



QUARTERLY STATEMENT
AS OF June 30, 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	4361 Irwin Simpson Road, C/O Community Ins. Co. (Street and Number)		Mason, OH, 45040 (City or Town, State, Country and Zip Code)			
Main Administrative Office			4425 Corporation Lane (Street and Number)			
	Virginia Beach, VA, 23462 (City or Town, State, Country and Zip Code)		(757)490-6900 (Area Code) (Telephone Number)			
Mail Address	4425 Corporation Lane (Street and Number or P.O. Box)		Virginia Beach, VA, 23462 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records			4425 Corporation Lane (Street and Number)			
	Virginia Beach, VA, 23462 (City or Town, State, Country and Zip Code)		(757)490-6900 (Area Code) (Telephone Number)			
Internet Web Site Address	www.amerigroup.com					
Statutory Statement Contact	Bette Lou Gronseth (Name)		(757)518-3638 (Area Code)(Telephone Number)(Extension)			
	Bette.Gronseth@amerigroup.com (E-Mail Address)		(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
Peter David Haytaian	Chairperson #
Eric (Rick) Kenneth Noble	Asst. Treasurer #

OTHERS

DIRECTORS OR TRUSTEES

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

State of Virginia
County of Virginia Beach ss

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

(Signature) Gary Michael Radtke (Printed Name) 1. President/Chief Executive Officer (Title)	(Signature) Robert David Kretschmer (Printed Name) 2. Treasurer (Title)	(Signature) Kathleen Susan Kiefer (Printed Name) 3. Secretary (Title)
Subscribed and sworn to before me this day of , 2013	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[]
(Notary Public Signature)		

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	22,302,940		22,302,940	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 (\$.....13,962,712), cash equivalents (\$.....0) and short-term investments (\$.....3,916,447)	17,879,159		17,879,159	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)	40,182,099		40,182,099	52,924,340
13.	Title plants less \$.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	209,640		209,640	231,468
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection	4,591,481		4,591,481	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	2,019,875		2,019,875	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	1,251,341	134,618	1,116,723	790,057
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	343		343	1,713
21.	Furniture and equipment, including health care delivery assets (\$.....0)	364,293	364,293		
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	1,979,088	1,979,088		
25.	Aggregate write-ins for other than invested assets				
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	50,598,160	2,477,999	48,120,161	58,252,666
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	TOTAL (Lines 26 and 27)	50,598,160	2,477,999	48,120,161	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				
2502.	.....				
2503.	.....				
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)				

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.00 reinsurance ceded)	12,673,193		12,673,193	11,121,478
2.	Accrued medical incentive pool and bonus amounts	800,997		800,997	
3.	Unpaid claims adjustment expenses	290,470		290,470	206,452
4.	Aggregate health policy reserves, including the liability of \$.00 for medical loss ratio rebate per the Public Health Service Act	45,000		45,000	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	1,675,039		1,675,039	2,671,281
10.1	Current federal and foreign income tax payable and interest thereon (including \$.00 on realized gains (losses))	831,264		831,264	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 \$.00 current) and interest thereon \$.00 (including \$.00 current)				
15.	Amounts due to parent, subsidiaries and affiliates	479,798		479,798	907,661
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with (\$.00 authorized reinsurers, \$.00 unauthorized reinsurers and \$.00 certified reinsurers)				
20.	Reinsurance in unauthorized and certified (\$.00) 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 \$.00 current)	6,821		6,821	6,821
24.	Total liabilities (Lines 1 to 23)	17,113,617		17,113,617	16,246,800
25.	Aggregate write-ins for special surplus funds	X X X	X X X		
26.	Common capital stock	X X X	X X X	10	10
27.	Preferred capital stock	X X X	X X X		
28.	Gross paid in and contributed surplus	X X X	X X X	10,580,060	17,992,909
29.	Surplus notes	X X X	X X X		
30.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
31.	Unassigned funds (surplus)	X X X	X X X	20,426,474	24,012,947
32.	Less treasury stock, at cost:				
32.1	.00 shares common (value included in Line 26 \$.00)	X X X	X X X		
32.2	.00 shares preferred (value included in Line 27 \$.00)	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	31,006,544	42,005,866
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	48,120,161	58,252,666
DETAILS OF WRITE-INS					
2301.	Unclaimed Property	6,821		6,821	6,821
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	6,821		6,821	6,821
2501.		X X X	X X X		
2502.		X X X	X X X		
2503.		X X X	X X X		
2598.	Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.		X X X	X X X		
3002.		X X X	X X X		
3003.		X X X	X X X		
3098.	Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	X X X	315,416	334,532	680,599
2.	Net premium income (including \$.....0 non-health premium income)	X X X	80,373,726	83,430,769	169,589,135
3.	Change in unearned premium reserves and reserves for rate credits	X X X	210,814		
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X			
5.	Risk revenue	X X X			
6.	Aggregate write-ins for other health care related revenues	X X X			
7.	Aggregate write-ins for other non-health revenues	X X X			
8.	Total revenues (Lines 2 to 7)	X X X	80,584,540	83,430,769	169,589,135
Hospital and Medical:					
9.	Hospital/medical benefits		37,950,216	35,190,983	73,560,468
10.	Other professional services		4,114,049	4,160,216	8,575,287
11.	Outside referrals				
12.	Emergency room and out-of-area		6,734,302	6,327,870	13,425,247
13.	Prescription drugs		8,322,167	8,979,025	17,576,187
14.	Aggregate write-ins for other hospital and medical		881,876	840,812	1,727,852
15.	Incentive pool, withhold adjustments and bonus amounts		200,149		
16.	Subtotal (Lines 9 to 15)		58,202,759	55,498,906	114,865,041
Less:					
17.	Net reinsurance recoveries		2,254,990	522,355	852,114
18.	Total hospital and medical (Lines 16 minus 17)		55,947,769	54,976,551	114,012,927
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....2,285,708 cost containment expenses		2,728,911	3,697,228	7,060,771
21.	General administrative expenses		13,562,680	13,486,575	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)		72,239,360	72,160,354	149,290,989
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	8,345,180	11,270,415	20,298,146
25.	Net investment income earned		198,651	236,628	449,890
26.	Net realized capital gains (losses) less capital gains tax of \$.....2,993		5,557	1,322	16,904
27.	Net investment gains or (losses) (Lines 25 plus 26)		204,208	237,950	466,794
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	8,549,388	11,508,365	20,764,940
31.	Federal and foreign income taxes incurred	X X X	2,989,221	4,071,653	7,280,989
32.	Net income (loss) (Lines 30 minus 31)	X X X	5,560,167	7,436,712	13,483,951
DETAILS OF WRITE-INS					
0601.	.....	X X X			
0602.	.....	X X X			
0603.	.....	X X X			
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	.....	X X X			
0702.	.....	X X X			
0703.	.....	X X X			
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401.	Ancillary, DME, Home Healthcare, Ambulance, Transportation		881,876	840,812	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)		881,876	840,812	1,727,852
2901.	.....				
2902.	.....				
2903.	.....				
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	42,005,866	32,668,268	32,668,268
34.	Net income or (loss) from Line 32	5,560,167	7,436,712	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	332,607	515,853	(274,736)
39.	Change in nonadmitted assets	(892,096)	(1,380,146)	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		212,139	421,990
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders	(16,000,000)	(4,896,800)	(4,896,800)
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	(10,999,322)	1,887,758	9,337,598
49.	Capital and surplus end of reporting period (Line 33 plus 48)	31,006,544	34,556,026	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	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	79,919,029	80,731,339	167,191,985
2.	Net investment income	386,074	343,459	773,701
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	80,305,103	81,074,798	167,965,686
5.	Benefit and loss related payments	56,395,563	62,791,125	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	17,423,096	19,403,884	36,467,054
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	2,643,776	3,099,805	7,084,632
10.	TOTAL (Lines 5 through 9)	76,462,435	85,294,814	161,918,897
11.	Net cash from operations (Line 4 minus Line 10)	3,842,668	(4,220,016)	6,046,789
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	6,344,321	5,381,370	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		34	221
12.7	Miscellaneous proceeds			
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7)	6,344,321	5,381,404	12,974,793
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	3,026,969	10,729,938	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)	3,026,969	10,729,938	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)	3,317,352	(5,348,534)	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	16,000,000	4,896,800	4,896,800
16.6	Other cash provided (applied)	(427,864)	(122,195)	758,475
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(16,427,864)	(5,018,995)	(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)	(9,267,844)	(14,587,545)	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)	17,879,159	9,123,448	27,147,003
Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:				
20.0001	Depreciation	64,151	98,088	167,227
20.0002	Non Cash Capital Contribution		212,139	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	49,983								49,983	
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	315,416								315,416	
Total Member Ambulatory Encounters for Period:										
7. Physician	118,186								118,186	
8. Non-Physician	85,119								85,119	
9. Total	203,305								203,305	
10. Hospital Patient Days Incurred	9,520								9,520	
11. Number of Inpatient Admissions	2,183								2,183	
12. Health Premiums Written (a)	82,410,843								82,410,843	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	82,621,656								82,621,656	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	56,798,982								56,798,982	
18. Amount Incurred for Provision of Health Care Services	58,202,759								58,202,759	

(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	388,170	(2,818)	(1,759)	(200)	(6,074)	377,319
0499999 Subtotals	388,170	(2,818)	(1,759)	(200)	(6,074)	377,319
0599999 Unreported claims and other claim reserves						12,295,874
0799999 Total Claims Unpaid						12,673,193
0899999 Accrued Medical Incentive Pool And Bonus Amounts						800,997

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	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare						
7.	Title XIX - Medicaid	8,972,610	45,403,078	619,449	12,053,744	9,592,059	10,953,174
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	8,972,610	45,403,078	619,449	12,053,744	9,592,059	10,953,174
10.	Healthcare receivables (a)	977,431	151,657			977,431	180,153
11.	Other non-health						
12.	Medical incentive pools and bonus amounts			646,225	154,772	646,225	
13.	Totals (Lines 9 - 10 + 11 + 12)	7,995,179	45,251,421	1,265,674	12,208,516	9,260,853	10,773,021

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

For the six months ended June 30, 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 ODI.

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

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

C. Accounting Policy

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

In addition, the company uses the following accounting policies:

- (1) Short-term investments with maturities of less than one year at the date of acquisition are reported at amortized cost.
- (2) Bonds are stated at amortized cost, with amortization calculated based on the scientific method, using lower of yield to call or yield to maturity.
- (3) Common stocks of unaffiliated companies are stated at fair value.
- (4) The Company has no preferred stock.
- (5) The Company has no mortgage loans.
- (6) The Company has no loan-backed securities.
- (7) The Company has no investment in subsidiaries, controlled and affiliated companies.
- (8) The Company has no investment in joint ventures, partnerships and limited liability companies.
- (9) The Company has no investment in derivatives.
- (10) The Company does not utilize anticipated investment income as a factor in 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.

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.

Notes to Financial Statement

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.

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.

Notes to Financial Statement

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 \$4,624,206 and \$10,631,571 for the six months ended June 30, 2013 and year ended December 31, 2012, respectively.

Taxes charged to the Company under a Tax-Sharing Agreement were \$2,992,214 and \$7,440,684 for the six months ended June 30, 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 six months ended June 30, 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. The dividend was paid to AMERIGROUP Corporation on April 29, 2013.

D. Amounts due to or from Related Parties

The Company owed AMERIGROUP Corporation \$479,798 as of June 30, 2013. 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.

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.

Notes to Financial Statement

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 June 30, 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.
- 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, accrued medical incentive pool and bonus amounts, unpaid claims adjustment expenses, aggregate health policy reserves, general expenses due or accrued, federal income taxes payable, remittance and items not allocated, amount due to parent, subsidiaries and affiliates, 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.

Notes to Financial Statement

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 June 30, 2013 were as follows:

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Perpetual Preferred Stock				
Industrial and Misc	\$	\$	\$	\$ -
Parents, Subsidiaries and Affiliates				
Total Preferred Perpetual Stocks	\$ -	\$ -	\$ -	\$ -
Bonds				
U. S. Government	\$	\$	\$	\$ -
Industrial and Misc				-
Hybrid Securities				-
Parents, Subsidiaries and Affiliates				-
Total Bonds	\$ -	\$ -	\$ -	\$ -
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	\$ -	\$ -	\$ -	\$ -
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 June 30, 2013.
4. Fair values of fixed maturity securities are based on quoted market prices, where available. These fair values are obtained primarily from third party pricing services, which generally use Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. United States Government securities represent Level 1 securities, while Level 2 securities primarily include corporate securities, securities from states, municipalities and political subdivisions and residential mortgage-backed securities. For securities not actively traded, which would be classified as Level 3, the third party pricing services may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. Fair values of equity securities are generally designated as Level 1 and are based on quoted market prices. For certain equity securities, quoted market prices for the identical security are not always available and the fair value is estimated by reference to similar securities for which quoted prices are available. These securities are designated Level 2. There have been no significant changes in the valuation techniques during the current period.
5. The Company did not have any derivative assets or liabilities as of six months ended June 30, 2013.

B. SSAP No. 100 with Other Accounting Pronouncements

Not applicable.

Notes to Financial Statement

C. Aggregate Fair Value.

Type of Financial Instrument	Aggregate Fair Value		Admitted Assets		(Level 1)	(Level2)	(Level 3)	Not Practicab (Carryin Value)
Bonds	\$	22,500,823	\$	22,302,940	\$	22,500,823	\$	\$
Common Stock								
Short Term Inv & MMF's		3,916,447		3,916,447	3,916,447			
	\$	26,417,270	\$	26,219,387	\$	22,500,823	\$	\$

D. Not Practicable to Estimate Fair Value

Not applicable.

21. Other Items

No significant change.

22. Events Subsequent

There were no events occurring subsequent to June 30, 2013 requiring disclosure. Subsequent events have been considered through August 14, 2013 for the statutory statement issued on August 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 \$11,121,478. As of June 30, 2013 \$9,272,937 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for the prior years are now \$1,265,673 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$582,867 favorable prior-year development since December 31, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends and is included in current year operations.

26. Intercompany Pooling Arrangements

No significant change.

27. Structured Settlements

No significant change.

28. Health Care Receivables

No significant change.

29. Participating Policies

No significant change.

30. Premium Deficiency Reserves.

No significant change.

31. Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL

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

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

\$.....0

INVESTMENT

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

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

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

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

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

GENERAL INTERROGATORIES (Continued)

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

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

Yes[] No[X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes[] No[] N/A[X]
- 15.2 If yes, attach a description with this statement.
16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

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

\$ 0

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

\$ 0

16.3 Total payable for securities lending reported on the liability page

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

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

1	2
Name of Custodian(s)	Custodian Address
Bank of New York	One BNY Mellon Center Room 151-1035 Pittsburgh, PA 15258

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

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

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

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

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
U.S Bank, N.A			Schedule E Part 3 special Deposit custodians should not be included, and have been removed

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

1	2	3
Central Registration Depository	Name(s)	Address
105006	Deutsche Investment Management Americas, Inc.	345 Park Ave. New York, New York, 10154
113878	McDonnell Investment Management, LLC	Oak Brook, IL

- 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	70.480%
1.2 A&H cost containment percent	2.770%
1.3 A&H expense percent excluding cost containment expenses	16.950%
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)
			NONE			

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

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	N								
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	L			82,410,843				82,410,843	
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CAN)	N								
58.	Aggregate other alien (OT)	X X X								
59.	Subtotal	X X X			82,410,843				82,410,843	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a)..... 1			82,410,843				82,410,843	
DETAILS OF WRITE-INS										
5801.	.....	X X X								
5802.	.....	X X X								
5803.	.....	X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

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

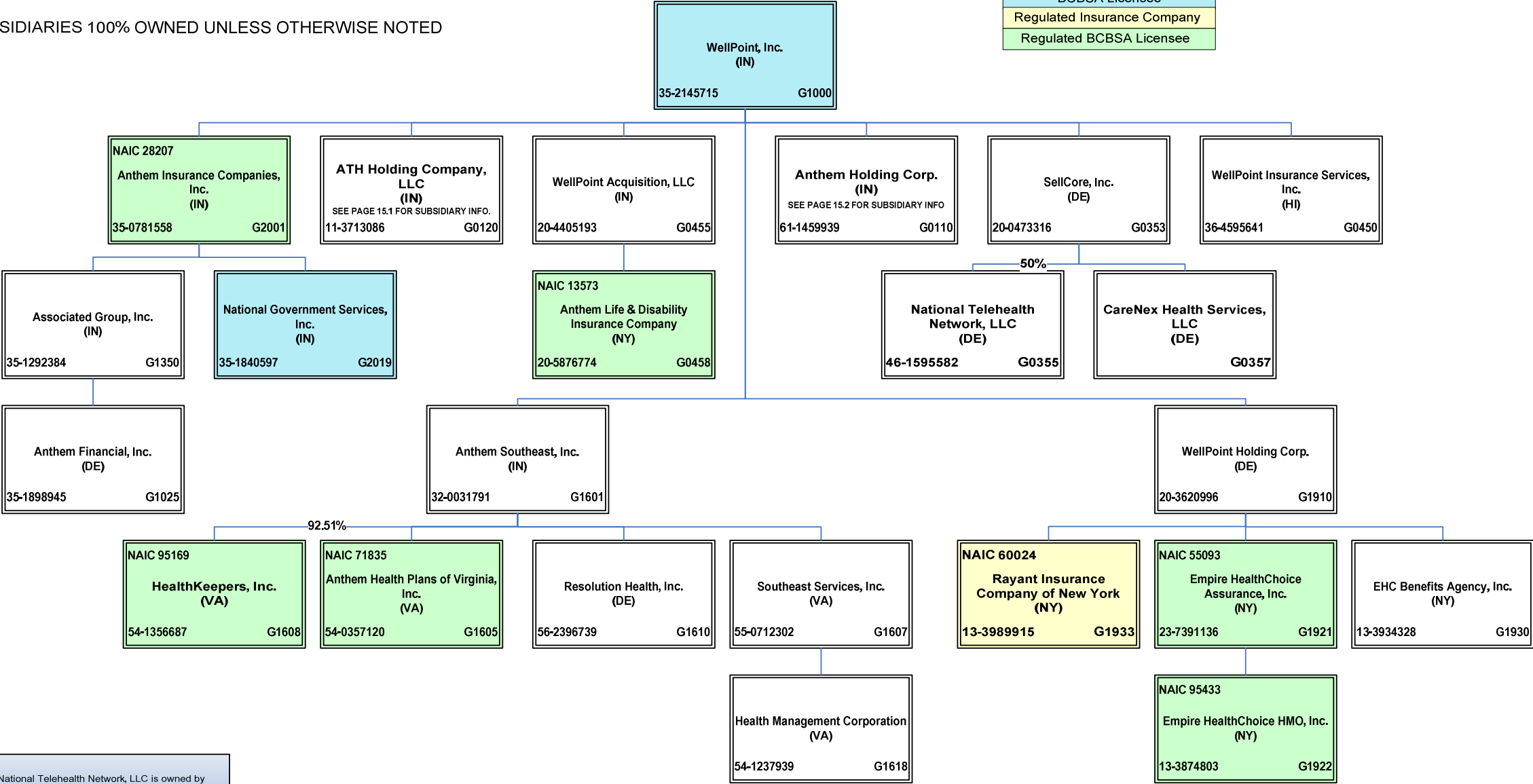
(a) Insert the number of L responses except for Canada and Other Alien.

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

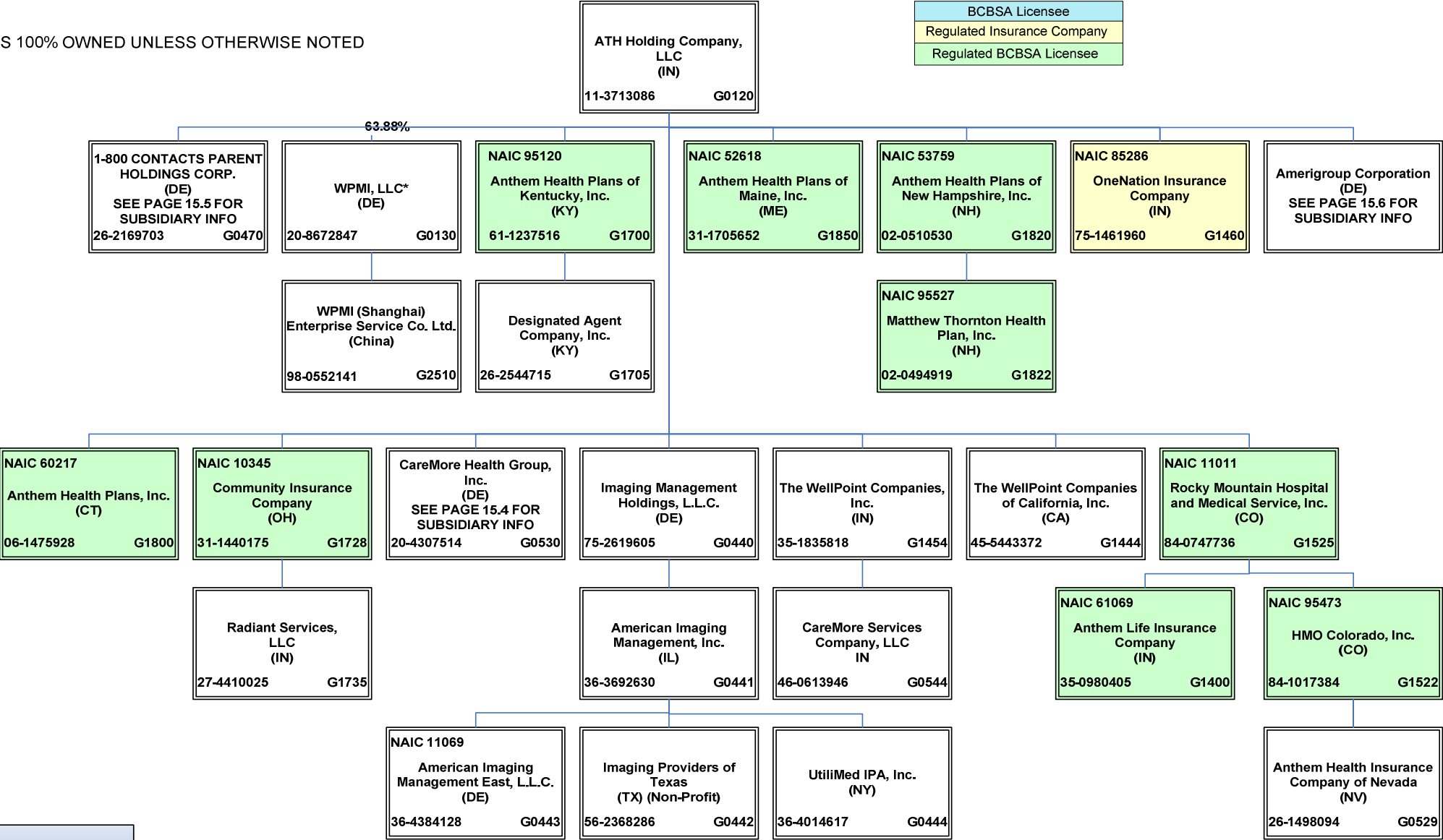
Q15



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

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

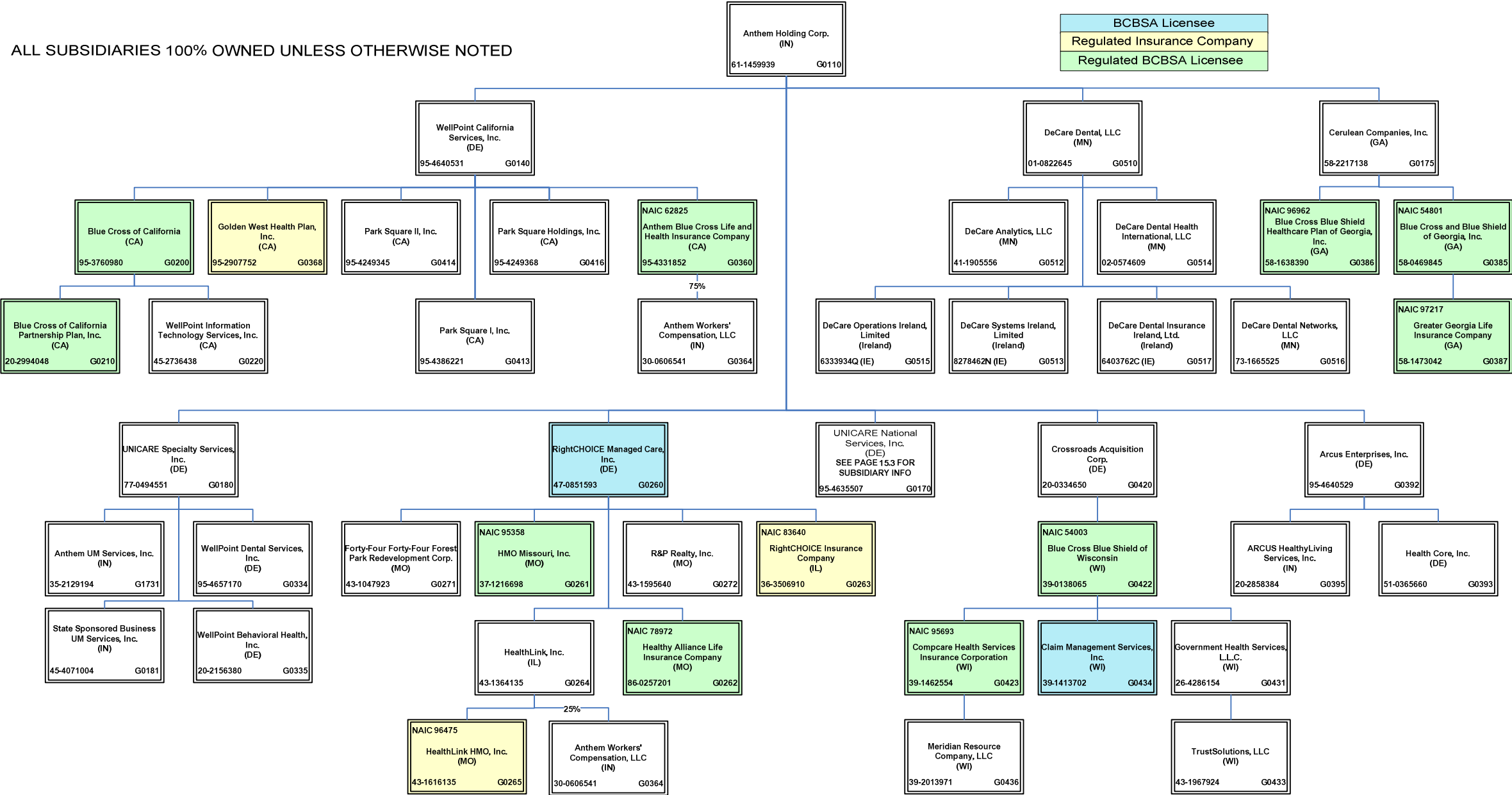


*36.12 of WPMI, LLC is owned by unaffiliated investors

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
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PART 1 - ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

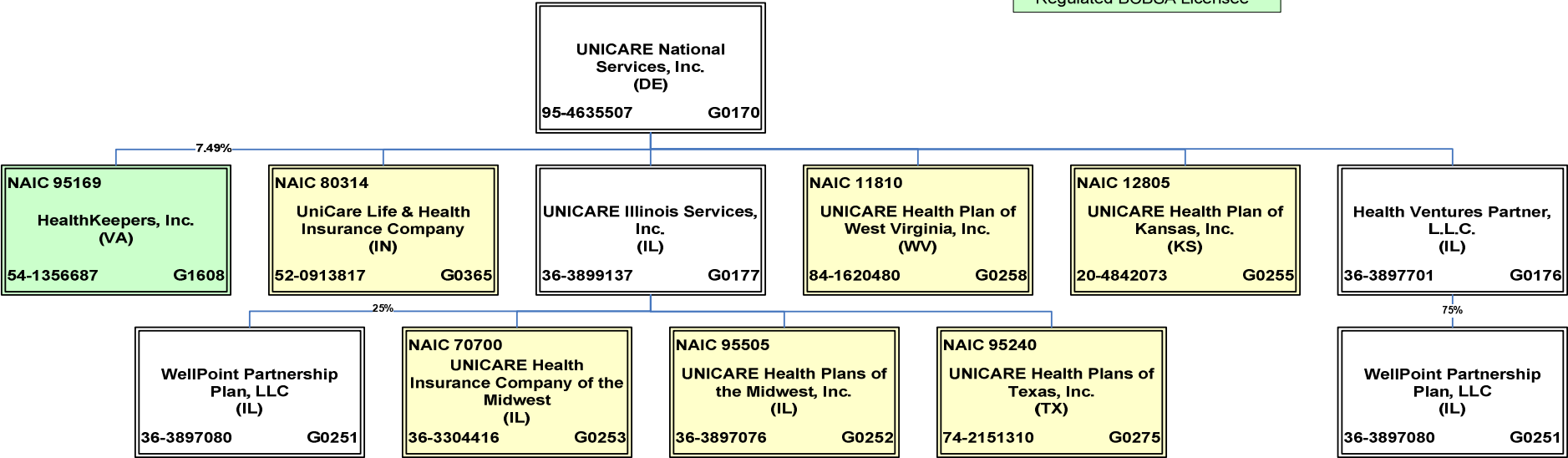
Q15.3



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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

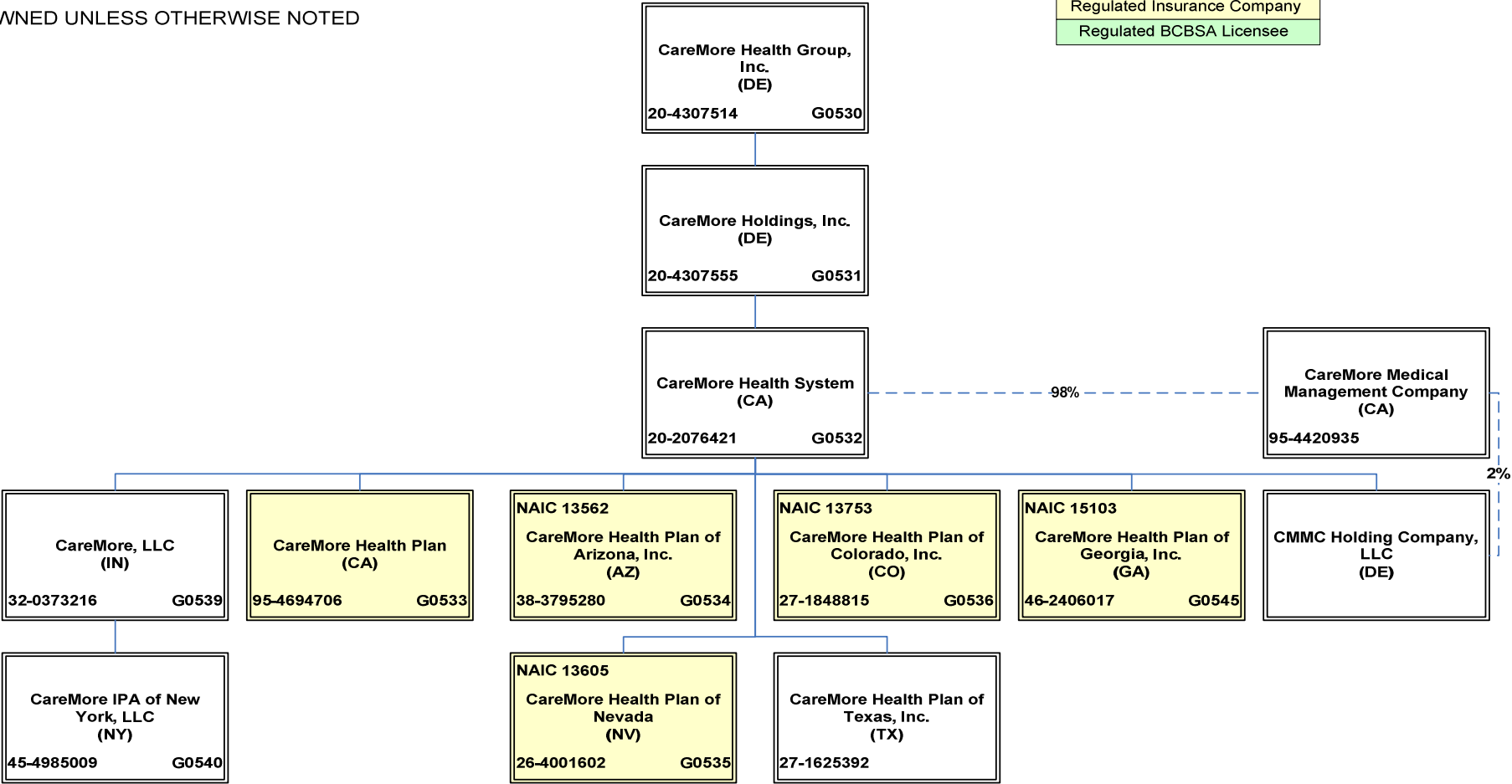
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

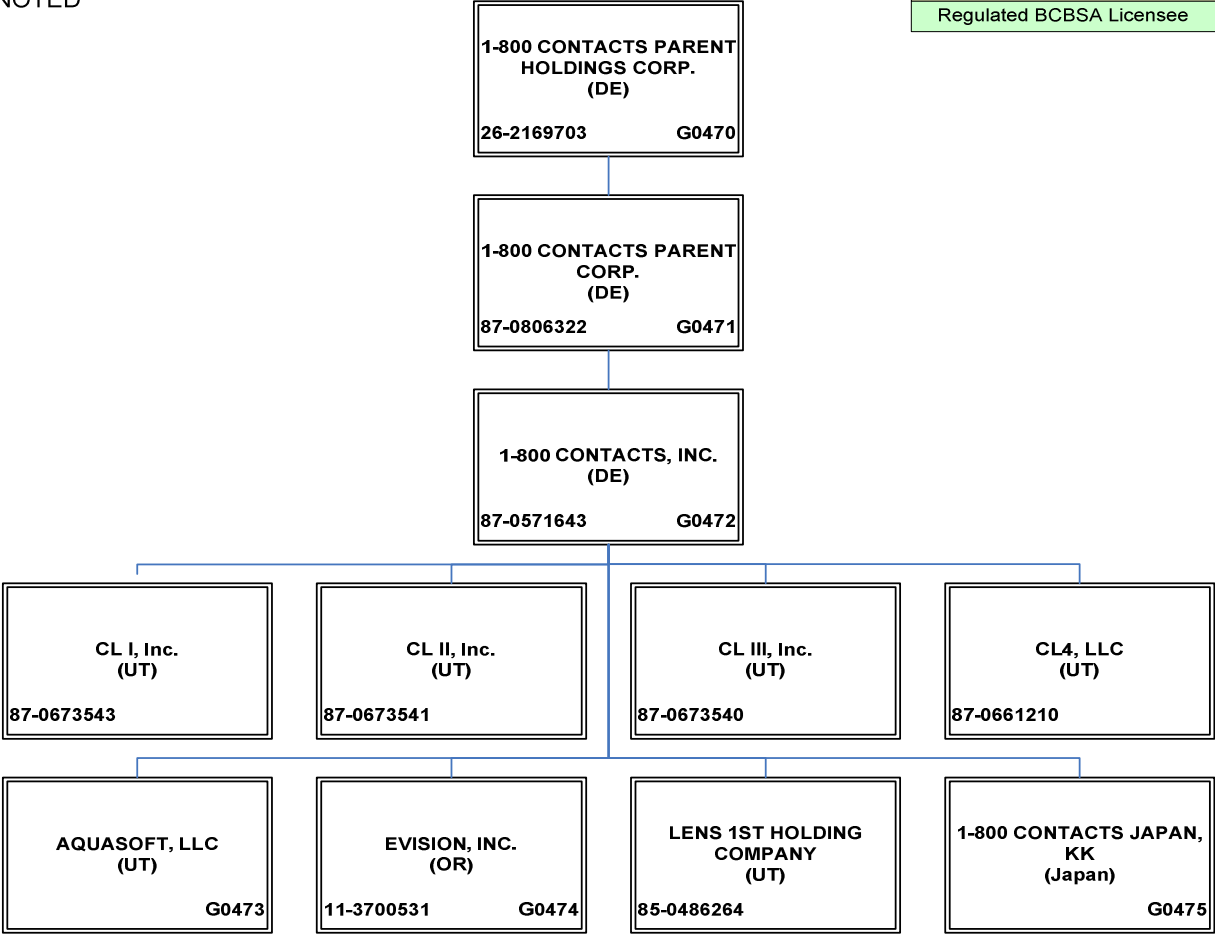


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

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

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



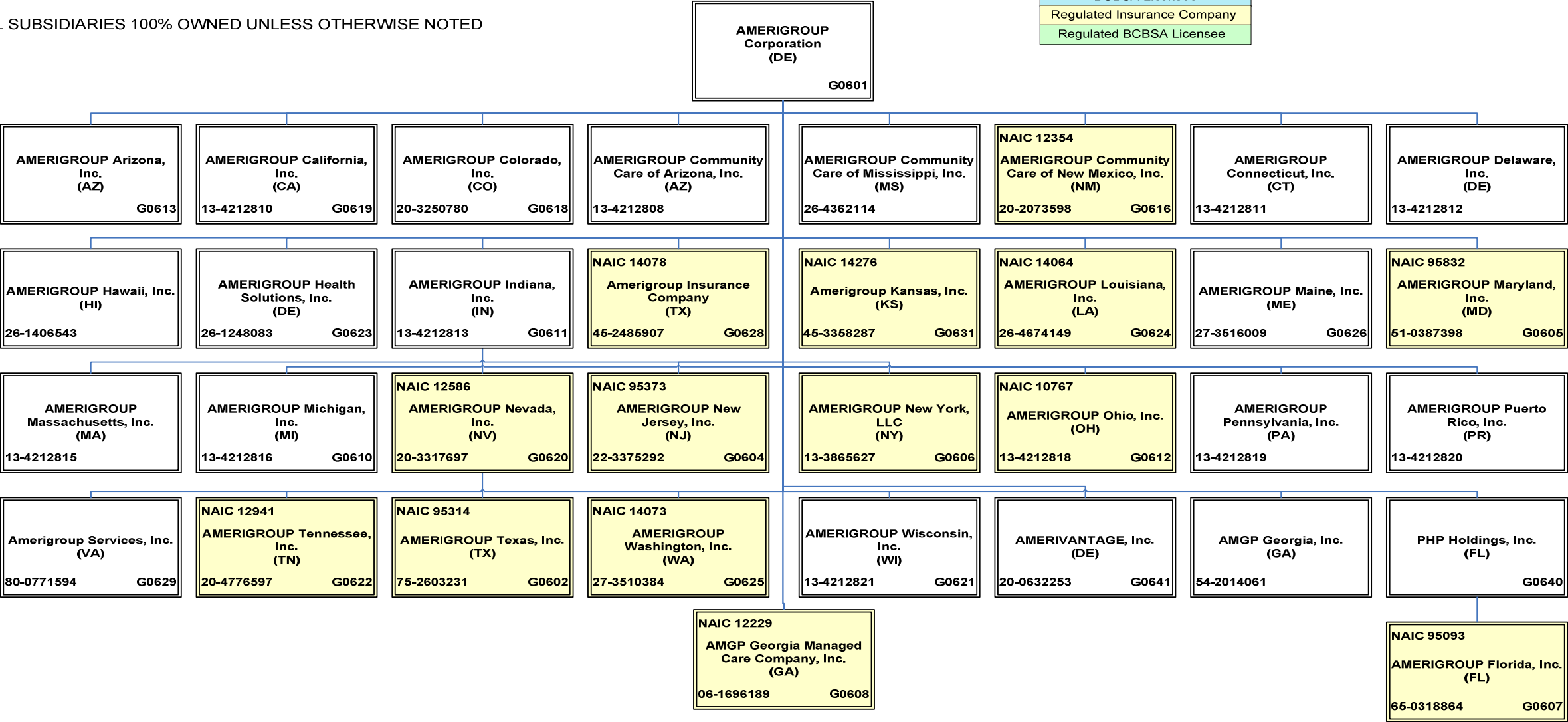
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee

Q15.8



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

916

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

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	00000	13-4212820				AMERIGROUP Puerto Rico, Inc.	PRI	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.	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	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	20-2858384				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	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.	

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

Q162

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.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	IA	Cerulean Companies, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp. ...	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000002
0671	WellPoint, Inc.	00000	20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	IA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	0000003
0671	WellPoint, Inc.	00000	20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC ...	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	0000004
0671	WellPoint, Inc.	13562	38-3795280				CareMore Health Plan of Arizona, Inc.	AZ	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	13753	27-1848815				CareMore Health Plan of Colorado, Inc.	CO	IA	CareMore Health System	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	46-2406017				CareMore Health Plan of Georgia, Inc.	GA	NIA	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					CareNex Health Services, LLC	DE	NIA	SellCore, Inc.	Ownership	100.0	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.	10345	31-1440175				Community Insurance Company	OH	IA	ATH Holding Company, LLC ...	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-0334650				Crossroads Acquisition Corp.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	

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	02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Dental Insurance Ireland, Ltd.	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	73-1665525				DeCare Dental Networks, LLC	MN	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	01-0822645				DeCare Dental, LLC	MN	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Operations Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000					DeCare Systems Ireland, Limited	IRL	NIA	DeCare Dental, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	26-2544715				Designated Agent Company, Inc.	KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	13-3934328				EHC Benefits Agency, Inc.	NY	NIA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	55093	23-7391136				Empire HealthChoice Assurance, Inc.	NY	IA	WellPoint Holding Corp	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95433	13-3874803				Empire HealthChoice HMO, Inc.	NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	11-3700531				EVISION, INC.	OR	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-2907752				Golden West Health Plan, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.0	WellPoint, Inc.	0000005
0671	WellPoint, Inc.	00000	26-4286154				Government Health Services, LLC	WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	97217	58-1473042				Greater Georgia Life Insurance Company	GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	51-0365660				Health Core, Inc.	DE	NIA	Arcus Enterprises, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	54-1237939				Health Management Corporation	VA	NIA	Southeast Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897701				Health Ventures Partner, L.L.C.	IL	NIA	UNICARE National Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	92.5	WellPoint, Inc.	
0671	WellPoint, Inc.	95169	54-1356687				HealthKeepers, Inc.	VA	IA	UNICARE National Services, Inc.	Ownership	7.5	WellPoint, Inc.	
0671	WellPoint, Inc.	96475	43-1616135				HealthLink HMO, Inc.	MO	IA	HealthLink, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	43-1364135				HealthLink, Inc.	IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	78972	86-0257201				Healthy Alliance Life Insurance Company	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95473	84-1017384				HMO Colorado, Inc.	CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	95358	37-1216698				HMO Missouri, Inc.	MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	75-2619605				Imaging Management Holdings, L.L.C.	DE	UIP	ATH Holding Company, LLC	Ownership	100.0	WellPoint, Inc.	
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	85-0486264				LENS 1ST HOLDING COMPANY	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.0	WellPoint, Inc.	

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0671	WellPoint, Inc.	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.	0000006
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	NIA	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.	
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.	

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

Q16.5

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	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	36-4014617				UtiliMED IPA, Inc.	NY	NIA	American Imaging Management, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-4405193				WellPoint Acquisition, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-2156380				WellPoint Behavioral Health, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4640531				WellPoint California Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	95-4657170				WellPoint Dental Services, Inc.	DE	NIA	UNICARE Specialty Services, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-3620996				WellPoint Holding Corp	DE	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	45-2736438				WellPoint Information Technology Services, Inc.	CA	NIA	Blue Cross of California	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-4595641				WellPoint Insurance Services, Inc.	HI	NIA	WellPoint, Inc.	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	Health Ventures Partner, L.L.C.	Ownership	75.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	36-3897080				WellPoint Partnership Plan, LLC	IL	NIA	UNICARE Illinois Services, Inc.	Ownership	25.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	UIP				WellPoint, Inc.	
0671	WellPoint, Inc.	00000	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	CHN	NIA	WPMI, LLC	Ownership	100.0	WellPoint, Inc.	
0671	WellPoint, Inc.	00000	20-8672847				WPMI, LLC	DE	NIA	ATH Holding Company, LLC	Ownership	63.9	WellPoint, Inc.	0000007
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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	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.
0000006	50% owned by American Well Corporation
0000007	36.12% owned by unaffiliated investors

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



OVERFLOW PAGE FOR WRITE-INS

STATEMENT OF REVENUE AND EXPENSES

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

STATEMENT AS OF **June 30, 2013** OF THE **AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**
SCHEDULE A - VERIFICATION

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

SCHEDULE B - VERIFICATION

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

SCHEDULE BA - VERIFICATION

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

SCHEDULE D - VERIFICATION

Bonds and Stocks		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	25,777,337	27,653,760
2. Cost of bonds and stocks acquired	3,026,969	11,447,247
3. Accrual of discount	1,160	2,408
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	8,550	25,785
6. Deduct consideration for bonds and stocks disposed of	6,344,321	12,974,571
7. Deduct amortization of premium	166,755	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)	22,302,940	25,777,337
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	22,302,940	25,777,337

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	24,380,878	7,071,158	6,913,034	(101,034)	24,380,878	24,437,968		92,460,006
2. Class 2 (a)	1,811,440	249,381	300,024	(141,159)	1,811,440	1,619,638		4,443,770
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)				161,780		161,780		
6. Class 6 (a)								
7. Total Bonds	26,192,318	7,320,539	7,213,058	(80,413)	26,192,318	26,219,387		96,903,776
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	26,192,318	7,320,539	7,213,058	(80,413)	26,192,318	26,219,387		96,903,776

(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	3,916,447	X X X	3,916,447	371	

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	25,259,736	217,107,699
3.	Accrual of discount		2,503
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		221
6.	Deduct consideration received on disposals	40,018,470	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)	3,916,447	18,675,181
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	3,916,447	18,675,181

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	3,999,369	.....
2.	Cost of cash equivalents acquired	7,503,027	10,006,600
3.	Accrual of discount	2,362	1,913
4.	Unrealized valuation increase (decrease) .....	.....	.....
5.	Total gain (loss) on disposals .....	.....	.....
6.	Deduct consideration received on disposals	11,504,758	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)	0	3,999,369
11.	Deduct total nonadmitted amounts .....	.....	.....
12.	Statement value at end of current period (Line 10 minus Line 11)	0	3,999,369

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue, Special Assessment									
31403DDX4	FNMA Pool 745418		06/12/2013	Stephens Inc	X X X	207,332	190,541	466	1
31417GCE4	FNMA Pool AB9068		04/04/2013	PNC Capital Market	X X X	222,867	209,780	204	1
31419D4K4	FNMA Pool AE3525		04/03/2013	Bank of New York	X X X	146,986	136,691	152	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	577,185	537,012	822	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00846UAJ0	Agilent Technologies Inc		06/18/2013	Bank of America	X X X	99,544	100,000		2FE
037833AJ9	Apple Computer Inc		04/30/2013	Goldman Sachs & Co	X X X	119,557	120,000		1FE
05531FAN3	BB&T Corporation		06/14/2013	Goldman Sachs & Co	X X X	49,927	50,000		1FE
06051GEQ8	Bank of America Corp		05/22/2013	SG Americas Securities LLC	X X X	248,301	230,000	1,634	1FE
166764AE0	ChevronTexaco Corp		06/17/2013	Bony/Barclays Capital Inc	X X X	80,000	80,000		1FE
26441CAK1	Duke Energy Corp		06/10/2013	Goldman Sachs & Co	X X X	149,837	150,000		2FE
364760AK4	Gap Inc		05/15/2013	Bony/Barclays Capital Inc	X X X	211,838	180,000	1,131	2FE
46625HJA9	JP Morgan Chase & Co		05/23/2013	J P Morgan	X X X	211,618	200,000	2,520	1FE
59217GAZ2	Met Life Glob Funding I Series 144A		06/17/2013	US Bancorp	X X X	99,863	100,000		1FE
74005PBH6	Praxair Inc		04/29/2013	Chase	X X X	159,933	160,000		1FE
89236TAL9	Toyota Motot Credit Corp		05/14/2013	Citigroup Global Markets	X X X	54,977	55,000		1FE
976656CF3	Wisconsin Electric Power		06/10/2013	J P Morgan	X X X	180,000	180,000		1FE
884903BL8	Thomson Corporation	A	05/16/2013	Chase	X X X	129,652	130,000		1FE
76720AAM8	Rio Tinto Fin USA	F	06/14/2013	J P Morgan	X X X	89,177	90,000		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	1,884,224	1,825,000	5,285	X X X
8399997 Subtotal - Bonds - Part 3					X X X	2,461,409	2,362,012	6,107	X X X
8399999 Subtotal - Bonds					X X X	2,461,409	2,362,012	6,107	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	2,461,409	X X X	6,107	X X X

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

QE05

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

1	2	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 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	12	13	14	15							
CUSIP Identification	Description									Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Special Revenue, Special Assessment																					
31331K2J8	Federal Farm Credit Bank		05/24/2013	Maturity	X X X	500,000	500,000	500,000	500,000						500,000				625	05/24/2013	1
3133EARL4	Federal Farm Credit Bank		05/22/2013	Call 100.0000	X X X	3,030,000	3,030,000	3,027,728	3,028,171		298		298		3,028,469		1,531	1,531	9,090	05/22/2015	1
31417GCE4	FNMA Pool AB9068		06/01/2013	Paydown	X X X	641	641	681			(40)		(40)		641				3	04/01/2043	1
31419D4K4	FNMA Pool AE3525		06/01/2013	Paydown	X X X	5,244	5,244	5,639			(395)		(395)		5,244				28	03/01/2041	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	3,535,885	3,535,885	3,534,048	3,528,171		(137)		(137)		3,534,354		1,531	1,531	9,746	X X X	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
05531FAE3	BB&T Corporation		06/11/2013	Merrill Lynch	X X X	201,678	200,000	209,092	202,642		(1,620)		(1,620)		201,022		656	656	4,838	09/25/2013	1FE
172967DP3	Citigroup Inc		05/22/2013	Goldman Sachs & Co	X X X	201,004	200,000	216,356	203,596		(2,920)		(2,920)		200,676		328	328	10,595	07/02/2013	1FE
209111EC3	Consolidated Edison Co of NY		06/10/2013	Bank of America	X X X	125,015	125,000	131,806	126,625		(1,605)		(1,605)		125,020		(5)	(5)	2,380	06/15/2013	1FE
26441CAA3	Duke Energy Corp		06/10/2013	Bank of America	X X X	100,022	100,000	107,502	101,969		(1,945)		(1,945)		100,024		(2)	(2)	2,794	06/15/2013	2FE
36962GAX9	General Electric Cap Corp		06/25/2013	Merrill Lynch	X X X	100,807	100,000	100,538	100,248		(119)		(119)		100,129		678	678	2,048	01/07/2014	1FE
501044CJ8	Kroger Co		04/15/2013	Maturity	X X X	100,000	100,000	106,854	101,124		(1,124)		(1,124)		100,000				2,500	04/15/2013	2FE
59018YSU6	Merrill Lynch & Co Ser MTNC		05/22/2013	J P Morgan	X X X	149,257	145,000	150,532	146,982		(735)		(735)		146,248		3,010	3,010	5,941	02/03/2014	1FE
637432MM4	National Rural Utilities		06/12/2013	Bear Stearns	X X X	100,282	100,000	100,244	100,085		(47)		(47)		100,038		244	244	706	11/01/2013	1FE
665859AJ3	Northern Trust Corp		06/17/2013	Bear Stearns	X X X	100,784	100,000	109,681	102,587		(1,952)		(1,952)		100,636		148	148	4,660	08/15/2013	1FE
66989HAB4	Novartis Capital Corp		04/24/2013	Maturity	X X X	40,000	40,000	39,947	39,994		6		6		40,000				380	04/24/2013	1FE
89233P4H6	Toyota Motor Credit Corp MTN		05/14/2013	Bear Stearns	X X X	200,508	200,000	201,534	200,452		(278)		(278)		200,174		334	334	2,101	08/12/2013	1FE
91159HGY0	US Bancorp Series MTN		06/12/2013	Bear Stearns	X X X	250,353	250,000	250,449	250,196		(151)		(151)		250,045		307	307	2,616	09/13/2013	1FE
913017BY4	United Technologies Corp		06/24/2013	Call 101.4928	X X X	111,642	110,000	110,496	110,400		(79)		(79)		110,321		1,321	1,321	744	06/01/2015	1FE
92343VAN4	Verizon Communications		04/15/2013	Maturity	X X X	250,000	250,000	268,850	253,065		(3,065)		(3,065)		250,000				6,563	04/15/2013	1FE
984121BV4	Xerox Corp		05/15/2013	Maturity	X X X	100,000	100,000	107,388	101,573		(1,573)		(1,573)		100,000				2,825	05/15/2013	2FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	2,131,352	2,120,000	2,211,269	2,141,538		(17,207)		(17,207)		2,124,333		7,019	7,019	51,691	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	5,667,237	5,655,885	5,745,317	5,669,709		(17,344)		(17,344)		5,658,687		8,550	8,550	61,437	X X X	X X X
8399999 Subtotal - Bonds					X X X	5,667,237	5,655,885	5,745,317	5,669,709		(17,344)		(17,344)		5,658,687		8,550	8,550	61,437	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X													X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	5,667,237	X X X	5,745,317	5,669,709		(17,344)		(17,344)		5,658,687		8,550	8,550	61,437	X X X	X X X

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

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D Section 1 NONE

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

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

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

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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
Depository			Code	Rate of Interest			First Month	Second Month	Third Month	*
open depositories										
Wells Fargo .....	.....	.....	.....	.....	.....	.....	5,355,921	413,892	(424,404)	X X X
JP Morgan Chase .....	.....	.....	.....	.....	.....	.....	98,871	20,725	34,239	X X X
Bank of America .....	.....	.....	.....	.....	.....	.....	9,000,000	12,000,000	13,600,000	X X X
Keybank National Association .....	.....	.....	.....	.....	.....	.....	.....	.....	752,877	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories			X X X	X X X ..	.....	.....	.....	.....	.....	X X X
0199999 Totals - Open Depositories			X X X	X X X ..	.....	.....	14,454,792	12,434,617	13,962,712	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories			X X X	X X X ..	.....	.....	.....	.....	.....	X X X
0299999 Totals - Suspended Depositories			X X X	X X X ..	.....	.....	.....	.....	.....	X X X
0399999 Total Cash On Deposit			X X X	X X X ..	.....	.....	14,454,792	12,434,617	13,962,712	X X X
0499999 Cash in Company's Office			X X X	X X X ..	X X X ..	X X X ..	.....	.....	.....	X X X
0599999 Total Cash			X X X	X X X ..	.....	.....	14,454,792	12,434,617	13,962,712	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

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