,756	188,192	190,142	191,838	192,882	194,486	2,259,833
Capitation Revenue	$48,938,744	$48,838,217	$47,895,955	$145,672,916	$47,982,464	$48,228,287	$48,453,013	$48,658,579	$48,516,420	$48,587,405	$48,523,522	$48,550,055	$48,602,959	$46,707,144	$46,509,019	$46,388,877	$575,707,744	$48,887,130	$48,964,758	$49,021,001	$49,382,058	$49,781,265	$49,836,263	$49,364,498	$49,976,829	$50,392,708	$50,663,366	$50,711,245	$50,962,365	$597,943,485
Premium Tax	$978,775	$976,764	$957,919	$2,913,458	$959,649	$964,566	$969,060	$973,172	$970,328	$971,748	$970,470	$971,001	$972,059	$934,143	$930,180	$927,778	$11,514,155	$977,743	$979,295	$980,420	$987,641	$995,625	$996,725	$987,290	$999,537	$1,007,854	$1,013,267	$1,014,225	$1,019,247	$11,958,870
Capitation Revenue Net of Premium Tax	$47,959,969	$47,861,452	$46,938,036	$142,759,458	$47,022,815	$47,263,721	$47,483,953	$47,685,407	$47,546,092	$47,615,656	$47,553,052	$47,579,054	$47,630,899	$45,773,001	$45,578,839	$45,461,099	$564,193,589	$47,909,387	$47,985,463	$48,040,581	$48,394,417	$48,785,639	$48,839,538	$48,377,208	$48,977,292	$49,384,854	$49,650,098	$49,697,020	$49,943,118	$585,984,615
Payments for Covered Services for the Month																														
Medical Services																														
CMS 1450/UB 92 Payments by the Claims Processing System																														
Inpatient - Maternity	$1,234,280	$1,264,059	$1,346,616	$3,844,955	$1,329,749	$1,768,059	$1,285,365	$1,494,175	$1,313,913	$1,432,287	$1,636,658	$1,676,303	$1,363,244	$1,334,227	$1,531,303	$1,490,586	$17,655,870	$1,510,833	$1,601,050	$1,450,387	$1,539,727	$1,327,289	$1,432,228	$1,532,337	$1,423,288	$1,555,883	$1,422,315	$1,580,468	$1,436,271	$17,812,074
Inpatient - Newborn	$1,906,153	$2,025,548	$2,740,639	$6,672,340	$2,694,114	$1,833,918	$1,821,416	$2,791,972	$1,611,608	$2,298,370	$2,390,749	$2,283,905	$2,045,556	$1,682,380	$1,915,516	$2,130,436	$25,499,940	$3,253,266	$1,912,218	$2,148,810	$1,827,573	$3,528,869	$2,519,533	$2,329,758	$1,720,605	$2,417,752	$2,119,929	$2,476,895	$2,565,126	$28,820,334
Inpatient -Medical	$4,341,944	$3,733,646	$3,121,476	$11,197,066	$3,468,247	$3,403,495	$4,735,775	$3,400,705	$3,296,783	$4,041,276	$4,459,966	$4,052,480	$3,997,061	$3,758,073	$3,705,149	$3,569,405	$45,888,417	$4,136,262	$4,184,203	$3,937,004	$3,272,029	$4,172,016	$4,796,195	$3,786,422	$5,363,150	$4,762,778	$4,502,513	$4,300,685	$4,779,684	$51,992,941
Inpatient - Surgery	$2,078,454	$2,210,830	$1,965,478	$6,254,761	$2,305,054	$2,529,461	$2,391,373	$2,622,784	$2,162,868	$2,165,369	$2,621,926	$2,570,229	$2,497,298	$2,573,976	$2,326,802	$2,454,074	$29,221,214	$2,360,058	$2,576,836	$2,751,725	$2,547,141	$2,880,873	$2,637,913	$2,881,519	$2,476,875	$3,142,639	$2,642,343	$3,164,665	$3,093,719	$33,156,306
Inpatient Other	$114,290	$124,344	$145,477	$384,110	$85,703	$81,708	$153,499	$118,105	$58,357	$86,410	$106,667	$32,214	$77,277	$357,144	$77,283	$123,169	$1,357,535	$90,912	$130,890	$67,933	$76,505	$48,980	$38,232	$65,407	$54,281	$95,483	$58,978	$42,874	$77,449	$847,923
Outpatient - Emergency Room	$1,099,624	$1,181,812	$1,761,379	$4,042,815	$1,893,582	$2,027,489	$2,076,861	$2,092,501	$2,150,701	$2,311,061	$2,396,559	$2,494,230	$2,293,116	$2,175,017	$2,329,616	$2,161,441	$26,402,173	$2,196,531	$2,368,869	$2,353,092	$2,300,420	$2,353,171	$2,394,441	$2,402,220	$2,473,306	$2,812,425	$2,603,083	$2,716,004	$2,473,481	$29,447,041
Outpatient - Laboratory	$466,283	$534,915	$373,055	$1,374,253	$361,844	$399,569	$358,329	$409,284	$391,454	$370,936	$473,473	$476,877	$441,424	$423,454	$401,049	$413,724	$4,921,418	$436,113	$434,303	$447,621	$476,897	$430,042	$438,501	$533,630	$515,921	$583,846	$522,688	$509,334	$508,411	$5,837,306
Outpatient - Radiology	$1,056,647	$1,177,021	$1,008,514	$3,242,183	$946,854	$1,132,671	$972,305	$1,081,130	$1,014,700	$900,967	$1,078,927	$994,262	$1,143,516	$1,155,343	$1,025,393	$1,071,856	$12,517,924	$1,128,036	$1,137,556	$1,211,140	$1,249,164	$1,132,308	$1,098,515	$1,271,776	$1,228,326	$1,350,446	$1,384,789	$1,227,531	$1,267,001	$14,686,588
Outpatient - Surgery	$1,000,562	$1,133,261	$1,133,700	$3,267,522	$1,142,845	$1,240,715	$1,131,936	$1,353,292	$1,295,066	$1,091,804	$1,424,210	$1,275,489	$1,320,408	$1,421,422	$1,444,965	$1,376,716	$15,518,868	$1,487,185	$1,402,237	$1,331,137	$1,551,458	$1,393,231	$1,428,896	$1,492,504	$1,621,412	$1,756,219	$1,834,277	$1,724,196	$1,931,417	$18,954,170
Outpatient - Other	$181,428	$202,304	$218,631	$602,363	$210,618	$236,516	$251,758	$254,841	$233,238	$248,124	$238,474	$237,582	$235,579	$252,001	$268,953	$268,444	$2,936,127	$291,161	$261,762	$120,652	$388,452	$337,018	$451,633	$479,420	$451,831	$536,536	$580,193	$610,607	$548,044	$5,057,309
Hospice	$839,516	$834,935	$838,054	$2,512,505	$867,447	$822,425	$739,977	$746,862	$682,377	$660,777	$669,391	$602,113	$715,350	$680,515	$757,471	$708,156	$8,652,861	$679,222	$728,121	$666,146	$696,952	$617,144	$638,241	$652,997	$607,478	$679,843	$715,881	$811,176	$779,126	$8,272,329
Long-Term Care Payments																														
Level I Facility	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$150	$150	$1,500	$2,850	$0	$0	$0	$0	$0	$1,950	$0	$0	$0	$0	$6,300
Level II Facility	$57,825	$70,795	$47,397	$176,017	$26,819	$24,506	$49,452	$59,814	$18,000	$34,933	$47,100	$25,025	$11,500	$9,250	$73,175	$73,850	$453,425	$54,626	$12,250	$30,000	$47,165	$15,250	$24,850	$23,750	$54,625	$23,135	$18,750	$18,500	$41,500	$364,401
Home and Community Based Services	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
CMS 1500 Payments by the Claims Processing System																														
Prof - E&M	$6,268,036	$6,671,134	$6,292,582	$19,231,752	$6,021,226	$7,178,553	$6,248,761	$7,164,489	$6,754,667	$6,192,601	$7,436,507	$7,198,684	$6,778,248	$7,146,436	$6,667,887	$6,514,406	$81,302,464	$7,012,629	$6,863,982	$7,147,277	$8,071,446	$7,316,511	$7,624,581	$8,469,008	$8,638,512	$9,178,677	$8,942,273	$8,414,724	$8,686,381	$96,366,001
Prof - Home Health	$5,645,482	$6,489,583	$6,267,861	$18,402,926	$6,417,419	$6,567,799	$6,133,978	$6,710,827	$6,551,452	$6,567,541	$6,709,338	$6,122,998	$6,646,802	$6,599,495	$6,785,700	$6,545,791	$78,359,141	$6,642,010	$6,030,186	$4,698,815	$3,566,743	$3,021,063	$2,846,808	$2,701,255	$2,596,453	$2,760,415	$2,610,461	$2,532,648	$2,468,080	$42,474,938
Prof - Maternity	$835,158	$887,441	$979,441	$2,702,040	$968,963	$1,087,103	$932,260	$1,025,098	$911,270	$924,142	$1,140,601	$1,134,356	$1,069,132	$1,073,048	$1,065,077	$1,007,916	$12,338,966	$1,104,307	$1,044,778	$1,055,407	$1,113,929	$938,308	$1,010,661	$1,090,611	$966,247	$1,086,569	$1,045,296	$1,023,126	$1,087,405	$12,566,646
Prof - Surgery	$448,033	$560,913	$552,607	$1,561,553	$527,694	$578,314	$499,538	$640,511	$515,561	$457,235	$620,681	$517,600	$606,037	$638,048	$622,892	$641,459	$6,865,570	$598,441	$657,552	$660,359	$700,467	$595,659	$518,092	$682,159	$698,354	$718,173	$698,444	$641,747	$769,371	$7,938,818
Prof - DME	$274,827	$333,026	$329,513	$937,366	$257,701	$303,386	$329,878	$329,695	$350,013	$381,254	$399,090	$376,514	$359,714	$398,015	$421,972	$384,986	$4,292,217	$361,347	$386,230	$366,814	$430,657	$333,652	$416,989	$399,549	$501,308	$445,708	$468,039	$407,207	$380,787	$4,898,287
Prof - Lab	$600,257	$626,563	$610,780	$1,837,601	$508,356	$593,718	$513,314	$573,889	$529,528	$454,122	$628,567	$640,501	$584,178	$716,116	$652,914	$673,387	$7,068,589	$699,216	$710,827	$723,502	$817,731	$684,296	$692,980	$836,908	$845,866	$960,447	$942,004	$850,274	$913,797	$9,677,848
Prof - Radiology	$877,619	$996,389	$890,680	$2,764,688	$762,579	$874,600	$762,985	$922,452	$765,817	$705,018	$881,840	$783,868	$819,211	$877,285	$832,694	$852,346	$9,840,695	$914,199	$892,986	$889,434	$909,377	$796,519	$830,460	$917,226	$911,866	$1,046,820	$1,071,578	$990,644	$1,032,356	$11,203,465
Prof - Transportation	$1,049,437	$1,298,323	$1,241,106	$3,588,867	$1,237,205	$1,341,871	$1,211,787	$1,426,220	$1,343,809	$1,239,931	$1,485,018	$1,381,605	$1,430,771	$1,469,577	$1,479,384	$1,466,283	$16,513,461	$1,515,995	$1,329,866	$337,935	$253,844	$226,617	$195,594	$230,532	$217,433	$255,708	$262,583	$239,926	$251,344	$5,317,378
Prof - Other	$1,627,254	$1,738,044	$1,571,731	$4,937,029	$1,578,558	$1,733,672	$1,530,374	$1,812,304	$1,758,783	$1,581,702	$1,893,775	$1,796,628	$1,702,896	$1,823,553	$1,781,899	$1,734,209	$20,728,352	$1,802,654	$1,866,407	$1,812,521	$2,039,457	$1,814,057	$1,881,099	$1,835,261	$1,780,329	$1,925,808	$1,876,367	$1,828,456	$1,795,277	$22,257,694
Capitation Payments	$450,798	$441,436	$450,656	$1,342,890	$235,095	$234,018	$232,622	$221,898	$212,478	$219,601	$216,778	$235,357	$193,153	$194,611	$191,048	$191,294	$2,577,954	$192,942	$192,459	$1,104,343	$1,080,755	$1,087,647	$1,088,417	$1,086,599	$1,157,015	$1,165,740	$1,092,103	$1,092,832	$1,091,666	$11,432,518
Subcontractor Payments for Medical Services	$96,057	$97,717	$97,222	$290,996	$130,108	$164,740	$128,435	$142,227	$115,935	$96,741	$126,734	$117,941	$125,893	$116,922	$97,793	$94,110	$1,457,579	$148,835	$168,971	$149,303	$168,301	$142,635	$134,561	$151,691	$153,469	$176,019	$151,136	$129,014	$138,851	$1,812,787
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																														
Inpatient Payments by the Claims Processing System	$1,480,962	$1,600,896	$1,651,696	$4,733,555	$1,752,872	$1,965,410	$1,902,295	$1,820,930	$1,717,669	$1,941,669	$1,896,340	$1,961,315	$1,806,032	$1,932,136	$1,985,492	$1,712,233	$22,394,394	$1,754,492	$1,783,851	$1,639,800	$1,267,186	$1,295,341	$1,207,396	$937,717	$925,684	$1,059,318	$976,178	$975,608	$770,473	$14,593,043
Outpatient Payments by the Claims Processing System	$1,225,491	$1,161,957	$1,298,915	$3,686,363	$1,016,127	$1,153,230	$940,606	$613,582	$527,286	$450,973	$580,923	$533,353	$507,809	$577,837	$525,900	$555,765	$7,983,391	$605,775	$754,254	$751,628	$354,882	$349,018	$348,961	$372,670	$383,110	$423,839	$421,739	$428,656	$485,766	$5,680,300
Supported Housing Payments by the Claims Processing Sys	$165,315	$167,020	$181,770	$514,105	$176,740	$181,390	$200,085	$225,532	$222,568	$240,571	$241,591	$228,500	$244,835	$240,408	$255,396	$244,684	$2,702,298	$246,310	$267,455	$232,152	$2,635	$0	$0	$0	$0	$0	$0	$0	$0	$748,551
Intensive Outpatient Payments by the Claims Processing Sy	$53,173	$81,920	$79,343	$214,436	$80,143	$89,261	$73,179	$81,404	$70,613	$61,424	$79,677	$59,116	$79,819	$100,519	$92,149	$79,764	$947,067	$74,707	$74,647	$70,173	$16,428	$11,840	$7,992	$11,590	$13,692	$16,224	$12,047	$12,432	$15,022	$336,794
Partial Hospitalization Payments by the Claims Processing	$2,750	$6,122	$4,106	$12,978	$2,576	$5,152	$3,722	$184	$2,101	$6,760	$13,790	$15,098	$57,032	$63,977	$63,963	$77,479	$311,834	$43,645	$72,894	$95,424	$785	$1,299	$959	$282	$113	$1,523	$1,692	$1,749	$7,039	$227,404
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$12,684	$15,710	$9,374	$37,768	$13,523	$14,330	$13,783	$11,732	$13,308	$11,441	$13,916	$14,594	$15,482	$11,339	$15,357	$16,955	$165,761	$18,993	$13,045	$10,517	$11,507	$11,136	$6,847	$6,976	$9,325	$13,202	$13,115	$13,197	$10,029	$137,890
Twenty-Three Hour Payments by the Claims Processing Sy	$0	$1,732	$12,228	$13,960	$3,558	$6,274	$8,479	$616	$828	$3,600	$371	$1,351	$4,829	$3,200	$8,574	$299	$41,979	$233	$190	$451	$1,161	$1,065	$1,314	$800	$160	$3,644	$0	$3,447	$1,543	$14,009
CMHA Capitation Payments	$313,648	$331,291	$302,878	$947,818	$316,784	$317,085	$320,147	$319,690	$322,053	$322,020	$319,958	$326,766	$315,958	$327,487	$315,166	$325,099	$3,848,213	$318,568	$310,272	$323,633	$319,621	$315,027	$321,975	$320,295	$323,059	$329,484	$328,842	$331,942	$331,278	$3,873,995
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance A	$2,400,055	$2,465,445	$2,523,534	$7,389,034	$2,403,671	$2,370,881	$2,474,297	$3,104,597	$3,205,906	$3,183,674	$3,235,072	$3,189,338	$3,297,381	$3,434,440	$3,437,453	$3,318,377	$36,655,087	$3,219,059	$2,958,900	$3,245,344	$3,318,808	$2,939,525	$2,242,947	$2,099,301	$2,151,696	$2,244,745	$2,299,368	$2,236,270	$2,194,731	$31,150,693
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																														
Recoveries not Reflected in Claims Payments				$0													$0													$0
Total Payments	$38,204,043	$40,466,131	$40,048,438	$118,718,613	$39,743,776	$42,261,320	$40,428,570	$43,573,341	$40,120,709	$40,684,335	$45,464,667	$43,356,192	$42,786,542	$43,567,252	$43,155,381	$42,278,848	$507,420,933	$44,900,065	$43,132,896	$41,830,479	$40,419,202	$40,117,407	$39,277,810	$39,602,171	$40,266,738	$43,529,048	$41,619,006	$41,336,832	$41,932,427	$497,964,082
UB92 IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Professional IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
LTC IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Total IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Payments and Remaining IBNR	$38,204,043	$40,466,131	$40,048,438	$118,718,613	$39,743,776	$42,261,320	$40,428,570	$43,573,341	$40,120,709	$40,684,335	$45,464,667	$43,356,192	$42,786,542	$43,567,252	$43,155,381	$42,278,848	$507,420,933	$44,900,065	$43,132,896	$41,830,479	$40,419,202	$40,117,407	$39,277,810	$39,602,171	$40,266,738	$43,529,048	$41,619,006	$41,336,832	$41,932,427	$497,964,082
Medical Loss Ratio, Gross Premium	78.07%	82.86%	83.62%	81.50%	82.83%	87.63%	83.44%	89.55%	82.70%	83.73%	93.70%	89.30%	88.03%	93.28%	92.79%	91.14%	88.14%	91.84%	88.09%	85.33%	81.85%	80.59%	78.81%	80.22%	80.57%	86.38%	82.15%	81.51%	82.28%	83.28%
Medical Loss Ratio, Net Premium	79.66%	84.55%	85.32%	83.16%	84.52%	89.42%	85.14%	91.38%	84.38%	85.44%	95.61%	91.12%	89.83%	95.18%	94.68%	93.00%	89.94%	93.72%	89.89%	87.07%	83.52%	82.23%	80.42%	81.86%	82.22%	88.14%	83.82%	83.18%	83.96%	84.98%
Per Member Expense	$204.94	$217.52	$218.99	$213.78	$216.91	$229.24	$218.05	$234.11	$215.32	$218.36	$244.38	$232.37	$228.45	$232.85	$231.81	$227.50	$227.46	$242.59	$233.23	$226.05	$217.28	$214.44	$209.64	$212.05	$213.97	$228.93	$216.95	$214.31	$215.61	$220.35
Premium Tax Paid (Quarterly)	-	-	-	-	-	2,291,637	-	-	2,542,392	-	-	2,651,693	-	-	2,450,920	-	9,936,643	-	2,864,035	-	-	3,794,315	-	-	2,845,665	-	-	2,573,881	-	12,077,896

Medical Loss Ratio Report - Total
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month	2009 Incurred Month						2010 Incurred Month						For the Year Ended 6/30/2010	2010 Incurred Month						2011 Incurred Month						For the Year Ended 6/30/2011
	July	August	September	October	November	December	January	February	March	April	May	June		July	August	September	October	November	December	January	February	March	April	May	June	
Enrollment	193,482	192,406	190,840	191,203	191,550	192,027	195,125	195,762	196,847	197,539	197,961	199,076	2,333,818	198,527	200,355	201,773	202,366	202,373	202,248	202,354	202,349	202,604	202,721	203,164	202,971	2,423,806
Capitation Revenue	$56,699,901	$55,549,745	$54,620,650	$54,560,133	$54,479,940	$54,529,104	$55,746,440	$55,628,096	$72,851,170	$72,953,405	$73,229,500	$73,823,709	$734,671,792	$72,999,675	$73,531,537	$73,867,382	$74,314,550	$74,571,774	$74,627,513	$75,169,547	$75,122,092	$75,395,925	$75,735,162	$75,890,067	$76,139,130	$897,364,354
Premium Tax	$3,118,495	$3,055,236	$3,004,136	$3,000,807	$2,996,397	$2,999,101	$3,066,054	$3,059,545	$4,006,814	$4,012,437	$4,027,622	$4,060,304	$40,406,949	$4,014,982	$4,044,235	$4,062,706	$4,087,300	$4,101,448	$4,104,513	$4,134,325	$4,131,715	$4,146,776	$4,165,434	$4,173,954	$4,187,652	$49,355,039
Capitation Revenue Net of Premium Tax	$53,581,407	$52,494,509	$51,616,514	$51,559,325	$51,483,543	$51,530,003	$52,680,386	$52,568,551	$68,844,356	$68,940,968	$69,201,877	$69,763,405	$694,264,843	$68,984,692	$69,487,303	$69,804,676	$70,227,250	$70,470,326	$70,523,000	$71,035,222	$70,990,377	$71,249,149	$71,569,728	$71,716,113	$71,951,477	$848,009,315
Payments for Covered Services for the Month																										
Medical Services																										
CMS 1450/UB 92 Payments by the Claims Processing Syst																										
Inpatient - Maternity	$1,560,602	$1,515,402	$1,667,217	$1,621,976	$1,517,980	$1,826,872	$1,465,533	$1,431,896	$1,469,689	$1,396,948	$1,482,992	$1,378,431	$18,335,537	$1,556,454	$1,603,798	$1,677,210	$1,797,802	$1,547,181	$1,714,003	$1,604,042	$1,619,448	$1,619,991	$1,327,217	$1,429,571	$1,539,434	$19,036,153
Inpatient - Newborn	$3,307,524	$2,463,649	$2,549,520	$2,760,970	$2,538,775	$2,575,014	$2,699,604	$1,990,636	$2,655,518	$2,360,831	$2,216,959	$2,634,452	$30,753,451	$3,410,947	$3,213,783	$2,517,349	$3,391,323	$2,602,468	$2,734,686	$3,393,963	$2,180,207	$3,718,790	$3,446,815	$3,359,827	$2,257,558	$36,227,716
Inpatient -Medical	$5,462,594	$3,723,045	$4,707,991	$5,271,086	$4,892,761	$3,663,691	$3,168,453	$2,952,448	$3,323,319	$2,868,892	$2,584,378	$3,156,579	$45,775,238	$3,038,721	$3,051,944	$2,869,510	$2,706,557	$2,820,560	$3,823,629	$3,954,584	$2,991,336	$3,152,174	$3,674,193	$3,135,495	$3,275,914	$38,494,619
Inpatient - Surgery	$3,176,779	$3,209,453	$2,952,515	$2,868,838	$2,341,939	$2,375,603	$4,641,001	$4,084,903	$3,724,851	$3,569,617	$2,813,324	$3,865,581	$39,624,404	$4,146,689	$5,538,512	$3,812,022	$3,344,616	$2,917,331	$3,101,300	$4,370,941	$3,073,846	$4,434,563	$3,462,246	$4,191,850	$4,530,316	$46,924,233
Inpatient Other	$135,793	$100,273	$72,847	$76,790	$71,331	$152,481	$1,815,419	$1,448,327	$2,191,433	$935,864	$977,846	$1,031,521	$9,009,924	$1,345,897	$499,299	$256,214	$447,242	$254,049	$216,356	$235,245	$458,366	$315,104	$419,807	$152,904	$225,913	$4,826,398
Outpatient - Emergency Room	$2,476,312	$2,898,383	$3,390,927	$2,855,388	$1,924,285	$1,903,740	$1,925,206	$1,746,282	$2,147,360	$2,066,619	$2,196,994	$2,077,804	$27,609,299	$2,061,744	$2,099,522	$2,043,322	$2,064,224	$2,121,785	$2,051,272	$2,318,282	$2,116,544	$2,171,636	$2,156,058	$2,272,881	$2,096,635	$25,573,904
Outpatient - Laboratory	$463,317	$490,700	$532,608	$434,896	$449,000	$466,683	$456,508	$438,523	$514,992	$465,574	$417,570	$462,236	$5,592,605	$435,457	$503,809	$475,343	$466,680	$488,637	$490,380	$536,211	$518,936	$556,799	$498,459	$504,378	$482,529	$5,957,619
Outpatient - Radiology	$1,307,418	$1,275,164	$1,184,031	$1,095,935	$957,051	$1,024,463	$988,652	$930,133	$1,196,547	$1,194,802	$1,051,738	$1,060,174	$13,266,107	$1,082,574	$1,177,157	$1,195,550	$1,198,104	$1,256,564	$1,051,899	$989,363	$1,003,242	$1,211,327	$1,115,319	$1,132,380	$1,109,825	$13,523,302
Outpatient - Surgery	$1,777,229	$1,886,244	$1,770,087	$1,921,149	$1,533,264	$1,681,165	$1,659,521	$1,676,805	$2,194,461	$2,029,236	$1,845,421	$2,015,178	$21,989,760	$1,968,071	$2,128,305	$1,941,244	$1,896,764	$1,810,226	$1,750,737	$1,620,013	$1,822,590	$2,110,025	$2,107,327	$1,925,430	$2,151,270	$23,232,002
Outpatient - Other	$745,393	$767,317	$808,721	$812,273	$750,208	$831,468	$761,135	$773,304	$941,728	$923,407	$906,792	$881,563	$9,903,309	$774,315	$909,976	$909,043	$981,713	$882,810	$860,778	$812,581	$822,282	$978,913	$985,467	$965,534	$953,909	$10,837,320
Hospice	$789,864	$757,969	$720,026	$751,273	$685,954	$707,040	$651,676	$594,343	$669,651	$657,593	$723,595	$806,195	$8,515,180	$772,052	$781,818	$787,931	$785,941	$702,097	$806,115	$791,413	$743,746	$822,335	$802,230	$881,180	$844,822	$9,521,680
Long-Term Care Payments																										
Level I Facility	$0	$600	$0	$0	$0	$0	$1,050	$1,050	$10,578,336	$10,247,207	$10,726,505	$10,293,262	$41,848,011	$11,554,870	$11,675,209	$11,398,700	$11,895,247	$11,492,694	$11,820,856	$11,693,263	$10,227,293	$11,492,161	$11,129,305	$11,564,233	$11,226,873	$137,170,703
Level II Facility	$48,800	$70,500	$60,125	$70,625	$78,250	$29,075	$38,875	$47,125	$1,342,992	$1,429,348	$1,512,914	$1,404,725	$6,133,353	$1,545,276	$1,561,454	$1,414,465	$1,395,976	$1,402,204	$1,404,513	$1,358,520	$1,235,457	$1,402,903	$1,385,024	$1,418,550	$1,332,147	$16,856,490
Home and Community Based Services	$0	$0	$0	$0	$0	$0	$0	$0	$875,643	$936,151	$1,016,354	$1,135,562	$3,963,710	$1,261,245	$1,358,969	$1,378,451	$1,432,404	$1,591,368	$1,748,178	$1,700,120	$1,713,273	$2,006,504	$1,984,057	$2,132,108	$2,156,903	$20,463,581
CMS 1500 Payments by the Claims Processing System																										
Prof - E&M	$8,942,489	$8,878,451	$8,964,203	$8,766,859	$8,102,140	$8,085,264	$7,844,180	$7,782,927	$9,279,716	$8,672,764	$7,600,390	$8,204,640	$101,124,023	$8,083,324	$8,718,289	$8,832,080	$8,410,542	$8,567,200	$7,846,251	$8,066,841	$8,624,869	$9,207,655	$8,396,326	$8,548,273	$8,233,178	$101,534,826
Prof - Home Health	$2,595,493	$2,589,985	$2,515,759	$2,509,782	$2,382,045	$2,417,790	$2,494,783	$2,358,076	$2,789,391	$2,711,381	$2,675,955	$2,652,655	$30,693,094	$2,610,216	$2,584,307	$2,458,403	$2,448,016	$2,424,111	$2,460,932	$2,341,074	$2,129,466	$2,374,265	$2,244,722	$2,279,505	$2,158,643	$28,513,661
Prof - Maternity	$1,231,690	$1,157,578	$1,218,114	$1,209,007	$1,080,879	$1,209,689	$1,168,695	$1,152,416	$1,278,097	$1,127,178	$1,114,874	$1,056,506	$14,004,724	$1,244,500	$1,271,432	$1,233,743	$1,175,187	$1,186,260	$1,203,258	$1,142,271	$1,111,206	$1,185,283	$1,146,151	$1,143,018	$1,263,912	$14,306,222
Prof - Surgery	$890,299	$768,577	$756,625	$708,804	$641,907	$578,857	$630,171	$594,054	$781,351	$684,181	$617,013	$700,041	$8,351,878	$682,572	$731,861	$716,252	$719,960	$661,608	$655,432	$750,932	$655,921	$724,407	$791,476	$818,402	$848,473	$8,757,296
Prof - DME	$396,009	$472,209	$379,545	$366,027	$400,024	$411,384	$379,531	$361,083	$439,000	$413,224	$388,164	$422,011	$4,828,211	$376,053	$456,153	$385,488	$469,754	$428,411	$483,349	$435,126	$347,514	$431,088	$434,697	$446,033	$463,128	$5,156,793
Prof - Lab	$915,912	$957,578	$994,723	$973,711	$828,023	$826,226	$817,317	$831,886	$1,000,109	$875,227	$734,768	$791,185	$10,546,666	$744,550	$845,748	$848,529	$766,393	$743,277	$717,484	$812,092	$848,540	$888,834	$748,113	$768,527	$782,786	$9,514,875
Prof - Radiology	$1,009,669	$959,272	$993,906	$972,256	$928,555	$942,464	$913,891	$895,539	$1,076,260	$1,008,217	$891,091	$967,491	$11,558,611	$945,865	$1,013,733	$990,253	$929,429	$923,313	$844,094	$870,123	$846,174	$1,018,764	$932,663	$944,724	$922,653	$11,181,789
Prof - Transportation	$248,179	$272,643	$287,645	$277,275	$248,376	$260,580	$276,945	$241,417	$277,911	$278,565	$276,382	$294,210	$3,240,127	$294,469	$308,937	$292,387	$299,690	$265,994	$294,988	$324,319	$275,553	$320,155	$316,400	$311,234	$293,563	$3,597,688
Prof - Other	$1,908,455	$2,015,188	$2,196,014	$2,152,908	$1,934,019	$1,849,429	$1,846,648	$1,760,634	$2,077,276	$1,938,713	$1,840,181	$1,926,192	$23,445,658	$1,942,188	$2,162,796	$2,100,372	$2,179,244	$2,064,399	$1,905,697	$2,017,666	$1,961,805	$2,194,463	$2,031,692	$2,046,340	$1,992,225	$24,598,887
Capitation Payments	$982,054	$975,273	$921,450	$1,152,336	$1,138,539	$1,133,058	$1,298,380	$1,331,642	$1,316,149	$1,347,689	$1,376,480	$1,363,478	$14,336,529	$1,410,113	$1,032,459	$1,401,273	$1,371,562	$1,416,489	$1,415,717	$1,315,543	$1,388,084	$1,476,705	$1,429,700	$1,427,337	$1,410,641	$16,495,623
Subcontractor Payments for Medical Services	$174,750	$218,399	$2,688	$3,032	$150,464	$146,422	$155,032	$151,097	$198,262	$173,387	$119,270	$143,999	$1,636,803	$193,525	$232,637	$184,060	$185,734	$169,172	$145,165	$171,898	$157,781	$214,820	$176,223	$150,339	$155,909	$2,137,264
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Behavioral Health																										
Inpatient Payments by the Claims Processing System	$663,110	$620,677	$536,335	$629,646	$878,688	$759,154	$1,053,921	$933,253	$953,647	$797,674	$892,449	$808,407	$9,526,959	$1,149,429	$1,049,321	$1,046,078	$1,145,573	$1,032,555	$956,996	$1,111,204	$1,092,175	$1,261,778	$1,344,773	$1,304,728	$1,344,156	$13,838,766
Outpatient Payments by the Claims Processing System	$1,094,436	$1,135,297	$1,166,656	$1,179,829	$1,083,445	$1,138,296	$1,133,506	$1,129,862	$1,118,893	$1,142,266	$1,011,848	$1,017,133	$13,351,466	$918,713	$1,137,316	$1,194,593	$1,156,192	$1,188,298	$1,048,883	$1,082,071	$1,095,245	$1,267,601	$1,209,736	$1,149,147	$1,081,669	$13,529,465
Supported Housing Payments by the Claims Processing Sys	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$9,750	$0	$0	$0	$0	$0	$0	$0	$0	$9,750
Intensive Outpatient Payments by the Claims Processing Sy	$15,540	$19,541	$21,544	$22,193	$12,743	$17,682	$14,860	$18,815	$11,716	$7,010	$9,466	$4,969	$176,079	$4,748	$7,131	$10,508	$10,064	$11,115	$9,028	$6,946	$9,176	$5,397	$5,106	$6,290	$3,670	$89,179
Partial Hospitalization Payments by the Claims Processing	$6,900	$6,302	$3,554	$1,830	$460	$1,840	$2,990	$5,520	$5,365	$7,820	$690	$0	$43,271	$0	$0	$0	$2,370	$2,605	$2,135	$610	$915	$4,665	$5,800	$1,380	$818	$21,298
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Transportation Payments by the Claims Processing System	$12,074	$14,101	$11,841	$7,066	$9,963	$12,576	$11,684	$8,177	$9,908	$13,224	$13,293	$10,666	$134,573	$10,097	$11,180	$6,555	$10,606	$8,687	$12,136	$11,760	$9,647	$12,331	$12,565	$15,988	$12,779	$134,331
Twenty-Three Hour Payments by the Claims Processing Sy	$1,422	$1,111	$328	$2,930	$317	$160	$220	$965	$990	$0	$2,882	$433	$11,757	$330	$137	$182	$450	$1,382	$165	$348	$82	$997	$491	$843	$543	$5,951
CMHA Capitation Payments	$331,357	$323,447	$331,605	$327,513	$327,926	$328,829	$327,172	$348,813	$330,384	$347,693	$341,045	$340,543	$4,006,327	$340,890	$337,869	$354,517	$347,346	$348,376	$348,516	$338,991	$353,479	$347,348	$343,752	$347,943	$354,610	$4,163,637
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Subcontractor Payments for Mental Health and Substance A	$1,114,892	$1,126,965	$1,111,538	$1,117,009	$1,134,963	$1,133,493	$1,156,100	$1,156,357	$1,246,511	$1,229,594	$1,213,527	$1,185,838	$13,926,787	$1,135,957	$1,218,889	$1,271,569	$1,275,920	$1,292,220	$1,260,020	$1,282,611	$1,314,823	$1,384,337	$1,344,096	$1,376,230	$1,306,248	$15,462,920
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Less:																										
Recoveries not Reflected in Claims Payments													$0													$0
Total Payments	$43,786,354	$41,671,292	$42,830,686	$42,921,210	$39,024,276	$38,490,487	$41,798,658	$39,178,308	$58,017,453	$53,857,896	$51,593,151	$54,093,659	$547,263,431	$57,041,853	$59,223,752	$56,003,195	$56,718,378	$54,625,447	$55,184,946	$57,460,969	$52,749,023	$60,314,118	$57,408,005	$58,152,606	$56,813,648	$681,695,939
UB92 IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$12	$33	$528	$280	$852	$0	$0	$0	$0	$0	$0	$8,160	$8,580	$183	$25,408	$19,994	$29,682	$92,007
Professional IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$12	$33	$528	$280	$852	$0	$0	$0	$0	$0	$0	$8,160	$8,580	$53,997	$25,366	$42,945	$40,988	$180,036
LTC IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$547	$3,860	$5,795	$10,202
Total IBNR	$0	$0	$0	$0	$0	$0	$0	$0	$23	$66	$1,055	$559	$1,704	$0	$0	$0	$0	$0	$0	$16,320	$17,160	$54,180	$51,321	$66,799	$76,465	$282,245
Payments and Remaining IBNR	$43,786,354	$41,671,292	$42,830,686	$42,921,210	$39,024,276	$38,490,487	$41,798,658	$39,178,308	$58,017,477	$53,857,963	$51,594,206	$54,094,218	$547,265,134	$57,041,853	$59,223,752	$56,003,195	$56,718,378	$54,625,447	$55,184,946	$57,477,289	$52,766,183	$60,368,298	$57,459,327	$58,219,406	$56,890,112	$681,978,184
Medical Loss Ratio, Gross Premium	77.22%	75.02%	78.41%	78.67%	71.63%	70.59%	74.98%	70.43%	79.64%	73.83%	70.46%	73.27%	74.49%	78.14%	80.54%	75.82%	76.32%	73.25%	73.95%	76.46%	70.24%	80.07%	75.87%	76.72%	74.72%	76.00%
Medical Loss Ratio, Net Premium	81.72%	79.38%	82.98%	83.25%	75.80%	74.70%	79.34%	74.53%	84.27%	78.12%	74.56%	77.54%	78.83%	82.69%	85.23%	80.23%	80.76%	77.52%	78.25%	80.91%	74.33%	84.73%	80.28%	81.18%	79.07%	80.42%
Per Member Expense	$226.31	$216.58	$224.43	$224.48	$203.73	$200.44	$214.21	$200.13	$294.73	$272.65	$260.63	$271.73	$234.49	$287.32	$295.59	$277.56	$280.28	$269.92	$272.86	$284.04	$260.77	$297.96	$283.44	$286.56	$280.29	$281.37
Premium Tax Paid (Quarterly)	-	2,926,433	-	-	8,850,835	-	-	8,257,072	-	-	9,074,913	-	29,109,253	-	15,097,357	-	-	12,641,955	-	-	16,817,202	-	-	8,447,437	-	53,003,952

Medical Loss Ratio Report - Total
Grand Region

MCO

AMERIGROUP, Tennessee, Inc.

Reporting Month	2011 Incurred Month						2012 Incurred Month						For the Year Ended 6/30/2012	2012 Incurred Month						2013 Incurred Month						For the Year Ended 6/30/2013
	July	August	September	October	November	December	January	February	March	April	May	June		July	August	September	October	November	December	January	February	March	April	May	June	
Enrollment	201,241	201,941	202,807	203,364	202,758	202,379	201,946	201,917	201,460	201,509	201,167	200,955	2,423,444	199,331	200,415	201,473	200,677	199,475	195,807							1,197,176
Capitation Revenue	$70,454,322	$71,046,376	$71,361,339	$71,780,345	$71,813,675	$71,813,681	$71,137,680	$71,449,170	$71,539,468	$71,560,765	$71,552,921	$71,561,248	$857,070,989	$70,285,252	$70,241,283	$70,228,704	$69,875,574	$69,506,598	$68,283,196							$418,420,607
Premium Tax	$3,874,988	$3,907,551	$3,924,874	$3,947,919	$3,949,752	$3,949,752	$3,912,572	$3,929,704	$3,934,671	$3,935,842	$3,935,411	$3,935,869	$47,138,904	$3,865,689	$3,863,271	$3,862,579	$3,843,157	$3,822,863	$3,755,576							$23,013,133
Capitation Revenue Net of Premium Tax	$66,579,334	$67,138,826	$67,436,465	$67,832,426	$67,863,923	$67,863,928	$67,225,107	$67,519,465	$67,604,797	$67,624,923	$67,617,510	$67,625,379	$809,932,084	$66,419,563	$66,378,012	$66,366,125	$66,032,417	$65,683,735	$64,527,620							$395,407,473
Payments for Covered Services for the Month																										
Medical Services																										
CMS 1450/UB 92 Payments by the Claims Processing Syst																										
Inpatient - Maternity	$1,622,775	$1,752,285	$1,637,395	$1,462,366	$1,547,768	$1,661,848	$1,548,929	$1,589,888	$1,618,103	$1,582,855	$1,631,486	$1,484,072	$19,139,770	$1,940,113	$1,668,616	$1,719,759	$1,824,629	$1,657,052	$662,429							$9,472,598
Inpatient - Newborn	$2,337,284	$3,115,518	$2,595,319	$2,999,352	$3,075,040	$2,472,456	$3,826,191	$2,468,505	$3,097,442	$2,335,055	$2,413,263	$3,033,643	$33,769,066	$3,439,007	$2,365,915	$2,369,979	$2,340,061	$1,263,290	$229,654							$12,007,906
Inpatient -Medical	$2,683,835	$3,387,927	$3,069,678	$2,910,140	$3,086,774	$3,366,893	$4,328,159	$3,566,720	$3,718,939	$3,370,947	$3,093,866	$2,940,433	$39,524,312	$2,611,220	$3,068,512	$2,594,995	$2,685,313	$2,445,915	$782,399							$14,188,353
Inpatient - Surgery	$3,340,912	$3,343,626	$3,817,680	$3,469,449	$3,706,724	$4,238,904	$4,497,226	$4,594,516	$5,062,596	$5,126,798	$4,128,272	$5,057,096	$50,383,798	$3,306,392	$3,776,683	$2,666,512	$2,994,559	$2,326,796	$715,270							$15,786,212
Inpatient Other	$226,839	$188,223	$236,495	$366,734	$146,932	$271,013	$209,016	$157,556	$158,043	$163,805	$195,455	$291,477	$2,611,586	$205,088	$204,425	$195,976	$223,700	$143,390	$12,615							$985,193
Outpatient - Emergency Room	$2,153,727	$2,233,051	$2,173,120	$2,139,751	$2,035,442	$2,005,662	$2,182,312	$2,527,855	$2,786,206	$2,700,196	$2,757,012	$2,615,576	$28,309,910	$2,673,340	$2,899,782	$2,835,952	$2,788,063	$2,317,424	$1,434,784							$14,949,344
Outpatient - Laboratory	$439,304	$529,544	$486,077	$485,703	$485,433	$418,301	$460,903	$378,308	$395,308	$368,100	$367,454	$326,701	$5,141,135	$343,831	$375,193	$315,261	$362,127	$326,459	$198,946							$1,921,817
Outpatient - Radiology	$972,097	$1,152,158	$1,147,379	$1,092,577	$1,039,481	$941,392	$1,075,563	$1,030,285	$1,028,901	$1,073,754	$1,066,724	$931,751	$12,552,063	$993,138	$1,091,013	$994,316	$1,077,660	$891,447	$414,297							$5,461,871
Outpatient - Surgery	$1,847,763	$2,250,112	$1,974,717	$1,897,772	$1,978,527	$1,782,533	$2,245,670	$2,285,954	$2,273,765	$2,367,024	$2,341,043	$2,231,110	$25,475,990	$2,437,371	$2,580,753	$2,007,437	$2,422,359	$2,155,813	$938,289							$12,542,022
Outpatient - Other	$998,157	$1,101,386	$1,303,117	$1,344,033	$1,281,125	$1,287,417	$1,376,826	$1,370,113	$1,394,422	$1,378,028	$1,474,912	$1,412,591	$15,722,128	$1,390,292	$1,501,861	$1,405,717	$2,235,045	$2,133,024	$766,177							$9,432,116
Hospice	$892,843	$862,196	$826,733	$814,872	$774,155	$783,177	$701,597	$756,449	$850,484	$757,458	$805,777	$794,003	$9,619,744	$850,709	$829,373	$820,590	$833,481	$657,383	$0							$3,991,536
Long-Term Care Payments																										
Level I Facility	$11,680,396	$11,916,823	$11,354,220	$11,672,457	$11,161,710	$11,608,308	$11,247,802	$10,380,302	$11,331,698	$10,865,961	$11,512,867	$11,136,355	$135,868,900	$12,565,034	$12,535,642	$12,184,899	$12,474,340	$11,295,742	$1,648,079							$62,703,736
Level II Facility	$1,386,150	$1,338,123	$1,246,548	$1,362,931	$1,410,984	$1,408,103	$1,339,722	$1,244,820	$1,397,162	$1,364,376	$1,362,560	$1,239,977	$16,101,455	$1,209,687	$1,007,040	$794,594	$683,210	$591,605	$78,574							$4,364,711
Home and Community Based Services	$2,186,393	$2,497,558	$2,475,586	$2,648,584	$2,719,490	$2,832,931	$2,861,604	$2,878,505	$3,120,395	$3,085,365	$3,371,173	$3,235,612	$33,913,195	$3,257,726	$3,469,839	$3,210,375	$3,475,276	$2,925,016	$730,945							$17,069,177
CMS 1500 Payments by the Claims Processing System																										
Prof - E&M	$7,557,290	$9,233,892	$8,376,461	$8,303,979	$8,233,686	$7,730,624	$8,862,705	$8,772,601	$9,032,346	$8,556,275	$8,819,267	$7,994,849	$101,473,974	$7,693,126	$8,622,125	$7,488,774	$8,239,883	$7,471,757	$3,954,155							$43,469,820
Prof - Home Health	$2,048,320	$2,051,985	$1,945,062	$1,958,641	$1,984,654	$1,986,484	$1,854,464	$1,746,515	$1,864,001	$1,790,221	$1,822,617	$1,732,082	$22,785,048	$1,783,598	$1,798,093	$1,608,582	$1,714,311	$1,439,217	$213,050							$8,556,851
Prof - Maternity	$1,188,573	$1,366,842	$1,268,359	$1,154,310	$1,215,819	$1,279,619	$1,283,035	$1,349,306	$1,420,180	$1,333,033	$1,337,574	$1,283,565	$15,480,217	$1,467,467	$1,431,022	$1,315,918	$1,348,086	$1,253,799	$604,991							$7,421,283
Prof - Surgery	$713,017	$834,475	$803,490	$697,699	$676,766	$643,023	$797,572	$732,548	$755,785	$866,670	$826,930	$757,857	$9,105,833	$808,600	$796,433	$705,454	$754,930	$702,501	$329,296							$4,097,214
Prof - DME	$448,441	$428,824	$427,602	$485,226	$488,839	$546,419	$503,832	$541,069	$497,791	$573,866	$542,588	$558,443	$6,042,941	$495,517	$508,256	$449,025	$524,510	$469,761	$218,164							$2,665,233
Prof - Lab	$667,237	$830,801	$743,486	$678,178	$733,428	$701,691	$820,070	$829,663	$850,148	$830,756	$911,875	$859,720	$9,457,053	$854,138	$977,347	$785,356	$884,902	$808,597	$490,783							$4,801,122
Prof - Radiology	$791,400	$946,885	$927,264	$914,991	$892,357	$851,922	$928,439	$966,717	$948,576	$950,843	$949,440	$887,840	$10,956,674	$870,288	$952,707	$848,645	$946,008	$803,755	$439,685							$4,861,088
Prof - Transportation	$305,657	$282,320	$298,561	$280,955	$259,099	$248,688	$288,328	$268,040	$287,098	$295,309	$311,833	$306,849	$3,432,738	$287,051	$293,678	$248,339	$262,269	$218,611	$105,265							$1,415,212
Prof - Other	$1,930,513	$2,277,307	$2,126,867	$2,120,973	$2,014,578	$1,937,048	$2,111,222	$2,066,673	$2,194,597	$2,168,529	$2,263,709	$2,044,407	$25,256,422	$2,116,540	$2,339,811	$2,113,761	$2,326,258	$2,030,448	$961,459							$11,888,277
Capitation Payments	$1,404,222	$1,427,557	$1,403,625	$1,391,077	$1,479,697	$1,370,833	$1,284,058	$1,289,257	$1,299,669	$1,257,489	$1,308,353	$1,326,053	$16,241,891	$1,291,383	$1,350,568	$1,338,309	$1,371,765	$1,379,356	$1,373,394							$8,104,774
Subcontractor Payments for Medical Services	$207,076	$255,891	$186,157	$207,223	$209,268	$189,384	$211,620	$231,329	$228,804	$199,549	$177,311	$171,211	$2,474,824	$257,369	$262,714	$216,224	$234,297	$180,961	$114,101							$1,265,666
Other Medical (provide description)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0							$0
Behavioral Health																										
Inpatient Payments by the Claims Processing System	$1,309,583	$1,390,404	$1,158,501	$1,181,472	$1,203,864	$1,026,381	$1,351,598	$1,232,180	$1,248,306	$1,145,682	$1,296,475	$1,110,796	$14,655,242	$1,169,843	$1,262,096	$1,048,861	$1,054,328	$740,611	$182,638							$5,458,376
Outpatient Payments by the Claims Processing System	$1,015,283	$1,230,592	$1,275,269	$1,237,729	$1,230,568	$1,101,006	$1,302,783	$1,337,993	$1,383,894	$1,310,086	$1,390,626	$1,152,819	$14,968,649	$1,165,749	$1,362,492	$1,240,218	$1,341,137	$1,229,087	$761,116							$7,099,799
Supported Housing Payments by the Claims Processing Sys	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0							$0
Intensive Outpatient Payments by the Claims Processing Sy	$4,133	$7,010	$4,884	$5,559	$3,098	$11,396	$9,768	$7,770	$5,624	$10,138	$9,694	$5,402	$84,476	$3,996	$5,402	$7,918	$8,066	$5,698	$0							$31,080
Partial Hospitalization Payments by the Claims Processing	$4,499	$8,820	$15,345	$6,287	$5,702	$5,963	$21,143	$8,623	$5,452	$3,489	$3,899	$5,392	$94,614	$2,183	$7,332	$9,832	$11,847	$4,848	$1,610							$37,652
In Home Payments by the Claims Processing System	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0							$0
Transportation Payments by the Claims Processing System	$14,706	$12,197	$13,154	$17,854	$14,606	$15,573	$15,531	$16,013	$19,366	$13,941	$16,890	$14,730	$184,561	$17,738	$12,882	$14,816	$11,175	$12,105	$6,545							$75,261
Twenty-Three Hour Payments by the Claims Processing Sy	$247	$0	$697	$1,015	$1,232	$1,239	$615	$165	$82	$932	$0	$450	$6,674	$93	$568	$165	$480	$79	$82							$1,466
CMHA Capitation Payments	$337,898	$355,022	$345,043	$347,901	$354,748	$342,066	$347,039	$354,286	$347,621	$346,607	$346,097	$341,544	$4,165,871	$346,450	$347,510	$343,650	$353,056	$323,249	$326,497							$2,040,413
Other Capitation Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0							$0
Grant Payments	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0							$0
Non-FFS Inpatient	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0							$0
Subcontractor Payments for Mental Health and Substance A	$1,202,154	$1,306,491	$999,469	$988,750	$996,288	$992,846	$1,013,420	$1,031,843	$1,037,885	$1,009,876	$1,026,924	$933,843	$12,539,789	$913,846	$975,779	$1,002,409	$152,200	$145,325	$0							$3,189,559
Crisis Services Team Pass Through	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0							$0
Less:																										
Recoveries not Reflected in Claims Payments													$0													$0
Total Payments	$53,918,723	$59,915,845	$56,663,364	$56,646,543	$56,447,883	$56,061,145	$60,908,762	$58,012,364	$61,660,688	$59,203,013	$59,883,966	$58,218,249	$697,540,543	$58,767,920	$60,681,463	$54,902,615	$57,959,328	$50,350,121	$18,695,290							$301,356,737
UB92 IBNR	$304,458	$22,571	$20,712	$29,876	$37,665	$87,253	$124,886	$106,908	$123,396	$499,756	$515,841	$670,310	$2,543,632	$231,491	$1,230,526	$1,150,018	$3,626,525	$5,786,408	$16,799,813							$28,824,780
Professional IBNR	$39,705	$56,475	$55,699	$59,768	$60,455	$64,933	$67,997	$67,738	$36,353	$60,566	$88,937	$119,513	$778,138	$410,238	$452,970	$806,173	$1,670,885	$3,001,024	$12,888,341							$19,229,631
LTC IBNR	$7,134	$8,123	$15,102	$17,427	$24,672	$31,115	$35,804	$37,892	$49,892	$59,000	$76,924	$96,489	$459,575	-$245,928	-$157,522	-$66,281	$258,809	$1,887,596	$15,694,365							$17,371,040
Total IBNR	$351,297	$87,169	$91,513	$107,072	$122,792	$183,301	$228,687	$212,538	$209,641	$619,322	$681,702	$886,311	$3,781,345	$395,802	$1,525,974	$1,889,910	$5,556,220	$10,675,027	$45,382,519							$65,425,451
Payments and Remaining IBNR	$54,270,020	$60,003,014	$56,754,877	$56,753,614	$56,570,676	$56,244,447	$61,137,449	$58,224,901	$61,870,328	$59,822,335	$60,565,667	$59,104,560	$701,321,888	$59,163,722	$62,207,437	$56,792,526	$63,515,548	$61,025,147	$64,077,808							$366,782,188
Medical Loss Ratio, Gross Premium	77.03%	84.46%	79.53%	79.07%	78.77%	78.32%	85.94%	81.49%	86.48%	83.60%	84.64%	82.59%	81.83%	84.18%	88.56%	80.87%	90.90%	87.80%	93.84%							87.66%
Medical Loss Ratio, Net Premium	81.51%	89.37%	84.16%	83.67%	83.36%	82.88%	90.94%	86.23%	91.52%	88.46%	89.57%	87.40%	86.59%	89.08%	93.72%	85.57%	96.19%	92.91%	99.30%							92.76%
Per Member Expense	$269.68	$297.13	$279.85	$279.07	$279.01	$277.92	$302.74	$288.36	$307.11	$296.87	$301.07	$294.12	$289.39	$296.81	$310.39	$281.89	$316.51	$305.93	$327.25							$306.37
Premium Tax Paid (Quarterly)	-	16,646,654	-	-	8,055,771	-	-	13,096,370	-	-	11,249,053	-	49,047,848	-	11,846,175	-	-	-	12,244,444							24,090,618