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QUARTERLY STATEMENT

AS OF March 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care

NAIC Group Code	0671 (Current Period)	0671 (Prior Period)	NAIC Company Code	10767	Employer's ID Number	13-4212818
Organized under the Laws of	Ohio		State of Domicile or Port of Entry		Ohio	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]	Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]	Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]			
Incorporated/Organized	03/08/2002		Commenced Business	09/01/2005		
Statutory Home Office	10123 Alliance Road (Street and Number)		Cincinnati, OH, 45242 (City or Town, State, Country and Zip Code)			
Main Administrative Office	4425 Corporation Lane Virginia Beach, VA, 23462 (Street and Number)		4425 Corporation Lane (Street and Number) (757)490-6900 (Area Code) (Telephone Number)			
Primary Location of Books and Records	Virginia Beach, VA, 23462 (City or Town, State, Country and Zip Code)		4425 Corporation Lane (Street and Number) (757)490-6900 (Area Code) (Telephone Number)			
Internet Web Site Address	www.amerigroup.com					
Statutory Statement Contact	Bette Lou Gronseth (Name) Bette.Gronseth@amerigroup.com (E-Mail Address)		(757)518-3638 (Area Code)(Telephone Number)(Extension) (757)557-6742 (Fax Number)			

OFFICERS

Name	Title
Gary Michael Radtke	President/Chief Executive Officer
Karen Lint Shields	Vice President/Asst. Treasurer #
Kathleen Susan Kiefer	Secretary
Jack Louis Young	Vice President/Asst. Secretary #
Robert David Kretschmer	Treasurer

OTHERS

Eric (Rick) Kenneth Noble, Asst. Treasurer #

Peter David Haytaian, Chairperson #

DIRECTORS OR TRUSTEESGary Michael Radtke
Peter David Haytaian
Catherine Irene KelaghanCarter Allen Beck
Wayne Scott DeVeydtState of Virginia
County of Virginia Beach ss

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

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

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

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

Subscribed and sworn to before me this
day of , 2013

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

Yes[X] No[]

(Notary Public Signature)

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
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	XXX	XXX		
26. Common capital stock	XXX	XXX	10	10
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	10,580,060	17,992,909
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	16,642,679	24,012,947
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	XXX	XXX		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	27,222,749	42,005,866
34. Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	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.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT AS OF **March 31, 2013** OF THE AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care
STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
				4 Total
	1 Uncovered	2 Total	3 Total	
1. Member Months	XXX	160,466	166,505	680,599
2. Net premium income (including \$.....0 non-health premium income)	XXX	40,325,516	41,227,546	169,589,135
3. Change in unearned premium reserves and reserves for rate credits	XXX	255,814	.....	.....
4. Fee-for-service (net of \$.....0 medical expenses)	XXX .....	.....	.....	.....
5. Risk revenue	XXX .....	.....	.....	.....
6. Aggregate write-ins for other health care related revenues	XXX .....	.....	.....	.....
7. Aggregate write-ins for other non-health revenues	XXX .....	.....	.....	.....
8. Total revenues (Lines 2 to 7)	XXX	40,581,330	41,227,546	169,589,135
Hospital and Medical:				
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
Less:				
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)	XXX	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)	XXX	2,078,888	5,491,097	20,764,940
31. Federal and foreign income taxes incurred	XXX	710,397	1,940,718	7,280,989
32. Net income (loss) (Lines 30 minus 31)	XXX	1,368,491	3,550,379	13,483,951
DETAILS OF WRITE-INS				
0601.	XXX .....	.....	.....	.....
0602.	XXX .....	.....	.....	.....
0603.	XXX .....	.....	.....	.....
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX .....	.....	.....	.....
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX .....	.....	.....	.....
0701.	XXX .....	.....	.....	.....
0702.	XXX .....	.....	.....	.....
0703.	XXX .....	.....	.....	.....
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX .....	.....	.....	.....
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX .....	.....	.....	.....
1401. Ancillary, DME, Home Healthcare, Ambulance, Transportation .....	.....	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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	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 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid .....	.....	.....	.....	.....	.....	.....
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 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid	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.

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

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

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

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

STATEMENT AS OF **March 31, 2013** OF THE **AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**
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	\$ 611,712	\$ -	\$ -	\$ 611,712
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
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.

STATEMENT AS OF **March 31, 2013** OF THE **AMERIGROUP Ohio, Inc.** dba **AMERIGROUP Community Care**
Notes to Financial Statement

C. Aggregate Fair Value.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 611,712	\$ 611,712	\$ 611,712	\$ 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]
Yes[] No[] N/A[X]

1.2 If yes, has the report been filed with the domiciliary state?

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

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

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008

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

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/28/2010

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
Yes[X] No[] N/A[]

6.6 Have all of the recommendations within the latest financial examination report been complied with?

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

7.2 If yes, give full information

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company. Yes[] No[X]

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[] No[X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[] No[X]

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[] No[X]

14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

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

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

Yes[] No[X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

If no, attach a description with this statement.

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 Name of Custodian(s)	2 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 Name(s)	2 Location(s)	3 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 Old Custodian	2 New Custodian	3 Date of Change	4 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 Central Registration Depository	2 Name(s)	3 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)
			N O N E			

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

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	L			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)	XXX								
59. Subtotal	XXX			41,362,736					41,362,736
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1			41,362,736					41,362,736

DETAILS OF WRITE-INS

5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

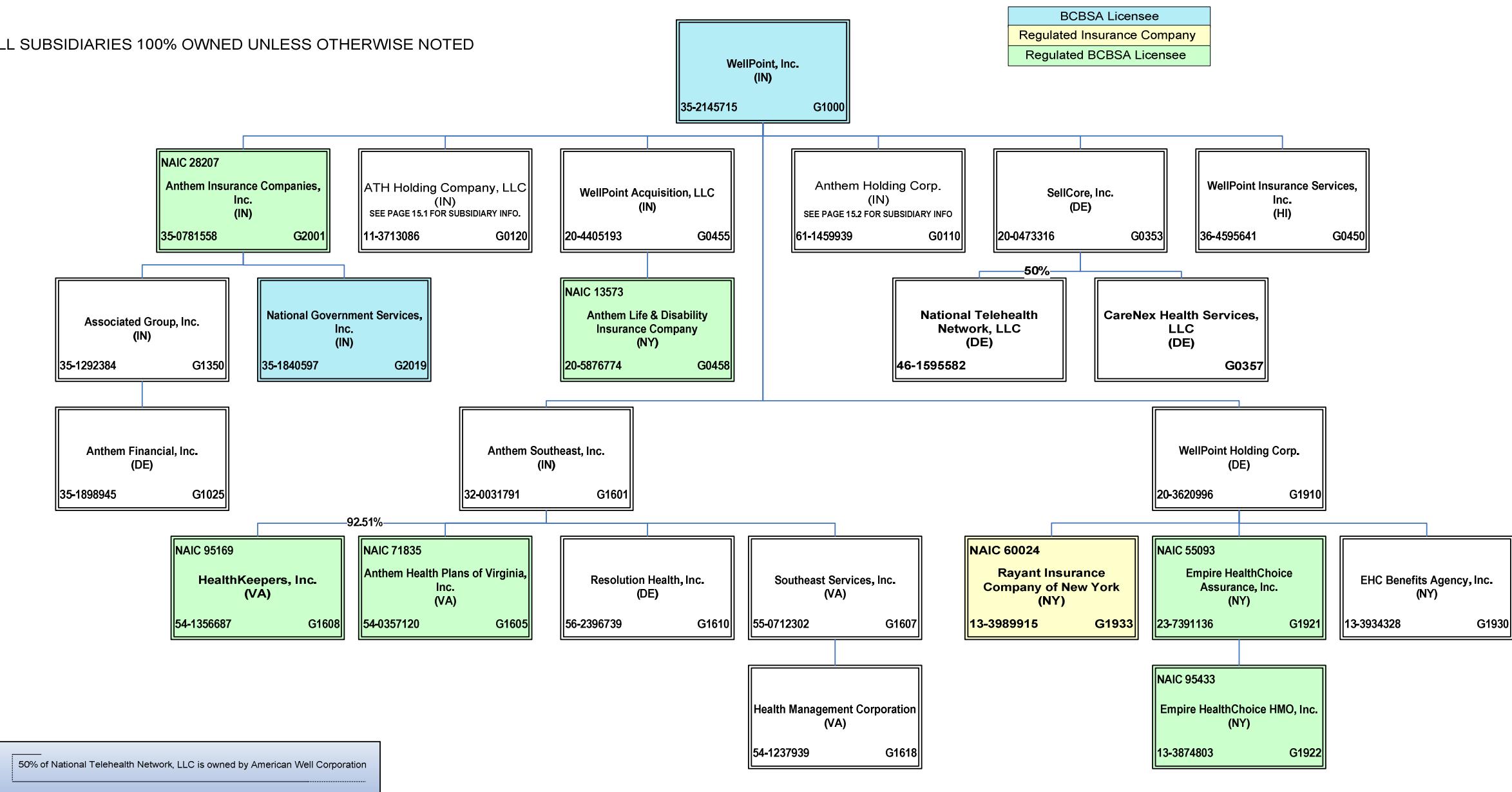
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

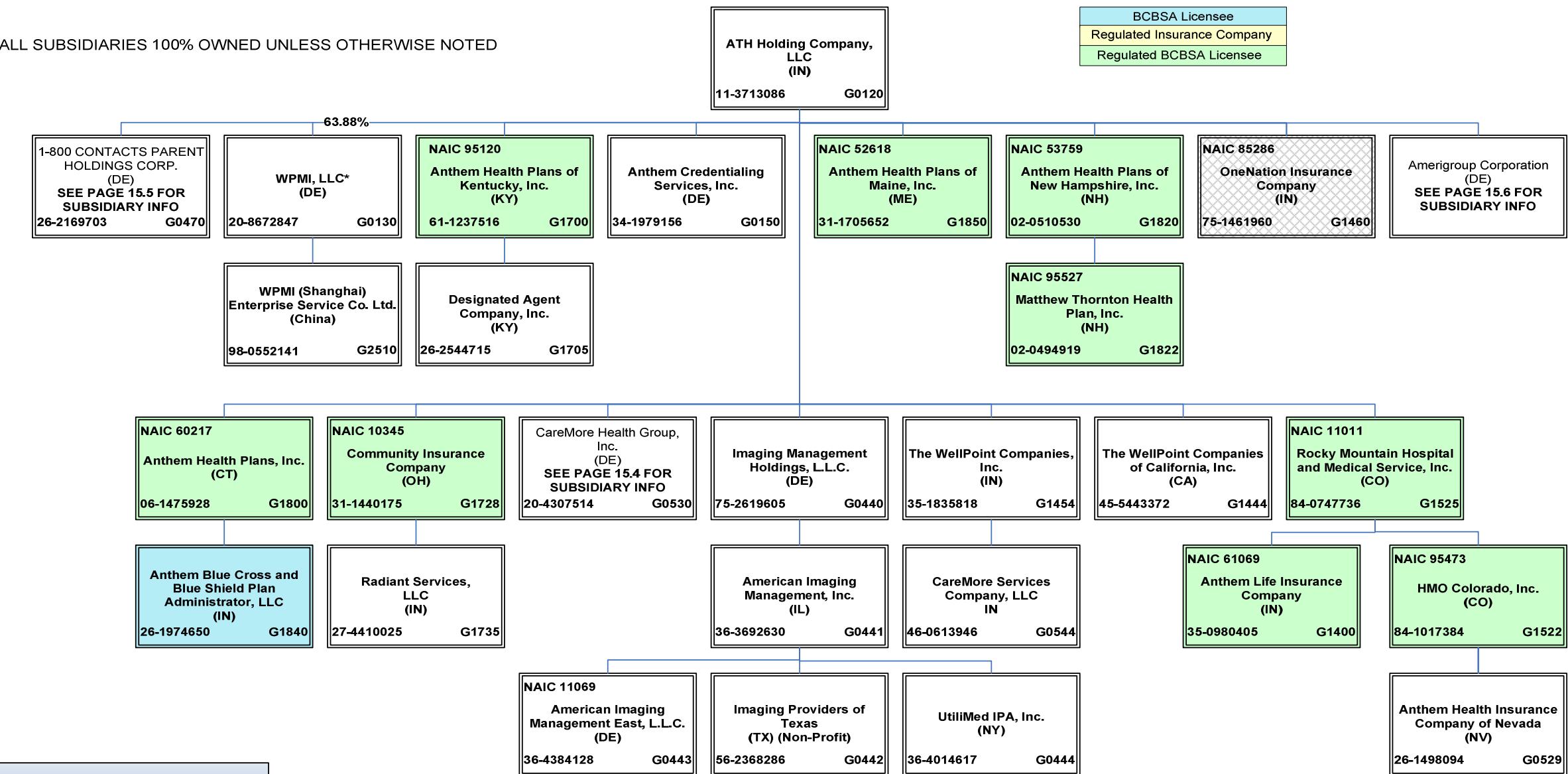


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

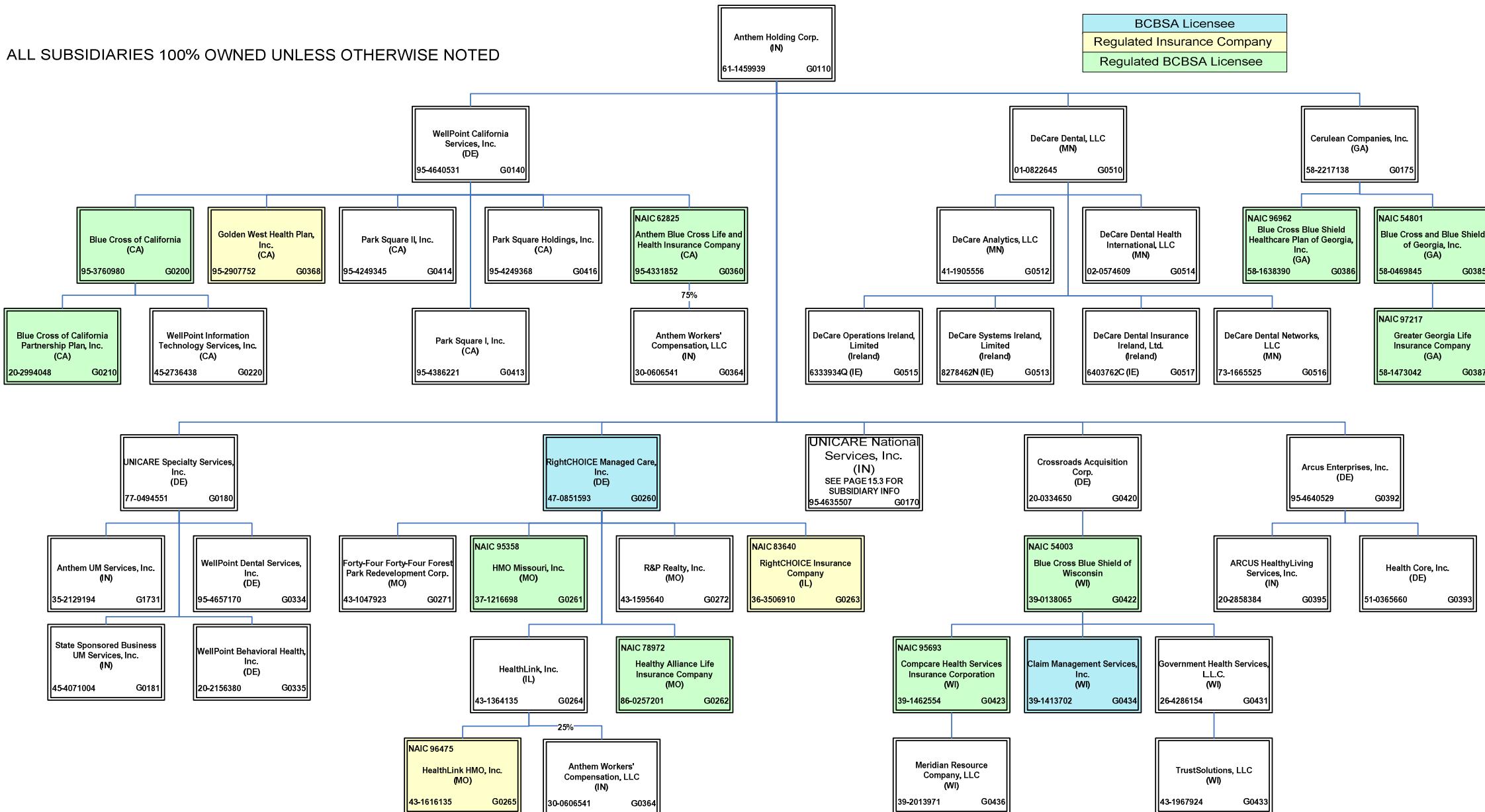
PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



Q15.2

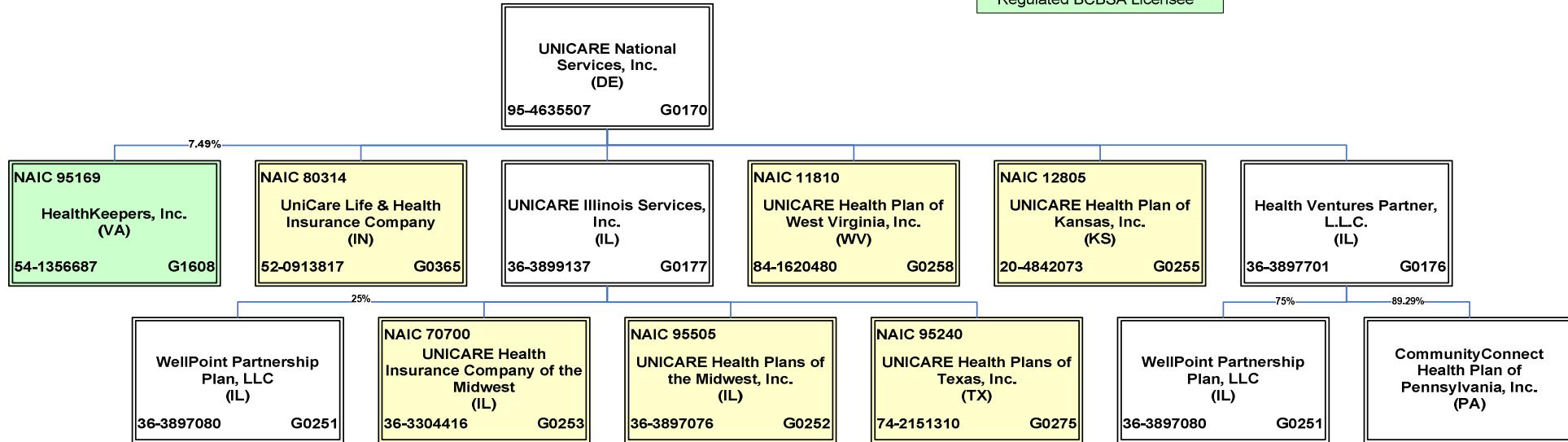
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

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



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

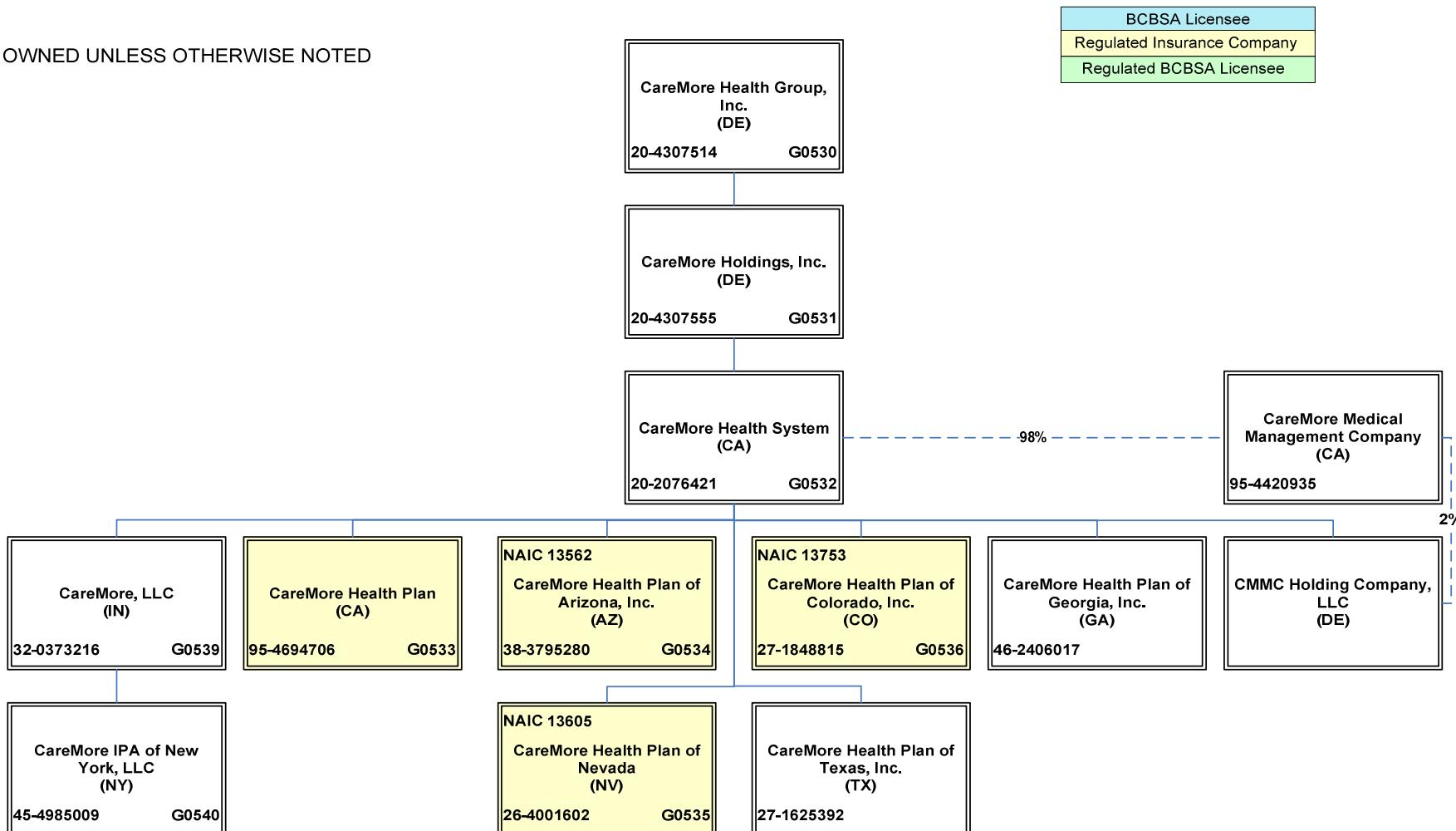
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

Q154

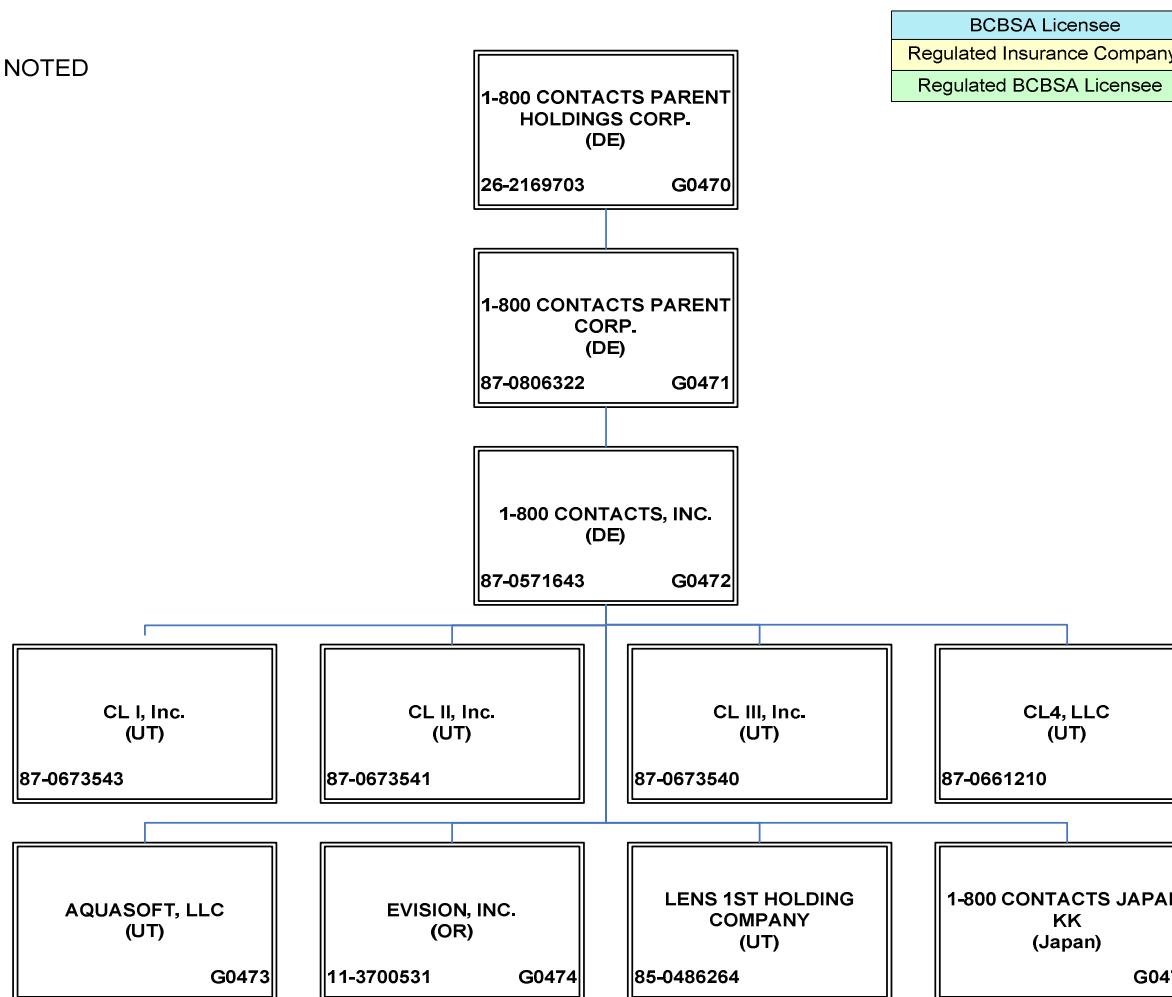


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

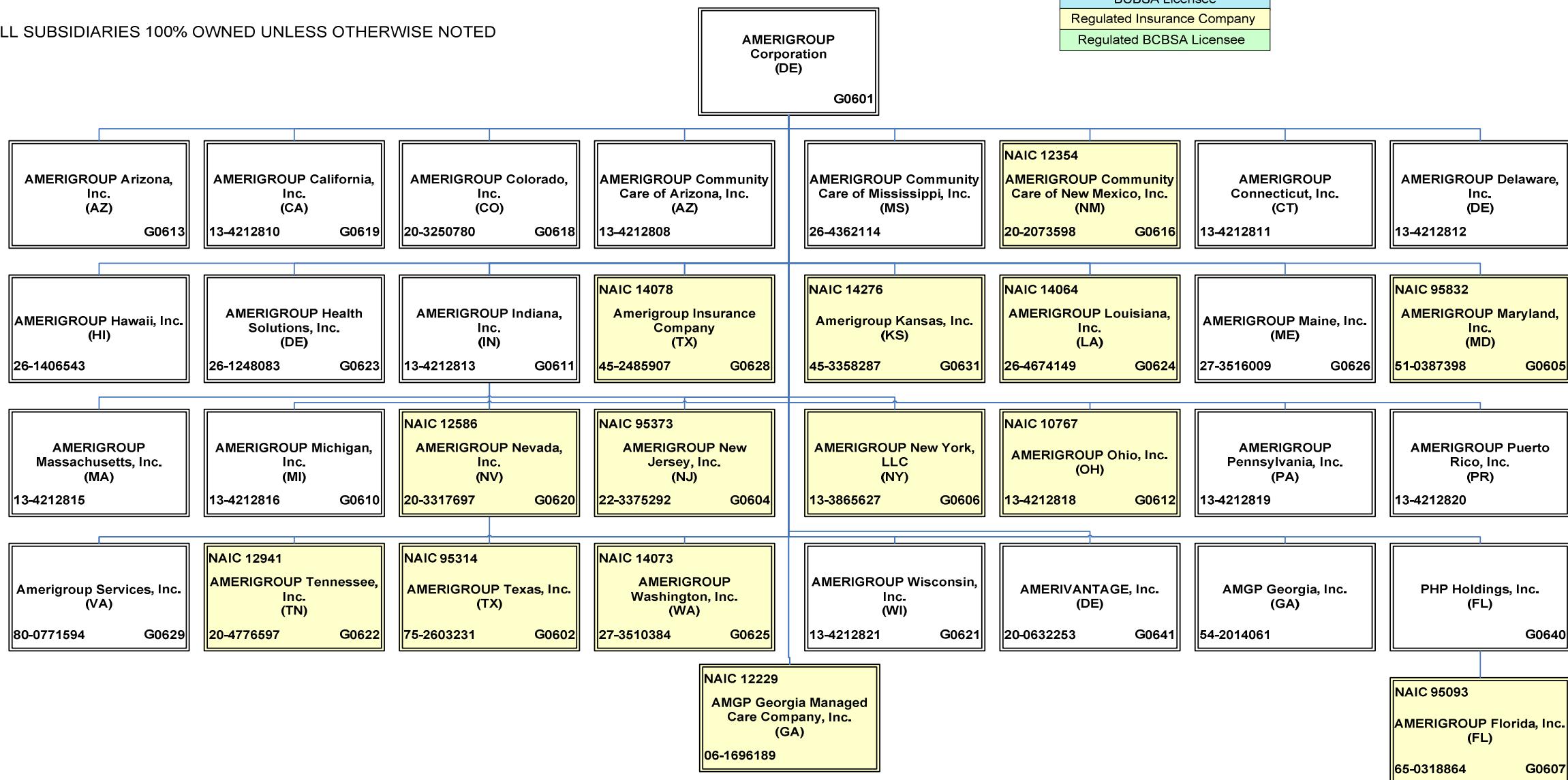
MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

Q156



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	87-0571643	.....	.....	1-800 CONTACTS, INC.	DE .. NIA ..	1-800 CONTACTS PARENT CORP. ....	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	.....	.....	.....	1-800 CONTACTS JAPAN, KK	JP .. NIA ..	1-800 CONTACTS, INC. ....	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	87-0806322	.....	.....	1-800 CONTACTS PARENT CORP.	DE .. NIA ..	1-800 CONTACTS PARENT HOLDINGS CORP. ....	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	26-2169703	.....	.....	1-800 CONTACTS PARENT HOLDINGS CORP.	DE .. NIA ..	ATH Holding Company, LLC ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	11069	36-4384128	.....	.....	American Imaging Management East, LLC ..	DE .. IA ..	American Imaging Management, Inc. ....	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	36-3692630	.....	.....	American Imaging Management, Inc.	IL .. NIA ..	Imaging Management Holdings, L.L.C. ....	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	.....	.....	.....	AMERIGROUP Arizona, Inc.	AZ .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212810	.....	.....	AMERIGROUP California, Inc.	CA .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	20-3250780	.....	.....	AMERIGROUP Colorado, Inc.	CO .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212808	.....	.....	AMERIGROUP Community Care of Arizona, Inc.	AZ .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	26-4362114	.....	.....	AMERIGROUP Community Care of Mississippi, Inc.	MS .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	12354	20-2073598	.....	.....	AMERIGROUP Community Care of New Mexico, Inc.	NM .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212811	.....	.....	AMERIGROUP Connecticut, Inc.	CT .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	.....	.....	.....	AMERIGROUP Corporation ..	DE .. NIA ..	ATH Holding Company, LLC ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212812	.....	.....	AMERIGROUP Delaware, Inc.	DE .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	95093	65-0318864	.....	.....	AMERIGROUP Florida, Inc.	FL .. IA ..	PHP Holdings, Inc. ....	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	26-1406543	.....	.....	AMERIGROUP Hawaii, Inc.	HI .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	26-1248083	.....	.....	AMERIGROUP Health Solutions, Inc.	DE .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212813	.....	.....	AMERIGROUP Indiana, Inc.	IN .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	14078	45-2485907	.....	.....	Amerigroup Insurance Company	TX .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	14276	45-3358287	.....	.....	Amerigroup Kansas, Inc.	KS .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	14064	26-4674149	.....	.....	AMERIGROUP Louisiana, Inc.	LA .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	27-3516009	.....	.....	AMERIGROUP Maine, Inc.	ME .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	95832	51-0387398	.....	.....	AMERIGROUP Maryland, Inc.	MD .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212815	.....	.....	AMERIGROUP Massachusetts, Inc.	MA .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212816	.....	.....	AMERIGROUP Michigan, Inc.	MI .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	12586	20-3317697	.....	.....	AMERIGROUP Nevada, Inc.	NV .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	95373	22-3375292	.....	.....	AMERIGROUP New Jersey, Inc.	NJ .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-3865627	.....	.....	AMERIGROUP New York, LLC	NY .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	10767	13-4212818	.....	.....	AMERIGROUP Ohio, Inc.	OH .. IA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	13-4212819	.....	.....	AMERIGROUP Pennsylvania, Inc.	PA .. NIA ..	AMERIGROUP Corporation ..	.....	.....	.....	100.0	WellPoint, Inc.	0000001

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

1 Group Code	2 Group Name	3 NAIC Comp- any Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tionship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
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	95-4640529	.....	.....	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 Group Code	2 Group Name	3 NAIC Comp- any Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tion- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15
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.	0000004
0671 ..	WellPoint, Inc.	00000	95-4694706	.....	.....	CareMore Health Plan	CA .. IA ..	CareMore Health System ....	.....	Ownership .....	.....	100.0	WellPoint, Inc.	
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.	

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

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

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tion- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15
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	.....	.....	SellCore, 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.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tionship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
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	.....	6324	New York Stock Exchange (NYSE)	IL .. NIA ..	UNICARE Illinois Services, Inc. ....	.....	Ownership .....	.....	25.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	35-2145715	.....	.....	WellPoint, Inc.	IN .. UIP ..	.....	.....	.....	.....	100.0	WellPoint, Inc.	
0671 ..	WellPoint, Inc.	00000	98-0552141	.....	.....	WPMI (Shanghai) Enterprise Service Co. Ltd.	CH .. NIA ..	WPMI, LLC ....	.....	Ownership .....	.....	63.9	WellPoint, Inc.	0000008
0671 ..	WellPoint, Inc.	00000	20-8672847	.....	.....	WPMI, LLC	DE .. NIA ..	ATH Holding Company, LLC ....	.....	Ownership .....	.....	.....	WellPoint, Inc.	

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.

STATEMENT AS OF **March 31, 2013** OF THE AMERIGROUP Ohio, Inc. dba AMERIGROUP Community 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.

RESPONSE

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

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



2013

Document Code: 365

1076720133650001

STATEMENT OF REVENUE AND EXPENSES

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

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

Real Estate

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

N O N E

SCHEDULE B - VERIFICATION
Mortgage Loans

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

SCHEDULE D - VERIFICATION
Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	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
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	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	XXX	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 Year To Date	2 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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous (Unaffiliated)									
36962G6W9	General Electric Capital		03/25/2013	Wellington	XXX	49,855	50,000		1FE
863667AD3	STRYKER CORP		03/25/2013	Wellington	XXX	89,608	90,000		1FE
86960BAC6	SVENSKA HNDLSBKN SHBASS		03/21/2013	Wellington	XXX	299,013	300,000		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	438,476	440,000		XXX
8399997 Subtotal - Bonds - Part 3					XXX	438,476	440,000		XXX
8399999 Subtotal - Bonds					XXX	438,476	440,000		XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	438,476	XXX		XXX

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

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

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

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

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

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

E08 Schedule DB Part D 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			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
							First Month	Second Month	Third Month	*
open depositories										
Wachovia Concentration							(90,041)	3,988,455	6,149,028	XXX
JP Morgan Chase							12,393	131,109	12,511	XXX
Bank of America								14,000,000	24,000,000	XXX
Keybank National Association									752,877	XXX
0199998 Deposits in	4	depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories	XXX	XXX ..	1,016		2,503,458			XXX
0199999 Totals - Open Depositories	XXX	XXX ..			1,016		2,425,810	18,119,564	30,914,416	XXX
0299998 Deposits in	0	depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories	XXX	XXX ..						XXX
0299999 Totals - Suspended Depositories	XXX	XXX ..								XXX
0399999 Total Cash On Deposit	XXX	XXX ..			1,016		2,425,810	18,119,564	30,914,416	XXX
0499999 Cash in Company's Office	XXX	XXX ..			XXX ..	XXX ..				XXX
0599999 Total Cash	XXX	XXX ..			1,016		2,425,810	18,119,564	30,914,416	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
8699999 Total - Cash Equivalents							

N O N E

INDEX TO HEALTH QUARTERLY STATEMENT

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