

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	32,809,093		32,809,093	27,653,760
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....749,852), cash equivalents (\$.....0) and short-term investments (\$.....8,373,596)	9,123,448		9,123,448	23,710,993
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	41,932,541		41,932,541	51,364,753
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	268,799		268,799	180,395
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	4,439,064		4,439,064	2,885,367
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	3,159,837		3,159,837	489,413
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	1,709,322	155,320	1,554,002	1,038,149
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	6,282	3,199	3,083	4,635
21. Furniture and equipment, including health care delivery assets (\$.....0)	491,643	491,643		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$.....0) and other amounts receivable	2,919,081	2,919,081		
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)	54,926,569	3,569,243	51,357,326	55,962,712
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	54,926,569	3,569,243	51,357,326	55,962,712
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. Prepays				
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 Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	12,541,648		12,541,648	16,213,035
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	158,855		158,855	349,410
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	255,814		255,814	1,401,547
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	1,950,063		1,950,063	2,513,155
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	1,249,926		1,249,926	277,366
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	193,183		193,183	120,117
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates	151,664		151,664	343,006
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
20. Reinsurance in unauthorized companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans	300,147		300,147	2,076,808
23. Aggregate write-ins for other liabilities (including \$.....0 current)				
24. Total liabilities (Lines 1 to 23)	16,801,300		16,801,300	23,294,444
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	10	10
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	22,679,858	22,467,719
29. Surplus notes	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds	X X X	X X X		
31. Unassigned funds (surplus)	X X X	X X X	11,876,158	10,200,539
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	34,556,026	32,668,268
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	51,357,326	55,962,712
DETAILS OF WRITE-INS				
2301.				
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)				
2501.	X X X	X X X		
2502.	X X X	X X X		
2503.	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	X X X	334,532	331,396	669,569
2. Net premium income (including \$.....0 non-health premium income)	X X X	83,430,769	69,689,128	148,035,378
3. Change in unearned premium reserves and reserves for rate credits	X X X			
4. Fee-for-service (net of \$.....0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	83,430,769	69,689,128	148,035,378
Hospital and Medical:				
9. Hospital/medical benefits		35,190,983	39,941,133	83,858,995
10. Other professional services		4,160,216	4,469,640	8,596,800
11. Outside referrals				
12. Emergency room and out-of-area		6,327,870	3,718,030	11,867,230
13. Prescription drugs		8,979,025	(127,500)	4,838,796
14. Aggregate write-ins for other hospital and medical		840,812	855,702	1,727,018
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		55,498,906	48,857,005	110,888,839
Less:				
17. Net reinsurance recoveries		522,355	199,226	3,528,811
18. Total hospital and medical (Lines 16 minus 17)		54,976,551	48,657,779	107,360,028
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....2,941,323 cost containment expenses		3,697,228	2,800,117	5,671,259
21. General administrative expenses		13,486,575	11,610,795	24,817,515
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)		72,160,354	63,068,691	137,848,802
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	11,270,415	6,620,437	10,186,576
25. Net investment income earned		236,628	185,086	386,684
26. Net realized capital gains (losses) less capital gains tax of \$.....712		1,322	1,856	4,944
27. Net investment gains or (losses) (Lines 25 plus 26)		237,950	186,942	391,628
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)	X X X	11,508,365	6,807,379	10,578,204
31. Federal and foreign income taxes incurred	X X X	4,071,653	2,413,344	3,771,417
32. Net income (loss) (Lines 30 minus 31)	X X X	7,436,712	4,394,035	6,806,787
DETAILS OF WRITE-INS				
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401. Ancillary, DME, Home Healthcare, Ambulance, Transportation		840,812	855,702	1,727,018
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)		840,812	855,702	1,727,018
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	32,668,268	35,744,811	35,744,811
34. Net income or (loss) from Line 32	7,436,712	4,394,035	6,806,787
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	515,853	(294,627)	(150,567)
39. Change in nonadmitted assets	(1,380,146)	806,129	273,913
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in	212,139	156,739	337,324
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders	(4,896,800)		(10,344,000)
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	1,887,758	5,062,276	(3,076,543)
49. Capital and surplus end of reporting period (Line 33 plus 48)	34,556,026	40,807,087	32,668,268
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31	
Cash from Operations				
1. Premiums collected net of reinsurance	80,731,339	70,276,609	148,565,369	
2. Net investment income	343,459	286,752	608,958	
3. Miscellaneous income				
4. Total (Lines 1 to 3)	81,074,798	70,563,361	149,174,327	
5. Benefit and loss related payments	62,791,125	48,897,991	103,019,538	
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts				
7. Commissions, expenses paid and aggregate write-ins for deductions	19,403,884	15,205,565	27,499,250	
8. Dividends paid to policyholders				
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	3,099,805	2,774,258	4,129,353	
10. Total (Lines 5 through 9)	85,294,814	66,877,814	134,648,141	
11. Net cash from operations (Line 4 minus Line 10)	(4,220,016)	3,685,547	14,526,186	
Cash from Investments				
12. Proceeds from investments sold, matured or repaid:				
12.1 Bonds	5,381,370	4,949,077	11,119,493	
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	34			
12.7 Miscellaneous proceeds				
12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,381,404	4,949,077	11,119,493	
13. Cost of investments acquired (long-term only):				
13.1 Bonds	10,729,938	9,941,322	24,365,290	
13.2 Stocks				
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)	10,729,938	9,941,322	24,365,290	
14. Net increase (or decrease) in contract loans and premium notes				
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(5,348,534)	(4,992,245)	(13,245,797)	
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	4,896,800		10,344,000	
16.6 Other cash provided (applied)	(122,195)	(118,147)	(1,148,205)	
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(5,018,995)	(118,147)	(11,492,205)	
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)	(14,587,545)	(1,424,845)	(10,211,816)	
19. Cash, cash equivalents and short-term investments:				
19.1 Beginning of year	23,710,993	33,922,809	33,922,809	
19.2 End of period (Line 18 plus Line 19.1)	9,123,448	32,497,964	23,710,993	
Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:				
20.0001	Depreciation	98,088	55,242	129,598
20.0002	Non Cash Capital Contribution	212,139	156,739	337,324

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	55,379								55,379	
2. First Quarter	56,073								56,073	
3. Second Quarter	57,050								57,050	
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	334,532								334,532	
Total Member Ambulatory Encounters for Period:										
7. Physician	122,904								122,904	
8. Non-Physician	91,995								91,995	
9. Total	214,899								214,899	
10. Hospital Patient Days Incurred	11,017								11,017	
11. Number of Inpatient Admissions	2,405								2,405	
12. Health Premiums Written (a)	85,458,710								85,458,710	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	85,458,710								85,458,710	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	60,643,055								60,643,055	
18. Amount Incurred for Provision of Health Care Services	55,498,905								55,498,905	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	302,919	57,843	(156,786)	(26,324)	(195,425)	(17,773)
0499999 Subtotals	302,919	57,843	(156,786)	(26,324)	(195,425)	(17,773)
0599999 Unreported claims and other claim reserves						12,559,421
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						12,541,648
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid	11,489,609	48,141,678	1,754,878	10,786,770	13,244,487	15,723,622
8. Other health						
9. Health subtotal (Lines 1 to 8)	11,489,609	48,141,678	1,754,878	10,786,770	13,244,487	15,723,622
10. Healthcare receivables (a)	1,986,560	82,520			1,986,560	596,317
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9 - 10 + 11 + 12)	9,503,049	48,059,158	1,754,878	10,786,770	11,257,927	15,127,305

(a) Excludes \$.....850,000 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual*, version effective March 1, 2012 (NAIC SAP) has been adopted by the state of Ohio subject to any deviations prescribed or permitted by the State of Ohio Insurance Commissioner.

There are no other state permitted practices that differ from the NAIC *Accounting Practices and Procedures Manual* that impact the financial statements or statutory net worth for AMERIGROUP Ohio, Inc.

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

No significant change.

C. Accounting Policy

The Company records premium revenues based on its membership records and premiums rates for each membership category within each county. Premiums are due monthly and are recognized as revenue during the period in which the company is obligated to provide service to members.

In addition, the company uses the following accounting policies:

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds are stated at amortized cost using the scientific method.
- (3) Common stock – None.
- (4) Preferred Stock – None.
- (5) Mortgage loans – None.
- (6) Loan backed securities – None.
- (7) Investment in Subsidiaries, Controlled and Affiliated Companies – None.
- (8) Joint Ventures, Partnerships and Limited Liability Companies – None.
- (9) Derivatives – None.
- (10) Premium deficiency calculation – The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation.
- (11) Unpaid Claims and loss adjustment expenses include an amount determined from individual case estimates and claim reports and an amount, based on past experience, for claims incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, 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 any adjustments are reflected in the period determined.
- (12) Capitalization policy - No change from prior year.
- (13) Pharmaceutical rebates receivable – All pharmaceutical rebate receivables are considered non-admitted due to their collectability beyond 90 days.

2. Accounting Changes and Corrections of Errors

No Significant change.

3. Business Combinations and Goodwill

None.

4. Discontinued Operations

None.

5. Investments

Notes to Financial Statement

- A. Mortgage loans including Mezzanine Real Estate Loans – None.
- B. Debt Restructuring – None.
- C. Reverse Mortgages – None.
- D. Loan-Backed Securities – None.
- E. Repurchase Agreements – None.
- F. Real Estate – None.
- G. Investments in low-income housing tax credits – None.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No significant change.

8. Derivative Instruments

None.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

- A. AMERIGROUP Corporation owns 100% of the outstanding shares of the Company and provides administrative and financial support services to the Company. Intercompany management fees are charged to the Company in accordance with an approved Administrative and Support Services Agreement.
- B. As of June 30, 2012, the Company paid \$4,896,800 in dividends during 2012 to AMERIGROUP Corporation. AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the company. The amount of compensation expense for the quarter ended June 30, 2012 was \$212,139. The company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill The Company for these amounts which are included in the general administrative expenses in the accompanying statement of revenue and expenses.
- C. Management fees charged to the Company were \$5,217,623 and are included in general administrative expenses in the accompanying statutory statements of revenue and expenses.
- D. AMERIGROUP Ohio, Inc. owed the AMERIGROUP Corporation \$151,664 as of June 30, 2012. The amount is the difference between the estimated charges and the actual expenses incurred in the month of June and were paid in July of 2012.
- E. Guarantees or undertakings, written or otherwise - No significant change
- F. Material management or service contracts and cost sharing arrangements - No significant change.
- G. The Company is a wholly owned subsidiary of AMERIGROUP Corporation. AMERIGROUP is a multi-state organization that provides for the delivery of health care services to Medicaid, Medicare and other government-sponsored health care programs for low-income families and individuals, details of which are listed in Schedule Y.
- H. Amount deducted from the value of an upstream intermediate entity or ultimate parent owned - None.
- I. Investment in an SCA entity that exceeds 10% of the admitted assets of the insurer - None.
- J. Investments in impaired SCA entities - None.
- K. Investment in foreign insurance subsidiary - None.
- L. Investment in downstream noninsurance holding company - None.

11. Debt

None.

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

No significant change.

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

No significant change.

Notes to Financial Statement

14. Contingencies

On April 6, 2012, the Company received notification from the Ohio Department of Job and Family Services (“ODJFS”) that the Company was not selected to participate as a provider of managed health care services for the contract period that was initially scheduled to begin on January 1, 2013, under the Ohio Medicaid Managed Care Plan Request for Applications (“RFA”) issued on January 11, 2012. The Company believes it has identified a number of process and scoring deficiencies in the state's evaluation of the responses to the terms of the RFA and filed a formal protest with ODJFS requesting that ODJFS cancel the current awards and reissue the RFA. Although ODJFS provided new scores to the applicants after receiving numerous protests from various applicants, the Company was not selected for an award.

On June 27, 2012, the Company instituted legal proceedings against ODJFS in the Court of Common Pleas of Franklin County, Ohio in connection with the RFA award by filing a Motion to Intervene and a Complaint in the case styled Aetna Better Health, Inc. v. Michael B. Colbert, et al. On July 9, 2012, the court granted the Motion to intervene as to the Company as well as a number of other interveners. The Company's Complaint requested, inter alia, a judicial determination that the RFA be rescored, that the Company be awarded a contract pursuant to the RFA, or that the court require ODJFS to issue a revised RFA. On July 30, 2012, the Court dismissed the Company in response to motions to dismiss that had been filed in the case. The Company is currently evaluating its appeal rights and further course of action.

The Company's current contract with the state has been extended through June 30, 2013 and states that membership is expected to transfer to the recipients of the new contracts between January 1, 2013 and April 2013. If the RFA is not reissued, or if the Company is not awarded a contract under a reissued RFA or pursuant to the judicial relief it has requested, the Company's existing contract with the state will expire without renewal and the Company will be required to account for the impact of the discontinuation of operations, including the evaluation of the recoverability of the carrying value of assets related to the Ohio contract. The Company can make no assurances as to the outcome of its legal proceedings or to the impact of discontinuation of its operations at this time.

15. Leases

No significant change.

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

None.

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

A. Transfers of Receivables Reported as Sales – None.

B. Transfer and Servicing of Financial Assets – None.

C. Wash Sales – None.

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

A. ASO plans – None.

B. ASC plans – None.

C. Medicare or similarly structured cost based reimbursement contract – None.

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

None.

20. Fair value Measurement

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

Notes to Financial Statement

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 recoverable from reinsurers, claims unpaid, unpaid claims adjustment expenses, health policy reserves, amounts due to parent, subsidiaries and, affiliates, general expenses due or accrued, remittances and items not allocated, federal income taxes payable and liabilities for amounts held under uninsured plans— 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 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 are not carried at fair value.

Short-term investments and bonds – debt securities of government sponsored entities and money market funds included in these financial statement captions' fair values were determined using quoted market prices on one or more securities exchanges. Commercial paper, corporate bonds and municipal bonds included in these financial statement captions' fair values 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. These debt securities are not assigned a level category as they are not carried at fair value.

The Company's assets measured at fair value on a recurring basis at June 30, 2012 were as follows:

Asset category	Fair value measurements at reporting date using			
	2012	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Money market funds	\$ 7,203,201	7,203,201		
Total assets measured at fair value	\$ 7,203,201	7,203,201	—	—

21. Other Items

No significant change.

22. Events Subsequent

Merger Agreement

On July 9, 2012, AMERIGROUP Ohio, Inc.'s parent, Amerigroup Corporation ("AGP Corp"), announced the execution of an Agreement and Plan of Merger (the "Merger Agreement") by and among AGP Corp, WellPoint, Inc. ("WellPoint") and WellPoint Merger Sub, Inc. ("Merger Sub"), an indirect wholly-owned subsidiary of WellPoint, pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will be merged with and into AGP Corp, with AGP Corp surviving the merger as an indirect wholly-owned subsidiary of WellPoint (the "Merger"). If the Merger is completed, AGP Corp's stockholders (other than holders of unvested restricted shares of APG Corp common stock and persons who properly demand statutory appraisal of their shares) will be entitled to receive \$92.00 per share in cash (without interest) for each share of AGP Corp's common stock that they hold, for an expected total purchase amount of \$4.9 billion. Under the Merger Agreement, each option to purchase shares of AGP Corp common stock that is outstanding and becomes or is vested by its terms at the time of the Merger will be canceled and converted into the right to receive an amount payable in cash equal to the total number of shares subject to the option multiplied by the excess, if any, of \$92.00 over the per share exercise price of such vested option. Options which are outstanding but unvested at the time of the Merger will be converted into options to purchase shares of WellPoint common stock according to a formula defined in the Merger Agreement.

Notes to Financial Statement

Prior to adoption of the Merger Agreement by AGP Corp's stockholders, AGP Corp's Board of Directors may, in certain circumstances, change its recommendation that AGP Corp's stockholders adopt the Merger Agreement, subject to complying with certain notice and other specified conditions set forth in the Merger Agreement, including giving WellPoint the opportunity to propose changes to the Merger Agreement.

The consummation of the Merger is subject to customary closing conditions, including, among others, the adoption of the Merger Agreement by AGP Corp's stockholders, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, the early termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, and, subject to materiality exceptions, the accuracy of representations and warranties made by AGP Corp and WellPoint, respectively, and compliance by AGP Corp and WellPoint with their respective obligations under the Merger Agreement. The Merger is expected to close in the first quarter of 2013.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$16,213,035. As of June 30, 2012 \$12,891,601 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 \$1,754,878 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$1,566,556 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

None.

27. Structured Settlements

None.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivable – None.

B. Risk Sharing Receivable – None.

29. Participating Policies

None.

30. Premium Deficiency Reserves.

None.

31. Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

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

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

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

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

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2008.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2008.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).05/28/2010.....
- 6.4 By what department or departments?
Ohio Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]

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

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

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

FINANCIAL

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

INVESTMENT

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

- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0
- 13. Amount of real estate and mortgages held in short-term investments: \$..... 0

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

GENERAL INTERROGATORIES (Continued)

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes[] No[X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes[] No[] N/A[X]

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[]

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

1 Name of Custodian(s)	2 Custodian Address
U.S. Bank, N.A.	1025 Connecticut Ave Suite 517, Washington DC 20036

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes[] No[X]

16.4 If yes, give full and complete information relating thereto:

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

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

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

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes[X] No[]

17.2 If no, list exceptions:

General Interrogatories Part 1 Attachments

5.AMERIGROUP Insurance Company has entered into an Administrative Services Agreement with AMERIGROUP Corporation to provide administrative services. The Administrative Services Agreement with AMERIGROUP Corporation was amended in 2012 to reflect a revision to the pricing included in Exhibits A and B of the agreement.

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	.....	67.770%
1.2 A&H cost containment percent	.....	3.440%
1.3 A&H expense percent excluding cost containment expenses	.....	16.670%

2.1 Do you act as a custodian for health savings accounts?

Yes[] No[X]

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.

\$..... 0

2.3 Do you act as an administrator for health savings accounts?

Yes[] No[X]

2.4 If yes, please provide the balance of the funds administered as of the reporting date.

\$..... 0

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

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

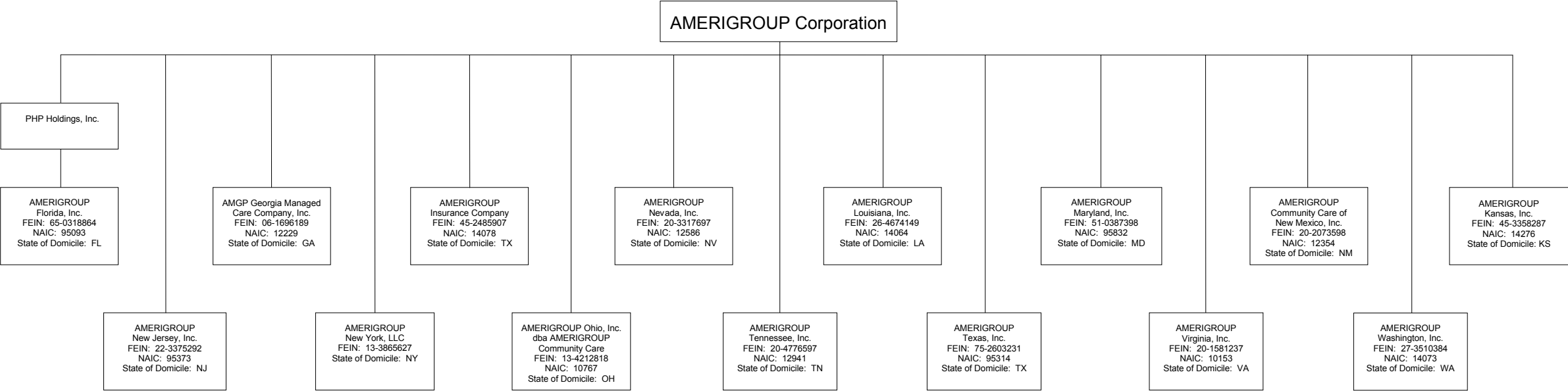
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Current Year to Date - Allocated by States and Territories**

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	L			85,458,710				85,458,710	
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)	N								
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX			85,458,710				85,458,710	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1			85,458,710				85,458,710	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

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

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART**



Q15

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)	*
1156	AMERIGROUP Corporation	00000			0004064863	NYSE	AMERIGROUP Corporation	FL	UDP	AMERIGROUP Corporation		100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	95373	22-3375292				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	95832	51-0687398				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	95093	65-0318864				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings Inc.	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	10767	13-4212818				AMERIGROUP Ohio Inc dba AMERIGROUP Comm Care	OH	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	10153	20-1581237				AMERIGROUP Virginia, Inc.	VA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	12354	20-2073598				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	12586	20-3317697				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	00000	13-3865627				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	14064	26-4674149				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	14078	45-2485907				AMERIGROUP Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	
1156	AMERIGROUP Corporation	14276	45-3358287				AMERIGROUP Kansas Inc	KS	IA	AMERIGROUP Corporation	Ownership	100.0	AMERIGROUP Corporation	

916

Asterisk	Explanation
0000001	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



10767201236500002

2012

Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1	2	3	4
	Uncovered	Total	Total	Total
1404.				
1405.				
1406.				
1407.				
1408.				
1409.				
1410.				
1411. 0				
1497. Summary of remaining write-ins for Line 14 (Lines 1404 through 1496)				

STATEMENT AS OF **June 30, 2012** OF THE **AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	27,653,760	14,645,889
2. Cost of bonds and stocks acquired	10,729,938	24,365,290
3. Accrual of discount	1,299	2,072
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	2,000	6,079
6. Deduct consideration for bonds and stocks disposed of	5,381,370	11,119,493
7. Deduct amortization of premium	196,534	246,077
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)	32,809,093	27,653,760
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	32,809,093	27,653,760

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	42,025,076	50,968,106	53,291,419	(511,055)	42,025,076	39,190,708		44,950,286
2. Class 2 (a)	1,486,958	99,971		405,052	1,486,958	1,991,981		1,493,645
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	43,512,034	51,068,077	53,291,419	(106,003)	43,512,034	41,182,689		46,443,931
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	43,512,034	51,068,077	53,291,419	(106,003)	43,512,034	41,182,689		46,443,931

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....170,603; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

QS102

SCHEDULE DA - PART 1**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	8,373,596	X X X	8,373,737	7,482	

SCHEDULE DA - Verification**Short-Term Investments**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	18,790,171	28,754,097
2. Cost of short-term investments acquired	100,466,169	218,021,891
3. Accrual of discount	725	6,347
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	34	
6. Deduct consideration received on disposals	110,882,696	227,983,145
7. Deduct amortization of premium	807	9,019
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)	8,373,596	18,790,171
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	8,373,596	18,790,171

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SCHEDULE E - Verification

(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	.....	.....
2.	Cost of cash equivalents acquired .....	.....	5,999,145
3.	Accrual of discount .....	.....	855
4.	Unrealized valuation increase (decrease) .....	.....	.....
5.	Total gain (loss) on disposals .....	.....	.....
6.	Deduct consideration received on disposals .....	.....	6,000,000
7.	Deduct amortization of premium .....	.....	.....
8.	Total foreign exchange change in book/adjusted carrying value .....	.....	.....
9.	Deduct current year's other than temporary impairment recognized .....	.....	.....
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	.....	.....
11.	Deduct total nonadmitted amounts .....	.....	.....
12.	Statement value at end of current period (Line 10 minus Line 11) .....	.....	.....

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
3133EARL4	F F C B DEB 0.600% 5/22/		05/30/2012	UBS	X X X	3,027,728	3,030,000.00	404	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	3,027,728	3,030,000.00	404	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
263534CD9	EI DU PONT De NEMOUR		04/09/2012	Deutsche Bank	X X X	103,082	100,000.00	455	1FE
38141GGT5	GOLDMAN SACHS BK 3.300% 5/03/		05/03/2012	Wellington	X X X	234,833	235,000.00		1FE
24422ERQ4	JOHN DEERE CAPITAL 0.875% 4/17/		04/17/2012	Deutsche Bank	X X X	150,023	150,000.00		1FE
487836BG2	KELLOGG CO 1.125% 5/15/		05/18/2012	Deutsche Bank	X X X	99,971	100,000.00	1	2FE
74005PAV6	Praxair Inc Sr Unsec		04/09/2012	Deutsche Bank	X X X	107,955	100,000.00	217	1FE
913017BY4	UNITED TECHNOLOGIES 1.200% 6/01/		06/01/2012	Deutsche Bank	X X X	110,496	110,000.00		1FE
377373AB1	GLAXOSMITHKLINE CAP 0.750% 5/08/	R	05/09/2012	Deutsche Bank	X X X	149,721	150,000.00		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	956,081	945,000.00	673	X X X
8399997 Subtotal - Bonds - Part 3					X X X	3,983,809	3,975,000.00	1,077	X X X
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds					X X X	3,983,809	3,975,000.00	1,077	X X X
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	3,983,809	X X X	1,077	X X X

QE04

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)	
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.								
Bonds - U.S. Governments																					
3134G2T28	F H L M C M T N 0.750% 10/17/	04/17/2012	CALLED @ 100.0000000	X X X	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				3,750	10/17/2014	1	
3135G0FL2	F N M A M T N 0.550% 11/14/	05/14/2012	CALLED @ 100.0000000	X X X	1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				2,750	11/14/2013	1	
0599999 Subtotal - Bonds - U.S. Governments				X X X	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				6,500	X X X	X X X	
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
079860AJ1	BELLSOUTH CORP 4.750% 11/15/	06/29/2012	CALLED @ 101.6849900	X X X	203,370	200,000.00	210,486	206,667		(3,772)		(3,772)		202,895		475	475	5,911	11/15/2012	1FE	
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	203,370	200,000.00	210,486	206,667		(3,772)		(3,772)		202,895		475	475	5,911	X X X	X X X	
8399997 Subtotal - Bonds - Part 4				X X X	2,203,370	2,200,000.00	2,210,486	2,206,667		(3,772)		(3,772)		2,202,895		475	475	12,411	X X X	X X X	
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds				X X X	2,203,370	2,200,000.00	2,210,486	2,206,667		(3,772)		(3,772)		2,202,895		475	475	12,411	X X X	X X X	
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks				X X X	2,203,370	2,200,000.00	2,210,486	2,206,667		(3,772)		(3,772)		2,202,895		475	475	12,411	X X X	X X X	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D NONE

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

E10 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH**Month End Depository Balances**

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
open depositories								
Wachovia Concentration					(1,397,631)	(502,333)	(272,679)	X X X
JP Morgan Chase					107,650	71,613	19,863	X X X
0199998 Deposits in .....6 depositories that do not exceed the allowable limit in any one depository - open depositories	X X X	X X X	942	60	2,500	1,002,500	1,002,668	X X X
0199999 Totals - Open Depositories	X X X	X X X	942	60	(1,287,481)	571,780	749,852	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - suspended depositories	X X X	X X X						X X X
0299999 Totals - Suspended Depositories	X X X	X X X						X X X
0399999 Total Cash On Deposit	X X X	X X X	942	60	(1,287,481)	571,780	749,852	X X X
0499999 Cash in Company's Office	X X X	X X X	X X X	X X X				X X X
0599999 Total Cash	X X X	X X X	942	60	(1,287,481)	571,780	749,852	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total - Cash Equivalents							

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