



QUARTERLY STATEMENT
AS OF September 30, 2012
OF THE CONDITION AND AFFAIRS OF THE
AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care

| | | | | | | |
|---------------------------------------|---|------------------------|--|------------|--|------------|
| NAIC Group Code | 1156 (Current Period) | 1156 (Prior Period) | NAIC Company Code | 10767 | Employer's ID Number | 13-4212818 |
| Organized under the Laws of | Ohio | | State of Domicile or Port of Entry | Ohio | | |
| Country of Domicile | United States of America | | | | | |
| Licensed as business type: | Life, Accident & Health[] Dental Service Corporation[] Other[] | | Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[] | | Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X] | |
| Incorporated/Organized | 03/08/2002 | | Commenced Business | 09/01/2005 | | |
| Statutory Home Office | 10123 Alliance Road (Street and Number) | | Cincinnati, OH 45242 (City, or Town, State and Zip Code) | | | |
| Main Administrative Office | 4425 Corporation Lane (Street and Number) | | | | | |
| | Virginia Beach, VA 23462 (City or Town, State and Zip Code) | | (757)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 and Zip Code) | | | |
| Primary Location of Books and Records | 4425 Corporation Lane (Street and Number) | | | | | |
| | Virginia Beach, VA 23462 (City, or Town, State and Zip Code) | | (757)490-6900 (Area Code) (Telephone Number) | | | |
| Internet Web Site Address | www.amerigroup.com | | | | | |
| Statutory Statement Contact | Margaret Mary Roomsburg (Name) | | (757)490-6900 (Area Code)(Telephone Number)(Extension) | | | |
| | Margaret.Roomsburg@amerigroup.com (E-Mail Address) | | (757)557-6742 (Fax Number) | | | |

OFFICERS

| Name | Title |
|---------------------------|--------------------------------|
| Gary Michael Radtke | President and CEO |
| Nicholas Joseph Pace | Vice President/Secretary |
| James Ward Truess | Vice President/Asst. Treasurer |
| Richard Charles Zoretic | Vice President/Asst. Secretary |
| Scott Wayne Anglin | Vice President/Treasurer |
| Linda Kaye Whitley-Taylor | Vice President |
| Margaret Mary Roomsburg | Vice President/Asst. Secretary |
| Karen Lint Shields | Vice President/Asst. Treasurer |

OTHERS

DIRECTORS OR TRUSTEES

Gary Michael Radtke
Peter David Haytaian
Nicholas Joseph Pace

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) |
| Gary Michael Radtke | Nicholas Joseph Pace | Margaret Mary Roomsburg |
| (Printed Name) | (Printed Name) | (Printed Name) |
| 1. | 2. | 3. |
| President/CEO | Vice President/Secretary | Vice President/Asst. Secretary |
| (Title) | (Title) | (Title) |

Subscribed and sworn to before me this
day of , 2012

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

Yes[X] No[]

(Notary Public Signature)

ASSETS

| | | Current Statement Date | | | 4 |
|----------------------|--|------------------------|--------------------|-----------------------------------|--|
| | | 1 | 2 | 3 | |
| | | Assets | Nonadmitted Assets | Net Admitted Assets (Cols. 1 - 2) | December 31 Prior Year Net Admitted Assets |
| 1. | Bonds | 28,044,391 | | 28,044,391 | 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 (\$.....112,432), cash equivalents (\$.....1,999,191) and short-term investments (\$.....19,338,927) | 21,450,550 | | 21,450,550 | 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) | 49,494,941 | | 49,494,941 | 51,364,753 |
| 13. | Title plants less \$.....0 charged off (for Title insurers only) | | | | |
| 14. | Investment income due and accrued | 200,208 | | 200,208 | 180,395 |
| 15. | Premiums and considerations: | | | | |
| 15.1 | Uncollected premiums and agents' balances in the course of collection | 4,625,507 | | 4,625,507 | 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 | 416,794 | | 416,794 | 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 | 1,947,516 | 155,320 | 1,792,196 | 1,038,149 |
| 19. | Guaranty funds receivable or on deposit | | | | |
| 20. | Electronic data processing equipment and software | 3,852 | 1,454 | 2,398 | 4,635 |
| 21. | Furniture and equipment, including health care delivery assets (\$.....0) | 459,353 | 459,353 | | |
| 22. | Net adjustments in assets and liabilities due to foreign exchange rates | | | | |
| 23. | Receivables from parent, subsidiaries and affiliates | 47,264 | | 47,264 | |
| 24. | Health care (\$.....0) and other amounts receivable | 3,598,949 | 3,598,949 | | |
| 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) | 60,794,384 | 4,215,076 | 56,579,308 | 55,962,712 |
| 27. | From Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | | |
| 28. | Total (Lines 26 and 27) | 60,794,384 | 4,215,076 | 56,579,308 | 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 \$.00 reinsurance ceded) | 12,841,622 | | 12,841,622 | 16,213,035 |
| 2. | Accrued medical incentive pool and bonus amounts | | | | |
| 3. | Unpaid claims adjustment expenses | 222,273 | | 222,273 | 349,410 |
| 4. | Aggregate health policy reserves, including the liability of \$.00 for medical loss ratio rebate per the Public Health Service Act | 255,823 | | 255,823 | 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 | 2,468,158 | | 2,468,158 | 2,513,155 |
| 10.1 | Current federal and foreign income tax payable and interest thereon (including \$.00 on realized gains (losses)) | 1,657,133 | | 1,657,133 | 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 \$.00 current) and interest thereon \$.00 (including \$.00 current) | | | | |
| 15. | Amounts due to parent, subsidiaries and affiliates | | | | 343,006 |
| 16. | Derivatives | | | | |
| 17. | Payable for securities | | | | |
| 18. | Payable for securities lending | | | | |
| 19. | Funds held under reinsurance treaties with (\$.00 authorized reinsurers and \$.00 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 | 1,232,650 | | 1,232,650 | 2,076,808 |
| 23. | Aggregate write-ins for other liabilities (including \$.00 current) | 73,630 | | 73,630 | |
| 24. | Total liabilities (Lines 1 to 23) | 18,944,472 | | 18,944,472 | 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 | 17,895,554 | 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 | 19,739,272 | 10,200,539 |
| 32. | Less treasury stock, at cost: | | | | |
| 32.1 | .00 shares common (value included in Line 26 \$.00) | X X X | X X X | | |
| 32.2 | .00 shares preferred (value included in Line 27 \$.00) | X X X | X X X | | |
| 33. | Total capital and surplus (Lines 25 to 31 minus Line 32) | X X X | X X X | 37,634,836 | 32,668,268 |
| 34. | Total Liabilities, capital and surplus (Lines 24 and 33) | X X X | X X X | 56,579,308 | 55,962,712 |
| DETAILS OF WRITE-INS | | | | | |
| 2301. | Unclaimed Property - Wachovia | 73,630 | | 73,630 | |
| 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) | 73,630 | | 73,630 | |
| 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 AS OF **September 30, 2012** OF THE **AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**

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 | 513,943 | 499,456 | 669,569 |
| 2. | Net premium income (including \$.....0 non-health premium income) | X X X | 127,690,568 | 105,362,829 | 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 | 127,690,568 | 105,362,829 | 148,035,378 |
| Hospital and Medical: | | | | | |
| 9. | Hospital/medical benefits | | 54,084,907 | 60,168,081 | 83,858,995 |
| 10. | Other professional services | | 6,511,333 | 6,084,122 | 8,596,800 |
| 11. | Outside referrals | | | | |
| 12. | Emergency room and out-of-area | | 10,030,686 | 8,394,975 | 11,867,230 |
| 13. | Prescription drugs | | 13,317,977 | (151,106) | 4,838,796 |
| 14. | Aggregate write-ins for other hospital and medical | | 1,291,305 | 1,316,756 | 1,727,018 |
| 15. | Incentive pool, withhold adjustments and bonus amounts | | | | |
| 16. | Subtotal (Lines 9 to 15) | | 85,236,208 | 75,812,828 | 110,888,839 |
| Less: | | | | | |
| 17. | Net reinsurance recoveries | | 427,351 | 1,367,302 | 3,528,811 |
| 18. | Total hospital and medical (Lines 16 minus 17) | | 84,808,857 | 74,445,526 | 107,360,028 |
| 19. | Non-health claims (net) | | | | |
| 20. | Claims adjustment expenses, including \$.....4,401,166 cost containment expenses | | 5,452,438 | 4,147,573 | 5,671,259 |
| 21. | General administrative expenses | | 21,078,366 | 17,518,394 | 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) | | 111,339,661 | 96,111,493 | 137,848,802 |
| 24. | Net underwriting gain or (loss) (Lines 8 minus 23) | X X X | 16,350,907 | 9,251,336 | 10,186,576 |
| 25. | Net investment income earned | | 342,711 | 284,679 | 386,684 |
| 26. | Net realized capital gains (losses) less capital gains tax of \$.....9,297 | | 17,266 | 5,399 | 4,944 |
| 27. | Net investment gains or (losses) (Lines 25 plus 26) | | 359,977 | 290,078 | 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 | 16,710,884 | 9,541,414 | 10,578,204 |
| 31. | Federal and foreign income taxes incurred | X X X | 5,900,218 | 3,378,103 | 3,771,417 |
| 32. | Net income (loss) (Lines 30 minus 31) | X X X | 10,810,666 | 6,163,311 | 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 | | 1,291,305 | 1,316,756 | 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) | | 1,291,305 | 1,316,756 | 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 | 10,810,666 | 6,163,311 | 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 | 754,047 | (258,234) | (150,567) |
| 39. | Change in nonadmitted assets | (2,025,980) | 313,403 | 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 | 324,635 | 246,771 | 337,324 |
| 45.2 | Transferred to capital (Stock Dividend) | | | |
| 45.3 | Transferred from capital | | | |
| 46. | Dividends to stockholders | (4,896,800) | (10,344,000) | (10,344,000) |
| 47. | Aggregate write-ins for gains or (losses) in surplus | | | |
| 48. | Net change in capital and surplus (Lines 34 to 47) | 4,966,568 | (3,878,749) | (3,076,543) |
| 49. | Capital and surplus end of reporting period (Line 33 plus 48) | 37,634,836 | 31,866,062 | 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 | 2 | 3 |
|--|--|-------------|-------------|--------------|
| | | Current | Prior | Prior |
| | | Year | Year | Year Ended |
| | | To Date | To Date | December 31 |
| Cash from Operations | | | | |
| 1. | Premiums collected net of reinsurance | 124,804,704 | 104,917,312 | 148,565,369 |
| 2. | Net investment income | 609,771 | 450,513 | 608,958 |
| 3. | Miscellaneous income | | | |
| 4. | Total (Lines 1 to 3) | 125,414,475 | 105,367,825 | 149,174,327 |
| 5. | Benefit and loss related payments | 90,260,283 | 73,549,732 | 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 | 27,089,653 | 21,910,550 | 27,499,250 |
| 8. | Dividends paid to policyholders | | | |
| 9. | Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) | 4,529,748 | 2,837,125 | 4,129,353 |
| 10. | Total (Lines 5 through 9) | 121,879,684 | 98,297,407 | 134,648,141 |
| 11. | Net cash from operations (Line 4 minus Line 10) | 3,534,791 | 7,070,418 | 14,526,186 |
| Cash from Investments | | | | |
| 12. | Proceeds from investments sold, matured or repaid: | | | |
| 12.1 | Bonds | 10,189,571 | 10,421,779 | 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 | 221 | | |
| 12.7 | Miscellaneous proceeds | | | |
| 12.8 | Total investment proceeds (Lines 12.1 to 12.7) | 10,189,792 | 10,421,779 | 11,119,493 |
| 13. | Cost of investments acquired (long-term only): | | | |
| 13.1 | Bonds | 10,840,733 | 17,887,834 | 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) | 10,840,733 | 17,887,834 | 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) | (650,941) | (7,466,055) | (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) | (247,493) | (810,783) | (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) | (5,144,293) | (810,783) | (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) | (2,260,443) | (1,206,420) | (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) | 21,450,550 | 32,716,389 | 23,710,993 |
| Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions: | | | | |
| 20.0001 | Depreciation | 132,808 | 92,249 | 129,598 |
| 20.0002 | Non Cash Capital Contribution | 324,635 | 246,771 | 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 | 60,675 | | | | | | | | 60,675 | |
| 5. Current Year | | | | | | | | | | |
| 6. Current Year Member Months | 513,943 | | | | | | | | 513,943 | |
| Total Member Ambulatory Encounters for Period: | | | | | | | | | | |
| 7. Physician | 190,946 | | | | | | | | 190,946 | |
| 8. Non-Physician | 144,976 | | | | | | | | 144,976 | |
| 9. Total | 335,922 | | | | | | | | 335,922 | |
| 10. Hospital Patient Days Incurred | 16,668 | | | | | | | | 16,668 | |
| 11. Number of Inpatient Admissions | 3,693 | | | | | | | | 3,693 | |
| 12. Health Premiums Written (a) | 130,877,636 | | | | | | | | 130,877,636 | |
| 13. Life Premiums Direct | | | | | | | | | | |
| 14. Property/Casualty Premiums Written | | | | | | | | | | |
| 15. Health Premiums Earned | 130,877,636 | | | | | | | | 130,877,636 | |
| 16. Property/Casualty Premiums Earned | | | | | | | | | | |
| 17. Amount Paid for Provision of Health Care Services | 90,760,253 | | | | | | | | 90,760,253 | |
| 18. Amount Incurred for Provision of Health Care Services | 85,236,208 | | | | | | | | 85,236,208 | |

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

STATEMENT AS OF **September 30, 2012** OF THE **AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**

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

| Aging Analysis of Unpaid Claims | | | | | | |
|--|-------------|--------------|--------------|---------------|---------------|------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| Account | 1 - 30 Days | 31 - 60 Days | 61 - 90 Days | 91 - 120 days | Over 120 Days | Total |
| 0199999 Individually Listed Claims Unpaid | | | | | | |
| 0299999 Aggregate Accounts Not Individually Listed - Uncovered | | | | | | |
| 0399999 Aggregate Accounts Not Individually Listed - Covered | 1,753,625 | 247,453 | (31,287) | (11,516) | (81,564) | 1,876,711 |
| 0499999 Subtotals | 1,753,625 | 247,453 | (31,287) | (11,516) | (81,564) | 1,876,711 |
| 0599999 Unreported claims and other claim reserves | | | | | | 10,964,911 |
| 0699999 Total Amounts Withheld | | | | | | |
| 0799999 Total Claims Unpaid | | | | | | 12,841,622 |
| 0899999 Accrued Medical Incentive Pool And Bonus Amounts | | | | | | |

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

| Line of Business | | Claims Paid Year to Date | | Liability End of Current Quarter | | 5 | 6 |
|------------------------|---|--|---|--|---|--|---|
| | | 1 | 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 | 12,199,514 | 77,643,975 | 1,848,377 | 10,993,245 | 14,047,891 | 15,723,622 |
| 8. | Other health | | | | | | |
| 9. | Health subtotal (Lines 1 to 8) | 12,199,514 | 77,643,975 | 1,848,377 | 10,993,245 | 14,047,891 | 15,723,622 |
| 10. | Healthcare receivables (a) | 2,653,917 | 95,032 | | | 2,653,917 | 596,317 |
| 11. | Other non-health | | | | | | |
| 12. | Medical incentive pools and bonus amounts | | | | | | |
| 13. | Totals (Lines 9 - 10 + 11 + 12) | 9,545,597 | 77,548,943 | 1,848,377 | 10,993,245 | 11,393,974 | 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 September 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 September 30, 2012 was \$324,635. 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 statements of revenue and expenses.
- C. Management fees charged to the Company were \$8,179,468 and are included in general administrative expenses in the accompanying statutory statements of revenue and expenses.
- D. AMERIGROUP Corporation owed the AMERIGROUP Ohio Inc. \$47,264 as of September 30, 2012. The amount is the difference between the estimated charges and the actual expenses incurred in the month of September and were paid in October 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 has filed an appeal of the trial court's decision in the Tenth District Court of Appeals and an oral argument is scheduled to occur on November 1, 2012.

The Company's current contract will expire June 30, 2013 unless extended. Although the current contract states that membership is expected to transfer to the recipients of the new contracts on or before April 2013, ODJFS has issued a memorandum dated October 5, 2012 indicating that the new Medicaid managed care program implementation has been delayed until July 1, 2013, subject to the outcome of litigation. 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.

Notes to Financial Statement

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 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 and cash equivalents (other than certificates of deposit), uncollected premiums in the course of collection, investment income due and accrued, amounts recoverable from reinsurers, receivables from parents, subsidiaries and affiliates, claims unpaid, unpaid claims adjustment expenses, health policy reserves, 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 September 30, 2012 were as follows:

| Fair value measurements at reporting date using | | | | |
|---|---------------|---|---|--|
| Asset category | 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 | \$ 17,839,190 | 17,839,190 | | |
| Total assets measured at fair value | \$ 17,839,190 | 17,839,190 | — | — |

21. Other Items

Merger Agreement

On July 9, 2012, Amerigroup Corporation (“AGP Corp”), ultimate parent of the Company, 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”). On October 2, 2012, AGP Corp, WellPoint and Merger Sub entered into an amendment to the Merger Agreement to settle claims, without admitting any liability or wrongdoing, related to a class action lawsuit pertaining to the Merger. If the Merger is completed, AGP Corp's stockholders (other than holders of unvested restricted shares of AGP Corp's 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

Notes to Financial Statement

AGP Corp's 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 that 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.

On October 23, 2012, AGP Corp's stockholders approved the Merger at AGP Corp's Special Meeting of Stockholders. The consummation of the Merger is subject to customary closing conditions, including, among others, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, including approval 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's and WellPoint with their respective obligations under the Merger Agreement. On October 2, 2012, the state of Tennessee Department of Commerce and Insurance approved the plan of acquisition filed by WellPoint in connection with WellPoint's acquisition of AGP Corp. AGP Corp continues to pursue regulatory approvals from the remaining states in which it conducts business. The Merger is expected to close in the fourth quarter of 2012.

On September 27, 2012, AGP Corp entered into a definitive agreement to sell its Virginia health plan, Amerigroup Virginia, Inc., to Inova Health System. AGP Corp and WellPoint each received a request for additional information (second request) from the United States Department of Justice ("DOJ") in connection with the DOJ's review of WellPoint's pending acquisition of AGP Corp. The second request focuses on AGP Corp's operations in the Commonwealth of Virginia, and both AGP Corp and WellPoint have worked and continue to work cooperatively with the DOJ staff and representatives of the Commonwealth of Virginia. The sale is conditioned on the closing of the Merger. The sale will divest all of AGP Corp's managed care operations in the Commonwealth of Virginia; is expected to close concurrently with the Merger, currently expected to occur in the fourth quarter of 2012; and is subject to the receipt of customary regulatory approvals and standard closing conditions.

22. Events Subsequent

The Company has evaluated subsequent events from the balance sheet date through November 14, 2012, the date at which the statutory financial statements were available to be issued, and determined that there were no other items to disclose.

23. Reinsurance

A new contract was signed with RGA Reinsurance Company effective July 1, 2012, with the attachment points of \$300,000 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.

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 September 30, 2012 \$13,826,238 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 \$1,848,377 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$538,420 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

Notes to Financial Statement

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?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes[] No[X]
- 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?
If yes, attach an explanation.

Yes[X] No[] N/A[]
- 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?
(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.

Yes[X] No[]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[X] No[]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.....47,264

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 | 2 |
|-------|--|---|--|
| | | Prior Year-End Book/Adjusted Carrying Value | 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?

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[X]
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?

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

Yes[X] No[]

| 1 | 2 |
|----------------------|---|
| Name of Custodian(s) | 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 | 2 | 3 |
|---------|-------------|-------------------------|
| Name(s) | Location(s) | 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?

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

Yes[] No[X]

| 1 | 2 | 3 | 4 |
|---------------|---------------|-------------------|--------|
| Old Custodian | New Custodian | Date of Change | 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 | 2 | 3 |
|------------------------------------|--|---|
| Central Registration Depository | Name(s) | 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?

17.2 If no, list exceptions:

Yes[X] No[]

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 | 68.160% |
| 1.2 A&H cost containment percent | 3.360% |
| 1.3 A&H expense percent excluding cost containment expenses | 16.910% |
| 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) |
|---|------------------------------|------------------------|------------------------|----------------------------------|--------------------------------------|---|
| | | | | | | |
| Accident and Health - Non-affiliates | | | | | | |
| 93572 | 43-1235868 | 07/01/2012 | RGA REINS CO | MO | SSL/L/G | Yes[X] No[] |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

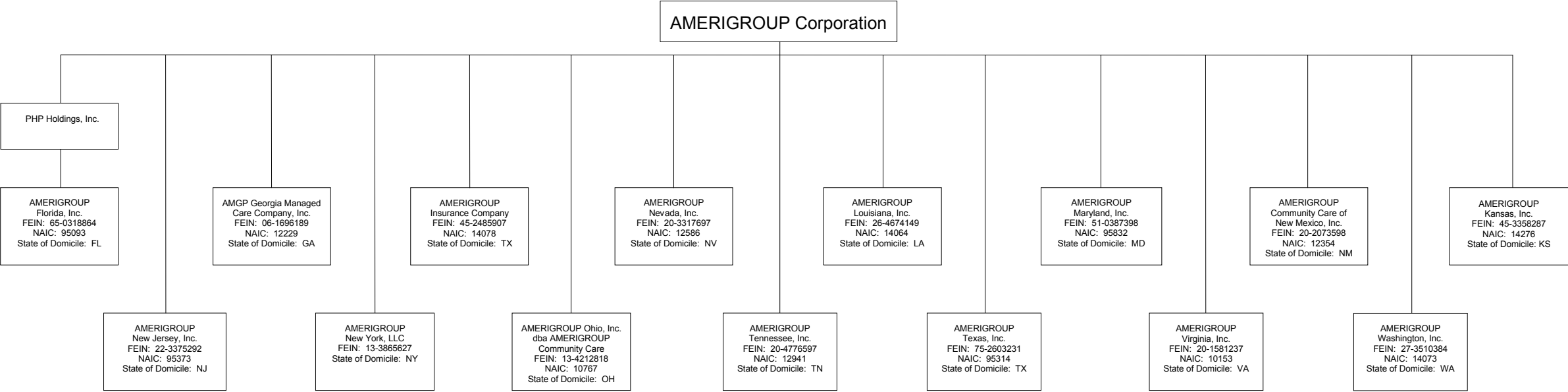
Current Year to Date - Allocated by States and Territories

| | | 1 | Direct Business Only | | | | | | | |
|----------------------|---|---------------|------------------------------|----------------------|--------------------|--|--|-----------------------------|---------------------------|------------------------|
| | | | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| State, Etc. | | Active Status | Accident and Health Premiums | Medicare Title XVIII | Medicaid Title XIX | Federal Employees Health Benefits Program Premiums | Life and Annuity Premiums and Other Considerations | Property/ Casualty Premiums | Total Columns 2 Through 7 | 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 | | | 130,877,636 | | | | 130,877,636 | |
| 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) | X X X | | | | | | | | |
| 59. | Subtotal | X X X | | | 130,877,636 | | | | 130,877,636 | |
| 60. | Reporting entity contributions for Employee Benefit Plans | X X X | | | | | | | | |
| 61. | Total (Direct Business) | (a)..... 1 | | | 130,877,636 | | | | 130,877,636 | |
| DETAILS OF WRITE-INS | | | | | | | | | | |
| 5801. | ..... | X X X | | | | | | | | |
| 5802. | ..... | X X X | | | | | | | | |
| 5803. | ..... | X X X | | | | | | | | |
| 5898. | Summary of remaining write-ins for Line 58 from overflow page | X X X | | | | | | | | |
| 5899. | TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) | X X X | | | | | | | | |

(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



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

916

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
|------------|------------------------------|---------------------|-------------------|--------------|------------|--|---|--------------------------|--------------------------------------|--|--|--|--|-------|
| Group Code | Group Name | NAIC Comp- any Code | Federal ID Number | FEDERAL RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Name of Parent Subsidiaries or Affiliates | Domic- iliary Loca- tion | Relation- ship to Report- ing 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 ..... | ..... | ..... | ..... | ..... | ..... | ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 10153 | 20-1581237 .. | ..... | ..... | ..... | AMERIGROUP Comm Care | OH | .. IA ... | AMERIGROUP Corporation | Ownership | 100.0 | AMERIGROUP Corporation ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 12354 | 20-2073598 .. | ..... | ..... | ..... | AMERIGROUP Virginia, Inc. | VA | .. IA ... | AMERIGROUP Corporation | Ownership | 100.0 | AMERIGROUP Corporation ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 12586 | 20-3317697 .. | ..... | ..... | ..... | AMERIGROUP Community Care .. | ..... | ..... | ..... | ..... | ..... | ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 12229 | 06-1696189 .. | ..... | ..... | ..... | 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 | 00000 | 13-3865627 .. | ..... | ..... | ..... | AMGP Georgia Managed Care .. | ..... | ..... | ..... | ..... | ..... | ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 12941 | 20-4776597 .. | ..... | ..... | ..... | Company, Inc. | GA | .. IA ... | AMERIGROUP Corporation | Ownership | 100.0 | AMERIGROUP Corporation ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 14064 | 26-4674149 .. | ..... | ..... | ..... | AMERIGROUP New York, LLC .. | NY | .. IA ... | AMERIGROUP Corporation | Ownership | 100.0 | AMERIGROUP Corporation ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 14073 | 27-3510384 .. | ..... | ..... | ..... | AMERIGROUP Tennessee, Inc. | TN | .. IA ... | AMERIGROUP Corporation | Ownership | 100.0 | AMERIGROUP Corporation ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 14078 | 45-2485907 .. | ..... | ..... | ..... | AMERIGROUP Louisiana, Inc. | LA | .. IA ... | AMERIGROUP Corporation | Ownership | 100.0 | AMERIGROUP Corporation ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 14276 | 45-3358287 .. | ..... | ..... | ..... | AMERIGROUP Washington, Inc. | WA | .. IA ... | AMERIGROUP Corporation | Ownership | 100.0 | AMERIGROUP Corporation ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 14276 | 45-3358287 .. | ..... | ..... | ..... | AMERIGROUP Insurance ..... | ..... | ..... | ..... | ..... | ..... | ..... | ..... |
| 1156 .. | AMERIGROUP Corporation | 14276 | 45-3358287 .. | ..... | ..... | ..... | 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 ..... | ..... |

| | |
|----------|-------------|
| 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.

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

| RESPONSE |
|----------|
| No |

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



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

| Real Estate | | |
|---|--------------|---------------------------------|
| | 1 | 2 |
| | Year To Date | 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) | | |

SCHEDULE B - VERIFICATION

| Mortgage Loans | | |
|---|--------------|---------------------------------|
| | 1 | 2 |
| | Year To Date | 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 points | | |
| 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) | | |

SCHEDULE BA - VERIFICATION

| Other Long-Term Invested Assets | | |
|--|--------------|---------------------------------|
| | 1 | 2 |
| | Year To Date | 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) | | |

SCHEDULE D - VERIFICATION

| Bonds and Stocks | | |
|---|--------------|---------------------------------|
| | 1 | 2 |
| | Year To Date | 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 | 10,840,733 | 24,365,290 |
| 3. Accrual of discount | 1,871 | 2,072 |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | 26,342 | 6,079 |
| 6. Deduct consideration for bonds and stocks disposed of | 10,189,571 | 11,119,493 |
| 7. Deduct amortization of premium | 288,744 | 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) | 28,044,391 | 27,653,760 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 28,044,391 | 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 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|---|--|---|---|---|--|---|--|--|
| | Book/Adjusted Carrying Value Beginning of Current Quarter | Acquisitions During Current Quarter | Dispositions During Current Quarter | Non-Trading Activity During Current Quarter | Book/Adjusted Carrying Value End of First Quarter | Book/Adjusted Carrying Value End of Second Quarter | Book/Adjusted Carrying Value End of Third Quarter | Book/Adjusted Carrying Value December 31 Prior Year |
| BONDS | | | | | | | | |
| 1. Class 1 (a) | 39,190,708 | 55,748,233 | 47,009,347 | (710,319) | 42,025,076 | 39,190,708 | 47,219,275 | 44,950,286 |
| 2. Class 2 (a) | 1,991,981 | | 447,880 | 619,134 | 1,486,958 | 1,991,981 | 2,163,235 | 1,493,645 |
| 3. Class 3 (a) | | | | | | | | |
| 4. Class 4 (a) | | | | | | | | |
| 5. Class 5 (a) | | | | | | | | |
| 6. Class 6 (a) | | | | | | | | |
| 7. Total Bonds | 41,182,689 | 55,748,233 | 47,457,227 | (91,185) | 43,512,034 | 41,182,689 | 49,382,510 | 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 | 41,182,689 | 55,748,233 | 47,457,227 | (91,185) | 43,512,034 | 41,182,689 | 49,382,510 | 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 \$.....1,999,191; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short - Term Investments

| | 1 Book/Adjusted Carrying Value | 2 Par Value | 3 Actual Cost | 4 Interest Collected Year To Date | 5 Paid for Accrued Interest Year To Date |
|-----------------------|---|----------------|---------------------|---|---|
| 9199999. Totals | 19,338,927 | X X X | 19,338,702 | 8,793 | |

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 | 153,104,502 | 218,021,891 |
| 3. | Accrual of discount | 1,157 | 6,347 |
| 4. | Unrealized valuation increase (decrease) | | |
| 5. | Total gain (loss) on disposals | 221 | |
| 6. | Deduct consideration received on disposals | 152,556,250 | 227,983,145 |
| 7. | Deduct amortization of premium | 874 | 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) | 19,338,927 | 18,790,171 |
| 11. | Deduct total nonadmitted amounts | | |
| 12. | Statement value at end of current period (Line 10 minus Line 11) | 19,338,927 | 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 | 2,999,105 | |
| 3. | Accrual of discount | 86 | |
| 4. | Unrealized valuation increase (decrease) | | |
| 5. | Total gain (loss) on disposals | | |
| 6. | Deduct consideration received on disposals | 1,000,000 | |
| 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) | 1,999,191 | |
| 11. | Deduct total nonadmitted amounts | | |
| 12. | Statement value at end of current period (Line 10 minus Line 11) | 1,999,191 | |

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 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|--|------------------------------|---------|-----------------------|---------------------|------------------------------|---------------------|------------------------|--|---|
| CUSIP Identification | Description | Foreign | Date Acquired | Name of Vendor | Number of Shares of Stock | Actual Cost | Par Value | Paid for Accrued Interest and Dividends | NAIC Designation or Market Indicator (a) |
| Bonds - U.S. Special Revenue, Special Assessment | | | | | | | | | |
| 64971QQH9 | NY NYC TFA Prerefunded ..... | ..... | ..... 09/11/2012 | Deutsche Bank | X X X | 110,795 | 105,000.00 ..... | ..... | 1FE |
| 3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment | | | | | X X X | 110,795 | 105,000.00 ..... | ..... | ..... X X X |
| 8399997 Subtotal - Bonds - Part 3 | | | | | X X X | 110,795 | 105,000.00 ..... | ..... | ..... 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 | 110,795 | 105,000.00 ..... | ..... | ..... 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 | 110,795 | X X X ..... | ..... | ..... X X X |

(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**

QE05

| 1 | 2 | 3 F o r e i g n | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Change in Book/Adjusted Carrying Value | | | | | 16 | 17 | 18 | 19 | 20 | 21 | 22 |
|--|----------------------------------|--------------------------------------|------------------|----------------------|---------------------------------|---------------|--------------|----------------|--|--|--|---|---|--|--|---|--|-------------------------------------|---|---|---|
| | | | | | | | | | | 11 | 12 | 13 | 14 | 15 | | | | | | | |
| CUSIP Identification | Description | | Disposal Date | Name of Purchaser | Number of Shares of Stock | Consideration | Par Value | Actual Cost | Prior Year Book/ Adjusted Carrying Value | Unrealized Valuation Increase/ (Decrease) | Current Year's (Amortization)/ Accretion | Current Year's Other Than Temporary Impairment Recognized | Total Change in B./A.C.V. (11 + 12 - 13) | Total Foreign Exchange Change in B./A.C.V. | Book/ Adjusted Carrying Value at Disposal Date | Foreign Exchange Gain (Loss) on Disposal | Realized Gain (Loss) on Disposal | Total Gain (Loss) on Disposal | Bond Interest/ Stock Dividends Received During Year | Stated Contractual Maturity Date | NAIC Designation or Market Indicator (a) |
| Bonds - U.S. Special Revenue, Special Assessment | | | | | | | | | | | | | | | | | | | | | |
| 040654JX4 | AZ Tm Brd Hwy C12 S02B | | 07/01/2012 | CALLED @ 100.0000000 | X X X | 135,000 | 135,000.00 | 146,726 | 136,954 | | (1,954) | | (1,954) | | 135,000 | | | | 7,088 | 07/01/2016 | 1FE |
| 64971QQK2 | NY NYC TFA Unrefunded | | 09/11/2012 | Deutsche Bank | X X X | 110,795 | 105,000.00 | 111,976 | 111,750 | (955) | | | (955) | | 110,795 | | | | 5,250 | 08/01/2020 | 1FE |
| 3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment | | | | | X X X | 245,795 | 240,000.00 | 258,702 | 248,704 | (2,909) | | | (2,909) | | 245,795 | | | | 12,338 | X X X | X X X |
| Bonds - Industrial and Miscellaneous (Unaffiliated) | | | | | | | | | | | | | | | | | | | | | |
| 88579EAD7 | 3M Company Sr Unsec MTN | | 07/16/2012 | Deutsche Bank | X X X | 147,598 | 145,000.00 | 154,764 | 147,835 | (1,598) | | | (1,598) | | 146,237 | | 1,361 | 1,361 | 3,952 | 12/15/2012 | 1FE |
| 06406HBE8 | Bank of NY Mellon Sr Unsec | | 07/16/2012 | Deutsche Bank | X X X | 300,950 | 297,000.00 | 315,351 | 301,668 | (3,018) | | | (3,018) | | 298,651 | | 2,299 | 2,299 | 10,414 | 11/01/2012 | 1FE |
| 134429AS8 | CAMPBELL SOUP CO 4.875% 10/01/ | | 07/19/2012 | Deutsche Bank | X X X | 210,622 | 200,000.00 | 217,650 | 213,826 | (4,322) | | | (4,322) | | 209,504 | | 1,118 | 1,118 | 7,800 | 10/01/2013 | 1FE |
| 17275RAJ1 | CISCO SYSTEMS 1.625% 3/14/ | | 07/19/2012 | Deutsche Bank | X X X | 204,196 | 200,000.00 | 203,575 | 203,263 | (809) | | | (809) | | 202,454 | | 1,742 | 1,742 | 2,753 | 03/14/2014 | 1FE |
| 191216AX8 | Coca Cola Co Sr Unsec | | 07/16/2012 | Deutsche Bank | X X X | 301,233 | 300,000.00 | 299,145 | | 91 | | | 91 | | 299,236 | | 1,997 | 1,997 | 763 | 03/13/2015 | 1FE |
| 20825RAB7 | CONOCOPHIL AU 5.500% 4/15/ | | 07/16/2012 | Deutsche Bank | X X X | 207,526 | 200,000.00 | 214,894 | 212,160 | (5,095) | | | (5,095) | | 207,065 | | 461 | 461 | 8,281 | 04/15/2013 | 1FE |
| 278642AA1 | EBAY INC 0.875% 10/15/ | | 07/16/2012 | Deutsche Bank | X X X | 201,290 | 200,000.00 | 200,386 | 200,307 | (93) | | | (93) | | 200,215 | | 1,075 | 1,075 | 1,317 | 10/15/2013 | 1FE |
| 341099CC1 | FLORIDA POWER CORP 4.800% 3/01/ | | 07/19/2012 | Deutsche Bank | X X X | 174,541 | 170,000.00 | 180,673 | 177,766 | (3,651) | | | (3,651) | | 174,115 | | 426 | 426 | 7,208 | 03/01/2013 | 1FE |
| 36962G4Q4 | GEN ELEC CAP CRP 1.875% 9/16/ | | 07/19/2012 | Deutsche Bank | X X X | 162,323 | 160,000.00 | 159,758 | 159,861 | 44 | | | 44 | | 159,905 | | 2,418 | 2,418 | 2,525 | 09/16/2013 | 1FE |
| 36962G4H4 | GEN ELEC CAP M T N 2.800% 1/08/ | | 07/19/2012 | Deutsche Bank | X X X | 151,661 | 150,000.00 | 154,059 | 152,272 | (1,222) | | | (1,222) | | 151,050 | | 610 | 610 | 4,328 | 01/08/2013 | 1FE |
| 373334JT9 | GEORGIA POWER CO 1.300% 9/15/ | | 07/16/2012 | Deutsche Bank | X X X | 100,884 | 100,000.00 | 100,992 | 100,778 | (246) | | | (246) | | 100,532 | | 352 | 352 | 1,087 | 09/15/2013 | 1FE |
| 438516AY2 | HONEYWELL INTL 3.875% 2/15/ | | 07/16/2012 | Deutsche Bank | X X X | 105,468 | 100,000.00 | 106,825 | 106,729 | (1,708) | | | (1,708) | | 105,020 | | 448 | 448 | 3,563 | 02/15/2014 | 1FE |
| 45920OH80 | IBM Corp Sr Unsec | | 07/16/2012 | Deutsche Bank | X X X | 99,813 | 100,000.00 | 99,511 | | 72 | | | 72 | | 99,583 | | 230 | 230 | 244 | 02/06/2015 | 1FE |
| 24422ERQ4 | JOHN DEERE CAPITAL 0.875% 4/17/ | | 07/19/2012 | Deutsche Bank | X X X | 150,729 | 150,000.00 | 150,023 | | (2) | | | (2) | | 150,021 | | 708 | 708 | 335 | 04/17/2015 | 1FE |
| 478160AX2 | JOHNSON AND JOHNSON 1.200% 5/15/ | | 07/19/2012 | Deutsche Bank | X X X | 254,108 | 250,000.00 | 251,392 | 251,408 | (325) | | | (325) | | 251,083 | | 3,025 | 3,025 | 2,033 | 05/15/2014 | 1FE |
| 59217EBZ6 | MetLife Global Funding | | 07/16/2012 | Deutsche Bank | X X X | 100,397 | 100,000.00 | 99,715 | 99,930 | 53 | | | 53 | | 99,983 | | 414 | 414 | 2,388 | 09/17/2012 | 1FE |
| 637432LT0 | National Rural Utility | | 09/17/2012 | MATURITY | X X X | 20,000 | 20,000.00 | 19,970 | 19,993 | 7 | | | 7 | | 20,000 | | | | 525 | 09/16/2012 | 1FE |
| 713448BX5 | Pepsico Inc Sr Unsec | | 07/16/2012 | Deutsche Bank | X X X | 250,463 | 250,000.00 | 249,890 | | 13 | | | 13 | | 249,903 | | 559 | 559 | 682 | 03/05/2015 | 1FE |
| 74005PAW4 | Praxair Inc Nt | | 07/16/2012 | Deutsche Bank | X X X | 50,213 | 50,000.00 | 49,855 | 49,957 | 27 | | | 27 | | 49,984 | | 229 | 229 | 586 | 11/15/2012 | 1FE |
| 74005PAV6 | Praxair Inc Sr Unsec | | 07/19/2012 | Deutsche Bank | X X X | 107,537 | 100,000.00 | 107,955 | | (634) | | | (634) | | 107,321 | | 216 | 216 | 1,119 | 09/15/2015 | 1FE |
| 742718DR7 | Procter & Gamble | | 07/16/2012 | Deutsche Bank | X X X | 100,041 | 100,000.00 | 99,927 | 99,983 | 16 | | | 16 | | 99,999 | | 42 | 42 | 1,318 | 08/01/2012 | 1FE |
| 742718DU0 | PROCTOR GAMBLE CO 0.700% 8/15/ | | 07/16/2012 | Deutsche Bank | X X X | 407,280 | 405,000.00 | 405,150 | 405,243 | (51) | | | (51) | | 405,193 | | 2,087 | 2,087 | 2,607 | 08/15/2014 | 1FE |
| 74432QBH7 | Prudential Financial | | 09/17/2012 | MATURITY | X X X | 30,000 | 30,000.00 | 29,995 | 29,999 | 1 | | | 1 | | 30,000 | | | | 1,088 | 09/17/2012 | 2FE |
| 74456QAY2 | PUB SVC EL GAS MTN 0.850% 8/15/ | | 07/19/2012 | Deutsche Bank | X X X | 140,573 | 140,000.00 | 139,962 | 139,966 | 7 | | | 7 | | 139,973 | | 600 | 600 | 1,101 | 08/15/2014 | 1FE |
| 927804EU4 | VIRGINIA ELEC & PWR 4.750% 3/01/ | | 07/16/2012 | Deutsche Bank | X X X | 102,603 | 100,000.00 | 106,344 | 104,525 | (2,095) | | | (2,095) | | 102,430 | | 173 | 173 | 4,156 | 03/01/2013 | 1FE |
| 931422AD1 | WALGREEN CO 4.875% 8/01/ | | 07/16/2012 | Deutsche Bank | X X X | 208,938 | 200,000.00 | 216,590 | 212,702 | (4,327) | | | (4,327) | | 208,375 | | 563 | 563 | 9,344 | 08/01/2013 | 1FE |
| 046353AC2 | Astrazeneca Plc Sr Nt | R | 07/16/2012 | Deutsche Bank | X X X | 121,013 | 120,000.00 | 129,332 | 122,102 | (1,608) | | | (1,608) | | 120,494 | | 519 | 519 | 5,418 | 09/15/2012 | 1FE |
| 377373AB1 | GLAXOSMITHKLINE CAP 0.750% 5/08/ | R | 07/16/2012 | Deutsche Bank | X X X | 150,408 | 150,000.00 | 149,721 | | 17 | | | 17 | | 149,738 | | 670 | 670 | 209 | 05/08/2015 | 1FE |
| 3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) | | | | | X X X | 4,562,408 | 4,487,000.00 | 4,613,404 | 3,512,273 | (30,456) | | | (30,456) | | 4,538,064 | | 24,342 | 24,342 | 87,144 | X X X | X X X |
| 8399997 Subtotal - Bonds - Part 4 | | | | | X X X | 4,808,203 | 4,727,000.00 | 4,872,106 | 3,760,977 | (33,365) | | | (33,365) | | 4,783,859 | | 24,342 | 24,342 | 99,482 | 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 |
| 8399999 Subtotal - Bonds | | | | | X X X | 4,808,203 | 4,727,000.00 | 4,872,106 | 3,760,977 | (33,365) | | | (33,365) | | 4,783,859 | | 24,342 | 24,342 | 99,482 | 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 |
| 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 |
| 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 |
| 9999999 Total - Bonds, Preferred and Common Stocks | | | | | X X X | 4,808,203 | X X X | 4,872,106 | 3,760,977 | (33,365) | | | (33,365) | | 4,783,859 | | 24,342 | 24,342 | 99,482 | 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 | | | 2 | 3 | 4 | 5 | Book Balance at End of Each Month | | | 9 |
|---|--|--|-------|------------------|--|--|-----------------------------------|--------------|-------------|-------|
| | | | | | | | During Current Quarter | | | |
| Depository | | | Code | Rate of Interest | Amount of Interest Received During Current Quarter | Amount of Interest Accrued at Current Statement Date | 6 | 7 | 8 | * |
| | | | | | | | First Month | Second Month | Third Month | |
| open depositories | | | | | | | | | | |
| Wachovia Concentration | | | | | | | 1,971,675 | 862,322 | 332 | X X X |
| JP Morgan Chase | | | | | | | 90,271 | 185,934 | 109,600 | X X X |
| 0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository - open depositories | | | X X X | X X X | 169 | | 2,500 | 2,500 | 2,500 | X X X |
| 0199999 Totals - Open Depositories | | | X X X | X X X | 169 | | 2,064,446 | 1,050,756 | 112,432 | 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 | 169 | | 2,064,446 | 1,050,756 | 112,432 | 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 | 169 | | 2,064,446 | 1,050,756 | 112,432 | X X X |

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|--|-------|------------------|---------------------|------------------|---------------------------------|--|--------------------------------|
| Description | Code | Date Acquired | Rate of Interest | Maturity Date | Book/Adjusted Carrying Value | Amount of Interest Due & Accrued | Amount Received During Year |
| Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations | | | | | | | |
| ING US FUNDING LLC C P 12/11/ | | 09/26/2012 ... | 0.000 | 12/11/2012 ... | 999,487 | ..... | 36 |
| NORTHWESTERN UNIVERSIT C P 12/11/ | | 09/26/2012 ... | 0.000 | 12/11/2012 ... | 999,704 | ..... | 21 |
| 3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations | | | | | 1,999,191 | ..... | 57 |
| 3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated) | | | | | 1,999,191 | ..... | 57 |
| 7799999 Subtotals - Issuer Obligations | | | | | 1,999,191 | ..... | 57 |
| 8399999 Subtotals - Bonds | | | | | 1,999,191 | ..... | 57 |
| 8499999 Sweep Accounts | | | | | | | |
| 8599999 Other Cash Equivalents | | | | | | | |
| 8699999 Total - Cash Equivalents | | | | | 1,999,191 | | 57 |

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