



ANNUAL STATEMENT

For the Year Ending December 31, 2012

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care

NAIC Group Code 0671 , 1156 NAIC Company Code 10767 Employer's ID Number 13-4212818
(Current Period) (Prior Period)

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[] Property/Casualty[] Hospital, Medical & Dental Service or Indemnity[]
 Dental Service Corporation[] Vision Service Corporation[] Health Maintenance Organization[X]
 Other[] Is HMO Federally Qualified? Yes[] No[X] N/A[]

Incorporated/Organized 03/08/2002 Commenced Business 09/01/2005

Statutory Home Office 10123 Alliance Road , Cincinnati, OH, 45242
(Street and Number) (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.amerigroup.com

Statutory Statement Contact Margaret Mary Roomsburg (757)490-6900
(Name) (Area Code)(Telephone Number)(Extension)
Margaret.Roomsburg@amerigroup.com (757)557-6742
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	
Gary Michael Radtke	President/Chief Executive Officer	
Nicholas Joseph Pace	Vice President/Asst. Secretary	#
Kathleen Susan Kiefer	Secretary	#
Scott Wayne Anglin	Vice President/Asst. Treasurer	#
Robert David Kretschmer	Treasurer	#

OTHERS

DIRECTORS OR TRUSTEES

Gary Michael Radtke	Carter Allen Beck #
Peter David Haytaian	Wayne Scott DeVeydt #
Catherine Irene Kelaghan #	

State of Virginia
 County of Virginia Beach ss

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

(Signature)
Gary Michael Radtke
(Printed Name)
 1.
 President/Chief Executive Officer
(Title)

(Signature)
Robert David Kretschmer
(Printed Name)
 2.
 Treasurer
(Title)

(Signature)
Kathleen Susan Kiefer
(Printed Name)
 3.
 Secretary
(Title)

Subscribed and sworn to before me this _____ day of _____, 2013

- 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 Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1-2)	Net Admitted Assets
1. Bonds (Schedule D)	25,777,337		25,777,337	27,653,760
2. Stocks (Schedule D)				
2.1 Preferred stocks				
2.2 Common Stocks				
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (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 (\$.....4,472,453 Schedule E Part 1), cash equivalents (\$.....3,999,369 Schedule E Part 2) and short-term investments (\$.....18,675,181 Schedule DA)	27,147,003		27,147,003	23,710,993
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives (Schedule DB)				
8. Other invested assets (Schedule BA)				
9. Receivables for securities				
10. Securities Lending Reinvested Collateral Assets (Schedule DL)				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	52,924,340		52,924,340	51,364,753
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	231,468		231,468	180,395
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	4,136,784		4,136,784	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	168,304		168,304	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	918,734	128,677	790,057	1,038,149
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	1,713		1,713	4,635
21. Furniture and equipment, including health care delivery assets (\$.....0)	427,073	427,073		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$.....0) and other amounts receivable	1,030,153	1,030,153		
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)	59,838,569	1,585,903	58,252,666	55,962,712
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	59,838,569	1,585,903	58,252,666	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 Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	11,121,478		11,121,478	16,213,035
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	206,452		206,452	349,410
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	255,814		255,814	1,401,547
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserves				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	2,671,281		2,671,281	2,513,155
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses))	482,826		482,826	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	311,035		311,035	120,117
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates	907,661		907,661	343,006
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties (with \$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.....0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans	283,432		283,432	2,076,808
23. Aggregate write-ins for other liabilities (including \$.....0 current)	6,821		6,821	
24. TOTAL Liabilities (Lines 1 to 23)	16,246,800		16,246,800	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	17,992,909	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	24,012,947	10,200,539
32. Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.20 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33. TOTAL Capital and Surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	42,005,866	32,668,268
34. TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	X X X	X X X	58,252,666	55,962,712
DETAILS OF WRITE-INS				
2301. Unclaimed Property	6,821		6,821	
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)	6,821		6,821	
2501.	X X X	X X X		
2502.	X X X	X X X		
2503.	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months	X X X	680,599	669,569
2. Net premium income (including \$.....0 non-health premium income)	X X X	169,589,135	148,035,378
3. Change in unearned premium reserves and reserve 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	169,589,135	148,035,378
Hospital and Medical:			
9. Hospital/medical benefits		73,560,468	83,858,995
10. Other professional services		8,575,287	8,596,800
11. Outside referrals			
12. Emergency room and out-of-area		13,425,247	11,867,230
13. Prescription drugs		17,576,187	4,838,796
14. Aggregate write-ins for other hospital and medical		1,727,852	1,727,018
15. Incentive pool, withhold adjustments and bonus amounts			
16. Subtotal (Lines 9 to 15)		114,865,041	110,888,839
Less:			
17. Net reinsurance recoveries		852,114	3,528,811
18. TOTAL Hospital and Medical (Lines 16 minus 17)		114,012,927	107,360,028
19. Non-health claims (net)			
20. Claims adjustment expenses, including \$.....5,789,414 cost containment expenses		7,060,771	5,671,259
21. General administrative expenses		28,217,291	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)		149,290,989	137,848,802
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	20,298,146	10,186,576
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)		449,890	386,684
26. Net realized capital gains (losses) less capital gains tax of \$.....9,103		16,904	4,944
27. Net investment gains (losses) (Lines 25 plus 26)		466,794	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	20,764,940	10,578,204
31. Federal and foreign income taxes incurred	X X X	7,280,989	3,771,417
32. Net income (loss) (Lines 30 minus 31)	X X X	13,483,951	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 (Line 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401. Ancillary, DME, Home Healthcare, Ambulance, Transportation		1,727,852	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)		1,727,852	1,727,018
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	32,668,268	35,744,811
34. Net income or (loss) from Line 32	13,483,951	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	(274,736)	(150,567)
39. Change in nonadmitted assets	603,193	273,913
40. Change in unauthorized and certified reinsurance		
41. Change in treasury stock		
42. Change in surplus notes		
43. Cumulative effect of changes in accounting principles		
44. Capital Changes:		
44.1 Paid in		
44.2 Transferred from surplus (Stock Dividend)		
44.3 Transferred to surplus		
45. Surplus adjustments:		
45.1 Paid in	421,990	337,324
45.2 Transferred to capital (Stock Dividend)		
45.3 Transferred from capital		
46. Dividends to stockholders	(4,896,800)	(10,344,000)
47. Aggregate write-ins for gains or (losses) in surplus		
48. Net change in capital and surplus (Lines 34 to 47)	9,337,598	(3,076,543)
49. Capital and surplus end of reporting year (Line 33 plus 48)	42,005,866	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
		Current Year	Prior Year
Cash from Operations			
1.	Premiums collected net of reinsurance	167,191,985	148,565,369
2.	Net investment income	773,701	608,958
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	167,965,686	149,174,327
5.	Benefit and loss related payments	118,367,211	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	36,467,054	27,499,250
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	7,084,632	4,129,353
10.	Total (Lines 5 through 9)	161,918,897	134,648,141
11.	Net cash from operations (Line 4 minus Line 10)	6,046,789	14,526,186
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	12,974,572	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)	12,974,793	11,119,493
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	11,447,247	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)	11,447,247	24,365,290
14.	Net increase (decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	1,527,546	(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)	758,475	(1,148,205)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(4,138,325)	(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)	3,436,010	(10,211,816)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	23,710,993	33,922,809
19.2	End of year (Line 18 plus Line 19.1)	27,147,003	23,710,993

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

20.0001	Depreciation	167,227	129,598
20.0002	Non Cash Capital Contribution	421,990	337,324

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	169,589,135							169,589,135		
2. Change in unearned premium reserves and reserve for rate credit										
3. Fee-for-service (net of \$.....0 medical expenses)										X X X
4. Risk revenue										X X X
5. Aggregate write-ins for other health care related revenues										X X X
6. Aggregate write-ins for other non-health care related revenues		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
7. TOTAL Revenues (Lines 1 to 6)	169,589,135							169,589,135		
8. Hospital/medical benefits	73,560,468							73,560,468		X X X
9. Other professional services	8,575,287							8,575,287		X X X
10. Outside referrals										X X X
11. Emergency room and out-of-area	13,425,247							13,425,247		X X X
12. Prescription drugs	17,576,187							17,576,187		X X X
13. Aggregate write-ins for other hospital and medical	1,727,852							1,727,852		X X X
14. Incentive pool, withhold adjustments and bonus amounts										X X X
15. Subtotal (Lines 8 to 14)	114,865,041							114,865,041		X X X
16. Net reinsurance recoveries	852,114							852,114		X X X
17. TOTAL Hospital and Medical (Lines 15 minus 16)	114,012,927							114,012,927		X X X
18. Non-health claims (net)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
19. Claims adjustment expenses including \$.....5,789,414 cost containment expenses	7,060,771							7,060,771		
20. General administrative expenses	28,217,291							28,217,291		
21. Increase in reserves for accident and health contracts										X X X
22. Increase in reserves for life contracts		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
23. TOTAL Underwriting Deductions (Lines 17 to 22)	149,290,989							149,290,989		
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	20,298,146							20,298,146		
DETAILS OF WRITE-INS										
0501.										X X X
0502.										X X X
0503.										X X X
0598. Summary of remaining write-ins for Line 5 from overflow page										X X X
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)										X X X
0601.		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0602.		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0603.		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0698. Summary of remaining write-ins for Line 6 from overflow page		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
1301. Home Healthcare, DME, Transportation, etc.	1,727,852							1,727,852		X X X
1302.										X X X
1303.										X X X
1398. Summary of remaining write-ins for Line 13 from overflow page										X X X
1399. TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)	1,727,852							1,727,852		X X X

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Columns 1 + 2 - 3)
1. Comprehensive (hospital and medical)				
2. Medicare Supplement				
3. Dental only				
4. Vision only				
5. Federal Employees Health Benefits Plan				
6. Title XVIII - Medicare				
7. Title XIX - Medicaid	173,854,452		4,265,317	169,589,135
8. Other health				
9. Health subtotal (Lines 1 through 8)	173,854,452		4,265,317	169,589,135
10. Life				
11. Property/casualty				
12. TOTALS (Lines 9 to 11)	173,854,452		4,265,317	169,589,135

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	119,540,434							119,540,434		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded	1,173,223							1,173,223		
1.4 Net	118,367,211							118,367,211		
2. Paid medical incentive pools and bonuses										
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	11,121,478							11,121,478		
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net	11,121,478							11,121,478		
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										
5. Accrued medical incentive pools and bonuses, current year										
6. Net healthcare receivables (a)	(416,164)							(416,164)		
7. Amounts recoverable from reinsurers December 31, current year	168,304							168,304		
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	16,213,035							16,213,035		
8.2 Reinsurance assumed										
8.3 Reinsurance ceded										
8.4 Net	16,213,035							16,213,035		
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct										
9.2 Reinsurance assumed										
9.3 Reinsurance ceded										
9.4 Net										
10. Accrued medical incentive pools and bonuses, prior year										
11. Amounts recoverable from reinsurers December 31, prior year	489,413							489,413		
12. Incurred benefits:										
12.1 Direct	114,865,041							114,865,041		
12.2 Reinsurance assumed										
12.3 Reinsurance ceded	852,114							852,114		
12.4 Net	114,012,927							114,012,927		
13. Incurred medical incentive pools and bonuses										

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	2,564,950							2,564,950		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net	2,564,950							2,564,950		
2. Incurred but Unreported:										
2.1 Direct	8,556,528							8,556,528		
2.2 Reinsurance assumed										
2.3 Reinsurance ceded										
2.4 Net	8,556,528							8,556,528		
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. TOTALS										
4.1 Direct	11,121,478							11,121,478		
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net	11,121,478							11,121,478		

UNDERWRITING AND INVESTMENT EXHIBIT

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

	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 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 December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid	7,216,999	110,981,908	532,089	10,589,389	7,749,088	15,723,622
8. Other health						
9. Health subtotal (Lines 1 to 8)	7,216,999	110,981,908	532,089	10,589,389	7,749,088	15,723,622
10. Healthcare receivables (a)	47,587	132,566			47,587	596,317
11. Other non-health						
12. Medical incentive pool and bonus amounts						
13. TOTALS (Lines 9 - 10 + 11 + 12)	7,169,412	110,849,342	532,089	10,589,389	7,701,501	15,127,305

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

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

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	19,992	19,575	19,575	19,572	19,565
2.	2008	181,881	202,561	202,195	202,195	202,177
3.	2009	X X X	208,406	226,323	225,500	225,578
4.	2010	X X X	X X X	103,670	108,498	106,161
5.	2011	X X X	X X X	X X X	98,525	108,025
6.	2012	X X X	X X X	X X X	X X X	110,982

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	22,005	19,575	19,575	19,572	19,565
2.	2008	209,051	203,427	202,196	201,936	202,177
3.	2009	X X X	230,888	226,509	225,476	225,578
4.	2010	X X X	X X X	116,509	109,305	106,151
5.	2011	X X X	X X X	X X X	114,304	108,567
6.	2012	X X X	X X X	X X X	X X X	121,571

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

Years in Which Premiums were Earned and Claims were Incurred	1	2	3	4	5	6	7	8	9	10
	Premiums Earned	Claims Payments	Claim Adjustment Expense Payments	(Col. 3/2) Percent	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	(Col. 5/1) Percent	Claims Unpaid	Unpaid Claims Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	(Col. 9/1) Percent
1. 2008	233,328	202,177	5,621	2.780	207,798	89.059			207,798	89.059
2. 2009	264,841	225,578	7,132	3.162	232,710	87.868			232,710	87.868
3. 2010	154,029	106,161	5,206	4.904	111,367	72.303	(10)		111,357	72.296
4. 2011	148,035	108,025	5,910	5.471	113,935	76.965	542		114,477	77.331
5. 2012	169,589	110,982	6,308	5.684	117,290	69.161	10,589	206	128,085	75.527

12 Total

- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XVIII-Medicare NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XVIII-Medicare NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XVIII-Medicare NONE

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

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	19,992	19,575	19,575	19,572	19,565
2. 2008	181,881	202,561	202,195	202,195	202,177
3. 2009	X X X	208,406	226,323	225,500	225,578
4. 2010	X X X	X X X	103,670	108,498	106,161
5. 2011	X X X	X X X	X X X	98,525	108,025
6. 2012	X X X	X X X	X X X	X X X	110,982

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	22,005	19,575	19,575	19,572	19,565
2. 2008	209,051	203,427	202,196	201,936	202,177
3. 2009	X X X	230,888	226,509	225,476	225,578
4. 2010	X X X	X X X	116,509	109,305	106,151
5. 2011	X X X	X X X	X X X	114,304	108,567
6. 2012	X X X	X X X	X X X	X X X	121,571

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

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008	233,328	202,177	5,621	2.780	207,798	89.059			207,798	89.059
2. 2009	264,841	225,578	7,132	3.162	232,710	87.868			232,710	87.868
3. 2010	154,029	106,161	5,206	4.904	111,367	72.303	(10)		111,357	72.296
4. 2011	148,035	108,025	5,910	5.471	113,935	76.965	542		114,477	77.331
5. 2012	169,589	110,982	6,308	5.684	117,290	69.161	10,589	206	128,085	75.527

12 Title XIX-Medicaid

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

Other

Section A - Paid Health Claims

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

Section B - Incurred Health Claims

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

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

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

12 Other

UNDERWRITING AND INVESTMENT EXHIBIT

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

	1	2	3	4	5	6	7	8	9
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves									
2. Additional policy reserves (a)									
3. Reserve for future contingent benefits									
4. Reserve for rate credits or experience rating refunds (including \$.....0 for investment income)	255,814							255,814	
5. Aggregate write-ins for other policy reserves									
6. TOTALS (Gross)	255,814							255,814	
7. Reinsurance ceded									
8. TOTALS (Net) (Page 3, Line 4)	255,814							255,814	
9. Present value of amounts not yet due on claims									
10. Reserve for future contingent benefits									
11. Aggregate write-ins for other claim reserves									
12. TOTALS (Gross)									
13. Reinsurance ceded									
14. TOTALS (Net) (Page 3, Line 7)									
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page									
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)									
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page									
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)									

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building)			311,224		311,224
2. Salaries, wages and other benefits	3,553,956	454,772	6,724,183		10,732,911
3. Commissions (less \$.....0 ceded plus \$.....0 assumed)					
4. Legal fees and expenses			726,984		726,984
5. Certifications and accreditation fees					
6. Auditing, actuarial and other consulting services			91,903		91,903
7. Traveling expenses	53,758		169,351		223,109
8. Marketing and advertising			41,547		41,547
9. Postage, express and telephone	77,198		376,489		453,687
10. Printing and office supplies	110,735		318,435		429,170
11. Occupancy, depreciation and amortization			565,573		565,573
12. Equipment			32,097		32,097
13. Cost or depreciation of EDP equipment and software			244,008		244,008
14. Outsourced services including EDP, claims, and other services	146,395	789,501	1,711,236		2,647,132
15. Boards, bureaus and association fees	555		178,849		179,404
16. Insurance, except on real estate			82,754		82,754
17. Collection and bank service charges	409,574		39,402		448,976
18. Group service and administration fees					
19. Reimbursements by uninsured plans					
20. Reimbursements from fiscal intermediaries					
21. Real estate expenses					
22. Real estate taxes					
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					
23.2 State premium taxes			13,361,127		13,361,127
23.3 Regulatory authority licenses and fees					
23.4 Payroll taxes	229,471	26,268	367,536		623,275
23.5 Other (excluding federal income and real estate taxes)			150,593		150,593
24. Investment expenses not included elsewhere					
25. Aggregate write-ins for expenses	1,207,772	816	2,724,000		3,932,588
26. TOTAL Expenses Incurred (Lines 1 to 25)	5,789,414	1,271,357	28,217,291		(a) 35,278,062
27. Less expenses unpaid December 31, current year	206,452		2,671,281		2,877,733
28. Add expenses unpaid December 31, prior year	349,410		2,513,155		2,862,565
29. Amounts receivable relating to uninsured plans, prior year					
30. Amounts receivable relating to uninsured plans, current year					
31. TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	5,932,372	1,271,357	28,059,165		35,262,894
DETAILS OF WRITE-INS					
2501. Contributions, committee fees, conferences, fines & penalties etc.	1,207,772	816	2,724,000		3,932,588
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)	1,207,772	816	2,724,000		3,932,588

(a) Includes management fees of \$.....10,631,571 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 63,604	51,347
1.1 Bonds exempt from U.S. tax	(a) 131,469	216,230
1.2 Other bonds (unaffiliated)	(a) 180,592	159,843
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)		
2.21 Common stocks of affiliates		
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract loans		
6. Cash, cash equivalents and short-term investments	(e) 23,153	22,470
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income		
10. Total gross investment income	398,818	449,890
11. Investment expenses		(g)
12. Investment taxes, licenses and fees, excluding federal income taxes		(g)
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i)
15. Aggregate write-ins for deductions from investment income		
16. Total deductions (Lines 11 through 15)		
17. Net Investment income (Line 10 minus Line 16)		449,890

DETAILS OF WRITE-INS

0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page		
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)		
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		
1599. TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above)		

- (a) Includes \$ 2,408 accrual of discount less \$ (173,577) amortization of premium and less \$ 4,106 paid for accrued interest on purchases.
- (b) Includes \$ 0 accrual of discount less \$ (203,715) amortization of premium and less \$ 20,890 paid for accrued dividends on purchases.
- (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ 0 paid for accrued interest on purchases.
- (d) Includes \$ 0 for company's occupancy of its own buildings; and excludes \$ 0 interest on encumbrances.
- (e) Includes \$ 4,416 accrual of discount less \$ (10,018) amortization of premium and less \$ 21,518 paid for accrued interest on purchases.
- (f) Includes \$ 0 accrual of discount less \$ 0 amortization of premium.
- (g) Includes \$ 0 investment expenses and \$ 0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ 0 interest on surplus notes and \$ 0 interest on capital notes.
- (i) Includes \$ 0 depreciation on real estate and \$ 0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5
	Realized Gain (Loss) on Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds	969		969		
1.1 Bonds exempt from U.S. tax					
1.2 Other bonds (unaffiliated)	24,817		24,817		
1.3 Bonds of affiliates					
2.1 Preferred stocks (unaffiliated)					
2.11 Preferred stocks of affiliates					
2.2 Common stocks (unaffiliated)					
2.21 Common stocks of affiliates					
3. Mortgage loans					
4. Real estate					
5. Contract loans					
6. Cash, cash equivalents and short-term investments	221		221		
7. Derivative instruments					
8. Other invested assets					
9. Aggregate write-ins for capital gains (losses)					
10. Total capital gains (losses)	26,007		26,007		
DETAILS OF WRITE-INS					
0901.					
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page					
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)					

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			
2. Stocks (Schedule D):			
2.1 Preferred stocks			
2.2 Common stocks			
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			
3.2 Other than first liens			
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			
4.2 Properties held for the production of income			
4.3 Properties held for sale			
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6. Contract loans			
7. Derivatives (Schedule DB)			
8. Other invested assets (Schedule BA)			
9. Receivables for securities			
10. Securities lending reinvested collateral assets (Schedule DL)			
11. Aggregate write-ins for invested assets			
12. Subtotals, cash and invested assets (Lines 1 to 11)			
13. Title plants (for Title insurers only)			
14. Invested income due and accrued			
15. Premium and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection			
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
15.3 Accrued retrospective premiums			
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers			
16.2 Funds held by or deposited with reinsured companies			
16.3 Other amounts receivable under reinsurance contracts			
17. Amounts receivable relating to uninsured plans			
18.1 Current federal and foreign income tax recoverable and interest thereon			
18.2 Net deferred tax asset	128,677	155,320	26,643
19. Guaranty funds receivable or on deposit			
20. Electronic data processing equipment and software		6,688	6,688
21. Furniture and equipment, including health care delivery assets	427,073	580,321	153,248
22. Net adjustment in assets and liabilities due to foreign exchange rates			
23. Receivables from parent, subsidiaries and affiliates			
24. Health care and other amounts receivable	1,030,153	1,446,317	416,164
25. Aggregate write-ins for other than invested assets		450	450
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,585,903	2,189,096	603,193
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28. Total (Lines 26 and 27)	1,585,903	2,189,096	603,193
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		450	450
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)		450	450

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations	55,379	56,073	57,050	60,675	53,672	680,599
2. Provider Service Organizations						
3. Preferred Provider Organizations						
4. Point of Service						
5. Indemnity Only						
6. Aggregate write-ins for other lines of business						
7. TOTAL	55,379	56,073	57,050	60,675	53,672	680,599
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page						
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)						

Notes to Financial Statements

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

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

C. Accounting Policy

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

In addition, the Company uses the following accounting policies.

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

2. Accounting Changes and Corrections of Errors

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

3. Business Combinations and Goodwill

Notes to Financial Statements

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

4. Discontinued Operations

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 had 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 filed an appeal of the trial court's decision in the Tenth District Court of Appeals and oral arguments occurred on November 1, 2012.

On December 28, 2012, the Tenth District Court of Appeals affirmed the dismissal by the Court of Common Pleas of Franklin County, Ohio. The Company's current contract with ODJFS will expire June 30, 2013 and membership is expected to transfer to the recipients of the new contracts on or before July 1, 2013. As of December 31, 2012, the Company is evaluating the impact of the discontinuation of operations including the evaluation of the recoverability of the carrying value of assets related to the Ohio contract.

5. Investments

A. Mortgage loans including Mezzanine Real Estate Loans

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

B. Debt Restructuring

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

C. Reverse Mortgages

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

D. Loan-Backed Securities

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

E. Repurchase Agreements and/or Securities Lending Transactions

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

F. Real Estate

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

G. Investment in Low- Income Housing Tax Credits

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

6. Joint Ventures, Partnerships and Limited Liability Companies

Notes to Financial Statements

- A. The Company had no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets as of December 31, 2012 or 2011.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships or Limited Liability Companies during 2012 and 2011.

7. Investment Income

- A. The Company reports only investment income that is earned as due and accrued in its financial statements. All investment income due and accrued with amounts that are over 90 days past due is non-admitted.
- B. There was no non-admitted investment income at December 31, 2012 or 2011.

8. Derivative Instruments

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

9. Income Taxes

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

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

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Gross deferred tax assets	\$ 918,734	\$ -	\$ 918,734
Statutory valuation allowance	-	-	-
Adjusted gross deferred tax assets	918,734	-	918,734
Gross deferred tax liabilities	-	-	-
Net deferred tax asset before admissibility test	<u>\$ 918,734</u>	<u>\$ -</u>	<u>\$ 918,734</u>

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

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Admitted pursuant to paragraph 11.a	\$ 783,868	\$ -	\$ 783,868
Admitted pursuant to paragraph 11.b	6,189	-	6,189
Admitted pursuant to paragraph 11.c	-	-	-
Admitted deferred tax asset	790,057	-	790,057
Deferred tax liability	-	-	-
Net admitted DTA or DTL	790,057	-	790,057
Nonadmitted DTA	<u>\$ 128,677</u>	<u>\$ -</u>	<u>\$ 128,677</u>

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

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Gross deferred tax assets	\$ 1,193,469	\$ -	\$ 1,193,469
Statutory valuation allowance	-	-	-
Adjusted gross deferred tax assets	1,193,469	-	1,193,469
Gross deferred tax liabilities	-	-	-
Net deferred tax asset before admissibility test	<u>\$ 1,193,469</u>	<u>\$ -</u>	<u>\$ 1,193,469</u>

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

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Admitted pursuant to paragraph 10.a	\$ 1,038,149	\$ -	\$ 1,038,149
Admitted pursuant to paragraph 10.b	-	-	-
Admitted pursuant to paragraph 10.c	-	-	-
Admitted deferred tax asset	1,038,149	-	1,038,149
Deferred tax liability	-	-	-
Net admitted DTA or DTL	1,038,149	-	1,038,149
Nonadmitted DTA	<u>\$ 155,320</u>	<u>\$ -</u>	<u>\$ 155,320</u>

Notes to Financial Statements

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

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Gross deferred tax assets	\$ (274,735)	\$ -	\$ (274,735)
Statutory valuation allowance	-	-	-
Adjusted gross deferred tax assets	<u>(274,735)</u>	<u>-</u>	<u>(274,735)</u>
Gross deferred tax liabilities	-	-	-
Net deferred tax asset before admissibility test	<u>\$ (274,735)</u>	<u>\$ -</u>	<u>\$ (274,735)</u>

	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Admitted pursuant to paragraph 11.a	\$ (254,281)	\$ -	\$ (254,281)
Admitted pursuant to paragraph 11.b	6,189	-	6,189
Admitted pursuant to paragraph 11.c	-	-	-
Admitted deferred tax asset	<u>(248,092)</u>	<u>-</u>	<u>(248,092)</u>
Deferred tax liability	-	-	-
Net admitted DTA or DTL	<u>(248,092)</u>	<u>-</u>	<u>(248,092)</u>
Nonadmitted DTA	<u>\$ (26,643)</u>	<u>\$ -</u>	<u>\$ (26,643)</u>

	<u>2012</u>	<u>2011</u>
Ratio percentage used to determine recovery period and threshold limitation amount	850%	N/A
Amount of adjusted capital and surplus used to determine recovery period and threshold limitation	41,214,096	N/A

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

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

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

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

	<u>2012</u>	<u>2011</u>	<u>Change</u>
Federal income tax on operations	\$ 7,280,989	\$ 3,771,417	\$ 3,509,572
Utilization of net operating loss and capital loss carryforwards	-	-	-
Total federal income taxes	<u>7,280,989</u>	<u>3,771,417</u>	<u>3,509,572</u>
Federal income tax expense (benefit) on net capital gains (losses)	9,102	1,135	7,967
Federal & foreign income taxes incurred	<u>\$ 7,290,091</u>	<u>\$ 3,772,552</u>	<u>\$ 3,517,539</u>

	<u>2012</u>	<u>2011</u>	<u>Change</u>
Deferred tax assets:			
Ordinary:			
Accrued future expenses	\$ -	\$ -	-
Accounts receivable	752,692	980,766	(228,074)
Claims discount reserve	8,587	39,305	(30,718)
Deferred acquisition costs	8,196	-	8,196
Fixed assets	149,259	163,961	(14,702)
Net operating loss carryover	-	-	-
Prepaid expenses	-	-	-
Unearned premium reserve	-	-	-
Other adjustments	-	9,437	(9,437)
Subtotal	<u>918,734</u>	<u>1,193,469</u>	<u>(274,735)</u>
Statutory valuation allowance adjustment	-	-	-
Nonadmitted ordinary deferred tax assets	<u>(128,677)</u>	<u>(155,320)</u>	<u>26,643</u>
Admitted Ordinary Deferred Tax Assets	<u>790,057</u>	<u>1,038,149</u>	<u>(248,092)</u>
Capital:			
Investments in securities	-	-	-
Net capital loss carryforwards	-	-	-
Subtotal	-	-	-
Statutory valuation allowance adjustment	-	-	-
Nonadmitted deferred tax assets	-	-	-
Admitted capital deferred tax assets	-	-	-
Admitted deferred tax assets	<u>790,057</u>	<u>1,038,149</u>	<u>(248,092)</u>

Notes to Financial Statements

Deferred tax liabilities:

Ordinary:				
Other adjustments	-	-	-	-
Capital:				
Investments in securities	-	-	-	-
Deferred tax liabilities	-	-	-	-
Net admitted deferred tax assets/liabilities	\$ 790,057	\$ 1,038,149	\$	(248,092)

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

	<u>2012</u>	<u>2011</u>	<u>Change</u>
Total deferred tax assets	\$ 918,734	\$ 1,193,469	\$ (274,735)
Total deferred tax liabilities	-	-	-
Net deferred tax asset (liability)	<u>918,734</u>	<u>1,193,469</u>	<u>(274,735)</u>
Tax effect of unrealized gains (losses)	-	-	-
Change in deferred income tax			<u>\$ (274,735)</u>

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

	<u>2012</u>	<u>2011</u>
Tax expense computed using federal statutory rate	\$ 7,270,915	\$ 3,702,769
Change in nonadmitted assets		
Tax exempt income and dividend received deduction net of proration	(64,329)	(40,626)
Prior year true-ups and adjustments	5,034	(103,260)
Non Deductible expenses	39,633	42,983
GAAP to STAT Difference	9,043	228,859
Other	304,531	92,394
Total	<u>\$ 7,564,826</u>	<u>\$ 3,923,119</u>
Federal income taxes incurred	7,280,989	3,771,417
Tax on capital Gain/(Loss)	9,102	1,135
Change in net deferred income taxes	274,735	150,567
Total statutory income taxes	<u>\$ 7,564,826</u>	<u>\$ 3,923,119</u>

E. Operating loss carryforwards disclosures:

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

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

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

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

Year	Ordinary	Capital		Total
2011	3,878,718	2,127	-	3,880,845
2012	7,280,989	9,102	-	7,290,091

There are no deposits admitted under IRC Sec. 6603

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

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

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

Notes to Financial Statements

10. Information Concerning Parent, Subsidiaries and Affiliates

A. Nature of the relationship

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

B. Significant transactions for each period

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

C. Administrative Services and Tax-Sharing Agreements

AMERIGROUP Corporation provides administrative and financial support services to the Company. Intercompany management fees charged to the Company were \$10,631,571 and \$10,398,534 for the years December 31, 2012 and 2011.

Federal taxes charged to the Company under a Tax-Sharing Agreement were \$7,440,684 and \$3,878,126 for the years ended December 31, 2012 and 2011, respectively.

AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the years ended December 31, 2012 and 2011 were \$421,990 and \$337,324 respectively. The Company reflects these allocated expenses as capital contributions since AMERIGROUP Corporation does not bill the Company for these amounts, which are included in general administrative expenses in the accompanying statements of revenue and expenses.

D. Amounts due to or from Related Parties

The Company owed AMERIGROUP Corporation \$907,661 and \$343,006 as of December 31, 2012 and 2011, respectively. The amount is the difference between the estimated charges and the actual expenses incurred in the month of December and were paid in January of 2013.

E. Guarantees or Contingencies for Related Parties

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

F. Management, Service Contracts, Cost Sharing Arrangements

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

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

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

H. Amount deducted for Investment in Upstream Company

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

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

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

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

Not applicable.

K. Investment in a Foreign Insurance Subsidiary

The Company does not have investments in foreign insurance subsidiaries.

Notes to Financial Statements

L. Investment in Downstream Non-insurance Holding Companies

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

11. Debt

A. Capital Notes

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

B. All Other Debt

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

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

A. Defined Benefit Plan

Not applicable.

B. Defined Contribution Plan

The Company's employees have the option to participate in a deferred compensation plan sponsored by AMERIGROUP Corporation. All full-time and most part-time employees of AMERIGROUP Corporation and the Company may elect to participate in this plan. This plan is exempt from income taxes under Section 401(k) of the Internal Revenue Code. Participants may contribute a certain percentage of their compensation subject to maximum federal and plan limits. AMERIGROUP Corporation may elect to match a certain percentage of each employee's contributions up to specified limits. For the years ended December 31, 2012 and 2011, the Company's share of the expense related to AMERIGROUP Corporation's match was approximately \$103,711, and \$90,138 respectively.

C. Multiemployer Plan

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

D. Consolidated/Holding Company Plans

Not applicable..

E. Post Employment Benefits and Compensated Absences

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

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

Not applicable.

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

1) Outstanding Shares

The Company had 1,000 shares of common stock authorized and 1,000 shares issues and outstanding as of December 31, 2012 and December 31, 2011.

2) Preferred Stock

The Company has no preferred stock outstanding.

3) Dividend Restrictions

Under the Ohio Annotated Statutes §3901.34, the Company, subject to registration under Section 3901.33 of the Revised Code, is permitted to pay any extraordinary dividend or make any other extraordinary distribution to its shareholder and the declaration of any such dividend or distribution shall be conditional and shall confer no rights upon shareholders until 30 days after the superintendent has received notice of the declaration thereof and has not within the 30-day period disapproved the dividend or distribution, or the superintendent has approved the dividend or distribution within the 30-day period.

Prior to paying any dividend or distribution, the Company must notify the superintendent on a form provided by the superintendent for informational purposes within 5 business days following its declaration of any dividend or distribution and at least 10 calendar days prior to

Notes to Financial Statements

payment of such dividend or distribution, such 10-calendar-day period to be measured from the date of the superintendent's receipt of the notice. For the purposes of this section, an extraordinary dividend or distribution includes any dividend or distribution of cash or other property, whose fair market value, together with that of other dividends or distributions made within the preceding 12 months, exceeds the greater of 10% of the Company's surplus as of the 31st day of December of the preceding year, or the net income of the Company for the 12-month period ending the 31st day of December of the year preceding, but shall not include pro rata distributions of any class of the Company's own securities.

Any dividend or distribution paid from other than earned surplus will be considered an extraordinary dividend or extraordinary.

4) Dividend Paid

In 2012 and 2011, the state of Ohio approved requests by AMERIGROUP Corporation, Inc. for payment of dividends by AMERIGROUP Ohio, Inc., as follows:

In June 2012 AMERIGROUP Ohio was granted approval from the Ohio Department of Insurance to pay an extraordinary dividend in the amount of \$4,896,800. The amount was paid on June 15, 2012.

In October 2011 AMERIGROUP Corporation was granted approval from the Ohio Department of Insurance to pay an extraordinary dividend of \$10,344,000, which was disbursed on November 14, 2011

5) Maximum Ordinary Dividend in 2013

Within the limitations of (3) above the Company may pay \$13,483,951 in dividends during 2013 without prior approval.

6) Unassigned Surplus Restrictions

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

7) Mutual Surplus Advances

Not Applicable.

8) Company Stock Held for Special Purpose

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

9) Changes in Special Surplus Funds

The Company does not have any special surplus funds.

10) Changes in Unassigned Funds

Unassigned funds do not include unrealized cumulative gains and losses.

11) Surplus Notes

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

12) Restatement due to Prior Quasi-reorganization

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

13) Quasi-reorganization over Prior 10 years

The Company has not been involved in a quasi-reorganization since inception in 2005.

14. Contingencies

A. Contingent Commitments

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

B. Assessments

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

C. Gain contingencies

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

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

Not Applicable.

Notes to Financial Statements

E. All Other Contingencies

The Company has no other known contingencies.

15. Leases

A. Lessee Leasing Arrangements

1. The Company leases office space and equipment under various non-cancelable and cancelable operating lease agreements that expire through December 2016. Rental expense related to these leases totaled \$177,083 and \$212,664 for the years ended December 31, 2012 and 2011.
2. At January 1, 2013, the minimum aggregate rental commitments are as follows:

Year Ending <u>December 31</u>	Operating <u>Leases</u>
2013	\$ 107,057
2014	109,445
2015	107,829
2016	27,123
2017	-
Total	<u><u>\$ 351,454</u></u>

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

B. Lessor Leasing Arrangements

1. The Company has not entered into any operating leases.
2. The Company has not entered into any leveraged leases.

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

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

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

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

A. Transfers of Receivables Reported as Sales

Not applicable at December 31, 2012 and 2011.

B. Transfer and Servicing of Financial Assets

Not applicable at December 31, 2012 and 2011.

C. Wash Sales

1. In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.
2. At December 31, 2012, and 2011, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

A. Administrative Services Only ("ASO") Plans

Not applicable.

Notes to Financial Statements

B. Administrative Services Contract (“ASC”) Plans

Not applicable.

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

Not applicable.

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

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

20. Fair Value

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

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

Cash and cash equivalents (other than certificates of deposit), uncollected premiums in the course of collection, investment income due and accrued, amounts recoverable from reinsurers, unpaid, unpaid claims adjustment expenses, aggregate health policy reserves, general expenses due or accrued, federal income taxes payable, remittance and items not allocated, amount due to parent, subsidiaries and affiliates, liabilities for amounts held under uninsured plans and aggregate write-ins for other liabilities – the carrying amounts approximate fair value because of the short maturity of these items. These financial instruments were not assigned a level category since they are not carried at fair value.

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

Short-term investments and bonds – money market funds included in these financial statement captions’ fair values were determined using quoted market prices on one or more securities exchanges. The fair values of commercial paper, corporate bonds, debt securities of government sponsored entities and municipal bonds 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. A portion of the short-term investments are comprised of money market funds that are carried at fair value and, accordingly, are assigned a level category.

Notes to Financial Statements

A.
1. Fair Value Measurements at December 31, 2012

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	\$	\$	\$	\$ -
Parents, Subsidiaries and Affiliates				
Total Preferred Perpetual Stocks	\$ -	\$ -	\$ -	\$ -
Bonds				
U. S. Government	\$	\$	\$	\$ -
Industrial and Misc	15,676,912			15,676,912
Hybrid Securities				-
Parents, Subsidiaries and Affiliates				-
Total Bonds	\$ 15,676,912	\$ -	\$ -	\$ 15,676,912
Common Stock				
Industrial and Misc	\$	\$	\$	\$ -
Parents, Subsidiaries and Affiliates				-
Total Common Stocks	\$ -	\$ -	\$ -	\$ -
Derivative assets				
Interest rate contracts	\$	\$	\$	\$ -
Foreign exchange contracts				-
Credit contracts				-
Commodity future contracts				-
Commodity forward contracts				-
Total Derivatives	\$ -	\$ -	\$ -	\$ -
Separate account assets				
Total assets at fair value	\$ 15,676,912	\$ -	\$ -	\$ 15,676,912
b. Liabilities at fair value				
Derivative Liabilities	\$	\$	\$	\$ -
Total liabilities at fair value	\$ -	\$ -	\$ -	\$ -

2. There are no assets measured at fair value that are categorized as Level 3.
3. The Company's policy is to recognize transfers between Levels, if any, at the beginning of the reporting period. There were no assets measured at fair value that were transferred between levels in 2012.
4. There are no assets measured at fair value that are categorized as a Level 2 or Level 3.
5. The Company did not have any derivative assets or liabilities in 2012.

B: Not applicable.

C: Aggregate Fair Value

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 15,676,912	\$ 15,676,912	\$ 15,676,912	\$	\$	\$
Common Stock						
Perpetual Preferred Stock						
Mortgage Loans						

D: Not Practicable to Estimate Fair Value

Not applicable.

21. Other Items

A. Extraordinary Items

Not applicable at December 31, 2012 and 2011.

Notes to Financial Statements

B. Troubled Debt Restructuring

Not applicable at December 31, 2012 and 2011.

C. Other Disclosures

Not applicable at December 31, 2012 and 2011.

D. Uncollectible Premium Receivables

Not applicable at December 31, 2012 and 2011.

E. Business Interruption Insurance Recoveries

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

F. State Transferable and Non-Transferable Tax Credits

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

G. Subprime Mortgage-Related Risk Exposure

Not applicable at December 31, 2012 and 2011.

H. Retained Assets.

Not applicable at December 31, 2012 and 2011.

22. Events Subsequent

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

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

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

Yes () No (X)

If yes, give full details.

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

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

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

Yes () No (X)

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity

Notes to Financial Statements

may consider the current or anticipated experience of the business reinsured in making this estimate.

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

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

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

1. What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
2. Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement include policies or contract that were in force or which had existing reserves established by the Company as of the effective date of the agreement?

Yes (X) No ()

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

B. Uncollectible Reinsurance

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

(1)	Losses incurred	\$	0
(2)	Loss adjustment expenses incurred	\$	0
(3)	Premiums earned	\$	0
(4)	Other	\$	0
Amount			
(5)	Company		
	RGA Insurance	\$	0

C. Commutation of Ceded Reinsurance

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

(1)	Losses incurred	\$	0
(2)	Loss adjustment expenses incurred	\$	0
(3)	Premiums earned	\$	0
(4)	Other	\$	0
Amount			
(5)	Company		
	RGA Insurance	\$	0

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. Method to Accrue Retrospective Premium Adjustments

Not Applicable at December 31, 2012 and 2011.

Notes to Financial Statements

B. Not applicable at December 21, 2012 and 2011.

C. Not applicable at December 21, 2012 and 2011.

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

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$16.2 million. As of December 31, 2012, \$8.7 million 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 \$532 thousand as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$6.96 million favorable prior-year development since December 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

Not applicable at December 31, 2012 and 2011.

27. Structured Settlements

Not applicable at December 31, 2012 and 2011.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimated pharmacy rebates as reported on financial statements	Pharmacy rebates as billed or otherwise confirmed	Actual rebates received within 90 days of billing	Actual rebates received within 91 to 180 days after billing	Actual rebates received more than 180 days after billing
12/31/12	78,504	78,504	-	-	-
09/30/12	54,062	54,062	-	-	-
06/30/12	40,970	42,792	-	42,792	-
03/31/12	41,550	45,989	-	45,989	-
12/31/11	49,807	54,672	-	54,672	-
09/30/11	-	-	-	-	-
06/30/11	-	-	-	-	-
03/31/11	-	-	-	-	-
12/31/10	-	-	-	-	-
09/30/10	-	-	-	-	-
06/30/10	-	-	-	-	-
03/31/10	98,801	120,291	-	-	120,291

B. Risk Sharing Receivables

None.

29. Participating Policies

Not applicable at December 21, 2012 and 2011.

30. Premium Deficiency Reserves.

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

31. Anticipated Salvage and Subrogation

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[X] No[] N/A[]
- 1.3 State Regulating? Ohio
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 2.2 If yes, date of change: _____
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2008
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/28/2010
- 3.4 By what department or departments?
Ohio Department of Insurance
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments? Yes[] No[] N/A[X]
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes[] No[X]
- 4.12 renewals? Yes[] No[X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes[] No[X]
- 4.22 renewals? Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
- 6.2 If yes, give full information: _____
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[] No[X]
- 7.2 If yes, 0.000%
- 7.21 State the percentage of foreign control
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity
.....

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

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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
KPMG LLP Suite 1900, 440 Monticello Avenue, Norfolk, VA. 23510
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes[] No[X]
- 10.2 If response to 10.1 is "yes," provide information related to this exemption:
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes[] No[X]
- 10.4 If response to 10.3 is "yes," provide information related to this exemption:
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes[] No[X] N/A[]
- 10.6 If the response to 10.5 is "NO" or "N/A" please explain:
Per Section 14(e) of the Model Audit Regulation, the Company will establish an Audit committee prior to the issuance of the statutory audit report.
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
John C. Lloyd, FSA, MAAA, OptumInsight, 2170 Satellite Blvd, Suite 150, Duluth, GA 30097

GENERAL INTERROGATORIES (Continued)

- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]
 12.11 Name of real estate holding company
 12.12 Number of parcels involved 0
 12.13 Total book/adjusted carrying value \$ 0
 12.2 If yes, provide explanation
13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No [] N/A [X]
 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No [] N/A [X]
 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A [X]
- 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
 a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 c. Compliance with applicable governmental laws, rules and regulations;
 d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 e. Accountability for adherence to the code.
 14.11 If the response to 14.1 is no, please explain:
 14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
 14.21 If the response to 14.2 is yes, provide information related to amendment(s).
 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).
- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [] No [X]
 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

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

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No []
17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No []
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
 20.11 To directors or other officers \$ 0
 20.12 To stockholders not officers \$ 0
 20.13 Trustees, supreme or grand (Fraternal only) \$ 0
 20.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
 20.21 To directors or other officers \$ 0
 20.22 To stockholders not officers \$ 0
 20.23 Trustees, supreme or grand (Fraternal only) \$ 0
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
 21.2 If yes, state the amount thereof at December 31 of the current year:
 21.21 Rented from others \$ 0
 21.22 Borrowed from others \$ 0
 21.23 Leased from others \$ 0
 21.24 Other \$ 0
- 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]
 22.2 If answer is yes:
 22.21 Amount paid as losses or risk adjustment \$ 0
 22.22 Amount paid as expenses \$ 0
 22.23 Other amounts paid \$ 0
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

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

GENERAL INTERROGATORIES (Continued)

- 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes[] No[] N/A[X]
- 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. \$ 0
- 24.102 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. \$ 0
- 24.103 Total payable for securities lending reported on the liability page. \$ 0

- 25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes[X] No[]
- 25.2 If yes, state the amount thereof at December 31 of the current year:
- 25.21 Subject to repurchase agreements \$ 0
- 25.22 Subject to reverse repurchase agreements \$ 0
- 25.23 Subject to dollar repurchase agreements \$ 0
- 25.24 Subject to reverse dollar repurchase agreements \$ 0
- 25.25 Pledged as collateral \$ 0
- 25.26 Placed under option agreements \$ 0
- 25.27 Letter stock or securities restricted as to sale \$ 0
- 25.28 On deposit with state or other regulatory body \$ 3,580,217
- 25.29 Other \$ 0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

- 26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes[] No[X]
- 26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[] No[] N/A[X]
If no, attach a description with this statement.
- 27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes[] No[X]
- 27.2 If yes, state the amount thereof at December 31 of the current year. \$ 0

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

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

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

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

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

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

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

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

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

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 Total		

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

GENERAL INTERROGATORIES (Continued)

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

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

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	48,451,887	49,061,095	609,208
30.2 Preferred stocks			
30.3 Totals	48,451,887	49,061,095	609,208

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

- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes[X] No[]
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes[X] No[] N/A[]
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:
- 32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[]
- 32.2 If no, list exceptions:

OTHER

- 33.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? \$ 2,750
- 33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid
Gongwer News Services	2,750

- 34.1 Amount of payments for legal expenses, if any? \$ 717,299
- 34.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Ice Miller LLP	554,029

- 35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? \$ 48,000
- 35.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
Icemiller Whiteboard LLC	48,000

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

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

2. Health Test

	1 Current Year	2 Prior Year
2.1 Premium Numerator	169,589,135	148,035,378
2.2 Premium Denominator	169,589,135	148,035,378
2.3 Premium Ratio (2.1 / 2.2)	1.000	1.000
2.4 Reserve Numerator	11,121,478	16,213,035
2.5 Reserve Denominator	11,377,292	17,614,582
2.6 Reserve Ratio (2.4 / 2.5)	0.978	0.920

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes No
- 3.2 If yes, give particulars:
- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes No
- 4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes No N/A
- 5.1 Does the reporting entity have stop-loss reinsurance? Yes No
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions):
- 5.31 Comprehensive Medical \$ 300,000
- 5.32 Medical Only \$ 0
- 5.33 Medicare Supplement \$ 0
- 5.34 Dental & Vision \$ 0
- 5.35 Other Limited Benefit Plan \$ 0
- 5.36 Other \$ 0
- 6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
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. The contract continues to be in force directly with RGA Reinsurance Company until contract renewal.
- 7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes No
- 7.2 If no, give details:
- 8. Provide the following information regarding participating providers:
- 8.1 Number of providers at start of reporting year 4,832
- 8.2 Number of providers at end of reporting year 6,034
- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes No
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months 0
- 9.22 Business with rate guarantees over 36 months 0
- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes No
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$ 0
- 10.22 Amount actually paid for year bonuses \$ 0
- 10.23 Maximum amount payable withholds \$ 0
- 10.24 Amount actually paid for year withholds \$ 0
- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes No
- 11.13 An Individual Practice Association (IPA), or, Yes No
- 11.14 A Mixed Model (combination of above)? Yes No
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes No
- 11.3 If yes, show the name of the state requiring such net worth.
Ohio Department of Insurance
- 11.4 If yes, show the amount required. \$ 14,547,156
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes No
- 11.6 If the amount is calculated, show the calculation.
Calculation: 300% RBC as required by the Ohio Department of Insurance
- 12. List service areas in which the reporting entity is licensed to operate:

1 Name of Service Area
Hamilton County
Butler County
Montgomery County
Clemont County
Clinton County
Drake County

GENERAL INTERROGATORIES (Continued)

1 Name of Service Area
Champaign County
Clarke County
Greene County
Adams County
Highland County
Miami County
Preble County
Shelby County
Warren County
Brown County

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

Yes [] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date:

\$ 0

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

Yes [] No [X]

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

\$ 0

FIVE-YEAR HISTORICAL DATA

	1 2012	2 2011	3 2010	4 2009	5 2008
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)	58,252,666	55,962,712	53,377,402	80,939,729	67,025,333
2. TOTAL Liabilities (Page 3, Line 24)	16,246,800	23,294,444	17,632,591	45,096,082	34,229,470
3. Statutory surplus	14,547,156	13,824,474	18,190,880	18,275,204	16,898,056
4. TOTAL Capital and Surplus (Page 3, Line 33)	42,005,866	32,668,268	35,744,811	35,843,647	32,795,863
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)	169,589,135	148,035,378	154,029,351	264,840,656	233,328,352
6. TOTAL Medical and Hospital Expenses (Line 18)	114,012,927	107,360,028	112,443,300	222,044,899	205,930,458
7. Claims adjustment expenses (Line 20)	7,060,771	5,671,259	5,241,664	7,028,863	5,490,991
8. TOTAL Administrative Expenses (Line 21)	28,217,291	24,817,515	24,643,957	29,865,249	29,146,481
9. Net underwriting gain (loss) (Line 24)	20,298,146	10,186,576	11,700,430	5,901,645	(7,239,578)
10. Net investment gain (loss) (Line 27)	466,794	391,628	754,029	1,055,987	1,949,818
11. TOTAL Other Income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	13,483,951	6,806,787	9,237,266	3,200,443	(2,266,080)
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	6,046,789	14,526,186	(15,341,900)	11,790,782	(14,530,222)
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	42,005,866	32,668,268	35,744,811	35,843,647	32,795,863
15. Authorized control level risk-based capital	4,849,083	4,608,158	4,810,729	9,137,602	8,449,028
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)	53,672	55,379	55,460	59,648	57,659
17. TOTAL Members Months (Column 6, Line 7)	680,599	669,569	684,848	720,670	678,175
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)	67.2	72.5	73.0	83.8	88.3
20. Cost containment expenses	3.4	3.0	2.3	1.9	1.6
21. Other claims adjustment expenses	0.7	0.8	1.1	0.8	0.8
22. TOTAL Underwriting Deductions (Line 23)	88.0	93.1	92.4	97.8	103.1
23. TOTAL Underwriting Gain (Loss) (Line 24)	12.0	6.9	7.6	2.2	(3.1)
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)	7,701,501	4,239,929	16,466,294	21,129,414	22,004,894
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]	15,127,305	10,786,815	20,465,034	27,988,854	25,013,843
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. TOTAL of Above Lines 26 to 31					
33. TOTAL investment in parent included in Lines 26 to 31 above					

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

If no, please explain::

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS ALLOCATED BY STATES AND TERRITORIES

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit - Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	L			173,854,452				173,854,452	
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 Marianas Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	X X X								
59. Subtotal	X X X			173,854,452				173,854,452	
60. Reporting entity contributions for Employee Benefit Plans	X X X								
61. TOTAL (Direct Business)	(a) 1			173,854,452				173,854,452	
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.
Explanation of basis of allocation of premiums by states, etc.: Specific Identification, no allocation.

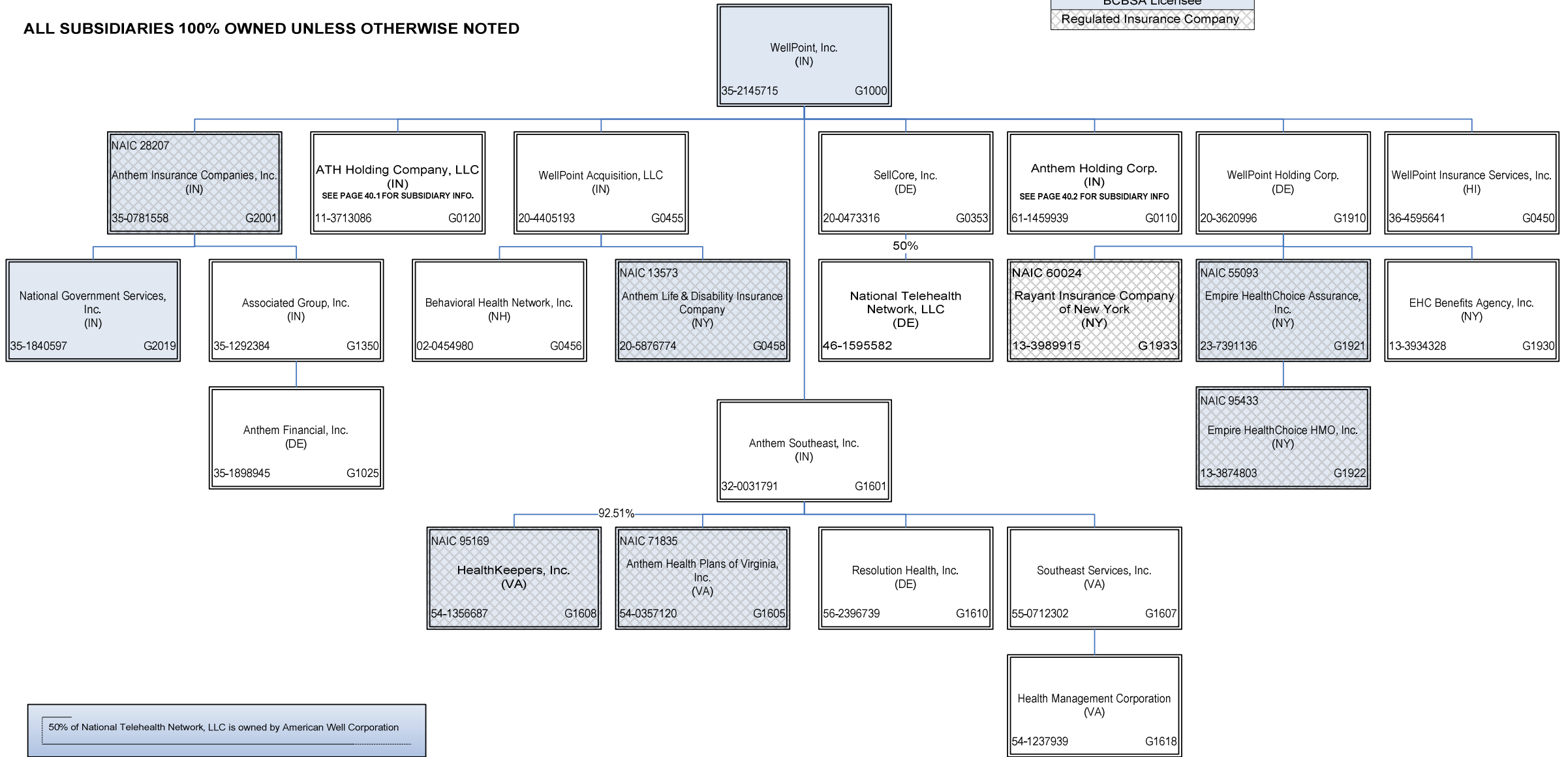
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



40.5

50% of National Telehealth Network, LLC is owned by American Well Corporation

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

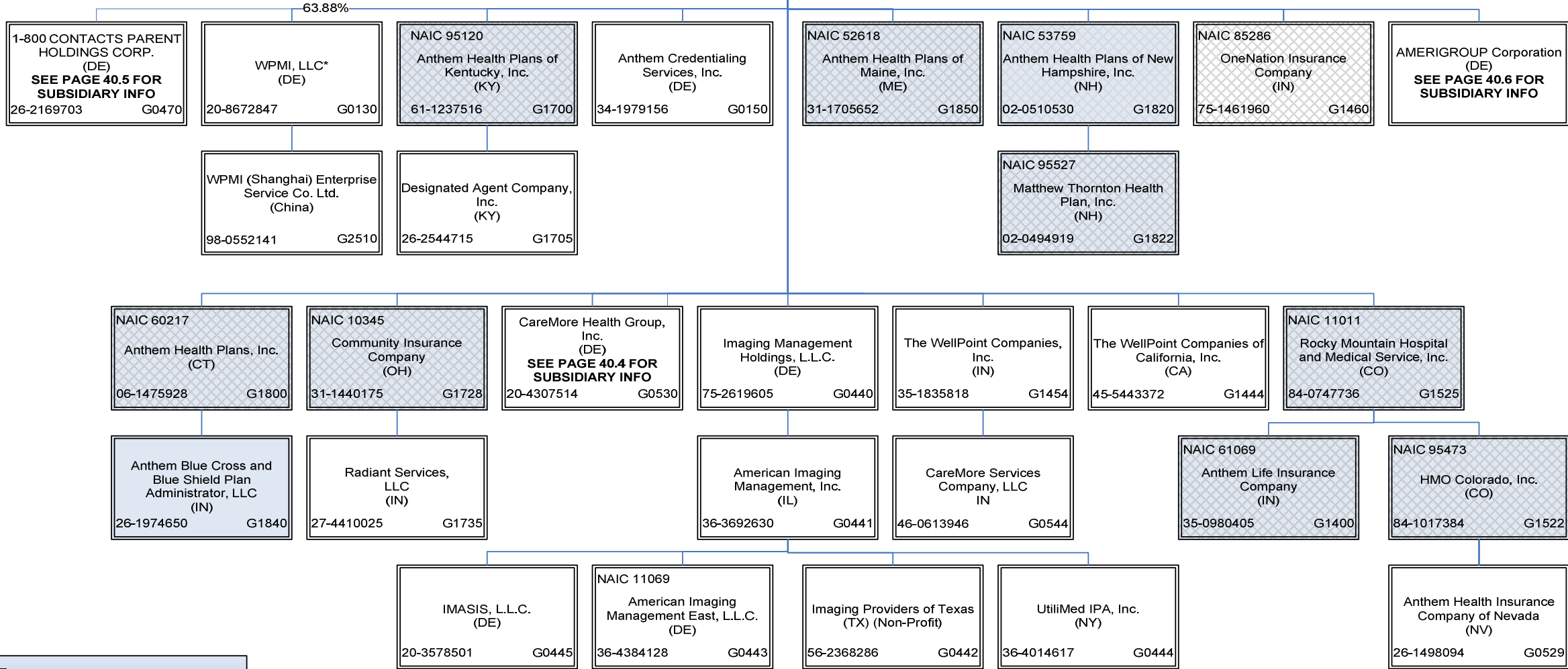
MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company

ATH Holding Company, LLC (IN)	
11-3713086	G0120



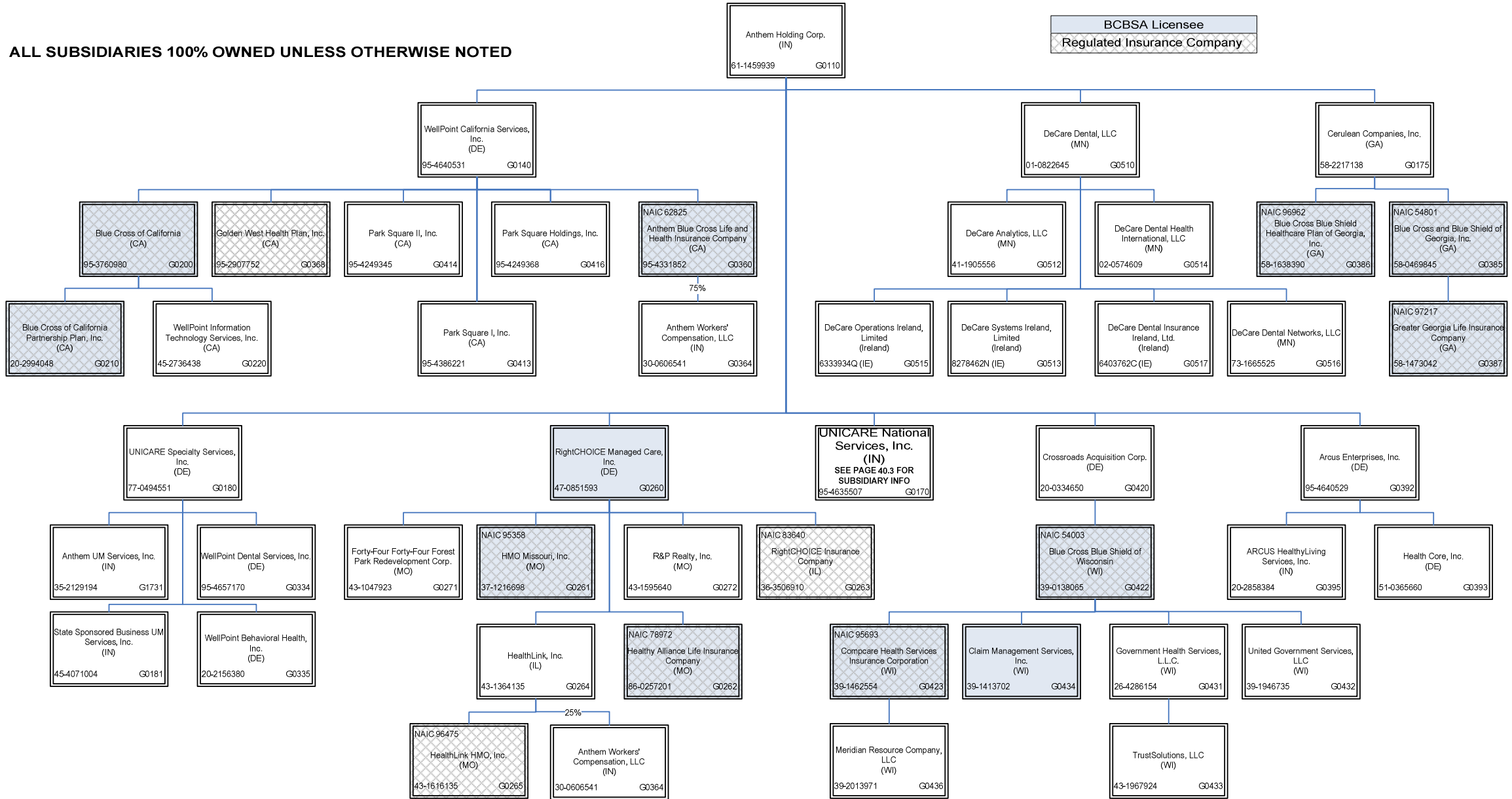
*36.12 of WPMI, LLC is owned by unaffiliated investors

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



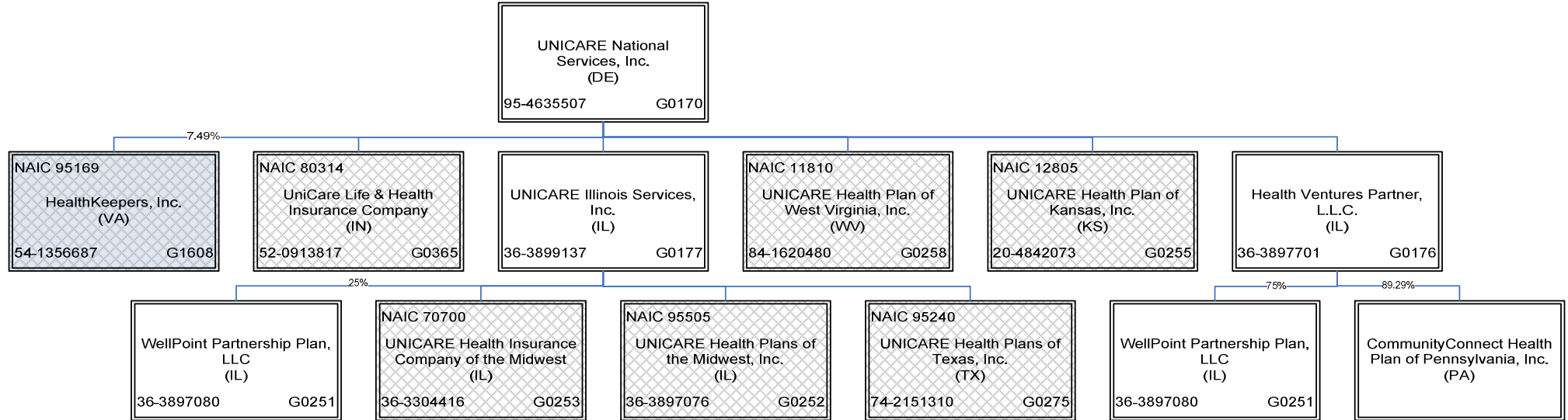
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



40.3

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

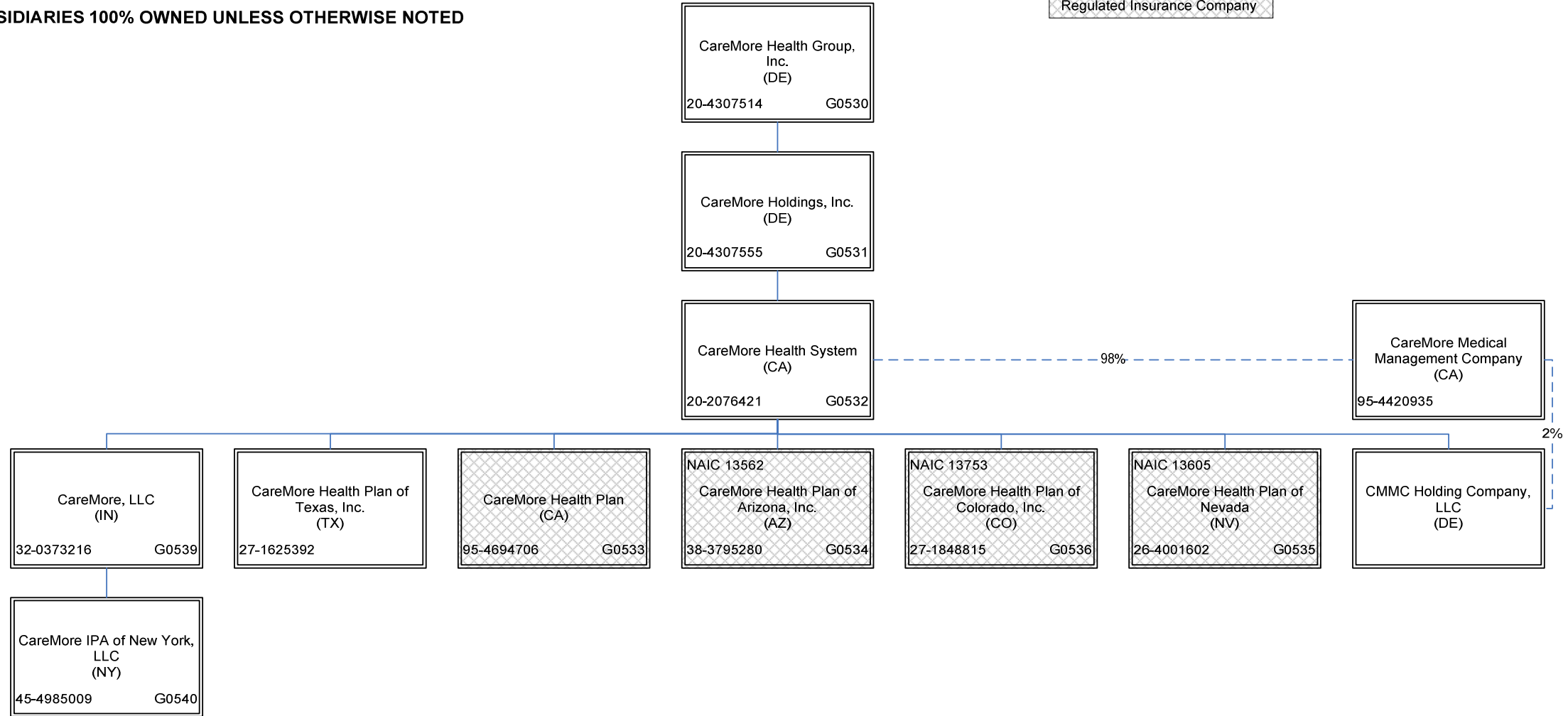
MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

40.4



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

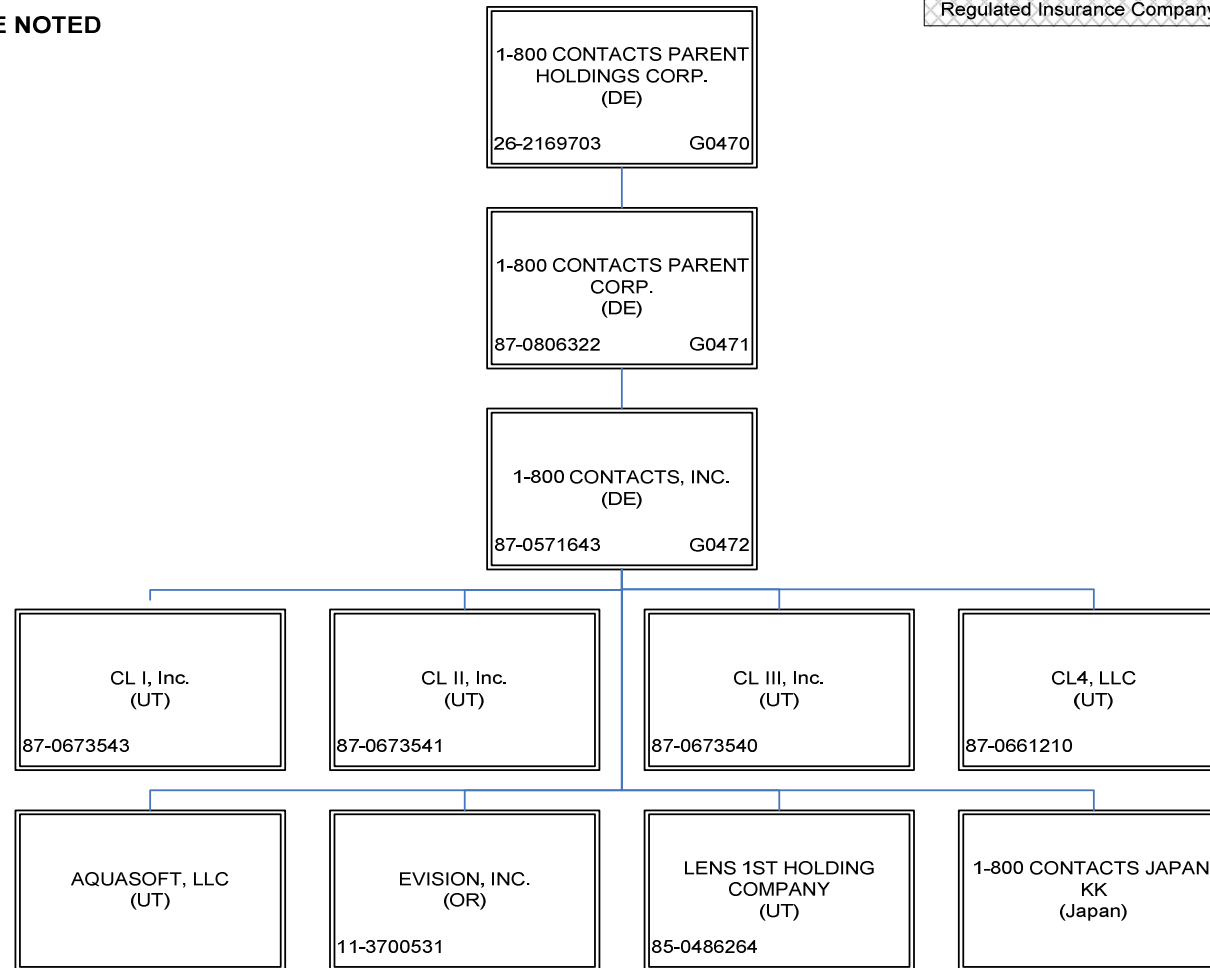
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company



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

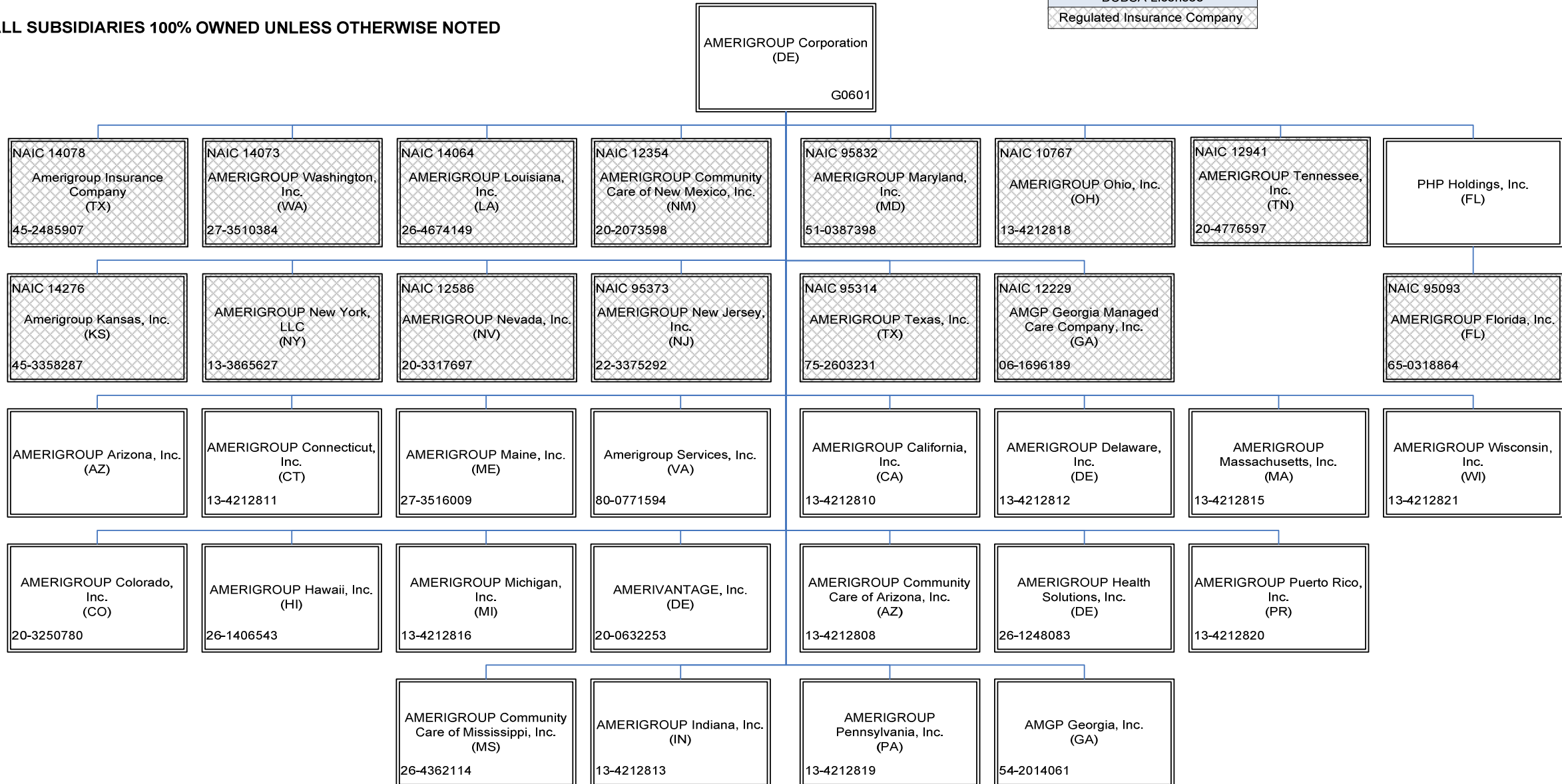
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

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