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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 Virginia Beach, VA 23462 (Street and Number)		4425 Corporation Lane (Street and Number) (757)490-6900 (Area Code) (Telephone Number)			
Primary Location of Books and Records	4425 Corporation Lane Virginia Beach, VA 23462 (Street and Number)		4425 Corporation Lane (Street and Number) (757)490-6900 (Area Code) (Telephone Number)			
Internet Web Site Address	www.amerigroup.com					
Statutory Statement Contact	Margaret Mary Roomsburg (Name) Margaret.Roomsburg@amerigroup.com (E-Mail Address)		(757)490-6900 (Area Code)(Telephone Number)(Extension) (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 Haytian
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)
Gary Michael Radtke
(Printed Name)
1.
President/CEO
(Title)

(Signature)
Nicholas Joseph Pace
(Printed Name)
2.
Vice President/Secretary
(Title)

(Signature)
Margaret Mary Roomsburg
(Printed Name)
3.
Vice President/Asst. Secretary
(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 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
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)				

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

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 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 \$.....0 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 \$.....0 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 \$.....0 current) and interest thereon \$.....0 (including \$.....0 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 (\$.....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	1,232,650		1,232,650	2,076,808
23. Aggregate write-ins for other liabilities (including \$.....0 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	XXX	XXX		
26. Common capital stock	XXX	XXX	10	10
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	17,895,554	22,467,719
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	19,739,272	10,200,539
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	XXX	XXX		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	37,634,836	32,668,268
34. Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	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.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT 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
				4 Total
	1 Uncovered	2 Total	3 Total	
1. Member Months	XXX	513,943	499,456	669,569
2. Net premium income (including \$.....0 non-health premium income)	XXX	127,690,568	105,362,829	148,035,378
3. Change in unearned premium reserves and reserves for rate credits	XXX			
4. Fee-for-service (net of \$.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX			
7. Aggregate write-ins for other non-health revenues	XXX			
8. Total revenues (Lines 2 to 7)	XXX	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)	XXX	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)	XXX	16,710,884	9,541,414	10,578,204
31. Federal and foreign income taxes incurred	XXX	5,900,218	3,378,103	3,771,417
32. Net income (loss) (Lines 30 minus 31)	XXX	10,810,666	6,163,311	6,806,787
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401. 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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended 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.

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	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 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year		
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.

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

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

Asset category	2012	Fair value measurements at reporting date using		
		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	\$ <u>17,839,190</u>	<u>17,839,190</u>	<u>—</u>	<u>—</u>

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

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

STATEMENT AS OF **September 30, 2012** OF THE **AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**
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 [X] N/A [X]

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

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
 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. Yes [] No [X]
 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
.....	<input type="checkbox"/> Yes [] <input checked="" type="checkbox"/> No [X]	<input type="checkbox"/> Yes [] <input checked="" type="checkbox"/> No [X]	<input type="checkbox"/> Yes [] <input checked="" type="checkbox"/> No [X]	<input type="checkbox"/> Yes [] <input checked="" type="checkbox"/> 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: Yes [] No [X]
 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). Yes [] No [X]
 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). Yes [] No [X]

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 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	.....	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**

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			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)	XXX								
59. Subtotal	XXX			130,877,636					130,877,636
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1			130,877,636					130,877,636

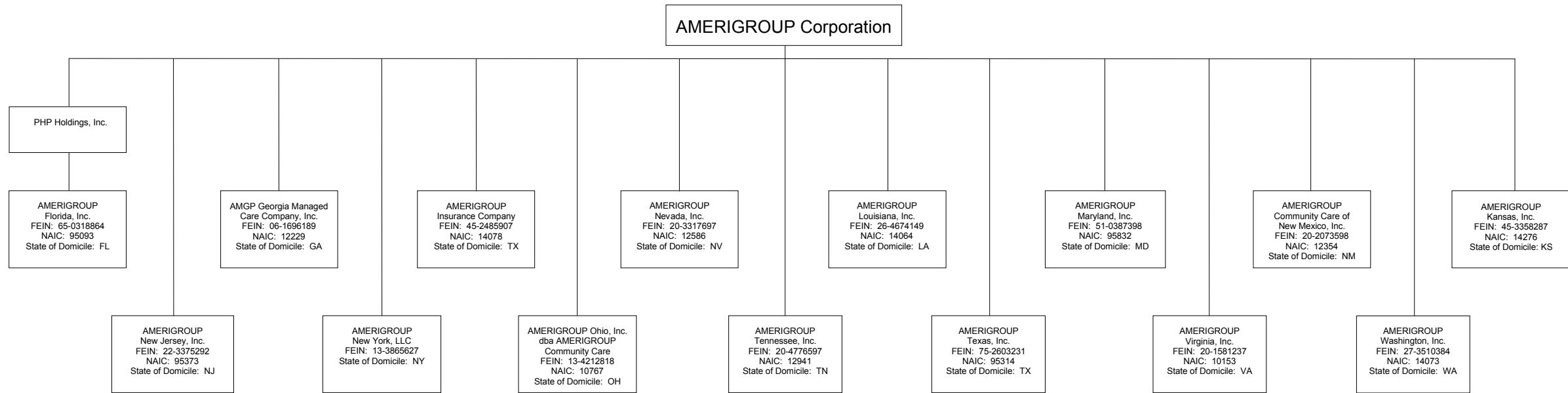
DETAILS OF WRITE-INS

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



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Com- pany Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tion- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
1156 ..	AMERIGROUP Corporation	00000	22-3375292 ..	0004064863	NYSE	AMERIGROUP Corporation	FL ..	UDP ..	AMERIGROUP Corporation .....	.....	.....	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	95373	75-2603231 ..	.....	.....	AMERIGROUP New Jersey, Inc.	NJ ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	95314	51-0687398 ..	.....	.....	AMERIGROUP Texas, Inc.	TX ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	95832	65-0318864 ..	.....	.....	AMERIGROUP Maryland, Inc.	MD ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	10767	13-4212818 ..	.....	.....	AMERIGROUP Florida, Inc.	FL ..	IA ..	PHP Holdings Inc. ....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	10153	20-1581237 ..	.....	.....	AMERIGROUP Ohio Inc dba 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 of New Mexico, Inc.	NM ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	12229	06-1696189 ..	.....	.....	AMERIGROUP Nevada, Inc.	NV ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	00000	13-3865627 ..	.....	.....	AMGP Georgia Managed Care Company, Inc.	GA ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	12941	20-4776597 ..	.....	.....	AMERIGROUP New York, LLC ..	NY ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14064	26-4674149 ..	.....	.....	AMERIGROUP Tennessee, Inc.	TN ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14073	27-3510384 ..	.....	.....	AMERIGROUP Louisiana, Inc.	LA ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14078	45-2485907 ..	.....	.....	AMERIGROUP Washington, Inc.	WA ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation	14276	45-3358287 ..	.....	.....	AMERIGROUP Insurance Company	TX ..	IA ..	AMERIGROUP Corporation .....	.....	Ownership	100.0	AMERIGROUP Corporation .....	.....
1156 ..	AMERIGROUP Corporation .....	.....	.....	.....	.....	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.

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



1076720123650003

2012

Document Code: 365

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		
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 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 va.....
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 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 poin.....
9. Total foreign exchange change in book value/recorded inve.....
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 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)

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	10,840,733	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 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)	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	XXX	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 Year To Date	2 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 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. Special Revenue, Special Assessment									
64971QQH9	NY NYC TFA Prerefunded		09/11/2012	Deutsche Bank	XXX	110,795	105,000.00		1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	110,795	105,000.00		XXX
8399997 Subtotal - Bonds - Part 3					XXX	110,795	105,000.00		XXX
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	110,795	105,000.00		XXX
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	110,795	XXX		XXX

(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	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	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)
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost																
Bonds - U.S. Special Revenue, Special Assessment																							
040654JX4	AZ Trn Brd Hwy C12 S02B	07/01/2012	CALLED @ 100.0000000	XXX	135,000	135,000.00	146,726	136,954		(1,954)		(1,954)									7,088	07/01/2016	1FE
64971QQK2	NY NYC TFA Unrefunded	09/11/2012	Deutsche Bank	XXX	110,795	105,000.00	111,976	111,750		(955)		(955)									5,250	08/01/2020	1FE
319999999	Subtotal - Bonds - U.S. Special Revenue, Special Assessment			XXX	245,795	240,000.00	258,702	248,704		(2,909)		(2,909)									12,338	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																							
88579EAD7	3M Company Sr Unsec MTN	07/16/2012	Deutsche Bank	XXX	147,598	145,000.00	154,764	147,835		(1,598)		(1,598)									1,361	1,361	3,952
06406HBE8	Bank of NY Mellon Sr Unsec	07/16/2012	Deutsche Bank	XXX	300,950	297,000.00	315,351	301,668		(3,018)		(3,018)									2,299	2,299	10,414
13442QAS8	CAMPBELL SOUP CO 4.875% 10/01/	07/19/2012	Deutsche Bank	XXX	210,622	200,000.00	217,650	213,826		(4,322)		(4,322)									1,118	1,118	7,800
17275RAJ1	CISCO SYSTEMS 1.625% 3/14/	07/19/2012	Deutsche Bank	XXX	204,196	200,000.00	203,575	203,263		(809)		(809)									202,454	1,742	2,753
191216AX8	Coca Cola Co Sr Unsec	07/16/2012	Deutsche Bank	XXX	301,233	300,000.00	299,145	299,236		91		91									763	03/13/2015	1FE
20825RAB7	CONOCOPHIL AU 5.500% 4/15/	07/16/2012	Deutsche Bank	XXX	207,526	200,000.00	214,894	212,160		(5,095)		(5,095)								207,065	461	8,281	
278642AA1	EBAY INC 0.875% 10/15/	07/16/2012	Deutsche Bank	XXX	201,290	200,000.00	200,386	200,307		(93)		(93)								200,215	1,075	1,075	
314099CC1	FLORIDA POWER CORP 4.800% 3/01/	07/19/2012	Deutsche Bank	XXX	174,541	170,000.00	180,673	177,766		(3,651)		(3,651)								174,115	426	426	
36962GQ44	GEN ELEC CAP CRP 1.875% 9/16/	07/19/2012	Deutsche Bank	XXX	162,323	160,000.00	159,758	159,861		44		44								159,905	2,418	2,418	
36962G4H4	GEN ELEC CAP M TN 2.800% 1/08/	07/19/2012	Deutsche Bank	XXX	151,661	150,000.00	154,059	152,272		(1,222)		(1,222)								151,050	610	610	
37334J9T9	GEORGIA POWER CO 1.300% 9/15/	07/16/2012	Deutsche Bank	XXX	100,884	100,000.00	100,992	100,778		(246)		(246)								100,532	352	352	
438516AY2	HONEYWELL INTL 3.875% 2/15/	07/16/2012	Deutsche Bank	XXX	105,468	100,000.00	106,825	106,729		(1,708)		(1,708)								105,020	448	448	
459200HBO	IBM Corp Sr Unsec	07/16/2012	Deutsche Bank	XXX	99,813	100,000.00	99,511	99,583		72		72								230	230	244	
44222ER04	JOHN DEERE CAPITAL 0.875% 4/17/	07/19/2012	Deutsche Bank	XXX	150,729	150,000.00	150,023	150,408		(2)		(2)								150,021	708	708	
478160AX2	JOHNSON AND JOHNSON 1.200% 5/15/	07/19/2012	Deutsche Bank	XXX	254,108	250,000.00	251,392	251,408		(325)		(325)								251,083	3,025	3,025	
59217EBZ6	MetLife Global Funding	07/16/2012	Deutsche Bank	XXX	100,397	100,000.00	99,715	99,930		53		53								99,983	414	414	
637432LTO	National Rural Utility	09/17/2012	MATURITY	XXX	20,000	20,000.00	19,970	19,993		7		7							20,000	525	525		
713448BX8	PepsiCo Inc Sr Unsec	07/16/2012	Deutsche Bank	XXX	250,463	250,000.00	249,890	249,903		13		13							559	682	682		
74005PAW4	Praxair Inc Nt	07/16/2012	Deutsche Bank	XXX	50,213	50,000.00	49,855	49,957		27		27							49,984	229	229		
74005PAV6	Praxair Inc Sr Unsec	07/19/2012	Deutsche Bank	XXX	107,537	100,000.00	107,955	107,955		(634)		(634)							107,321	216	216		
742718DR7	Procter & Gamble	07/16/2012	Deutsche Bank	XXX	100,041	100,000.00	99,927	99,983		16		16							99,999	42	42		
742718DU0	PROCTOR GAMBLE CO 0.700% 8/15/	07/16/2012	Deutsche Bank	XXX	407,280	405,000.00	405,150	405,243		(51)		(51)							405,193	2,087	2,087		
74432QBH7	Prudential Financial	09/17/2012	MATURITY	XXX	30,000	30,000.00	29,995	29,999		1		1						30,000	1,088	1,088			
74456QAY2	PUB SVC EL GAS MTN 0.850% 8/15/	07/19/2012	Deutsche Bank	XXX	140,573	140,000.00	139,962	139,966		7		7						139,973	600	600			
927804EU4	VIRGINIA ELEC & PWR 4.750% 3/01/	07/16/2012	Deutsche Bank	XXX	102,603	100,000.00	106,344	104,525		(2,095)		(2,095)							102,430	173	173		
931422AD1	WALGREEN CO 4.875% 8/01/	07/16/2012	Deutsche Bank	XXX	208,938	200,000.00	216,590	212,702		(4,327)		(4,327)							208,375	563	563		
046353AC2	AstraZeneca Plc Sr Nt	R 07/16/2012	Deutsche Bank	XXX	121,013	120,000.00	129,332	122,102		(1,608)		(1,608)							120,494	519	519		
377373AB1	GLAXOSMITHKLINE CAP 0.750% 5/08/	R 07/16/2012	Deutsche Bank	XXX	150,408	150,000.00	149,721			17		17							149,738	670	670		
389999999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)			XXX	4,562,408	4,487,000.00	4,613,404	3,512,273		(30,456)		(30,456)							4,538,064	24,342	24,342		
8399997	Subtotal - Bonds - Part 4			XXX	4,808,203	4,727,000.00	4,872,106	3,760,977		(33,365)		(33,365)							4,783,859	24,342	24,342		
8399998	Summary Item from Part 5 for Bonds (N/A to Quarterly)			XXX	XXX	XXX	XXX	XXX											XXX	XXX	XXX		
8399999	Subtotal - Bonds			XXX	4,808,203	4,727,000.00	4,872,106	3,760,977		(33,365)		(33,365)							4,783,859	24,342	24,342		
8999998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)			XXX	XXX	XXX	XXX	XXX											XXX	XXX	XXX		
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)			XXX	XXX	XXX	XXX	XXX											XXX	XXX	XXX		
9999999	Subtotal - Preferred and Common Stocks			XXX	XXX	XXX	XXX	XXX											XXX	XXX	XXX		
999999999	Total - Bonds, Preferred and Common Stocks			XXX	4,808,203	XXX	4,872,106	3,760,977		(33,365)		(33,365)							4,783,859	24,342	24,342		
																			99,482	99,482	99,482		

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

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						1,971,675	862,322	332	XXX
JP Morgan Chase						90,271	185,934	109,600	XXX
0199998 Deposits in	1 depositories that do not exceed the allowable limit in any one depository - open depositories	XXX	XXX ..	169		2,500	2,500	2,500	XXX
0199999 Totals - Open Depositories		XXX	XXX ..	169		2,064,446	1,050,756	112,432	XXX
0299998 Deposits in	0 depositories that do not exceed the allowable limit in any one depository - suspended depositories	XXX	XXX ..						XXX
0299999 Totals - Suspended Depositories		XXX	XXX ..						XXX
0399999 Total Cash On Deposit		XXX	XXX ..	169		2,064,446	1,050,756	112,432	XXX
0499999 Cash in Company's Office		XXX	XXX ..	XXX ..	XXX ..				XXX
0599999 Total Cash		XXX	XXX ..	169		2,064,446	1,050,756	112,432	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
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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