

Yes[X] No[ ]

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds .....	25,580,604		25,580,604	25,777,337
2.	Stocks:				
2.1	Preferred stocks .....				
2.2	Common stocks .....				
3.	Mortgage loans on real estate:				
3.1	First liens .....				
3.2	Other than first liens .....				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances) .....				
4.2	Properties held for the production of income (less \$.....0 encumbrances) .....				
4.3	Properties held for sale (less \$.....0 encumbrances) .....				
5.	Cash (\$.....30,914,416), cash equivalents (\$.....0) and short-term investments (\$.....611,712) .....	31,526,128		31,526,128	27,147,003
6.	Contract loans (including \$.....0 premium notes) .....				
7.	Derivatives .....				
8.	Other invested assets .....				
9.	Receivables for securities .....				
10.	Securities lending reinvested collateral assets .....				
11.	Aggregate write-ins for invested assets .....				
12.	Subtotals, cash and invested assets (Lines 1 to 11) .....	57,106,732		57,106,732	52,924,340
13.	Title plants less \$.....0 charged off (for Title insurers only) .....				
14.	Investment income due and accrued .....	186,941		186,941	231,468
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection .....	3,254,397		3,254,397	4,136,784
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 .....	442,409		442,409	168,304
16.2	Funds held by or deposited with reinsured companies .....				
16.3	Other amounts receivable under reinsurance contracts .....				
17.	Amounts receivable relating to uninsured plans .....				
18.1	Current federal and foreign income tax recoverable and interest thereon .....				
18.2	Net deferred tax asset .....	1,014,486	134,866	879,620	790,057
19.	Guaranty funds receivable or on deposit .....				
20.	Electronic data processing equipment and software .....	1,028		1,028	1,713
21.	Furniture and equipment, including health care delivery assets (\$.....0) .....	395,350	395,350		
22.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
23.	Receivables from parent, subsidiaries and affiliates .....				
24.	Health care (\$.....0) and other amounts receivable .....	1,301,652	1,301,652		
25.	Aggregate write-ins for other than invested assets .....	1,394	1,394		
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	63,704,389	1,833,262	61,871,127	58,252,666
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28.	TOTAL (Lines 26 and 27) .....	63,704,389	1,833,262	61,871,127	58,252,666
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 .....	1,394	1,394		
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) .....	1,394	1,394		

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded) .....	13,361,637		13,361,637	11,121,478
2.	Accrued medical incentive pool and bonus amounts .....				
3.	Unpaid claims adjustment expenses .....	403,714		403,714	206,452
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act .....				255,814
5.	Aggregate life policy reserves .....				
6.	Property/casualty unearned premium reserve .....				
7.	Aggregate health claim reserves .....				
8.	Premiums received in advance .....				
9.	General expenses due or accrued .....	3,065,492		3,065,492	2,671,281
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....	766,945		766,945	482,826
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	311,035
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....				
15.	Amounts due to parent, subsidiaries and affiliates .....	16,682,879		16,682,879	907,661
16.	Derivatives .....				
17.	Payable for securities .....	49,855		49,855	
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
23.	Aggregate write-ins for other liabilities (including \$.....0 current) .....	6,821		6,821	6,821
24.	Total liabilities (Lines 1 to 23) .....	34,648,378		34,648,378	16,246,800
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	10,580,060	17,992,909
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	16,642,679	24,012,947
32.	Less treasury stock, at cost:				
32.1	.....0 shares common (value included in Line 26 \$.....0) .....	X X X	X X X		
32.2	.....0 shares preferred (value included in Line 27 \$.....0) .....	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32) .....	X X X	X X X	27,222,749	42,005,866
34.	Total Liabilities, capital and surplus (Lines 24 and 33) .....	X X X	X X X	61,871,127	58,252,666
DETAILS OF WRITE-INS					
2301.	Unclaimed Property .....	6,821		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	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 To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months .....	X X X .....	160,466	166,505	680,599
2.	Net premium income (including \$.....0 non-health premium income) .....	X X X .....	40,325,516	41,227,546	169,589,135
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X .....	255,814		
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 .....	40,581,330	41,227,546	169,589,135
<b>Hospital and Medical:</b>					
9.	Hospital/medical benefits .....		21,864,695	18,294,153	73,560,468
10.	Other professional services .....		2,065,752	2,192,710	8,575,287
11.	Outside referrals .....				
12.	Emergency room and out-of-area .....		3,872,010	3,165,724	13,425,247
13.	Prescription drugs .....		4,175,629	4,700,289	17,576,187
14.	Aggregate write-ins for other hospital and medical .....		473,723	432,911	1,727,852
15.	Incentive pool, withhold adjustments and bonus amounts .....				
16.	Subtotal (Lines 9 to 15) .....		32,451,809	28,785,787	114,865,041
<b>Less:</b>					
17.	Net reinsurance recoveries .....		2,135,114	1,279,828	852,114
18.	Total hospital and medical (Lines 16 minus 17) .....		30,316,695	27,505,959	114,012,927
19.	Non-health claims (net) .....				
20.	Claims adjustment expenses, including \$.....1,115,269 cost containment expenses .....		1,341,819	1,760,539	7,060,771
21.	General administrative expenses .....		6,945,101	6,591,772	28,217,291
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) .....		38,603,615	35,858,270	149,290,989
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X .....	1,977,715	5,369,276	20,298,146
25.	Net investment income earned .....		101,173	120,830	449,890
26.	Net realized capital gains (losses) less capital gains tax of \$.....0 .....			991	16,904
27.	Net investment gains or (losses) (Lines 25 plus 26) .....		101,173	121,821	466,794
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 .....	2,078,888	5,491,097	20,764,940
31.	Federal and foreign income taxes incurred .....	X X X .....	710,397	1,940,718	7,280,989
32.	Net income (loss) (Lines 30 minus 31) .....	X X X .....	1,368,491	3,550,379	13,483,951
<b>DETAILS OF WRITE-INS</b>					
0601.	.....	X X X .....			
0602.	.....	X X X .....			
0603.	.....	X X X .....			
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X .....			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X .....			
0701.	.....	X X X .....			
0702.	.....	X X X .....			
0703.	.....	X X X .....			
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X .....			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X .....			
1401.	Ancillary, DME, Home Healthcare, Ambulance, Transportation .....		473,723	432,911	1,727,852
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) .....		473,723	432,911	1,727,852
2901.	.....				
2902.	.....				
2903.	.....				
2998.	Summary of remaining write-ins for Line 29 from overflow page .....				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year .....	42,005,866	32,668,268	32,668,268
34.	Net income or (loss) from Line 32 .....	1,368,491	3,550,379	13,483,951
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 .....	95,753	(36,822)	(274,736)
39.	Change in nonadmitted assets .....	(247,361)	164,206	603,193
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 .....		95,869	421,990
45.2	Transferred to capital (Stock Dividend) .....			
45.3	Transferred from capital .....			
46.	Dividends to stockholders .....	(16,000,000)		(4,896,800)
47.	Aggregate write-ins for gains or (losses) in surplus .....			
48.	Net change in capital and surplus (Lines 34 to 47) .....	(14,783,117)	3,773,632	9,337,598
49.	Capital and surplus end of reporting period (Line 33 plus 48) .....	27,222,749	36,441,900	42,005,866
DETAILS OF WRITE-INS				
4701.	.....	.....	.....	.....
4702.	.....	.....	.....	.....
4703.	.....	.....	.....	.....
4798.	Summary of remaining write-ins for Line 47 from overflow page .....	.....	.....	.....
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	.....	.....	.....

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations				
1.	Premiums collected net of reinsurance .....	41,207,903	39,532,564	167,191,985
2.	Net investment income .....	230,907	162,744	773,701
3.	Miscellaneous income .....			
4.	TOTAL (Lines 1 to 3) .....	41,438,810	39,695,308	167,965,686
5.	Benefit and loss related payments .....	28,622,140	32,218,330	118,367,211
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	7,946,471	9,335,574	36,467,054
8.	Dividends paid to policyholders .....			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	426,277	1,101,085	7,084,632
10.	TOTAL (Lines 5 through 9) .....	36,994,888	42,654,989	161,918,897
11.	Net cash from operations (Line 4 minus Line 10) .....	4,443,922	(2,959,681)	6,046,789
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds .....	550,000	3,178,000	12,974,572
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 .....	49,855		
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7) .....	599,855	3,178,000	12,974,793
13.	Cost of investments acquired (long-term only):			
13.1	Bonds .....	438,476	6,746,130	11,447,247
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) .....	438,476	6,746,130	11,447,247
14.	Net increase (or decrease) in contract loans and premium notes .....			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	161,379	(3,568,130)	1,527,546
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
16.6	Other cash provided (applied) .....	(226,176)	(103,938)	758,475
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	(226,176)	(103,938)	(4,138,325)
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) .....	4,379,125	(6,631,749)	3,436,010
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year .....	27,147,003	23,710,993	23,710,993
19.2	End of period (Line 18 plus Line 19.1) .....	31,526,128	17,079,244	27,147,003
Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:				
20.0001	Depreciation .....	32,408	63,369	167,227
20.0002	Non Cash Capital Contribution .....		95,869	421,990

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	53,672								53,672	
2. First Quarter .....	53,358								53,358	
3. Second Quarter .....										
4. Third Quarter .....										
5. Current Year .....										
6. Current Year Member Months .....	160,466								160,466	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	53,751								53,751	
8. Non-Physician .....	38,258								38,258	
9. Total .....	92,009								92,009	
10. Hospital Patient Days Incurred .....	4,892								4,892	
11. Number of Inpatient Admissions .....	1,092								1,092	
12. Health Premiums Written (a) .....	41,362,736								41,362,736	
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	41,618,550								41,618,550	
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	30,483,149								30,483,149	
18. Amount Incurred for Provision of Health Care Services .....	32,451,809								32,451,809	

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

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

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
0199999 Individually Listed Claims Unpaid .....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	1,478,113	(52,263)	(270,707)	(18,365)	(172,043)	964,735
0499999 Subtotals .....	1,478,113	(52,263)	(270,707)	(18,365)	(172,043)	964,735
0599999 Unreported claims and other claim reserves .....						12,396,902
0799999 Total Claims Unpaid .....						13,361,637
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						



**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....	.....	.....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....	.....	.....
5.	Federal Employees Health Benefits Plan .....	.....	.....	.....	.....	.....	.....
6.	Title XVIII - Medicare .....	.....	.....	.....	.....	.....	.....
7.	Title XIX - Medicaid .....	8,179,221	20,000,510	3,156,486	10,205,151	11,335,707	10,953,174
8.	Other health .....	.....	.....	.....	.....	.....	.....
9.	Health subtotal (Lines 1 to 8) .....	8,179,221	20,000,510	3,156,486	10,205,151	11,335,707	10,953,174
10.	Healthcare receivables (a) .....	181,289	270,363	.....	.....	181,289	180,153
11.	Other non-health .....	.....	.....	.....	.....	.....	.....
12.	Medical incentive pools and bonus amounts .....	.....	.....	.....	.....	.....	.....
13.	Totals (Lines 9 - 10 + 11 + 12) .....	7,997,932	19,730,147	3,156,486	10,205,151	11,154,418	10,773,021

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

# Notes to Financial Statement

## 1. Summary of Significant Accounting Policies

### A. Accounting Practices

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

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual*, version effective March 1, 2013 (NAIC SAP) has been adopted by the state of Ohio subject to any deviations prescribed or permitted by the State of Ohio Insurance Commissioner.

For the three months ended March 31, 2013 and the year ended December 31, 2012, 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 State of Ohio Insurance Commissioner.

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

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

### C. Accounting Policy

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

In addition, the company uses the following accounting policies:

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

## 2. Accounting Changes and Corrections of Errors

No significant change.

## 3. Business Combinations and Goodwill

No significant change.

# Notes to Financial Statement

**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. On February 18, 2013, the Company committed to a formal plan to exit the Ohio market. 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. The Company has evaluated the impact of the discontinuation of operations, including the evaluation of the recoverability of the carrying value of assets related to the Ohio contract. The Company does not anticipate incurring a loss related to the discontinuation of operations and, accordingly, the statutory financial statements have not been adjusted.

**5. Investments**

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

No significant change.

**B. Debt Restructuring**

No significant change.

**C. Reverse Mortgages**

No significant change.

**D. Loan-Backed Securities**

None.

**E. Repurchase Agreements**

No significant change.

**F. Real Estate**

No significant change.

**G. Investments in low-income housing tax credits**

No significant change.

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

No significant change.

**7. Investment Income**

No significant change.

**8. Derivative Instruments**

No significant change.

**9. Income Taxes**

No significant change.

# Notes to Financial Statement

## 10. Information Concerning Parent, Subsidiaries and Affiliates

### A. Nature of the relationship

The Company is a 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

No significant change.

### C. Administrative Services, Royalty and Tax-Sharing Agreements

AMERIGROUP Corporation provides administrative and financial support services to the Company. Administrative services fees charged to the Company were \$2,326,860 and \$10,631,571 for the three months ended March 31, 2013 and year ended December 31, 2012, respectively.

Taxes charged to the Company under a Tax-Sharing Agreement were \$745,337 and \$7,440,684 for the three months ended March 31, 2013 and year ended December 31, 2012, respectively.

AMERIGROUP Corporation allocates compensation expense related to share-based payments made to employees of the Company. The amount of compensation expense for the year ended December 31, 2012 was \$421,990. There was no compensation expense for the three months ended March 31, 2013. 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.

On March 25, 2013 the Ohio Department of Insurance approved a request for payment of an extraordinary dividend of \$7,412,849 and an ordinary dividend of \$8,587,151 to AMERIGROUP which are included in amount due to parent, subsidiaries and affiliates on the balance sheet. The dividend was paid to AMERIGROUP Corporation on April 29, 2013. On June 15, 2012 the Company paid an extraordinary dividend of \$4,896,000 to AMERIGROUP Corporation.

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

The Company owed AMERIGROUP Corporation \$16,682,879 as of March 31, 2013 and includes \$16,000,000 for the dividend payable. The amount owed as of December 31, 2012 was \$907,661. The amount is the difference between the estimated charges and the actual expenses incurred in the month. These liability balances were paid in the following month.

### 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, Royalties 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

No significant change.

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

No significant change.

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

No significant change.

# Notes to Financial Statement

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

No significant change.

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

No significant change.

**11. Debt**

No significant change.

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

The Company does not participate in a defined benefit program.

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

No significant change.

**14. Contingencies**

No significant change.

**15. Leases**

No significant change.

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

No significant change.

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

**A. Transfers of Receivables Reported as Sales**

No significant change.

**B. Transfer and Servicing of Financial Assets**

No significant change.

**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 March 31, 2013 and December 31, 2012, there were no wash sales involving securities with an NAIC designation of 3 or below our unrated.

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

No significant change.

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

No significant change.

**20. Fair value Measurement**

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

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

**Notes to Financial Statement**

- 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, (other than certificates of deposit) uncollected premiums in the course of collection, investment income due and accrued, amounts recoverable from reinsurers, claims unpaid, unpaid claims adjustment expenses, general expenses due or accrued, federal income taxes payable, remittance and items not allocated, amount due to parent, subsidiaries and affiliates, payable for securities 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.

A.

1. Fair Value Measurement at March 31, 2013 were as follows:

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	611,712			611,712
Hybrid Securities				-
Parents, Subsidiaries and Affiliates				-
Total Bonds	\$ 611,712	\$ -	\$ -	\$ 611,712
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	\$ 611,712	\$ -	\$ -	\$ 611,712
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 as of three months ended March 31, 2013.
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 as of three months ended March 31, 2013.

B. SSAP No. 100 with Other Accounting Pronouncements

No significant change.

**Notes to Financial Statement**

**C. Aggregate Fair Value.**

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 611,712	\$ 611,712	\$ 611,712	\$		\$
Common Stock						
Perpetual Preferred Stock						

**D. Not Practicable to Estimate Fair Value**

No significant change.

**21. Other Items**

No significant change.

**22. Events Subsequent**

There were no events occurring subsequent to March 31, 2013 requiring disclosure. Subsequent events have been considered through May 14, 2013 for the statutory statement issued on May 14, 2013.

**23. Reinsurance**

No significant change.

**24. Retrospectively Rated Contracts and Contracts Subject to Redetermination**

No significant change.

**25. Change in Incurred Claims and Claim Adjustment Expenses**

Reserves as of December 31, 2012 were \$11,212,478. As of March 31, 2013 \$8,479,547 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 \$3,156,486 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$514,555 unfavorable prior-year development since December 31, 2012. The increase is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

**26. Intercompany Pooling Arrangements**

No significant change.

**27. Structured Settlements**

No significant change.

**28. Health Care Receivables**

No significant change.

**29. Participating Policies**

No significant change.

**30. Premium Deficiency Reserves.**

No significant change.

**31. Anticipated Salvage and Subrogation**

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[ ] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

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

Yes[ ] No[X]
- 2.2 If yes, date of change:

.....
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes[ ] No[X]
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes:
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation.

Yes[ ] No[X] N/A[ ]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

.....12/31/2008.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

.....12/31/2008.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

.....05/28/2010.....
- 6.4 By what department or departments?  
Ohio Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

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

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

Yes[ ] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

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

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

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

FINANCIAL

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

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

\$.....0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[ ] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....0
13. Amount of real estate and mortgages held in short-term investments:

\$.....0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[ ] No[X]
- 14.2 If yes, please complete the following:



**GENERAL INTERROGATORIES (Continued)**

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

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

Yes[ ] No[X]
- 15.2 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.
16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ ..... 0

16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ ..... 0

16.3 Total payable for securities lending reported on the liability page

\$ ..... 0
17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[ ]
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1	2
Name of Custodian(s)	Custodian Address
U.S. Bank, N.A. ....	1025 Connecticut Ave Suite 517, Washington DC 20036 .....
Bank of New York .....	One BNY Mellon Center Room 151-1035 Pittsburgh, PA 15258 .....

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

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

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes[X] No[ ]
- 17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
U.S. Bank, N.A. ....	Bank of New York .....	... 03/15/2013 ...	The Company was purchased by WellPoint, Inc. (WLP) in December 2012. WLP transferred all accounts to their existing bank custodians. Operating cash was transferred on this date. ....
U.S. Bank, N.A. ....	Bank of New York .....	... 03/26/2013 ...	The Company was purchased by WellPoint, Inc. (WLP) in December 2012. WLP transferred all accounts to their existing bank custodians. U.S Bank account was closed on this date. ....

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

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

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

Yes[X] No[ ]
- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	75.520%
1.2 A&H cost containment percent	2.680%
1.3 A&H expense percent excluding cost containment expenses	17.230%
2.1 Do you act as a custodian for health savings accounts?	Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

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

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

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

**Current Year to Date - Allocated by States and Territories**

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL) .....	N								
2.	Alaska (AK) .....	N								
3.	Arizona (AZ) .....	N								
4.	Arkansas (AR) .....	N								
5.	California (CA) .....	N								
6.	Colorado (CO) .....	N								
7.	Connecticut (CT) .....	N								
8.	Delaware (DE) .....	N								
9.	District of Columbia (DC) .....	N								
10.	Florida (FL) .....	N								
11.	Georgia (GA) .....	N								
12.	Hawaii (HI) .....	N								
13.	Idaho (ID) .....	N								
14.	Illinois (IL) .....	N								
15.	Indiana (IN) .....	N								
16.	Iowa (IA) .....	N								
17.	Kansas (KS) .....	N								
18.	Kentucky (KY) .....	N								
19.	Louisiana (LA) .....	N								
20.	Maine (ME) .....	N								
21.	Maryland (MD) .....	N								
22.	Massachusetts (MA) .....	N								
23.	Michigan (MI) .....	N								
24.	Minnesota (MN) .....	N								
25.	Mississippi (MS) .....	N								
26.	Missouri (MO) .....	N								
27.	Montana (MT) .....	N								
28.	Nebraska (NE) .....	N								
29.	Nevada (NV) .....	N								
30.	New Hampshire (NH) .....	N								
31.	New Jersey (NJ) .....	N								
32.	New Mexico (NM) .....	N								
33.	New York (NY) .....	N								
34.	North Carolina (NC) .....	N								
35.	North Dakota (ND) .....	N								
36.	Ohio (OH) .....	L			41,362,736				41,362,736	
37.	Oklahoma (OK) .....	N								
38.	Oregon (OR) .....	N								
39.	Pennsylvania (PA) .....	N								
40.	Rhode Island (RI) .....	N								
41.	South Carolina (SC) .....	N								
42.	South Dakota (SD) .....	N								
43.	Tennessee (TN) .....	N								
44.	Texas (TX) .....	N								
45.	Utah (UT) .....	N								
46.	Vermont (VT) .....	N								
47.	Virginia (VA) .....	N								
48.	Washington (WA) .....	N								
49.	West Virginia (WV) .....	N								
50.	Wisconsin (WI) .....	N								
51.	Wyoming (WY) .....	N								
52.	American Samoa (AS) .....	N								
53.	Guam (GU) .....	N								
54.	Puerto Rico (PR) .....	N								
55.	U.S. Virgin Islands (VI) .....	N								
56.	Northern Mariana Islands (MP) .....	N								
57.	Canada (CAN) .....	N								
58.	Aggregate other alien (OT) .....	X X X								
59.	Subtotal .....	X X X			41,362,736				41,362,736	
60.	Reporting entity contributions for Employee Benefit Plans .....	X X X								
61.	Total (Direct Business) .....	(a)..... 1			41,362,736				41,362,736	
DETAILS OF WRITE-INS										
5801.	.....	X X X								
5802.	.....	X X X								
5803.	.....	X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page .....	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) .....	X X X								

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

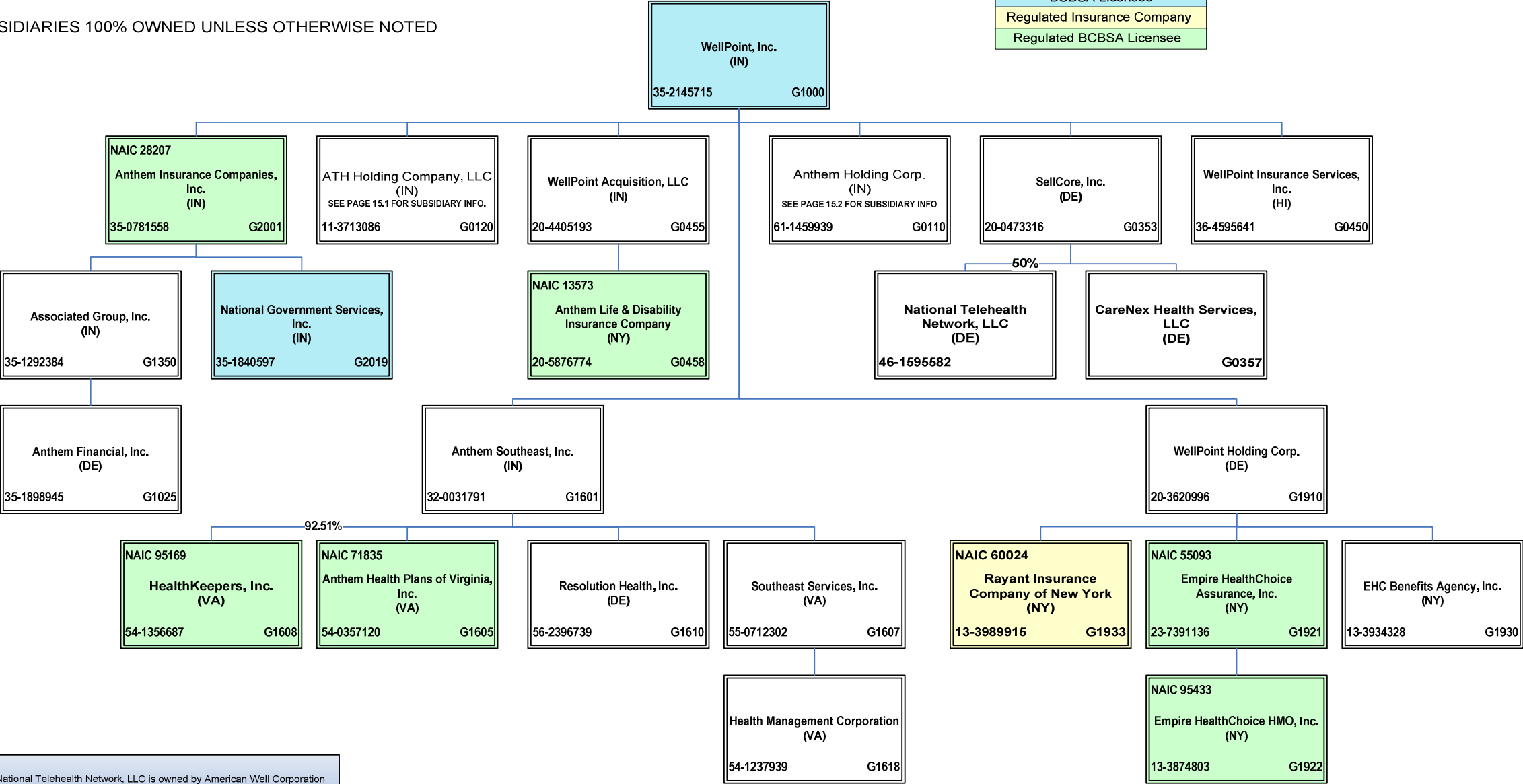
(a) Insert the number of L responses except for Canada and Other Alien.

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

Q15

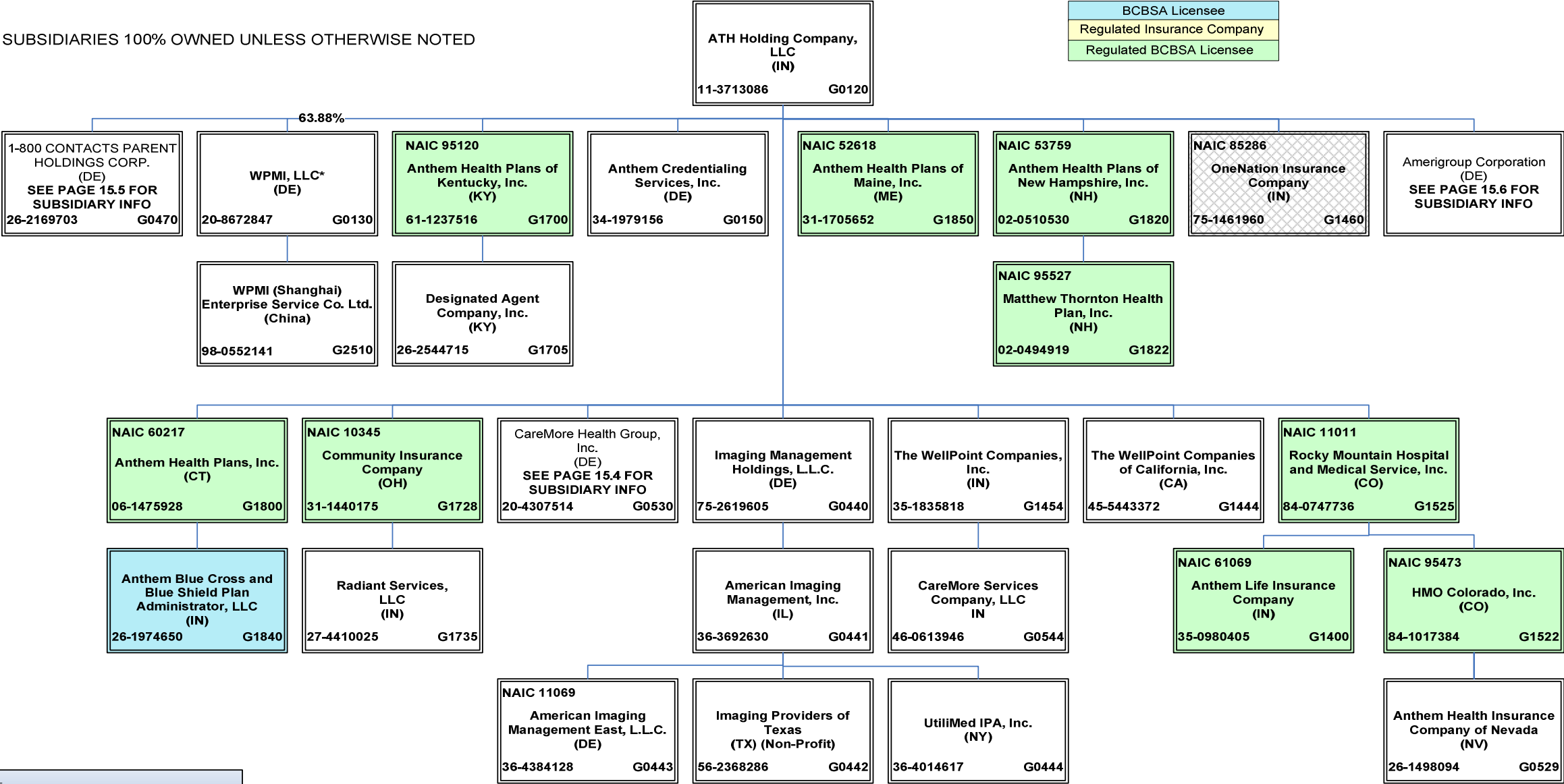


50% of National Telehealth Network, LLC is owned by American Well Corporation

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
Regulated BCBSA Licensee

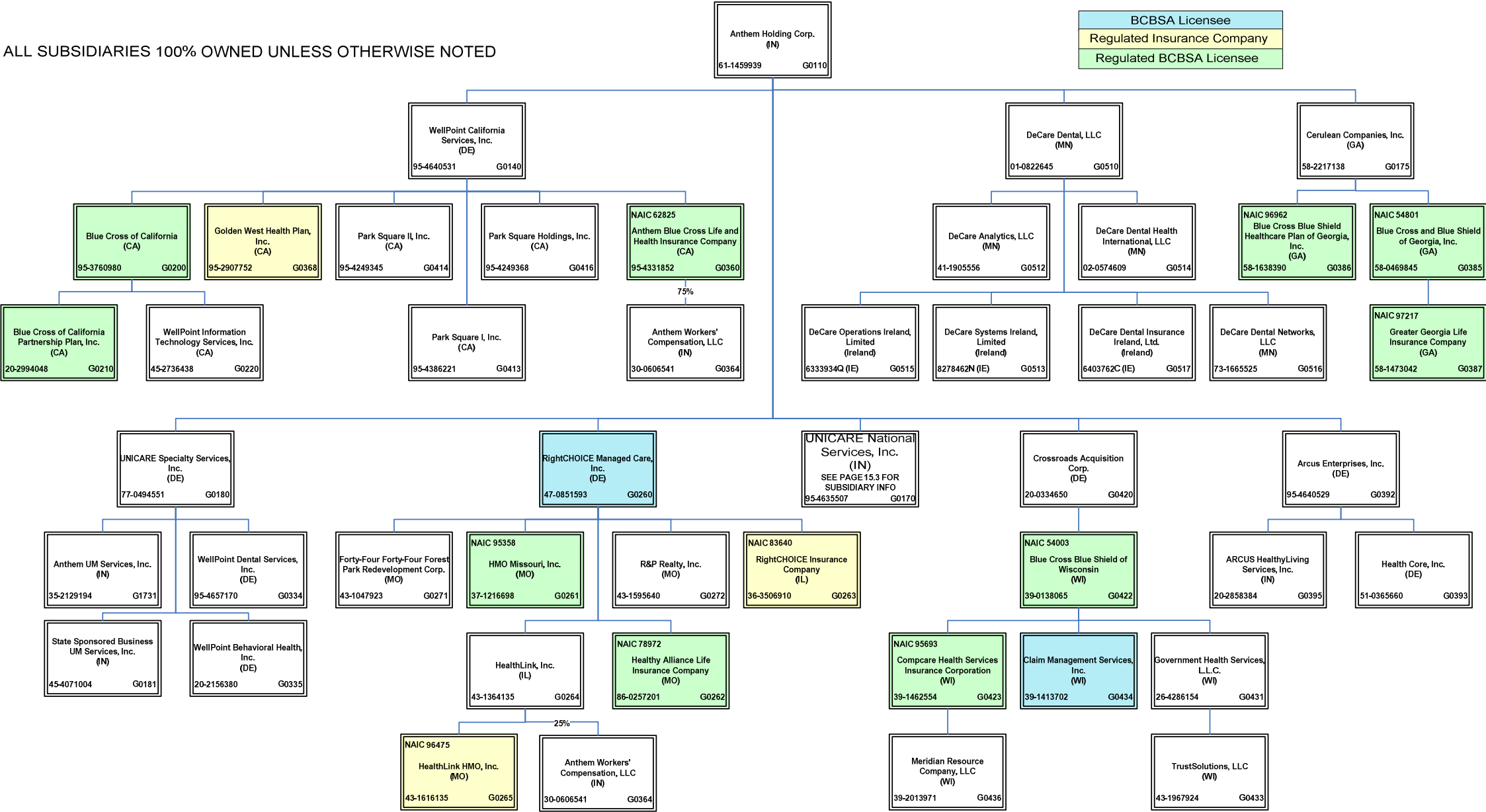


\*36.12 of WPMI, LLC is owned by unaffiliated investors

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

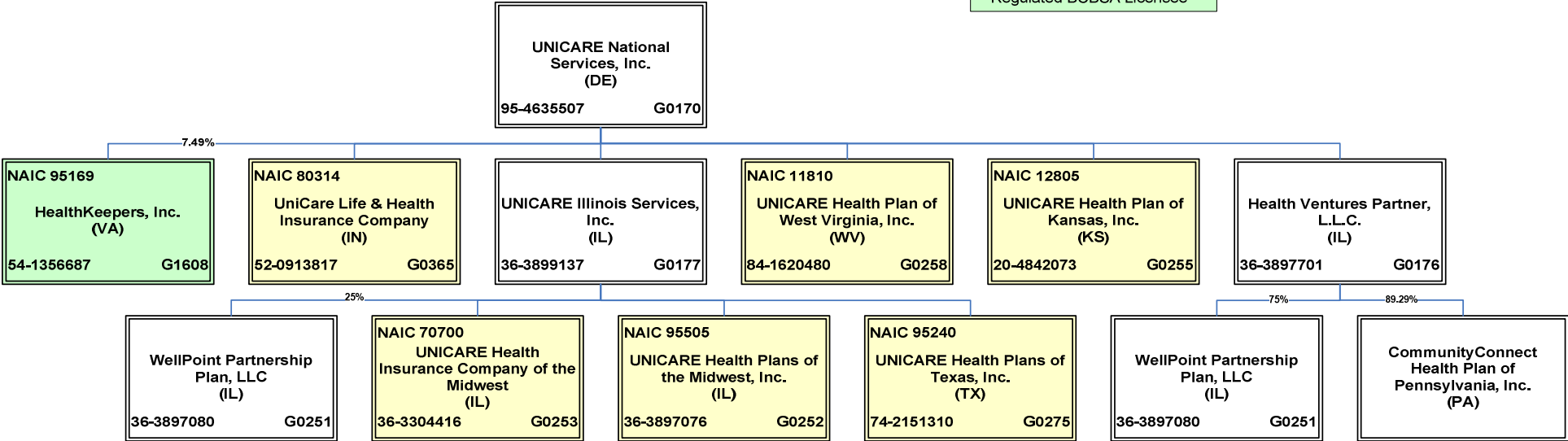
Q15.2



**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
Regulated BCBSA Licensee



Q15.3

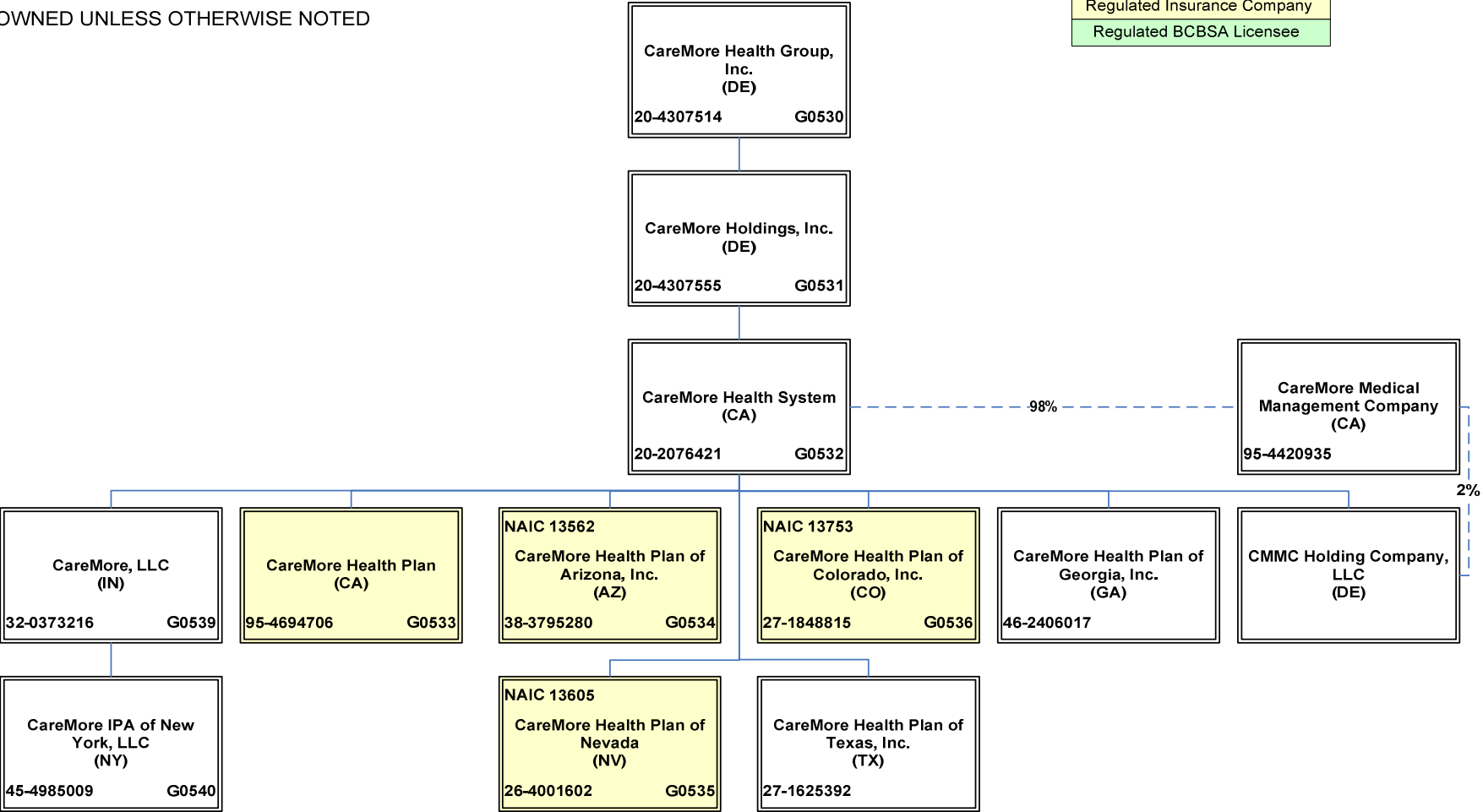
\*10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors



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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

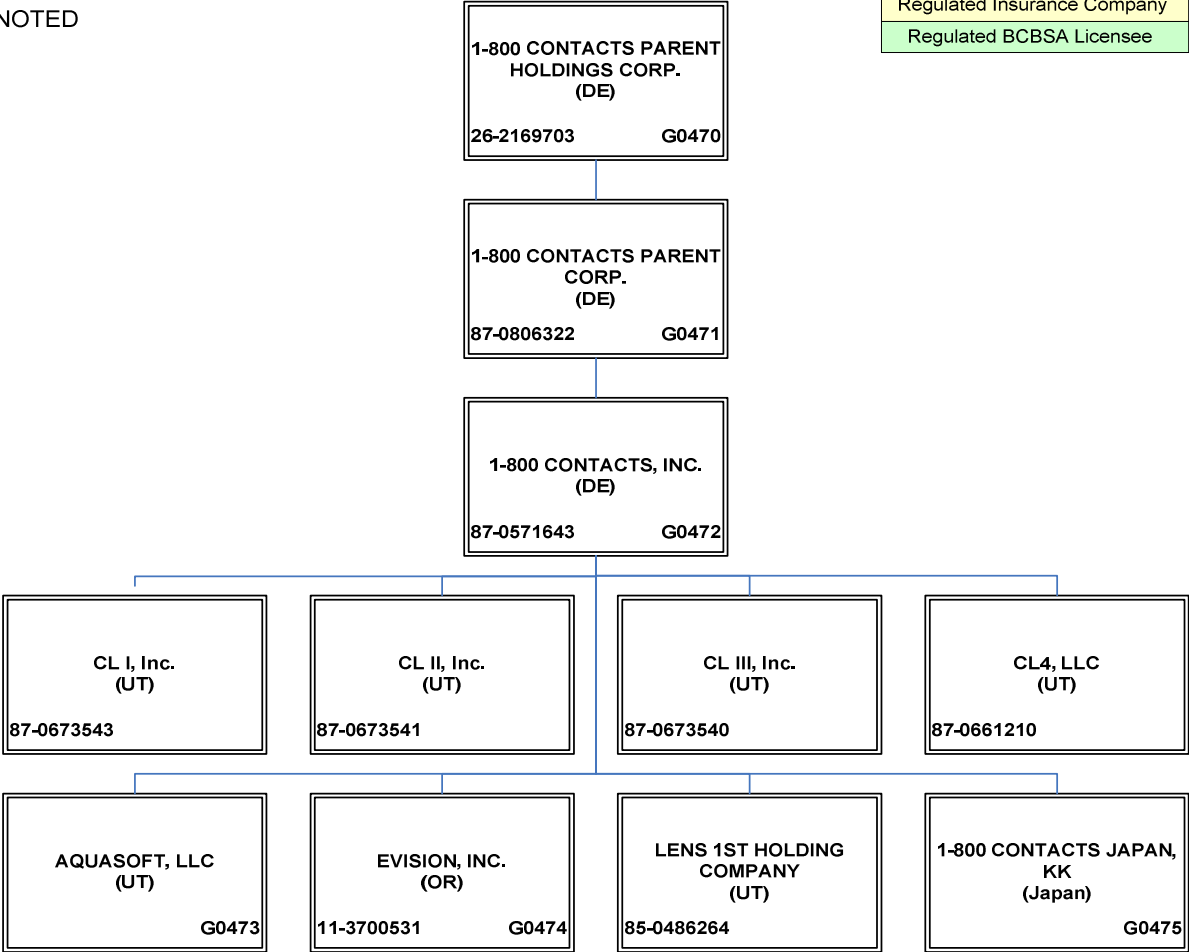
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

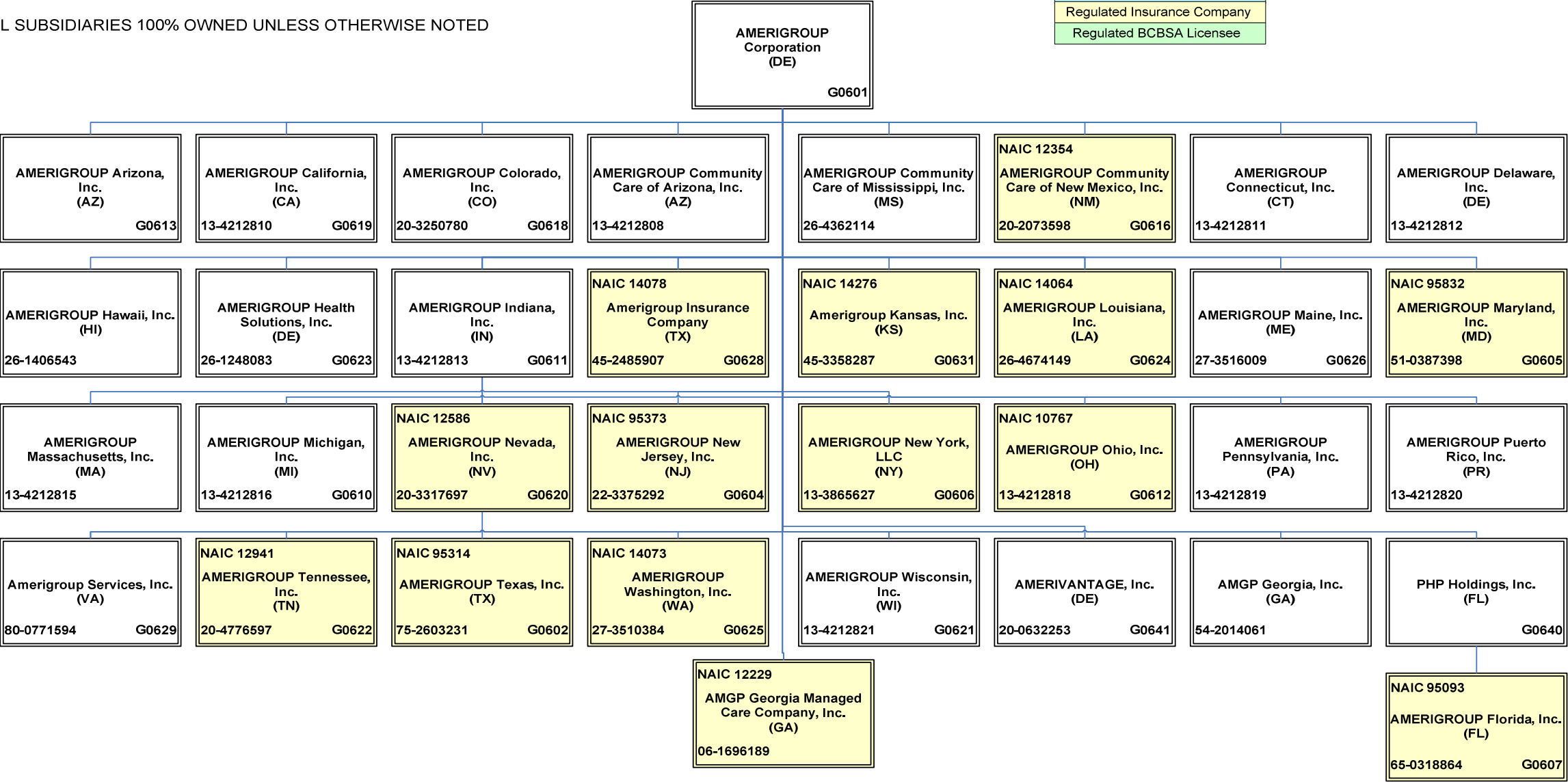


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER  
MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

Q15.6



**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

916

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					1-800 CONTACTS JAPAN, KK	JP	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	IA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212810				AMERIGROUP Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3250780				AMERIGROUP California, Inc.	CA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212808				AMERIGROUP Colorado, Inc.	CO	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-4362114				AMERIGROUP Community Care of Arizona, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Community Care of Mississippi, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212811				AMERIGROUP Community Care of New Mexico, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212812				AMERIGROUP Connecticut, Inc.	CT	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212812				AMERIGROUP Corporation	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Delaware, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1406543				AMERIGROUP Florida, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1248083				AMERIGROUP Hawaii, Inc.	HI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212813				AMERIGROUP Health Solutions, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				AMERIGROUP Indiana, Inc.	IN	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				Amerigroup Insurance Company	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				Amerigroup Kansas, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	27-3516009				AMERIGROUP Louisiana, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Maine, Inc.	ME	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212815				AMERIGROUP Maryland, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212816				AMERIGROUP Massachusetts, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP Michigan, Inc.	MI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP Nevada, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3865627				AMERIGROUP New Jersey, Inc.	NJ	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP New York, LLC	NY	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	0000001
0671	WellPoint, Inc.	00000	13-4212819				AMERIGROUP Ohio, Inc.	OH	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Pennsylvania, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	13-4212820				AMERIGROUP Puerto Rico, Inc.	PR	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	80-0771594				Amerigroup Services, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Tennessee, Inc.	TN	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Texas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMERIGROUP Washington, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-4212821				AMERIGROUP Wisconsin, Inc.	WI	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0632253				AMERIVANTAGE, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-2014061				AMGP Georgia, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				AMGP Georgia Managed Care Company, Inc.	GA	IA	AMERIGROUP Corporation	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1974650				Anthem Blue Cross and Blue Shield Plan Administrator, LLC	IN	NIA	Anthem Health Plans, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	34-1979156				Anthem Credentialing Services, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	IA	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	61-1459939				Anthem Holding Corp.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	IA	WellPoint Acquisition, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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



## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	11810	84-1620480				UNICARE Health Plan of West Virginia, Inc.	WV	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95420	74-2151310				UNICARE Health Plans of Texas, Inc.	TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95505	36-3897076				UNICARE Health Plans of the Midwest, Inc.	IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3899137				UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	80314	52-0913817				UNICARE Life & Health Insurance Company	IN	IA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4635507				UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	77-0494551				UNICARE Specialty Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	39-1946735				United Government Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.	00000	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CH	NIA	WPMI, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.9	WellPoint, Inc.	0000008

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

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

**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

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

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

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



**OVERFLOW PAGE FOR WRITE-INS**

**STATEMENT OF REVENUE AND EXPENSES**

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

STATEMENT AS OF **March 31, 2013** OF THE **AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**  
**SCHEDULE A - VERIFICATION**

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

**SCHEDULE B - VERIFICATION**

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

**SCHEDULE BA - VERIFICATION**

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

**SCHEDULE D - VERIFICATION**

Bonds and Stocks		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	25,777,337	27,653,760
2. Cost of bonds and stocks acquired .....	438,476	11,447,247
3. Accrual of discount .....	569	2,408
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		25,785
6. Deduct consideration for bonds and stocks disposed of .....	550,000	12,974,571
7. Deduct amortization of premium .....	85,778	377,292
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	25,580,604	25,777,337
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	25,580,604	25,777,337

**SCHEDULE D - PART 1B**  
**Showing the Acquisitions, Dispositions and Non-Trading Activity**  
**During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	46,230,003	20,845,074	42,721,797	27,598	24,380,878			46,230,003
2. Class 2 (a) .....	2,221,885		300,000	(110,445)	1,811,440			2,221,885
3. Class 3 (a) .....								
4. Class 4 (a) .....								
5. Class 5 (a) .....								
6. Class 6 (a) .....								
7. Total Bonds .....	48,451,888	20,845,074	43,021,797	(82,847)	26,192,318			48,451,888
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds & Preferred Stock .....	48,451,888	20,845,074	43,021,797	(82,847)	26,192,318			48,451,888

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

**SCHEDULE DA - PART 1**

**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals .....	611,712	X X X	611,712	1,724	

**SCHEDULE DA - Verification**

**Short-Term Investments**

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	18,675,181	18,790,171
2.	Cost of short-term investments acquired .....	20,406,598	217,107,699
3.	Accrual of discount .....	1,730	2,503
4.	Unrealized valuation increase (decrease) .....		
5.	Total gain (loss) on disposals .....		221
6.	Deduct consideration received on disposals .....	38,471,797	217,224,539
7.	Deduct amortization of premium .....		874
8.	Total foreign exchange change in book/adjusted carrying value .....		
9.	Deduct current year's other than temporary impairment recognized ....		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	611,712	18,675,181
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....	611,712	18,675,181

**SI04     Schedule DB - Part A Verification     ..... NONE**

**SI04     Schedule DB - Part B Verification     ..... NONE**

**SI05     Schedule DB Part C Section 1     ..... NONE**

**SI06     Schedule DB Part C Section 2     ..... NONE**

**SI07     Schedule DB - Verification     ..... NONE**



**SCHEDULE E - Verification**  
**(Cash Equivalents)**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	3,999,369	
2.	Cost of cash equivalents acquired .....		10,006,600
3.	Accrual of discount .....	631	1,913
4.	Unrealized valuation increase (decrease) .....		
5.	Total gain (loss) on disposals .....		
6.	Deduct consideration received on disposals .....	4,000,000	6,000,000
7.	Deduct amortization of premium .....		9,144
8.	Total foreign exchange change in book/adjusted carrying value .....		
9.	Deduct current year's other than temporary impairment recognized ....		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....		3,999,369
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....		3,999,369

**E01      Schedule A Part 2 ..... NONE**

**E01      Schedule A Part 3 ..... NONE**

**E02      Schedule B Part 2 ..... NONE**

**E02      Schedule B Part 3 ..... NONE**

**E03      Schedule BA Part 2 ..... NONE**

**E03      Schedule BA Part 3 ..... NONE**

**SCHEDULE D - PART 3**

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
36962G6W9 .....	General Electric Capital .....	.....	03/25/2013 .....	Wellington .....	X X X .....	49,855 .....	50,000 .....	.....	1FE .....
863667AD3 .....	STRYKER CORP .....	.....	03/25/2013 .....	Wellington .....	X X X .....	89,608 .....	90,000 .....	.....	1FE .....
86960BAC6 .....	SVENSKA HNDLSBKN SHBASS .....	.....	03/21/2013 .....	Wellington .....	X X X .....	299,013 .....	300,000 .....	.....	1FE .....
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) .....					X X X .....	438,476 .....	440,000 .....	.....	X X X .....
8399997 Subtotal - Bonds - Part 3 .....					X X X .....	438,476 .....	440,000 .....	.....	X X X .....
8399999 Subtotal - Bonds .....					X X X .....	438,476 .....	440,000 .....	.....	X X X .....
9899999 Subtotal - Preferred and Common Stocks .....					X X X .....	.....	X X X .....	.....	X X X .....
9999999 Total - Bonds, Preferred and Common Stocks .....					X X X .....	438,476 .....	X X X .....	.....	X X X .....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

**SCHEDULE D - PART 4**  
**Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of**  
**During the Current Quarter**

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																					
50540RAD4	LABORATORY CORP AMER 5.500%																				
	2/01/		02/01/2013	MATURITY	X X X	100,000	100,000	106,866	100,368		(368)		(368)		100,000				2,750	02/01/2013	2FE
617446HR3	MORGAN STANLEY 5.300% 3/01/		03/01/2013	MATURITY	X X X	200,000	200,000	211,484	201,165		(1,165)		(1,165)		200,000				5,300	03/01/2013	2FE
949746NY3	WELLS FARGO CO 4.375% 1/31/		01/31/2013	MATURITY	X X X	250,000	250,000	262,685	250,649		(649)		(649)		250,000				5,469	01/31/2013	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	550,000	550,000	581,035	552,182		(2,182)		(2,182)		550,000				13,519	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	550,000	550,000	581,035	552,182		(2,182)		(2,182)		550,000				13,519	X X X	X X X
8399999 Subtotal - Bonds					X X X	550,000	550,000	581,035	552,182		(2,182)		(2,182)		550,000				13,519	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X													X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	550,000	X X X	581,035	552,182		(2,182)		(2,182)		550,000				13,519	X X X	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

**E06      Schedule DB Part A Section 1 ..... NONE**

**E07      Schedule DB Part B Section 1 ..... NONE**

**E08      Schedule DB Part D Section 1 ..... NONE**

**E09      Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity ..... NONE**

**E09      Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity ..... NONE**

**E10      Schedule DL - Part 1 - Securities Lending Collateral Assets ..... NONE**

**E11      Schedule DL - Part 2 - Securities Lending Collateral Assets ..... NONE**

**SCHEDULE E - PART 1 - CASH**

**Month End Depository Balances**

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
Depository			Code	Rate of Interest			First Month	Second Month	Third Month	*
<b>open depositories</b>										
Wachovia Concentration .....	.....	.....	.....	.....	.....	.....	..... (90,041)	..... 3,988,455	..... 6,149,028	X X X
JP Morgan Chase .....	.....	.....	.....	.....	.....	.....	..... 12,393	..... 131,109	..... 12,511	X X X
Bank of America .....	.....	.....	.....	.....	.....	.....	.....	..... 14,000,000	... 24,000,000	X X X
Keybank National Association .....	.....	.....	.....	.....	.....	.....	.....	.....	..... 752,877	X X X
0199998 Deposits in .....4 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories .			X X X	... X X X ..	.... 1,016	.....	.... 2,503,458	.....	.....	X X X
0199999 Totals - Open Depositories .....			X X X	... X X X ..	.... 1,016	.....	.... 2,425,810	... 18,119,564	... 30,914,416	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories .....			X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0299999 Totals - Suspended Depositories .....			X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0399999 Total Cash On Deposit .....			X X X	... X X X ..	.... 1,016	.....	.... 2,425,810	... 18,119,564	... 30,914,416	X X X
0499999 Cash in Company's Office .....			X X X	... X X X ..	. X X X .	... X X X ..	.....	.....	.....	X X X
0599999 Total Cash .....			X X X	... X X X ..	.... 1,016	.....	.... 2,425,810	... 18,119,564	... 30,914,416	X X X

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

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

**INDEX TO HEALTH  
QUARTERLY STATEMENT**

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11

Accounting Practices and Policies; Q5; Q10, Note 1

Admitted Assets; Q2

Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05

Bonuses; Q3; Q4; Q8; Q9

Borrowed Funds; Q3; Q6

Business Combinations and Goodwill; Q10, Note 3

Capital Gains (Losses)

    Realized; Q4

    Unrealized; Q4; Q5

Capital Stock; Q3; Q10, Note 13

Capital Notes; Q6; Q10, Note 11

Caps; QE06; QSI04

Cash; Q2; Q6; QE12

Cash Equivalents; Q2; Q6; QE13

Claims; Q3; Q4; Q8; Q9

Collars; QE06; QSI04

Commissions; Q6

Common Stock; Q2; Q3; Q6; Q11.1; Q11.2

Cost Containment Expenses; Q4

Contingencies; Q10, Note 14

Counterparty Exposure; Q10, Note 8; QE06; QE08

Debt; Q10, Note 11

Deferred Compensation; Q10, Note 12

Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08

Discontinued Operations; Q10, Note 4

Electronic Data Processing Equipment; Q2

Encumbrances; Q2; QSI01; QE01

Emergency Room; Q4

Expenses; Q3; Q4; Q6

Extinguishment of Liabilities; Q10, Note 17

Extraordinary Item; Q10, Note 21

Fair Value; Q7, Note 20

Fee for Service; Q4

Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05

Forwards; QE06; QSI04

Furniture, Equipment and Supplies; Q2

Guaranty Fund; Q2

Health Care Receivables; Q2; Q9; Q10, Note 28

Holding Company; Q16

Hospital/Medical Benefits; Q4

Incentive Pools; Q3; Q4; Q8; Q9

Income; Q4; Q5; Q6

Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9

Incurred Claims and Claim Adjustment Expenses; Q10, Note 25

Intercompany Pooling; Q10, Note 26

Investment Income; Q10, Note 7

    Accrued; Q2

    Earned; Q2; QSI03

    Received; Q6

Investments; Q10, Note 5; Q11.1; Q11.2; QE08

Joint Venture; Q10, Note 6

Leases; Q10, Note 15

Limited Liability Company (LLC); Q10, Note 6

Limited Partnership; Q10, Note 6

Long-Term Invested Assets; Q2; QE03

Managing General Agents; Q10, Note 19

Medicare Part D Coverage; QSupp1

Member Months; Q4; Q7

Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02

Nonadmitted Assets; Q2; Q5; QSI01; QSI03

Off-Balance Sheet Risk; Q10, Note 16

Options; QE06; QSI04

Organizational Chart; Q11; Q14

Out-of-Area; Q4

Outside Referrals; Q4

Parent, Subsidiaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1

Participating Policies; Q10, Note 29

Pharmaceutical Rebates; Q10, Note 28

Policyholder Dividends; Q5; Q6

Postemployment Benefits; Q10, Note 12

Postretirement Benefits; Q10, Note 12

Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2



**INDEX TO HEALTH  
QUARTERLY STATEMENT**

Premium Deficiency Reserves; Q10, Note 30

Premiums and Considerations

    Advance; Q3

    Collected; Q6

    Deferred; Q2

    Direct; Q7; Q13

    Earned; Q7

    Retrospective; Q2

    Uncollected; Q2

    Unearned; Q4

    Written; Q4; Q7

Prescription Drugs; Q4

Quasi Reorganizations; Q10, Note 13

Real Estate; Q2; Q6; QE01; QSI01

Redetermination, Contracts Subject to; Q10, Note 24

Reinsurance; Q9; Q10, Note 23

    Ceded; Q3; Q12

    Funds Held; Q2

    Payable; Q3

    Premiums; Q3

    Receivable; Q2; Q4

    Unauthorized; Q3; Q5

Reserves

    Accident and Health; Q3; Q4

    Claim; Q3; Q5; Q8

    Life; Q3

Retirement Plans; Q10, Note 12

Retrospectively Rated Policies; Q10, Note 24

Risk Revenue; Q4

Salvage and Subrogation; Q10, Note 31

Securities Lending; Q2; Q3; QE09; QE11

Servicing of Financial Assets; Q10, Note 17

Short-Term Investments; Q2; Q6; Q11.1; QSI03

Stockholder Dividends; Q5; Q6

Subsequent Events; Q10, Note 22

Surplus; Q3; Q5; Q6

Surplus Notes; Q3; Q5; Q6

Swaps; QE07; QSI04

Synthetic Assets; QSI04; QSI05

Third Party Administrator; Q10, Note 19

Treasury Stock; Q3; Q5

Uninsured Accident and Health; Q2; Q3; Q10, Note 18

Valuation Allowance; QSI01

Wash Sales; Q10, Note 17

Withholds; Q4; Q8