



HEALTH QUARTERLY STATEMENT  
AS OF SEPTEMBER 30, 2013  
OF THE CONDITION AND AFFAIRS OF THE  
**AMERIGROUP Ohio, Inc. dba AMERIGROUP Community Care**

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

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: Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

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

Statutory Home Office 4361 Irwin Simpson Road, C/O Community Ins. Co. Mason , OH, US 45040  
(Street and Number) (City or Town, State, Country and Zip Code)

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

Mail Address N17 W24340 Riverwood Drive Waukesha , WI, US 53188  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records N17 W24340 Riverwood Drive  
(Street and Number)  
Waukesha , WI, US 53188 262-523-2439  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.amerigroup.com

Statutory Statement Contact Brenda J. Buss 262-523-2439  
(Name) (Area Code) (Telephone Number)  
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(E-mail Address) (FAX Number)

**OFFICERS**

President/Chief Executive Officer Gary Michael Radtke Treasurer Robert David Kretschmer  
Secretary Kathleen Susan Kiefer Vice President/Assistant Secretary Jack Louis Young #

**OTHER**

Eric (Rick) Kenneth Noble # Assistant Treasurer Tunde Sotayo Sotunde # Chairperson

**DIRECTORS OR TRUSTEES**

Gary Michael Radtke Carter Allen Beck Tunde Sotayo Sotunde #  
Wayne Scott DeVeydt Catherine Irene Kelaghan

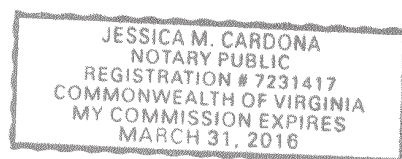
State of Virginia SS:  
County of Virginia Beach

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of 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.

Gary Michael Radtke Robert David Kretschmer Kathleen Susan Kiefer  
President/Chief Executive Officer Treasurer Secretary

Subscribed and sworn to before me this 16 day of October  
J. Cardona

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



ASSETS

|                                                                                                                                                             | Current Statement Date |                         |                                           | 4<br>December 31<br>Prior Year Net<br>Admitted Assets |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|-------------------------------------------|-------------------------------------------------------|
|                                                                                                                                                             | 1<br>Assets            | 2<br>Nonadmitted Assets | 3<br>Net Admitted Assets<br>(Cols. 1 - 2) |                                                       |
| 1. Bonds .....                                                                                                                                              | 22,618,151             |                         | 22,618,151                                | 25,777,337                                            |
| 2. Stocks:                                                                                                                                                  |                        |                         |                                           |                                                       |
| 2.1 Preferred stocks .....                                                                                                                                  |                        |                         | 0                                         | 0                                                     |
| 2.2 Common stocks .....                                                                                                                                     |                        |                         | 0                                         | 0                                                     |
| 3. Mortgage loans on real estate:                                                                                                                           |                        |                         |                                           |                                                       |
| 3.1 First liens .....                                                                                                                                       |                        |                         | 0                                         | 0                                                     |
| 3.2 Other than first liens.....                                                                                                                             |                        |                         | 0                                         | 0                                                     |
| 4. Real estate:                                                                                                                                             |                        |                         |                                           |                                                       |
| 4.1 Properties occupied by the company (less \$ .....<br>encumbrances) .....                                                                                |                        |                         | 0                                         | 0                                                     |
| 4.2 Properties held for the production of income (less<br>\$ ..... encumbrances) .....                                                                      |                        |                         | 0                                         | 0                                                     |
| 4.3 Properties held for sale (less \$ .....<br>encumbrances) .....                                                                                          |                        |                         | 0                                         | 0                                                     |
| 5. Cash (\$ .....7,377,878 ), cash equivalents<br>(\$ .....0 ) and short-term<br>investments (\$ .....3,723,735 ) .....                                     | 11,101,614             |                         | 11,101,614                                | 27,147,003                                            |
| 6. Contract loans (including \$ ..... premium notes) .....                                                                                                  |                        |                         | 0                                         | 0                                                     |
| 7. Derivatives .....                                                                                                                                        |                        |                         | 0                                         | 0                                                     |
| 8. Other invested assets .....                                                                                                                              |                        |                         | 0                                         | 0                                                     |
| 9. Receivables for securities .....                                                                                                                         |                        |                         | 0                                         | 0                                                     |
| 10. Securities lending reinvested collateral assets .....                                                                                                   |                        |                         | 0                                         | 0                                                     |
| 11. Aggregate write-ins for invested assets .....                                                                                                           | 0                      | 0                       | 0                                         | 0                                                     |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) .....                                                                                               | 33,719,765             | 0                       | 33,719,765                                | 52,924,340                                            |
| 13. Title plants less \$ ..... charged off (for Title insurers<br>only) .....                                                                               |                        |                         | 0                                         | 0                                                     |
| 14. Investment income due and accrued .....                                                                                                                 | 177,557                |                         | 177,557                                   | 231,468                                               |
| 15. Premiums and considerations:                                                                                                                            |                        |                         |                                           |                                                       |
| 15.1 Uncollected premiums and agents' balances in the course of collection .....                                                                            | 1,122,854              |                         | 1,122,854                                 | 4,136,784                                             |
| 15.2 Deferred premiums, agents' balances and installments booked but<br>deferred and not yet due (including \$ .....<br>earned but unbilled premiums) ..... |                        |                         | 0                                         | 0                                                     |
| 15.3 Accrued retrospective premiums .....                                                                                                                   |                        |                         | 0                                         | 0                                                     |
| 16. Reinsurance:                                                                                                                                            |                        |                         |                                           |                                                       |
| 16.1 Amounts recoverable from reinsurers .....                                                                                                              | 640,106                |                         | 640,106                                   | 168,304                                               |
| 16.2 Funds held by or deposited with reinsured companies .....                                                                                              |                        |                         | 0                                         | 0                                                     |
| 16.3 Other amounts receivable under reinsurance contracts .....                                                                                             |                        |                         | 0                                         | 0                                                     |
| 17. Amounts receivable relating to uninsured plans .....                                                                                                    |                        |                         | 0                                         | 0                                                     |
| 18.1 Current federal and foreign income tax recoverable and interest thereon .....                                                                          |                        |                         | 0                                         | 0                                                     |
| 18.2 Net deferred tax asset .....                                                                                                                           | 914,255                | 112,156                 | 802,099                                   | 790,057                                               |
| 19. Guaranty funds receivable or on deposit .....                                                                                                           |                        |                         | 0                                         | 0                                                     |
| 20. Electronic data processing equipment and software .....                                                                                                 |                        |                         | 0                                         | 1,713                                                 |
| 21. Furniture and equipment, including health care delivery assets<br>(\$ ..... ) .....                                                                     | 336,714                | 336,714                 | 0                                         | 0                                                     |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates .....                                                                            |                        |                         | 0                                         | 0                                                     |
| 23. Receivables from parent, subsidiaries and affiliates .....                                                                                              | 33,933                 |                         | 33,933                                    | 0                                                     |
| 24. Health care (\$ .....150,570 ) and other amounts receivable .....                                                                                       | 1,423,082              | 1,272,512               | 150,570                                   | 0                                                     |
| 25. Aggregate write-ins for other than invested assets .....                                                                                                | 16,893                 | 0                       | 16,893                                    | 0                                                     |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and<br>Protected Cell Accounts (Lines 12 to 25) .....                                     | 38,385,159             | 1,721,382               | 36,663,777                                | 58,252,666                                            |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell<br>Accounts .....                                                                        |                        |                         | 0                                         | 0                                                     |
| 28. Total (Lines 26 and 27)                                                                                                                                 | 38,385,159             | 1,721,382               | 36,663,777                                | 58,252,666                                            |
| DETAILS OF WRITE-INS                                                                                                                                        |                        |                         |                                           |                                                       |
| 1101. ....                                                                                                                                                  |                        |                         | 0                                         | 0                                                     |
| 1102. ....                                                                                                                                                  |                        |                         |                                           |                                                       |
| 1103. ....                                                                                                                                                  |                        |                         |                                           |                                                       |
| 1198. Summary of remaining write-ins for Line 11 from overflow page .....                                                                                   | 0                      | 0                       | 0                                         | 0                                                     |
| 1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....                                                                                       | 0                      | 0                       | 0                                         | 0                                                     |
| 2501. State Income Tax Receivable .....                                                                                                                     | 16,893                 |                         | 16,893                                    | 0                                                     |
| 2502. ....                                                                                                                                                  |                        |                         |                                           |                                                       |
| 2503. ....                                                                                                                                                  |                        |                         |                                           |                                                       |
| 2598. Summary of remaining write-ins for Line 25 from overflow page .....                                                                                   | 0                      | 0                       | 0                                         | 0                                                     |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....                                                                                       | 16,893                 | 0                       | 16,893                                    | 0                                                     |

LIABILITIES, CAPITAL AND SURPLUS

|                                                                                                                                                                | Current Period |                |            | Prior Year |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|------------|------------|
|                                                                                                                                                                | 1<br>Covered   | 2<br>Uncovered | 3<br>Total | 4<br>Total |
| 1. Claims unpaid (less \$ .....71 reinsurance ceded) .....                                                                                                     | 989,103        |                | 989,103    | 11,121,478 |
| 2. Accrued medical incentive pool and bonus amounts .....                                                                                                      |                |                | 0          | 0          |
| 3. Unpaid claims adjustment expenses .....                                                                                                                     | 32,662         |                | 32,662     | 206,452    |
| 4. Aggregate health policy reserves, including the liability of<br>\$ .....0 for medical loss ratio rebate per the Public<br>Health Service Act .....          | 45,000         |                | 45,000     | 255,814    |
| 5. Aggregate life policy reserves .....                                                                                                                        |                |                | 0          | 0          |
| 6. Property/casualty unearned premium reserve .....                                                                                                            |                |                | 0          | 0          |
| 7. Aggregate health claim reserves .....                                                                                                                       |                |                | 0          | 0          |
| 8. Premiums received in advance .....                                                                                                                          |                |                | 0          | 0          |
| 9. General expenses due or accrued .....                                                                                                                       | 663,963        |                | 663,963    | 2,671,281  |
| 10.1 Current federal and foreign income tax payable and interest thereon<br>(including \$ ..... on realized gains (losses)) .....                              | 505,998        |                | 505,998    | 482,826    |
| 10.2 Net deferred tax liability .....                                                                                                                          |                |                | 0          | 0          |
| 11. Ceded reinsurance premiums payable .....                                                                                                                   |                |                | 0          | 0          |
| 12. Amounts withheld or retained for the account of others.....                                                                                                |                |                | 0          | 0          |
| 13. Remittances and items not allocated .....                                                                                                                  | 449,517        |                | 449,517    | 311,035    |
| 14. Borrowed money (including \$ ..... current) and<br>interest thereon \$ ..... (including<br>\$ ..... current) .....                                         |                |                | 0          | 0          |
| 15. Amounts due to parent, subsidiaries and affiliates .....                                                                                                   |                |                | 0          | 907,661    |
| 16. Derivatives .....                                                                                                                                          |                |                | 0          | 0          |
| 17. Payable for securities .....                                                                                                                               |                |                | 0          | 0          |
| 18. Payable for securities lending .....                                                                                                                       |                |                | 0          | 0          |
| 19. Funds held under reinsurance treaties (with \$ .....<br>authorized reinsurers, \$ ..... unauthorized<br>reinsurers and \$ ..... certified reinsurers)..... |                |                | 0          | 0          |
| 20. Reinsurance in unauthorized and certified (\$ ..... )<br>companies .....                                                                                   |                |                | 0          | 0          |
| 21. Net adjustments in assets and liabilities due to foreign exchange rates .....                                                                              |                |                | 0          | 0          |
| 22. Liability for amounts held under uninsured plans .....                                                                                                     |                |                | 0          | 283,432    |
| 23. Aggregate write-ins for other liabilities (including \$ .....<br>current) .....                                                                            | 19,354         | 0              | 19,354     | 6,821      |
| 24. Total liabilities (Lines 1 to 23) .....                                                                                                                    | 2,705,597      | 0              | 2,705,597  | 16,246,800 |
| 25. Aggregate write-ins for special surplus funds .....                                                                                                        | XXX            | XXX            | 0          | 0          |
| 26. Common capital stock .....                                                                                                                                 | XXX            | XXX            | 10         | 10         |
| 27. Preferred capital stock .....                                                                                                                              | XXX            | XXX            |            |            |
| 28. Gross paid in and contributed surplus .....                                                                                                                | XXX            | XXX            | 10,580,060 | 17,992,909 |
| 29. Surplus notes .....                                                                                                                                        | XXX            | XXX            |            | 0          |
| 30. Aggregate write-ins for other than special surplus funds .....                                                                                             | XXX            | XXX            | 0          | 0          |
| 31. Unassigned funds (surplus) .....                                                                                                                           | XXX            | XXX            | 23,378,110 | 24,012,947 |
| 32. Less treasury stock, at cost:                                                                                                                              |                |                |            |            |
| 32.1 ..... shares common (value included in Line 26<br>\$ ..... ) .....                                                                                        | XXX            | XXX            |            |            |
| 32.2 ..... shares preferred (value included in Line 27<br>\$ ..... ) .....                                                                                     | XXX            | XXX            |            |            |
| 33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....                                                                                             | XXX            | XXX            | 33,958,180 | 42,005,866 |
| 34. Total liabilities, capital and surplus (Lines 24 and 33)                                                                                                   | XXX            | XXX            | 36,663,777 | 58,252,666 |
| DETAILS OF WRITE-INS                                                                                                                                           |                |                |            |            |
| 2301. Unclaimed Property .....                                                                                                                                 | 18,990         |                | 18,990     | 6,821      |
| 2302. Miscellaneous liability .....                                                                                                                            | 364            |                | 364        |            |
| 2303. ....                                                                                                                                                     |                |                |            |            |
| 2398. Summary of remaining write-ins for Line 23 from overflow page .....                                                                                      | 0              | 0              | 0          | 0          |
| 2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)                                                                                                | 19,354         | 0              | 19,354     | 6,821      |
| 2501. ....                                                                                                                                                     | XXX            | XXX            |            |            |
| 2502. ....                                                                                                                                                     | XXX            | XXX            |            |            |
| 2503. ....                                                                                                                                                     | XXX            | XXX            |            |            |
| 2598. Summary of remaining write-ins for Line 25 from overflow page .....                                                                                      | XXX            | XXX            | 0          | 0          |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)                                                                                                | XXX            | XXX            | 0          | 0          |
| 3001. ....                                                                                                                                                     | XXX            | XXX            |            |            |
| 3002. ....                                                                                                                                                     | XXX            | XXX            |            |            |
| 3003. ....                                                                                                                                                     | XXX            | XXX            |            |            |
| 3098. Summary of remaining write-ins for Line 30 from overflow page .....                                                                                      | XXX            | XXX            | 0          | 0          |
| 3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)                                                                                                | XXX            | XXX            | 0          | 0          |

STATEMENT OF REVENUE AND EXPENSES

|                                                                                                                                              | Current Year<br>To Date |            | Prior Year<br>To Date | Prior Year Ended<br>December 31 |
|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|------------|-----------------------|---------------------------------|
|                                                                                                                                              | 1<br>Uncovered          | 2<br>Total | 3<br>Total            | 4<br>Total                      |
| 1. Member Months .....                                                                                                                       | XXX                     | 315,416    | 513,943               | 680,599                         |
| 2. Net premium income ( including \$ ..... non-health<br>premium income).....                                                                | XXX                     | 80,195,268 | 127,690,568           | 169,589,135                     |
| 3. Change in unearned premium reserves and reserve for rate credits.....                                                                     | XXX                     | 210,814    |                       | 0                               |
| 4. Fee-for-service (net of \$ ..... medical expenses).....                                                                                   | XXX                     |            |                       | 0                               |
| 5. Risk revenue .....                                                                                                                        | XXX                     |            |                       | 0                               |
| 6. Aggregate write-ins for other health care related revenues .....                                                                          | XXX                     | 0          | 0                     | 0                               |
| 7. Aggregate write-ins for other non-health revenues .....                                                                                   | XXX                     | 0          | 0                     | 0                               |
| 8. Total revenues (Lines 2 to 7) .....                                                                                                       | XXX                     | 80,406,082 | 127,690,568           | 169,589,135                     |
| <b>Hospital and Medical:</b>                                                                                                                 |                         |            |                       |                                 |
| 9. Hospital/medical benefits .....                                                                                                           |                         | 35,160,646 | 54,084,907            | 73,560,468                      |
| 10. Other professional services .....                                                                                                        |                         | 3,811,642  | 6,511,333             | 8,575,287                       |
| 11. Outside referrals .....                                                                                                                  |                         |            |                       | 0                               |
| 12. Emergency room and out-of-area .....                                                                                                     |                         | 6,239,290  | 10,030,686            | 13,425,247                      |
| 13. Prescription drugs .....                                                                                                                 |                         | 7,710,438  | 13,317,977            | 17,576,187                      |
| 14. Aggregate write-ins for other hospital and medical .....                                                                                 | 0                       | 817,053    | 1,291,305             | 1,727,852                       |
| 15. Incentive pool, withhold adjustments and bonus amounts .....                                                                             |                         | 700,000    |                       | 0                               |
| 16. Subtotal (Lines 9 to 15) .....                                                                                                           | 0                       | 54,439,069 | 85,236,208            | 114,865,041                     |
| <b>Less:</b>                                                                                                                                 |                         |            |                       |                                 |
| 17. Net reinsurance recoveries .....                                                                                                         |                         | 2,772,790  | 427,351               | 852,114                         |
| 18. Total hospital and medical (Lines 16 minus 17) .....                                                                                     | 0                       | 51,666,279 | 84,808,857            | 114,012,927                     |
| 19. Non-health claims (net) .....                                                                                                            |                         |            |                       | 0                               |
| 20. Claims adjustment expenses, including \$ .....2,338,058 cost<br>containment expenses .....                                               |                         | 2,791,413  | 5,452,438             | 7,060,771                       |
| 21. General administrative expenses .....                                                                                                    |                         | 13,873,316 | 21,078,366            | 28,217,291                      |
| 22. Increase in reserves for life and accident and health contracts<br>(including \$ ..... increase in reserves for life only) .....         |                         |            |                       | 0                               |
| 23. Total underwriting deductions (Lines 18 through 22).....                                                                                 | 0                       | 68,331,008 | 111,339,661           | 149,290,989                     |
| 24. Net underwriting gain or (loss) (Lines 8 minus 23) .....                                                                                 | XXX                     | 12,075,074 | 16,350,907            | 20,298,146                      |
| 25. Net investment income earned .....                                                                                                       |                         | 278,527    | 342,711               | 449,890                         |
| 26. Net realized capital gains (losses) less capital gains tax of<br>\$ .....3,323 .....                                                     |                         | 5,227      | 17,266                | 16,904                          |
| 27. Net investment gains (losses) (Lines 25 plus 26) .....                                                                                   | 0                       | 283,754    | 359,977               | 466,794                         |
| 28. Net gain or (loss) from agents' or premium balances charged off [(amount<br>recovered \$ ..... )<br>(amount charged off \$ ..... )]..... |                         |            |                       |                                 |
| 29. Aggregate write-ins for other income or expenses .....                                                                                   | 0                       | 0          | 0                     | 0                               |
| 30. Net income or (loss) after capital gains tax and before all other federal<br>income taxes (Lines 24 plus 27 plus 28 plus 29) .....       | XXX                     | 12,358,828 | 16,710,884            | 20,764,940                      |
| 31. Federal and foreign income taxes incurred .....                                                                                          | XXX                     | 4,266,558  | 5,900,218             | 7,280,989                       |
| 32. Net income (loss) (Lines 30 minus 31) .....                                                                                              | XXX                     | 8,092,270  | 10,810,666            | 13,483,951                      |
| <b>DETAILS OF WRITE-INS</b>                                                                                                                  |                         |            |                       |                                 |
| 0601. ....                                                                                                                                   | XXX                     |            |                       |                                 |
| 0602. ....                                                                                                                                   | XXX                     |            |                       |                                 |
| 0603. ....                                                                                                                                   | XXX                     |            |                       |                                 |
| 0698. Summary of remaining write-ins for Line 6 from overflow page .....                                                                     | XXX                     | 0          | 0                     | 0                               |
| 0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above) .....                                                                         | XXX                     | 0          | 0                     | 0                               |
| 0701. ....                                                                                                                                   | XXX                     |            |                       |                                 |
| 0702. ....                                                                                                                                   | XXX                     |            |                       |                                 |
| 0703. ....                                                                                                                                   | XXX                     |            |                       |                                 |
| 0798. Summary of remaining write-ins for Line 7 from overflow page .....                                                                     | XXX                     | 0          | 0                     | 0                               |
| 0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above) .....                                                                         | XXX                     | 0          | 0                     | 0                               |
| 1401. Ancillary, durable medical equipment, home health care, ambulance,<br>transportation .....                                             |                         | 817,053    | 1,291,305             | 1,727,852                       |
| 1402. ....                                                                                                                                   |                         |            |                       | 0                               |
| 1403. ....                                                                                                                                   |                         |            |                       | 0                               |
| 1498. Summary of remaining write-ins for Line 14 from overflow page .....                                                                    | 0                       | 0          | 0                     | 0                               |
| 1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above) .....                                                                        | 0                       | 817,053    | 1,291,305             | 1,727,852                       |
| 2901. ....                                                                                                                                   |                         |            |                       |                                 |
| 2902. ....                                                                                                                                   |                         |            |                       |                                 |
| 2903. ....                                                                                                                                   |                         |            |                       |                                 |
| 2998. Summary of remaining write-ins for Line 29 from overflow page .....                                                                    | 0                       | 0          | 0                     | 0                               |
| 2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above) .....                                                                        | 0                       | 0          | 0                     | 0                               |

STATEMENT OF REVENUE AND EXPENSES (Continued)

|                                                                                        | 1<br>Current Year<br>to Date | 2<br>Prior Year<br>to Date | 3<br>Prior Year Ended<br>December 31 |
|----------------------------------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------|
| CAPITAL AND SURPLUS ACCOUNT                                                            |                              |                            |                                      |
| 33. Capital and surplus prior reporting year.....                                      | 42,005,866                   | 32,688,268                 | 32,668,268                           |
| 34. Net income or (loss) from Line 32 .....                                            | 8,092,270                    | 10,810,666                 | 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 \$ ..... |                              |                            |                                      |
| 37. Change in net unrealized foreign exchange capital gain or (loss) .....             |                              |                            |                                      |
| 38. Change in net deferred income tax .....                                            | (4,479)                      | 754,047                    | (274,736)                            |
| 39. Change in nonadmitted assets .....                                                 | (135,477)                    | (2,025,980)                | 603,193                              |
| 40. Change in unauthorized and certified reinsurance .....                             | 0                            |                            | 0                                    |
| 41. Change in treasury stock .....                                                     | 0                            |                            | 0                                    |
| 42. Change in surplus notes .....                                                      | 0                            |                            | 0                                    |
| 43. Cumulative effect of changes in accounting principles.....                         |                              |                            |                                      |
| 44. Capital Changes:                                                                   |                              |                            |                                      |
| 44.1 Paid in .....                                                                     | 0                            |                            | 0                                    |
| 44.2 Transferred from surplus (Stock Dividend).....                                    | 0                            |                            | 0                                    |
| 44.3 Transferred to surplus.....                                                       |                              |                            |                                      |
| 45. Surplus adjustments:                                                               |                              |                            |                                      |
| 45.1 Paid in .....                                                                     | (7,412,849)                  | 324,635                    | 421,990                              |
| 45.2 Transferred to capital (Stock Dividend) .....                                     |                              |                            |                                      |
| 45.3 Transferred from capital .....                                                    | 7,412,849                    |                            |                                      |
| 46. Dividends to stockholders .....                                                    | (16,000,000)                 | (4,896,800)                | (4,896,800)                          |
| 47. Aggregate write-ins for gains or (losses) in surplus .....                         | 0                            | 0                          | 0                                    |
| 48. Net change in capital & surplus (Lines 34 to 47) .....                             | (8,047,686)                  | 4,966,568                  | 9,337,598                            |
| 49. Capital and surplus end of reporting period (Line 33 plus 48)                      | 33,958,180                   | 37,654,836                 | 42,005,866                           |
| DETAILS OF WRITE-INS                                                                   |                              |                            |                                      |
| 4701. ....                                                                             |                              |                            |                                      |
| 4702. ....                                                                             |                              |                            |                                      |
| 4703. ....                                                                             |                              |                            |                                      |
| 4798. Summary of remaining write-ins for Line 47 from overflow page .....              | 0                            | 0                          | 0                                    |
| 4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)                        | 0                            | 0                          | 0                                    |

CASH FLOW

|                                                                                                                             | 1<br>Current Year<br>To Date | 2<br>Prior Year<br>To Date | 3<br>Prior Year Ended<br>December 31 |
|-----------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------|
| <b>Cash from Operations</b>                                                                                                 |                              |                            |                                      |
| 1. Premiums collected net of reinsurance .....                                                                              | 83,209,198                   | 124,804,704                | 167,191,985                          |
| 2. Net investment income .....                                                                                              | 577,841                      | 609,771                    | 773,701                              |
| 3. Miscellaneous income .....                                                                                               | 0                            |                            | 0                                    |
| 4. Total (Lines 1 to 3) .....                                                                                               | 83,787,039                   | 125,414,475                | 167,965,686                          |
| 5. Benefit and loss related payments .....                                                                                  | 62,270,456                   | 90,260,283                 | 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 .....                                                  | 19,129,269                   | 27,089,653                 | 36,467,054                           |
| 8. Dividends paid to policyholders .....                                                                                    |                              |                            |                                      |
| 9. Federal and foreign income taxes paid (recovered) net of \$ .....3,323 tax on capital<br>gains (losses) .....            | 4,246,709                    | 4,529,748                  | 7,084,632                            |
| 10. Total (Lines 5 through 9) .....                                                                                         | 85,646,434                   | 121,879,684                | 161,918,897                          |
| 11. Net cash from operations (Line 4 minus Line 10) .....                                                                   | (1,859,395)                  | 3,534,791                  | 6,046,789                            |
| <b>Cash from Investments</b>                                                                                                |                              |                            |                                      |
| 12. Proceeds from investments sold, matured or repaid:                                                                      |                              |                            |                                      |
| 12.1 Bonds .....                                                                                                            | 6,410,349                    | 10,189,571                 | 12,974,572                           |
| 12.2 Stocks .....                                                                                                           | 0                            |                            | 0                                    |
| 12.3 Mortgage loans .....                                                                                                   | 0                            |                            | 0                                    |
| 12.4 Real estate .....                                                                                                      | 0                            |                            | 0                                    |
| 12.5 Other invested assets .....                                                                                            | 0                            |                            | 0                                    |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....                                       | 0                            | 221                        | 221                                  |
| 12.7 Miscellaneous proceeds .....                                                                                           | 0                            |                            | 0                                    |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) .....                                                                   | 6,410,349                    | 10,189,792                 | 12,974,793                           |
| 13. Cost of investments acquired (long-term only):                                                                          |                              |                            |                                      |
| 13.1 Bonds .....                                                                                                            | 3,488,017                    | 10,840,733                 | 11,447,247                           |
| 13.2 Stocks .....                                                                                                           | 0                            |                            | 0                                    |
| 13.3 Mortgage loans .....                                                                                                   | 0                            |                            | 0                                    |
| 13.4 Real estate .....                                                                                                      | 0                            |                            | 0                                    |
| 13.5 Other invested assets .....                                                                                            | 0                            |                            | 0                                    |
| 13.6 Miscellaneous applications .....                                                                                       | 0                            |                            | 0                                    |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) .....                                                                  | 3,488,017                    | 10,840,733                 | 11,447,247                           |
| 14. Net increase (or decrease) in contract loans and premium notes .....                                                    | 0                            |                            | 0                                    |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....                                                 | 2,922,332                    | (650,941)                  | 1,527,546                            |
| <b>Cash from Financing and Miscellaneous Sources</b>                                                                        |                              |                            |                                      |
| 16. Cash provided (applied):                                                                                                |                              |                            |                                      |
| 16.1 Surplus notes, capital notes .....                                                                                     | 0                            |                            | 0                                    |
| 16.2 Capital and paid in surplus, less treasury stock .....                                                                 | 0                            |                            | 0                                    |
| 16.3 Borrowed funds .....                                                                                                   | 0                            |                            | 0                                    |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities .....                                           | 0                            |                            | 0                                    |
| 16.5 Dividends to stockholders .....                                                                                        | 16,000,000                   | 4,896,800                  | 4,896,800                            |
| 16.6 Other cash provided (applied) .....                                                                                    | (1,108,326)                  | (247,493)                  | 758,475                              |
| 17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5<br>plus Line 16.6) ..... | (17,108,326)                 | (5,144,293)                | (4,138,325)                          |
| <b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>                                                  |                              |                            |                                      |
| 18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..                      | (16,045,389)                 | (2,260,443)                | 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) .....                                                                           | 11,101,614                   | 21,450,550                 | 27,147,003                           |

Note: Supplemental disclosures of cash flow information for non-cash transactions:

|                                              |  |         |         |
|----------------------------------------------|--|---------|---------|
| 20.0001. Non Cash Capital Contribution ..... |  | 324,635 | 421,990 |
|----------------------------------------------|--|---------|---------|

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

|                                                            | 1<br><br>Total | Comprehensive<br>(Hospital & Medical) |                | 4<br><br>Medicare<br>Supplement | 5<br><br>Vision<br>Only | 6<br><br>Dental<br>Only | 7<br><br>Federal<br>Employees<br>Health Benefit<br>Plan | 8<br><br>Title XVIII<br>Medicare | 9<br><br>Title XIX<br>Medicaid | 10<br><br>Other |
|------------------------------------------------------------|----------------|---------------------------------------|----------------|---------------------------------|-------------------------|-------------------------|---------------------------------------------------------|----------------------------------|--------------------------------|-----------------|
|                                                            |                | 2<br><br>Individual                   | 3<br><br>Group |                                 |                         |                         |                                                         |                                  |                                |                 |
| Total Members at end of:                                   |                |                                       |                |                                 |                         |                         |                                                         |                                  |                                |                 |
| 1. Prior Year .....                                        | 53,672         | 0                                     | 0              | 0                               | 0                       | 0                       | 0                                                       | 0                                | 53,672                         | 0               |
| 2. First Quarter .....                                     | 53,358         | 0                                     | 0              | 0                               | 0                       | 0                       | 0                                                       | 0                                | 53,358                         | 0               |
| 3. Second Quarter .....                                    | 49,983         | 0                                     | 0              | 0                               | 0                       | 0                       | 0                                                       | 0                                | 49,983                         | 0               |
| 4. Third Quarter .....                                     | 0              |                                       |                |                                 |                         |                         |                                                         |                                  |                                |                 |
| 5. Current Year                                            | 0              |                                       |                |                                 |                         |                         |                                                         |                                  |                                |                 |
| 6. Current Year Member Months                              | 315,416        |                                       |                |                                 |                         |                         |                                                         |                                  | 315,416                        |                 |
| Total Member Ambulatory Encounters for Period:             |                |                                       |                |                                 |                         |                         |                                                         |                                  |                                |                 |
| 7. Physician .....                                         | 127,525        |                                       |                |                                 |                         |                         |                                                         |                                  | 127,525                        |                 |
| 8. Non-Physician .....                                     | 93,474         |                                       |                |                                 |                         |                         |                                                         |                                  | 93,474                         |                 |
| 9. Total                                                   | 220,999        | 0                                     | 0              | 0                               | 0                       | 0                       | 0                                                       | 0                                | 220,999                        | 0               |
| 10. Hospital Patient Days Incurred                         | 9,878          |                                       |                |                                 |                         |                         |                                                         |                                  | 9,878                          |                 |
| 11. Number of Inpatient Admissions                         | 2,183          |                                       |                |                                 |                         |                         |                                                         |                                  | 2,183                          |                 |
| 12. Health Premiums Written (a) .....                      | 82,232,178     |                                       |                |                                 |                         |                         |                                                         |                                  | 82,232,178                     |                 |
| 13. Life Premiums Direct .....                             | 0              |                                       |                |                                 |                         |                         |                                                         |                                  |                                |                 |
| 14. Property/Casualty Premiums Written .....               | 0              |                                       |                |                                 |                         |                         |                                                         |                                  |                                |                 |
| 15. Health Premiums Earned .....                           | 82,442,992     |                                       |                |                                 |                         |                         |                                                         |                                  | 82,442,992                     |                 |
| 16. Property/Casualty Premiums Earned .....                | 0              |                                       |                |                                 |                         |                         |                                                         |                                  |                                |                 |
| 17. Amount Paid for Provision of Health Care Services..... | 64,571,443     |                                       |                |                                 |                         |                         |                                                         |                                  | 64,571,443                     |                 |
| 18. Amount Incurred for Provision of Health Care Services  | 54,439,069     |                                       |                |                                 |                         |                         |                                                         |                                  | 54,439,069                     |                 |

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

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Amerigroup Ohio, Inc.

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

[illegible]

oo



UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

| Line of Business                                    | Claims Paid<br>Year to Date                                             |                                                   | Liability<br>End of Current Quarter                      |                                                   | 5<br><br>Claims Incurred in<br>Prior Years<br>(Columns 1 + 3) | 6<br><br>Estimated Claim<br>Reserve and<br>Claim Liability<br>December 31 of<br>Prior Year |
|-----------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------------------|
|                                                     | 1<br><br>On<br>Claims Incurred Prior<br>to January 1 of<br>Current Year | 2<br><br>On<br>Claims Incurred<br>During the Year | 3<br><br>On<br>Claims Unpaid<br>Dec. 31<br>of Prior Year | 4<br><br>On<br>Claims Incurred<br>During the Year |                                                               |                                                                                            |
| 1. Comprehensive (hospital and medical) .....       |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 2. Medicare Supplement .....                        |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 3. Dental Only .....                                |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 4. Vision Only .....                                |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 5. Federal Employees Health Benefits Plan .....     |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 6. Title XVIII - Medicare .....                     |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 7. Title XIX - Medicaid .....                       | 8,840,676                                                               | 52,257,978                                        | 585                                                      | 988,518                                           | 8,841,261                                                     | 11,121,478                                                                                 |
| 8. Other health .....                               |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 9. Health subtotal (Lines 1 to 8) .....             | 8,840,676                                                               | 52,257,978                                        | 585                                                      | 988,518                                           | 8,841,261                                                     | 11,121,478                                                                                 |
| 10. Healthcare receivables (a) .....                |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 11. Other non-health .....                          |                                                                         |                                                   |                                                          |                                                   | 0                                                             | 0                                                                                          |
| 12. Medical incentive pools and bonus amounts ..... | 600,847                                                                 | 99,153                                            |                                                          |                                                   | 600,847                                                       | 0                                                                                          |
| 13. Totals (Lines 9-10+11+12)                       | 9,441,523                                                               | 52,357,131                                        | 585                                                      | 988,518                                           | 9,442,108                                                     | 11,121,478                                                                                 |

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

## NOTES TO FINANCIAL STATEMENTS

*For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2012. This presentation addresses only significant events occurring since the last Annual 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 Practices and Procedures Manual* (“NAIC SAP”), subject to any deviations prescribed or permitted by the Ohio Department of Insurance (“ODI”).

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the ODI is shown below:

|                                                                           | <u>State of<br/>Domicile</u> | <u>September 30,<br/>2013</u> | <u>December 31,<br/>2012</u> |
|---------------------------------------------------------------------------|------------------------------|-------------------------------|------------------------------|
| <b><u>Net Income</u></b>                                                  |                              |                               |                              |
| (1) AMERIGROUP Ohio, Inc. state basis<br>(Page 4, Line 32, Columns 2 & 4) | <u>Ohio</u>                  | <u>\$ 8,092,270</u>           | <u>\$ 13,483,951</u>         |
| (2) State Prescribed Practices that increase/(decrease) NAIC SAP:         | <u></u>                      | <u>-</u>                      | <u>-</u>                     |
| (3) State Permitted Practices that increase/(decrease) NAIC SAP:          | <u></u>                      | <u>-</u>                      | <u>-</u>                     |
| (4) NAIC SAP (1-2-3=4)                                                    | <u>Ohio</u>                  | <u><u>\$ 8,092,270</u></u>    | <u><u>\$ 13,483,951</u></u>  |
| <b><u>Surplus</u></b>                                                     |                              |                               |                              |
| (5) AMERIGROUP Ohio, Inc. state basis<br>(Page 3, Line 33, Columns 3 & 4) | <u>Ohio</u>                  | <u>\$ 33,958,180</u>          | <u>\$ 42,005,866</u>         |
| (6) State Prescribed Practices that increase/(decrease) NAIC SAP:         | <u></u>                      | <u>-</u>                      | <u>-</u>                     |
| (7) State Permitted Practices that increase/(decrease) NAIC SAP:          | <u></u>                      | <u>-</u>                      | <u>-</u>                     |
| (8) NAIC SAP (5-6-7=8)                                                    | <u>Ohio</u>                  | <u><u>\$ 33,958,180</u></u>   | <u><u>\$ 42,005,866</u></u>  |

**B. – C.**

No significant change.

**2. Accounting Changes and Corrections of Errors**

Not applicable.

**3. Business Combinations and Goodwill**

Not applicable.

**4. Discontinued Operations**

The Company’s contract with the Ohio Department of Job and Family Services terminated effective June 30, 2013. The Company is expected to perform certain operations throughout 2013 to close out the contract.

## NOTES TO FINANCIAL STATEMENTS

### **5. Investments**

#### **A. – C.**

Not applicable.

#### **D. Loan-Backed Securities**

The Company did not have loan-backed securities at September 30, 2013.

#### **E. – G.**

Not applicable.

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

Not applicable.

### **7. Investment Income**

No significant change.

### **8. Derivative Instruments**

Not applicable.

### **9. Income Taxes**

No significant change.

### **10. Information Concerning Parent, Subsidiaries, Affiliates, and Other Related Parties**

#### **A. Nature of the Relationship**

No significant change.

#### **B. Significant Transactions for each Period**

The Board of Directors of the Company declared an extraordinary dividend in the amount of \$7,412,849 and an ordinary dividend in the amount of \$8,587,151 on March 25, 2013. The ODI approved this dividend on April 18, 2013. The Company paid these dividends to its parent company, AMERIGROUP Corporation, on April 29, 2013.

#### **C. Intercompany Management and Service Arrangements**

No significant change.

#### **D. Amounts Due to or from Related Parties**

At September 30, 2013, the Company reported \$33,933 due from affiliates. The balance represents intercompany transactions that will be settled in accordance with the settlement terms.

#### **E. – L.**

No significant change.

### **11. Debt**

Not applicable.

## NOTES TO FINANCIAL STATEMENTS

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

No significant change.

### **13. Capital and Surplus, Shareholders' 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 Instruments 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**

Not applicable.

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

Not applicable.

#### **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 September 30, 2013, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

#### **A. Administrative Services Only Plans**

Not applicable.

#### **B. Administrative Services Contract Plans**

Not applicable.

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

Not applicable.

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

Not applicable.

## NOTES TO FINANCIAL STATEMENTS

**20. Fair Value Measurements**

**A.** There are no assets or liabilities measured at fair value as of September 30, 2013.

**B. Fair Value Measurements Under Other Accounting Pronouncements**

Not applicable.

**C. Financial Instruments**

| Type of Financial Instrument | Aggregate Fair Value | Admitted Assets | (Level 1) | (Level 2)     | (Level 3) | Not Practicable (Carrying Value) |
|------------------------------|----------------------|-----------------|-----------|---------------|-----------|----------------------------------|
| Bonds                        | \$ 22,881,933        | \$ 22,618,151   | \$ -      | \$ 22,881,933 | \$ -      | \$ -                             |
| Short term investments       | 3,723,735            | 3,723,735       | 3,723,735 | -             | -         | -                                |

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

There are no financial instruments that were not practicable to estimate fair value.

**21. Other Items**

No significant change.

**22. Events Subsequent**

There were no events occurring subsequent to September 30, 2013 requiring disclosure. Subsequent events have been considered through November 12, 2013 for the statutory statement issued on November 12, 2013.

**23. Reinsurance**

No significant change.

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

No significant change.

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

The estimated cost of claims and claim adjustment expense attributable to insured events of prior year decreased by \$1,679,370 during 2013. This is approximately 15.1% of unpaid claims of \$11,121,478 as of December 31, 2012. The redundancy reflects the decreases in estimated claims and claims adjustment expenses as a result of claims payment during the year, and as additional information is received regarding claims incurred prior to 2013. Recent claim development trends are also taken into account in evaluating the overall adequacy of unpaid claims and unpaid claim adjustment expense.

**26. Intercompany Pooling Arrangements**

Not applicable.

**27. Structured Settlements**

Not applicable.

**28. Health Care Receivables**

No significant change.

## NOTES TO FINANCIAL STATEMENTS

### **29. Participating Policies**

Not applicable.

### **30. Premium Deficiency Reserves**

Not applicable.

### **31. Anticipated Subrogation and Other Recoveries**

Not applicable.

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 ☒
- 1.2

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

Yes ☐ No ☐
- 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 ☒
- 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 ☒
- 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 ☒
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

|                     |                        |                        |
|---------------------|------------------------|------------------------|
| 1<br>Name of Entity | 2<br>NAIC Company Code | 3<br>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 ☒ 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 ☒
- 6.6

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

Yes ☒ 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 ☒
- 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 ☒
- 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 ☒
- 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<br>Affiliate Name | 2<br>Location (City, State) | 3<br>FRB | 4<br>OCC | 5<br>FDIC | 6<br>SEC |
|                     |                             |          |          |           |          |

GENERAL INTERROGATORIES

- 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 [ X ] No [ ]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).  
Effective May 2013 routine updates to WellPoint's Standards of Ethical Business Conduct and were approved by the Board of Directors ("BOD"). Additional updates were approved by the BOD and effective September 2013 related to corporate values and other statements.
- 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 [ X ] No [ ]
- 10.2

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

33,933

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: .....

\$.....
13.

Amount of real estate and mortgages held in short-term investments: .....

\$.....
- 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:
- |                                                                                                     | 1                                           | 2                                            |
|-----------------------------------------------------------------------------------------------------|---------------------------------------------|----------------------------------------------|
|                                                                                                     | Prior Year-End Book/Adjusted Carrying Value | Current Quarter Book/Adjusted Carrying Value |
| 14.21 Bonds .....                                                                                   | \$.....0                                    | \$.....                                      |
| 14.22 Preferred Stock .....                                                                         | \$.....0                                    | \$.....                                      |
| 14.23 Common Stock .....                                                                            | \$.....0                                    | \$.....                                      |
| 14.24 Short-Term Investments .....                                                                  | \$.....0                                    | \$.....                                      |
| 14.25 Mortgage Loans on Real Estate .....                                                           | \$.....0                                    | \$.....                                      |
| 14.26 All Other .....                                                                               | \$.....0                                    | \$.....                                      |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$.....0                                    | \$.....0                                     |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$.....                                     | \$.....                                      |
- 15.1

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

Yes [ ] No [ X ]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....  
If no, attach a description with this statement.

Yes [ ] No [ ]



STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Amerigroup Ohio, Inc.

GENERAL INTERROGATORIES

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<br>Name of Custodian(s)           | 2<br>Custodian Address                                   |
|-------------------------------------|----------------------------------------------------------|
| Bank of New York Mellon Corporation | 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<br>Name(s) | 2<br>Location(s) | 3<br>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 [ ] No [X]

- 17.4 If yes, give full information relating thereto:

| 1<br>Old Custodian | 2<br>New Custodian | 3<br>Date of Change | 4<br>Reason |
|--------------------|--------------------|---------------------|-------------|
|                    |                    |                     |             |

- 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<br>Central Registration Depository | 2<br>Name(s)                         | 3<br>Address  |
|--------------------------------------|--------------------------------------|---------------|
| 105006                               | Deutsche Asset Management            | New York, NY  |
| 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 .....67.2 %

1.2 A&H cost containment percent .....2.9 %

1.3 A&H expense percent excluding cost containment expenses .....17.8 %
- 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 .....\$.....
- 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 .....\$.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

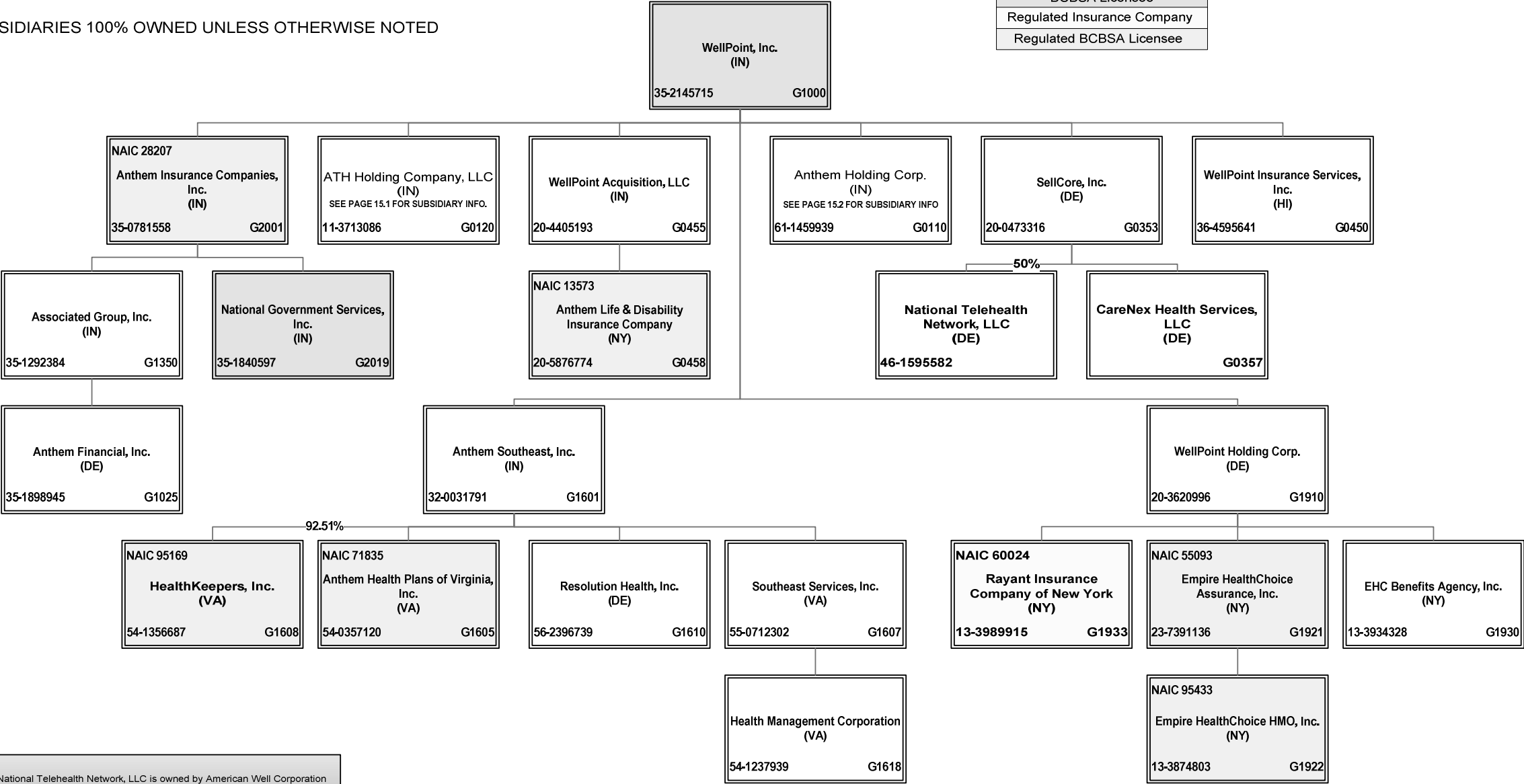
|                      |                                                                     | 1             | Direct Business Only         |                      |                    |                                                    |                                                  |                            |                           |                        |
|----------------------|---------------------------------------------------------------------|---------------|------------------------------|----------------------|--------------------|----------------------------------------------------|--------------------------------------------------|----------------------------|---------------------------|------------------------|
| States, etc.         |                                                                     | Active Status | Accident and Health Premiums | Medicare Title XVIII | Medicaid Title XIX | Federal Employees Health Benefits Program Premiums | Life and Annuity Premiums & Other Considerations | Property/Casualty Premiums | Total Columns 2 Through 7 | Deposit-Type Contracts |
| 1.                   | Alabama .....                                                       | AL            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 2.                   | Alaska .....                                                        | AK            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 3.                   | Arizona .....                                                       | AZ            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 4.                   | Arkansas .....                                                      | AR            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 5.                   | California .....                                                    | CA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 6.                   | Colorado .....                                                      | CO            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 7.                   | Connecticut .....                                                   | CT            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 8.                   | Delaware .....                                                      | DE            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 9.                   | District of Columbia .....                                          | DC            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 10.                  | Florida .....                                                       | FL            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 11.                  | Georgia .....                                                       | GA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 12.                  | Hawaii .....                                                        | HI            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 13.                  | Idaho .....                                                         | ID            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 14.                  | Illinois .....                                                      | IL            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 15.                  | Indiana .....                                                       | IN            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 16.                  | Iowa .....                                                          | IA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 17.                  | Kansas .....                                                        | KS            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 18.                  | Kentucky .....                                                      | KY            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 19.                  | Louisiana .....                                                     | LA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 20.                  | Maine .....                                                         | ME            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 21.                  | Maryland .....                                                      | MD            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 22.                  | Massachusetts .....                                                 | MA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 23.                  | Michigan .....                                                      | MI            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 24.                  | Minnesota .....                                                     | MN            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 25.                  | Mississippi .....                                                   | MS            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 26.                  | Missouri .....                                                      | MO            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 27.                  | Montana .....                                                       | MT            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 28.                  | Nebraska .....                                                      | NE            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 29.                  | Nevada .....                                                        | NV            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 30.                  | New Hampshire .....                                                 | NH            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 31.                  | New Jersey .....                                                    | NJ            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 32.                  | New Mexico .....                                                    | NM            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 33.                  | New York .....                                                      | NY            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 34.                  | North Carolina .....                                                | NC            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 35.                  | North Dakota .....                                                  | ND            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 36.                  | Ohio .....                                                          | OH            | L                            |                      | 82,232,178         |                                                    |                                                  |                            | 82,232,178                |                        |
| 37.                  | Oklahoma .....                                                      | OK            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 38.                  | Oregon .....                                                        | OR            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 39.                  | Pennsylvania .....                                                  | PA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 40.                  | Rhode Island .....                                                  | RI            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 41.                  | South Carolina .....                                                | SC            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 42.                  | South Dakota .....                                                  | SD            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 43.                  | Tennessee .....                                                     | TN            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 44.                  | Texas .....                                                         | TX            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 45.                  | Utah .....                                                          | UT            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 46.                  | Vermont .....                                                       | VT            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 47.                  | Virginia .....                                                      | VA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 48.                  | Washington .....                                                    | WA            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 49.                  | West Virginia .....                                                 | WV            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 50.                  | Wisconsin .....                                                     | WI            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 51.                  | Wyoming .....                                                       | WY            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 52.                  | American Samoa .....                                                | AS            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 53.                  | Guam .....                                                          | GU            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 54.                  | Puerto Rico .....                                                   | PR            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 55.                  | U.S. Virgin Islands .....                                           | VI            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 56.                  | Northern Mariana Islands .....                                      | MP            | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 57.                  | Canada .....                                                        | CAN           | N                            |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 58.                  | Aggregate Other Aliens .....                                        | OT            | XXX                          | 0                    | 0                  | 0                                                  | 0                                                | 0                          | 0                         | 0                      |
| 59.                  | Subtotal .....                                                      | XXX           | 0                            | 0                    | 82,232,178         | 0                                                  | 0                                                | 0                          | 82,232,178                | 0                      |
| 60.                  | Reporting Entity Contributions for Employee Benefit Plans .....     | XXX           |                              |                      |                    |                                                    |                                                  |                            | 0                         |                        |
| 61.                  | Totals (Direct Business) .....                                      | (a) 1         | 0                            | 0                    | 82,232,178         | 0                                                  | 0                                                | 0                          | 82,232,178                | 0                      |
| DETAILS OF WRITE-INS |                                                                     |               |                              |                      |                    |                                                    |                                                  |                            |                           |                        |
| 58001.               | .....                                                               | XXX           |                              |                      |                    |                                                    |                                                  |                            |                           |                        |
| 58002.               | .....                                                               | XXX           |                              |                      |                    |                                                    |                                                  |                            |                           |                        |
| 58003.               | .....                                                               | XXX           |                              |                      |                    |                                                    |                                                  |                            |                           |                        |
| 58998.               | Summary of remaining write-ins for Line 58 from overflow page ..... | XXX           | 0                            | 0                    | 0                  | 0                                                  | 0                                                | 0                          | 0                         | 0                      |
| 58999.               | Totals (Lines 58001 through 58003 plus 58998)(Line 58 above) .....  | XXX           | 0                            | 0                    | 0                  | 0                                                  | 0                                                | 0                          | 0                         | 0                      |

(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

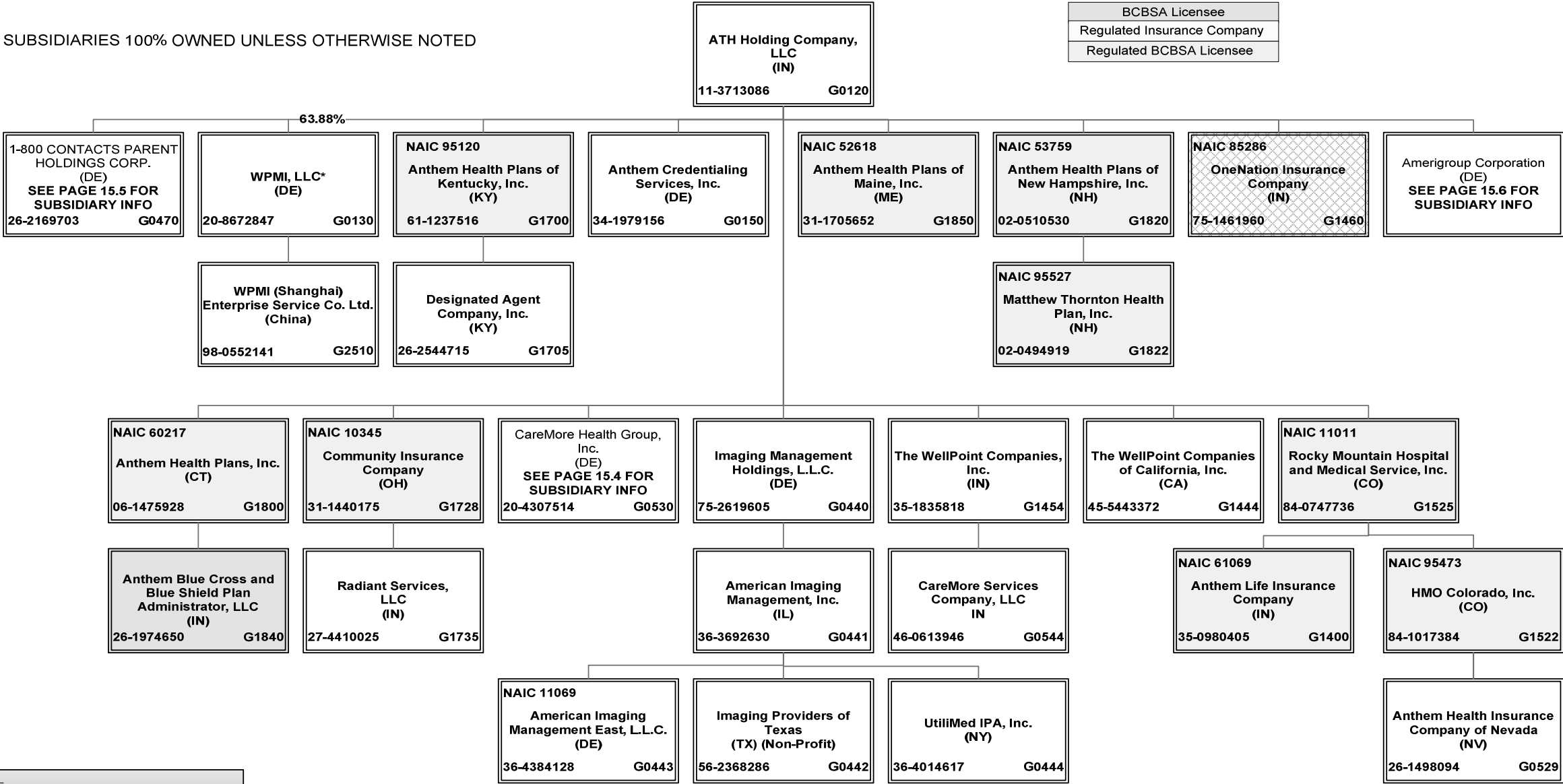
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

|                             |
|-----------------------------|
| BCBSA Licensee              |
| Regulated Insurance Company |
| Regulated BCBSA Licensee    |



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

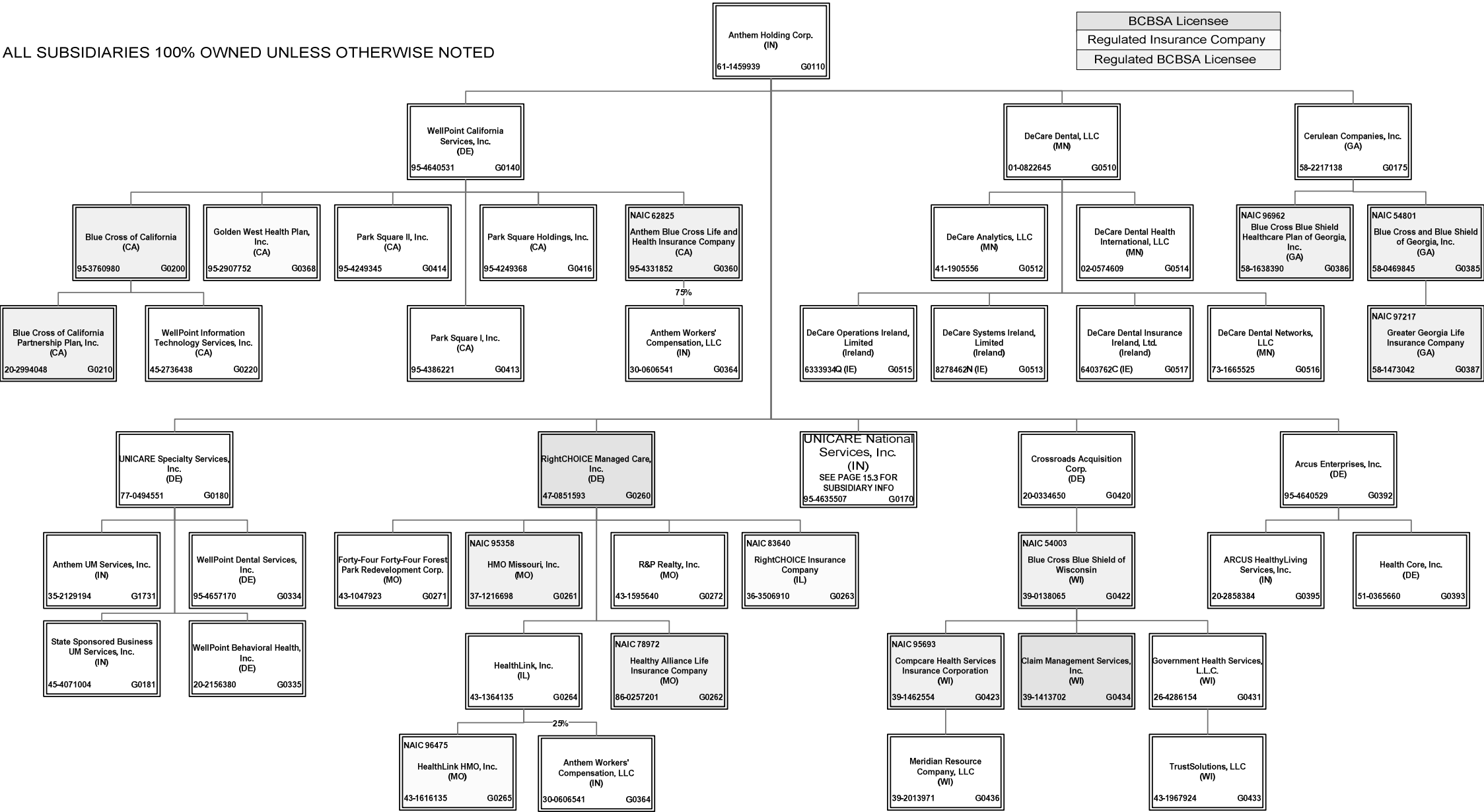


|                             |
|-----------------------------|
| BCBSA Licensee              |
| Regulated Insurance Company |
| Regulated BCBSA Licensee    |

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

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

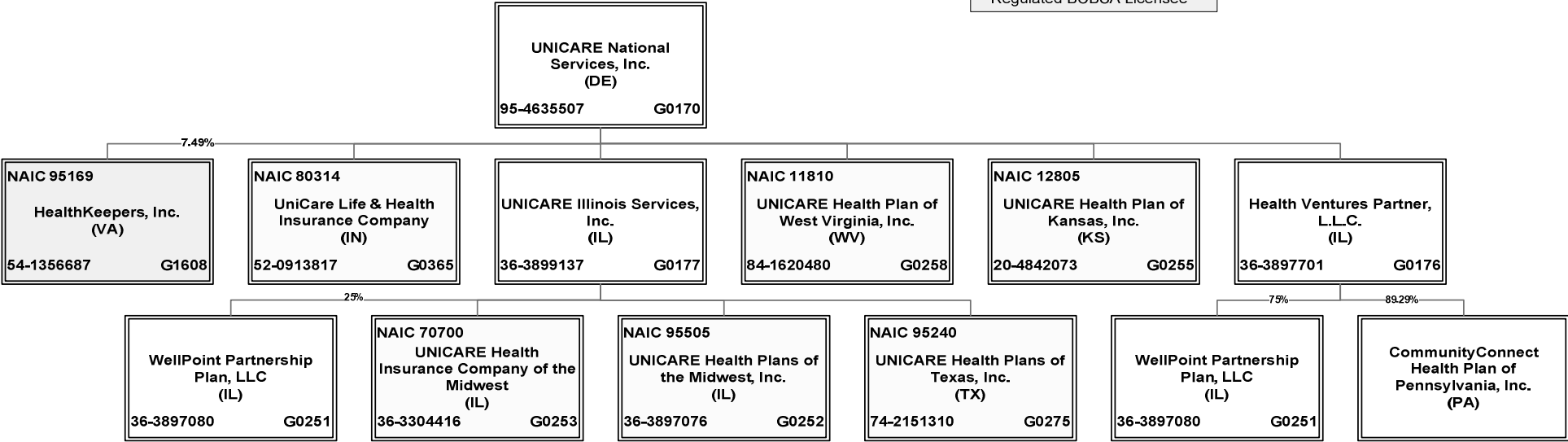
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

|                             |
|-----------------------------|
| BCBSA Licensee              |
| Regulated Insurance Company |
| Regulated BCBSA Licensee    |

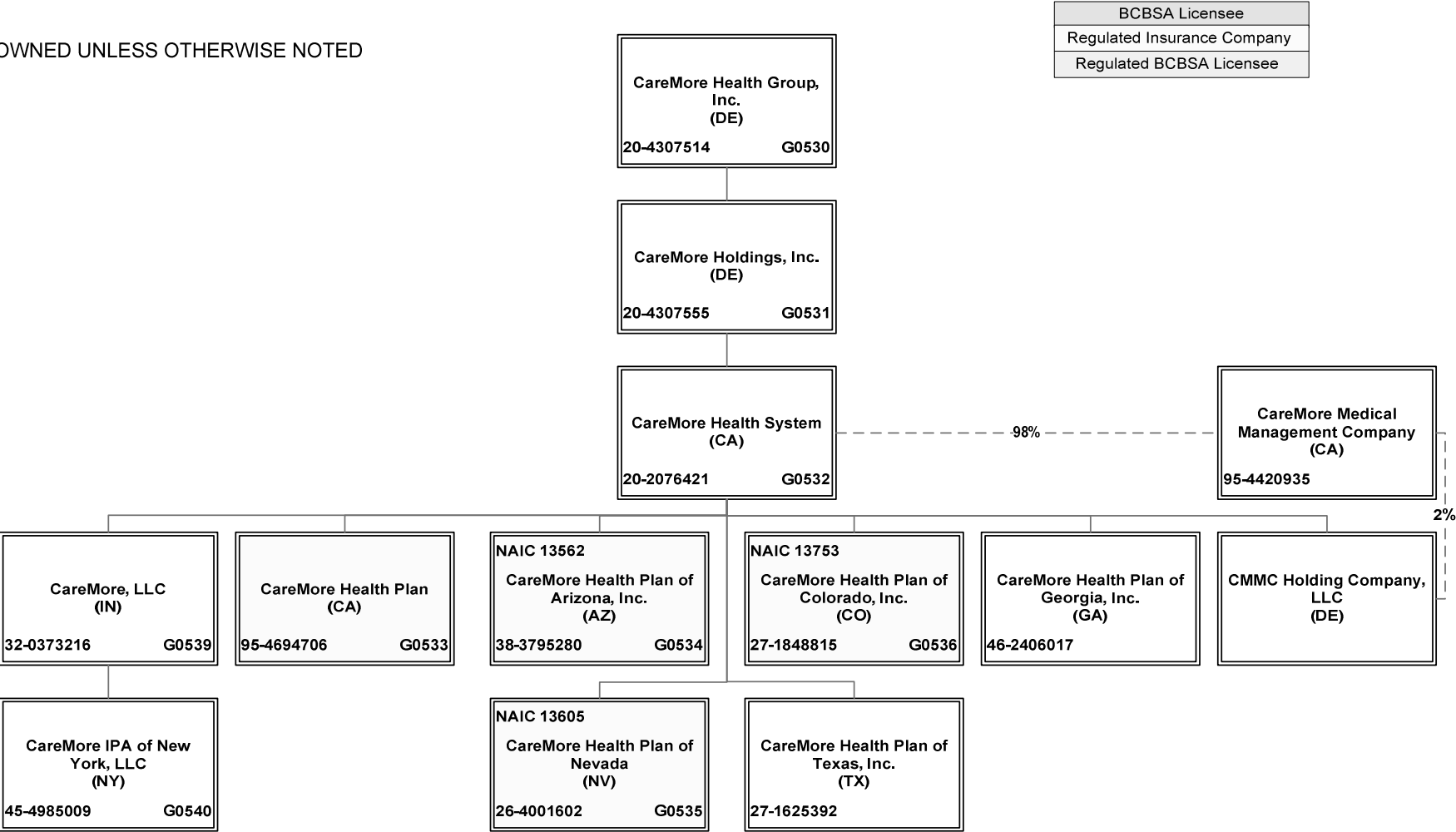


\*10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors



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

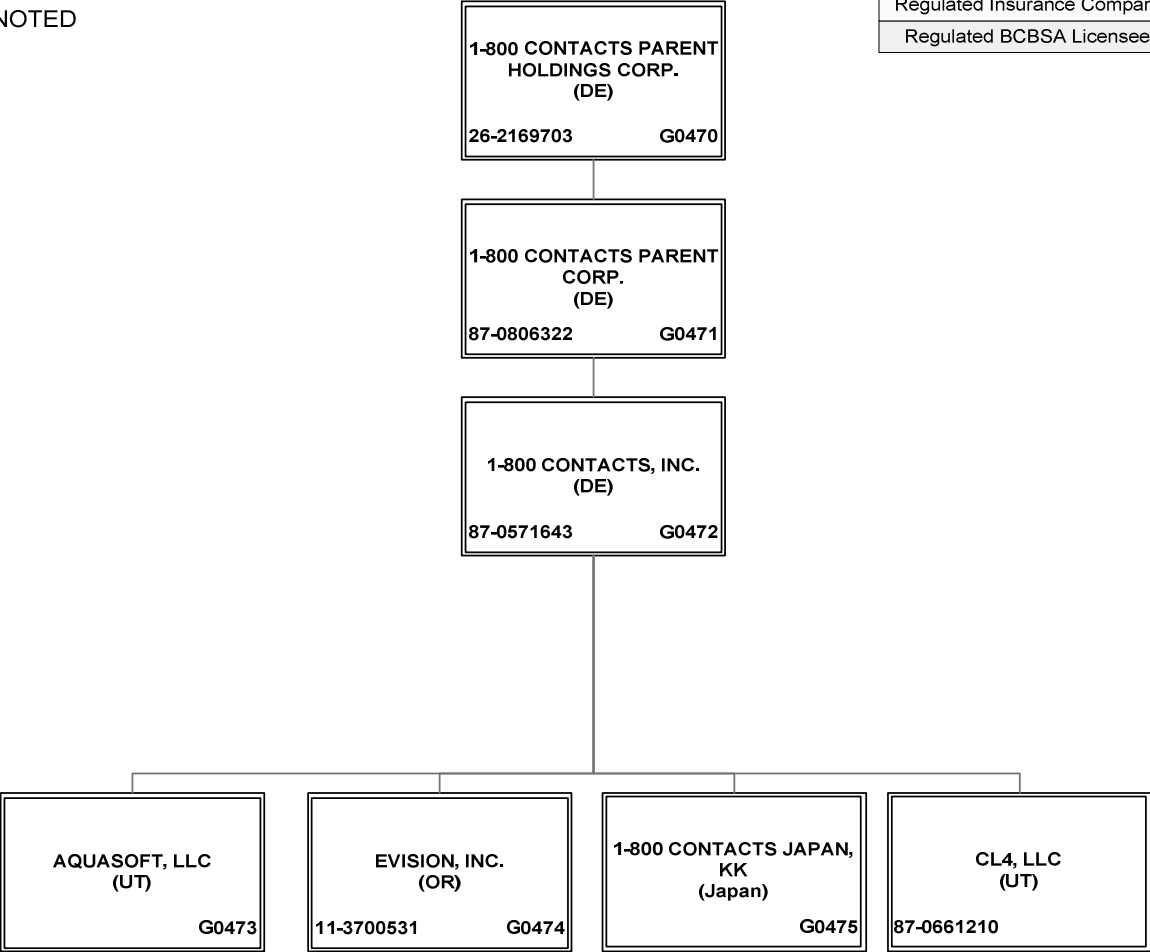
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

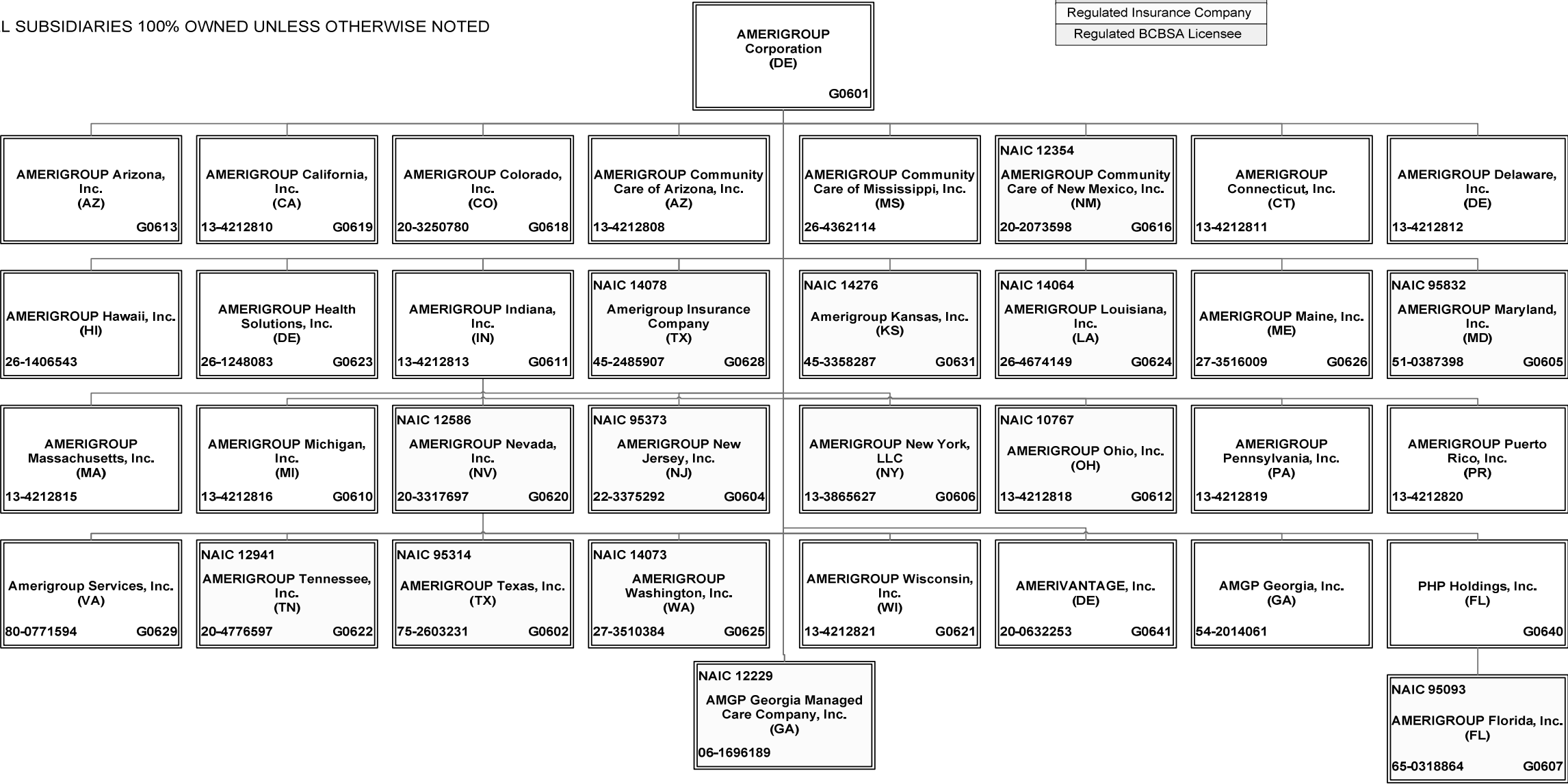
|                             |
|-----------------------------|
| BCBSA Licensee              |
| Regulated Insurance Company |
| Regulated BCBSA Licensee    |



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

|                             |
|-----------------------------|
| BCBSA Licensee              |
| Regulated Insurance Company |
| Regulated BCBSA Licensee    |



**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. .... |                   | 87-0571643        |              |     |                                                                        | 1-800 CONTACTS, INC. ....                                | ..DE                 | ..NIA                            | 1-800 CONTACTS PARENT CORP. ....               | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   |                   |              |     |                                                                        | 1-800 CONTACTS JAPAN, KK ....                            | ..JPN                | ..NIA                            | 1-800 CONTACTS, INC. ....                      | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 87-0806322        |              |     |                                                                        | 1-800 CONTACTS PARENT CORP. ....                         | ..DE                 | ..NIA                            | 1-800 CONTACTS PARENT HOLDINGS CORP. ....      | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 26-2169703        |              |     |                                                                        | 1-800 CONTACTS PARENT HOLDINGS CORP. ....                | ..DE                 | ..NIA                            | ATH Holding Company, LLC ....                  | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..11069           | 36-4384128        |              |     |                                                                        | American Imaging Management East, LLC ....               | ..DE                 | ..IA                             | American Imaging Management, Inc. ....         | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 36-3692630        |              |     |                                                                        | American Imaging Management, Inc. ....                   | ..IL                 | ..NIA                            | Imaging Management Holdings, L.L.C. ....       | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   |                   |              |     |                                                                        | AMERIGROUP Arizona, Inc. ....                            | ..AZ                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212810        |              |     |                                                                        | AMERIGROUP California, Inc. ....                         | ..CA                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 20-3250780        |              |     |                                                                        | AMERIGROUP Colorado, Inc. ....                           | ..CO                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
|            |                      |                   |                   |              |     |                                                                        | AMERIGROUP Community Care of Arizona, Inc. ....          |                      |                                  |                                                |                                                                                    |                                            |                                            |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212808        |              |     |                                                                        |                                                          | ..AZ                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
|            |                      |                   |                   |              |     |                                                                        | AMERIGROUP Community Care of Mississippi, Inc. ....      | ..MS                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 26-4362114        |              |     |                                                                        | AMERIGROUP Community Care of New Mexico, Inc. ....       | ..NM                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..12354           | 20-2073598        |              |     |                                                                        | AMERIGROUP Connecticut, Inc. ....                        | ..CT                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212811        |              |     |                                                                        | AMERIGROUP Corporation ....                              | ..DE                 | ..UDP                            | ATH Holding Company, LLC ....                  | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212812        |              |     |                                                                        | AMERIGROUP Delaware, Inc. ....                           | ..DE                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..95093           | 65-0318864        |              |     |                                                                        | AMERIGROUP Florida, Inc. ....                            | ..FL                 | ..IA                             | PHP Holdings, Inc. ....                        | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 26-1406543        |              |     |                                                                        | AMERIGROUP Hawaii, Inc. ....                             | ..HI                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 26-1248083        |              |     |                                                                        | AMERIGROUP Health Solutions, Inc. ....                   | ..DE                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212813        |              |     |                                                                        | AMERIGROUP Indiana, Inc. ....                            | ..IN                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..14078           | 45-2485907        |              |     |                                                                        | Amerigroup Insurance Company ....                        | ..TX                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..14276           | 45-3358287        |              |     |                                                                        | Amerigroup Kansas, Inc. ....                             | ..KS                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..14064           | 26-4674149        |              |     |                                                                        | AMERIGROUP Louisiana, Inc. ....                          | ..LA                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 27-3516009        |              |     |                                                                        | AMERIGROUP Maine, Inc. ....                              | ..ME                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..95832           | 51-0387398        |              |     |                                                                        | AMERIGROUP Maryland, Inc. ....                           | ..MD                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212815        |              |     |                                                                        | AMERIGROUP Massachusetts, Inc. ....                      | ..MA                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212816        |              |     |                                                                        | AMERIGROUP Michigan, Inc. ....                           | ..MI                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..12586           | 20-3317697        |              |     |                                                                        | AMERIGROUP Nevada, Inc. ....                             | ..NV                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..95373           | 22-3375292        |              |     |                                                                        | AMERIGROUP New Jersey, Inc. ....                         | ..NJ                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-3865627        |              |     |                                                                        | AMERIGROUP New York, LLC ....                            | ..NY                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..10767           | 13-4212818        |              |     |                                                                        | AMERIGROUP Ohio, Inc. ....                               | ..OH                 |                                  | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       | ..0100 |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212819        |              |     |                                                                        | AMERIGROUP Pennsylvania, Inc. ....                       | ..PA                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212820        |              |     |                                                                        | AMERIGROUP Puerto Rico, Inc. ....                        | ..PR                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 80-0771594        |              |     |                                                                        | Amerigroup Services, Inc. ....                           | ..VA                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..12941           | 20-4776597        |              |     |                                                                        | AMERIGROUP Tennessee, Inc. ....                          | ..TN                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..95314           | 75-2603231        |              |     |                                                                        | AMERIGROUP Texas, Inc. ....                              | ..TX                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..14073           | 27-3510384        |              |     |                                                                        | AMERIGROUP Washington, Inc. ....                         | ..WA                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 13-4212821        |              |     |                                                                        | AMERIGROUP Wisconsin, Inc. ....                          | ..WI                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 20-0632253        |              |     |                                                                        | AMERIVANTAGE, Inc. ....                                  | ..DE                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 54-2014061        |              |     |                                                                        | AMGP Georgia, Inc. ....                                  | ..GA                 | ..NIA                            | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..12229           | 06-1696189        |              |     |                                                                        | AMGP Georgia Managed Care Company, Inc. ....             | ..GA                 | ..IA                             | AMERIGROUP Corporation ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
|            |                      |                   |                   |              |     |                                                                        | Anthem Blue Cross Life and Health Insurance Company .... | ..CA                 | ..IA                             | WellPoint California Services, Inc. ....       | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..62825           | 95-4331852        |              |     |                                                                        | Anthem Financial, Inc. ....                              | ..DE                 | ..NIA                            | Associated Group, Inc. ....                    | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 26-1498094        |              |     |                                                                        | Anthem Health Insurance Company of Nevada ....           | ..NV                 | ..NIA                            | HMO Colorado, Inc. ....                        | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..95120           | 61-1237516        |              |     |                                                                        | Anthem Health Plans of Kentucky, Inc. ....               | ..KY                 | ..IA                             | ATH Holding Company, LLC ....                  | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..52618           | 31-1705652        |              |     |                                                                        | Anthem Health Plans of Maine, Inc. ....                  | ..ME                 | ..IA                             | ATH Holding Company, LLC ....                  | Ownership.....                                                                     | ..100.000                                  | WellPoint, Inc. ....                       |        |
|            |                      |                   |                   |              |     |                                                                        | Anthem Health Plans of New Hampshire, Inc. ....          |                      |                                  |                                                |                                                                                    |                                            |                                            |        |
| ...0671    | WellPoint, Inc. .... | ..53759           | 02-0510530        |              |     |                                                                        |                                                          | ..NH                 | ..IA                             | ATH Holding Company, LLC ....                  | Ownership.....                                                                     | ..100.000                                  | 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. .... | ...71835 ...      | 54-0357120 .....  | 40003317 ..... |     |                                                                        | Anthem Health Plans of Virginia, Inc. ....                   | ..VA .....           | ..IA .....                       | Anthem Southeast, Inc. ....                               | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...60217 ...      | 06-1475928 .....  |                |     |                                                                        | Anthem Health Plans, Inc. ....                               | ..CT .....           | ..IA .....                       | ATH Holding Company, LLC .....                            | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 61-1459939 .....  |                |     |                                                                        | Anthem Holding Corp. ....                                    | ..IN .....           | ..NIA .....                      | WellPoint, Inc. ....                                      | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...28207 ...      | 35-0781558 .....  |                |     |                                                                        | Anthem Insurance Companies, Inc. ....                        | ..IN .....           | ..IA .....                       | WellPoint, Inc. ....                                      | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
|             |                      |                   |                   |                |     |                                                                        | Anthem Life & Disability Insurance Company .....             |                      |                                  |                                                           |                                                                                    |                                            |                                            |             |
| ...0671 ... | WellPoint, Inc. .... | ...13573 ...      | 20-5876774 .....  |                |     |                                                                        |                                                              | ..NY .....           | ..IA .....                       | WellPoint Acquisition, LLC .....                          | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
|             |                      |                   |                   |                |     |                                                                        |                                                              |                      |                                  | Rocky Mountain Hospital and Medical Service, Inc. ....    | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...61069 ...      | 35-0980405 .....  |                |     |                                                                        | Anthem Life Insurance Company .....                          | ..IN .....           | ..IA .....                       | WellPoint, Inc. ....                                      | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 32-0031791 .....  |                |     |                                                                        | Anthem Southeast, Inc. ....                                  | ..IN .....           | ..NIA .....                      | WellPoint, Inc. ....                                      | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 35-2129194 .....  |                |     |                                                                        | Anthem UM Services, Inc. ....                                | ..IN .....           | ..NIA .....                      | UNICARE Specialty Services, Inc. ....                     | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
|             |                      |                   |                   |                |     |                                                                        |                                                              |                      |                                  | Anthem Blue Cross Life and Health Insurance Company ..... | Ownership.....                                                                     | ..75.000 ...                               | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 30-0606541 .....  |                |     |                                                                        | Anthem Workers' Compensation, LLC .....                      | ..IN .....           | ..NIA .....                      | HealthLink, Inc. ....                                     | Ownership.....                                                                     | ..25.000 ...                               | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 30-0606541 .....  |                |     |                                                                        | Anthem Workers' Compensation, LLC .....                      | ..IN .....           | ..NIA .....                      | 1-800 CONTACTS, INC. ....                                 | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 95-4640529 .....  |                |     |                                                                        | AQUASOFT, LLC .....                                          | ..UT .....           | ..NIA .....                      | Anthem Holding Corp. ....                                 | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 20-2858384 .....  |                |     |                                                                        | Arcus Enterprises, Inc. ....                                 | ..DE .....           | ..NIA .....                      | Arcus Enterprises, Inc. ....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 20-2858384 .....  |                |     |                                                                        | ARCUS HealthLiving Services, Inc. ....                       | ..IN .....           | ..NIA .....                      | Anthem Insurance Companies, Inc. ....                     | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 35-1292384 .....  |                |     |                                                                        | Associated Group, Inc. ....                                  | ..IN .....           | ..NIA .....                      | WellPoint, Inc. ....                                      | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 11-3713086 .....  |                |     |                                                                        | ATH Holding Company, LLC .....                               | ..IN .....           | ..UIP .....                      |                                                           | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
|             |                      |                   |                   |                |     |                                                                        | Blue Cross and Blue Shield of Georgia, Inc. ....             | ..GA .....           | ..IA .....                       | Cerulean Companies, Inc. ....                             | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...54801 ...      | 58-0469845 .....  |                |     |                                                                        | Blue Cross Blue Shield Healthcare Plan of Georgia, Inc. .... | ..GA .....           | ..IA .....                       | Cerulean Companies, Inc. ....                             | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...96962 ...      | 58-1638390 .....  |                |     |                                                                        | Blue Cross Blue Shield of Wisconsin .....                    | ..WI .....           | ..IA .....                       | Crossroads Acquisition Corp. ....                         | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...54003 ...      | 39-0138065 .....  |                |     |                                                                        | Blue Cross of California .....                               | ..CA .....           | ..IA .....                       | WellPoint California Services, Inc. ....                  | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | ...0101 ... |
|             |                      |                   |                   |                |     |                                                                        | Blue Cross of California Partnership Plan, Inc. ....         | ..CA .....           | ..IA .....                       | Blue Cross of California .....                            | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | ...0102 ... |
| ...0671 ... | WellPoint, Inc. .... |                   | 20-2994048 .....  |                |     |                                                                        | CareMore Health Group, Inc. ....                             | ..DE .....           | ..NIA .....                      | ATH Holding Company, LLC .....                            | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 20-4307514 .....  |                |     |                                                                        | CareMore Health Plan .....                                   | ..CA .....           | ..IA .....                       | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | ...0103 ... |
| ...0671 ... | WellPoint, Inc. .... |                   | 95-4694706 .....  |                |     |                                                                        | CareMore Health Plan of Arizona, Inc. ....                   | ..AZ .....           | ..IA .....                       | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...13562 ...      | 38-3795280 .....  |                |     |                                                                        | CareMore Health Plan of Colorado, Inc. ....                  | ..CO .....           | ..IA .....                       | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...13753 ...      | 27-1848815 .....  |                |     |                                                                        | CareMore Health Plan of Georgia, Inc. ....                   | ..GA .....           | ..NIA .....                      | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 46-2406017 .....  |                |     |                                                                        | CareMore Health Plan of Nevada .....                         | ..NV .....           | ..IA .....                       | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...13605 ...      | 26-4001602 .....  |                |     |                                                                        | CareMore Health Plan of Texas, Inc. ....                     | ..TX .....           | ..NIA .....                      | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 27-1625392 .....  |                |     |                                                                        | CareMore Holdings, Inc. ....                                 | ..DE .....           | ..NIA .....                      | CareMore Health Group, Inc. ....                          | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 20-4307555 .....  |                |     |                                                                        | CareMore IPA of New York, LLC .....                          | ..NY .....           | ..NIA .....                      | CareMore, LLC .....                                       | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 45-4985009 .....  |                |     |                                                                        | CareMore, LLC .....                                          | ..IN .....           | ..NIA .....                      | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 32-0373216 .....  |                |     |                                                                        | CareMore Health System .....                                 | ..CA .....           | ..NIA .....                      | CareMore Holdings, Inc. ....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 20-2076421 .....  |                |     |                                                                        | CareMore Medical Management Company .....                    | ..CA .....           | ..NIA .....                      | CareMore Health System .....                              | Ownership.....                                                                     | ..98.000 ...                               | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 95-4420935 .....  |                |     |                                                                        | CareMore Medical Management Company .....                    | ..CA .....           | ..NIA .....                      | CMMC Holding Company, LLC .....                           | Ownership.....                                                                     | ..2.000 ...                                | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 95-4420935 .....  |                |     |                                                                        | CareNex Health Services, LLC .....                           | ..DE .....           | ..NIA .....                      | SellCore, Inc. ....                                       | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 58-2217138 .....  |                |     |                                                                        | Cerulean Companies, Inc. ....                                | ..GA .....           | ..NIA .....                      | Anthem Holding Corp. ....                                 | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 87-0661210 .....  |                |     |                                                                        | CL4, Inc. ....                                               | ..UT .....           | ..NIA .....                      | 1-800 Contacts, Inc. ....                                 | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 39-1413702 .....  |                |     |                                                                        | Claim Management Services, Inc. ....                         | ..WI .....           | ..NIA .....                      | Blue Cross Blue Shield of Wisconsin .....                 | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   |                   |                |     |                                                                        | CMMC Holding Company, LLC .....                              | ..DE .....           | ..NIA .....                      | CareMore Health System .....                              | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...10345 ...      | 31-1440175 .....  |                |     |                                                                        | Community Insurance Company .....                            | ..OH .....           | ..IA .....                       | ATH Holding Company, LLC .....                            | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
|             |                      |                   |                   |                |     |                                                                        | Compcare Health Services Insurance Corporation .....         | ..WI .....           | ..IA .....                       | Blue Cross Blue Shield of Wisconsin .....                 | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... | ...95693 ...      | 39-1462554 .....  |                |     |                                                                        | Crossroads Acquisition Corp. ....                            | ..DE .....           | ..NIA .....                      | Anthem Holding Corp. ....                                 | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 20-0334650 .....  |                |     |                                                                        | DeCare Analytics, LLC .....                                  | ..MN .....           | ..NIA .....                      | DeCare Dental, LLC .....                                  | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 41-1905556 .....  |                |     |                                                                        | DeCare Dental Health International, LLC .....                | ..MN .....           | ..NIA .....                      | DeCare Dental, LLC .....                                  | Ownership.....                                                                     | ..100.000 ...                              | WellPoint, Inc. ....                       | .....       |
| ...0671 ... | WellPoint, Inc. .... |                   | 02-0574609 .....  |                |     |                                                                        | DeCare Dental Insurance Ireland, Ltd. ....                   | ..IRL .....          | ..NIA .....                      | DeCare Dental, LLC .....                                  | Ownership.....                                                                     | ..100.000 ...                              | 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. .... |                   | 73-1665525        |              |     |                                                                        | DeCare Dental Networks, LLC .....                          | ..MN.                | ..NIA                            | DeCare Dental, LLC .....                               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 01-0822645        |              |     |                                                                        | DeCare Dental, LLC .....                                   | ..MN.                | ..NIA                            | Anthem Holding Corp. ....                              | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   |                   |              |     |                                                                        | DeCare Operations Ireland, Limited .....                   | ..JRL                | ..NIA                            | DeCare Dental, LLC .....                               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   |                   |              |     |                                                                        | DeCare Systems Ireland, Limited .....                      | ..JRL                | ..NIA                            | DeCare Dental, LLC .....                               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 26-2544715        |              |     |                                                                        | Designated Agent Company, Inc. ....                        | ..KY.                | ..NIA                            | Anthem Health Plans of Kentucky, Inc. ....             | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 13-3934328        |              |     |                                                                        | EHC Benefits Agency, Inc. ....                             | ..NY.                | ..NIA                            | WellPoint Holding Corp .....                           | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..55093           | 23-7391136        |              |     |                                                                        | Empire HealthChoice Assurance, Inc. ....                   | ..NY.                | ..IA                             | WellPoint Holding Corp .....                           | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..95433           | 13-3874803        |              |     |                                                                        | Empire HealthChoice HMO, Inc. ....                         | ..NY.                | ..IA                             | Empire HealthChoice Assurance, Inc. ....               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 11-3700531        |              |     |                                                                        | EVISION, INC. ....                                         | ..OR.                | ..NIA                            | 1-800 CONTACTS, INC. ....                              | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 43-1047923        |              |     |                                                                        | Forty-Four Forty-Four Forest Park Redevelopment Corp. .... | ..MO.                | ..NIA                            | RightCHOICE Managed Care, Inc. ....                    | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 95-2907752        |              |     |                                                                        | Golden West Health Plan, Inc. ....                         | ..CA.                | ..IA                             | WellPoint California Services, Inc. ....               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       | ...0104 |
| ...0671    | WellPoint, Inc. .... |                   | 26-4286154        |              |     |                                                                        | Government Health Services, LLC .....                      | ..WI.                | ..NIA                            | Blue Cross Blue Shield of Wisconsin .....              | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..97217           | 58-1473042        |              |     |                                                                        | Greater Georgia Life Insurance Company .....               | ..GA.                | ..IA                             | Blue Cross and Blue Shield of Georgia, Inc. ....       | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 51-0365660        |              |     |                                                                        | Health Core, Inc. ....                                     | ..DE.                | ..NIA                            | Arcus Enterprises, Inc. ....                           | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 54-1237939        |              |     |                                                                        | Health Management Corporation .....                        | ..VA.                | ..NIA                            | Southeast Services, Inc. ....                          | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 36-3897701        |              |     |                                                                        | Health Ventures Partner, L.L.C. ....                       | ..IL.                | ..NIA                            | UNICARE National Services, Inc. ....                   | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..95169           | 54-1356687        |              |     |                                                                        | HealthKeepers, Inc. ....                                   | ..VA.                | ..IA                             | Anthem Southeast, Inc. ....                            | Ownership.....                                                                     | 92.510                                     | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..95169           | 54-1356687        |              |     |                                                                        | HealthKeepers, Inc. ....                                   | ..VA.                | ..IA                             | UNICARE National Services, Inc. ....                   | Ownership.....                                                                     | 7.490                                      | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..96475           | 43-1616135        |              |     |                                                                        | HealthLink HMO, Inc. ....                                  | ..MO.                | ..IA                             | HealthLink, Inc. ....                                  | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 43-1364135        |              |     |                                                                        | HealthLink, Inc. ....                                      | ..IL.                | ..NIA                            | RightCHOICE Managed Care, Inc. ....                    | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..78972           | 86-0257201        |              |     |                                                                        | Healthy Alliance Life Insurance Company .....              | ..MO.                | ..IA                             | RightCHOICE Managed Care, Inc. ....                    | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..95473           | 84-1017384        |              |     |                                                                        | HMO Colorado, Inc. ....                                    | ..CO.                | ..IA                             | Rocky Mountain Hospital and Medical Service, Inc. .... | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..95358           | 37-1216698        |              |     |                                                                        | HMO Missouri, Inc. ....                                    | ..MO.                | ..IA                             | RightCHOICE Managed Care, Inc. ....                    | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 75-2619605        |              |     |                                                                        | Imaging Management Holdings, L.L.C. ....                   | ..DE.                | ..UIP                            | ATH Holding Company, LLC .....                         | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 56-2368286        |              |     |                                                                        | Imaging Providers of Texas (non-profit) .....              | ..TX.                | ..NIA                            | American Imaging Management, Inc. ....                 | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..95527           | 02-0494919        |              |     |                                                                        | Matthew Thornton Health Plan, Inc. ....                    | ..NH.                | ..IA                             | Anthem Health Plans of New Hampshire, Inc. ....        | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 39-2013971        |              |     |                                                                        | Meridian Resource Company, LLC .....                       | ..WI.                | ..NIA                            | Compicare Health Services Insurance Corporation .....  | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 35-1840597        |              |     |                                                                        | National Government Services, Inc. ....                    | ..IN.                | ..NIA                            | Anthem Insurance Companies, Inc. ....                  | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 46-1595582        |              |     |                                                                        | National Telehealth Network, LLC .....                     | ..DE.                | ..NIA                            | Sellcore, Inc. ....                                    | Ownership.....                                                                     | 50.000                                     | WellPoint, Inc. ....                       | ...0105 |
| ...0671    | WellPoint, Inc. .... | ..85286           | 75-1461960        |              |     |                                                                        | OneNation Insurance Company .....                          | ..IN.                | ..IA                             | ATH Holding Company, LLC .....                         | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 95-4249368        |              |     |                                                                        | Park Square Holdings, Inc. ....                            | ..CA.                | ..NIA                            | WellPoint California Services, Inc. ....               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 95-4386221        |              |     |                                                                        | Park Square I, Inc. ....                                   | ..CA.                | ..NIA                            | WellPoint California Services, Inc. ....               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 95-4249345        |              |     |                                                                        | Park Square II, Inc. ....                                  | ..CA.                | ..NIA                            | WellPoint California Services, Inc. ....               | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 43-1595640        |              |     |                                                                        | PHP Holdings, Inc. ....                                    | ..FL.                | ..NIA                            | AMERIGROUP Corporation .....                           | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 56-2396739        |              |     |                                                                        | R & P Realty, Inc. ....                                    | ..MO.                | ..NIA                            | RightCHOICE Managed Care, Inc. ....                    | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 27-4410025        |              |     |                                                                        | Resolution Health, Inc. ....                               | ..DE.                | ..NIA                            | Anthem Southeast, Inc. ....                            | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 36-3506910        |              |     |                                                                        | Radiant Services, LLC .....                                | ..IN.                | ..NIA                            | Community Insurance Company .....                      | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..60024           | 13-3989915        |              |     |                                                                        | Rayant Insurance Company of New York .....                 | ..NY.                | ..IA                             | WellPoint Holding Corp .....                           | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..83640           | 36-3506910        |              |     |                                                                        | RightCHOICE Insurance Company .....                        | ..IL.                | ..IA                             | RightCHOICE Managed Care, Inc. ....                    | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 47-0851593        |              |     |                                                                        | RightCHOICE Managed Care, Inc. ....                        | ..DE.                | ..NIA                            | Anthem Holding Corp. ....                              | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... | ..11011           | 84-0747736        |              |     |                                                                        | Rocky Mountain Hospital and Medical Service, Inc. ....     | ..CO.                | ..IA                             | ATH Holding Company, LLC .....                         | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 20-0473316        |              |     |                                                                        | SellCore, Inc. ....                                        | ..DE.                | ..NIA                            | WellPoint, Inc. ....                                   | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 55-0712302        |              |     |                                                                        | Southeast Services, Inc. ....                              | ..VA.                | ..NIA                            | Anthem Southeast, Inc. ....                            | Ownership.....                                                                     | 100.000                                    | WellPoint, Inc. ....                       |         |
| ...0671    | WellPoint, Inc. .... |                   | 45-4071004        |              |     |                                                                        | State Sponsored Business UM Services, Inc. ....            | ..IN.                | ..NIA                            | UNICARE Specialty Services, Inc. ....                  | Ownership.....                                                                     | 100.000                                    | 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           | Domi-ciliary Location | Relation-ship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Owner-ship Provide Percen-tage | Ultimate Controlling Entity(ies)/Person(s) | *      |
| ...0671    | WellPoint, Inc. .... |                   | 35-1835818        |              |      |                                                                        | The WellPoint Companies, Inc. ....                    | ..IN.                 | ..NIA                             | ATH Holding Company, LLC .....                 | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 45-5443372        |              |      |                                                                        | The WellPoint Companies of California, Inc. ....      | ..CA.                 | ..NIA                             | ATH Holding Company, LLC .....                 | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 43-1967924        |              |      |                                                                        | TrustSolutions, LLC .....                             | ..WI.                 | ..NIA                             | Government Health Services, LLC .....          | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..70700           | 36-3304416        |              |      |                                                                        | UNICARE Health Insurance Company of the Midwest ..... | ..IL.                 | ..IA                              | UNICARE Illinois Services, Inc. ....           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..12805           | 20-4842073        |              |      |                                                                        | UNICARE Health Plan of Kansas, Inc. ....              | ..KS.                 | ..IA                              | UNICARE National Services, Inc. ....           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..11810           | 84-1620480        |              |      |                                                                        | UNICARE Health Plan of West Virginia, Inc. ....       | ..WV.                 | ..IA                              | UNICARE National Services, Inc. ....           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..95420           | 74-2151310        |              |      |                                                                        | UNICARE Health Plans of Texas, Inc. ....              | ..TX.                 | ..IA                              | UNICARE Illinois Services, Inc. ....           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..95505           | 36-3897076        |              |      |                                                                        | UNICARE Health Plans of the Midwest, Inc. ....        | ..IL.                 | ..IA                              | UNICARE Illinois Services, Inc. ....           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 36-3899137        |              |      |                                                                        | UNICARE Illinois Services, Inc. ....                  | ..IL.                 | ..NIA                             | UNICARE National Services, Inc. ....           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... | ..80314           | 52-0913817        |              |      |                                                                        | UNICARE Life & Health Insurance Company .....         | ..IN.                 | ..IA                              | UNICARE National Services, Inc. ....           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 95-4635507        |              |      |                                                                        | UNICARE National Services, Inc. ....                  | ..DE.                 | ..NIA                             | Anthem Holding Corp. ....                      | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 77-0494551        |              |      |                                                                        | UNICARE Specialty Services, Inc. ....                 | ..DE.                 | ..NIA                             | Anthem Holding Corp. ....                      | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 36-4014617        |              |      |                                                                        | UtiliMED IPA, Inc. ....                               | ..NY.                 | ..NIA                             | American Imaging Management, Inc. ....         | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 20-4405193        |              |      |                                                                        | WellPoint Acquisition, LLC .....                      | ..IN.                 | ..NIA                             | WellPoint, Inc. ....                           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 20-2156380        |              |      |                                                                        | WellPoint Behavioral Health, Inc. ....                | ..DE.                 | ..NIA                             | UNICARE Specialty Services, Inc. ....          | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 95-4640531        |              |      |                                                                        | WellPoint California Services, Inc. ....              | ..DE.                 | ..NIA                             | Anthem Holding Corp. ....                      | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 95-4657170        |              |      |                                                                        | WellPoint Dental Services, Inc. ....                  | ..DE.                 | ..NIA                             | UNICARE Specialty Services, Inc. ....          | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 20-3620996        |              |      |                                                                        | WellPoint Holding Corp .....                          | ..DE.                 | ..NIA                             | WellPoint, Inc. ....                           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 45-2736438        |              |      |                                                                        | WellPoint Information Technology Services, Inc. ....  | ..CA.                 | ..NIA                             | Blue Cross of California .....                 | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 36-4595641        |              |      |                                                                        | WellPoint Insurance Services, Inc. ....               | ..HI.                 | ..NIA                             | WellPoint, Inc. ....                           | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 36-3897080        |              |      |                                                                        | WellPoint Partnership Plan, LLC .....                 | ..IL.                 | ..NIA                             | Health Ventures Partner, L.L.C. ....           | Ownership.....                                                                     | ..75.000                                     | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 36-3897080        |              |      |                                                                        | WellPoint Partnership Plan, LLC .....                 | ..IL.                 | ..NIA                             | UNICARE Illinois Services, Inc. ....           | Ownership.....                                                                     | ..25.000                                     | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 35-2145715        |              | 6324 | New York Stock Exchange (NYSE) .....                                   | WellPoint, Inc. ....                                  | ..IN.                 | ..UIP                             |                                                |                                                                                    |                                              | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 98-0552141        |              |      |                                                                        | WPMI (Shanghai) Enterprise Service Co. Ltd. ....      | ..CHN.                | ..NIA                             | WPMI, LLC .....                                | Ownership.....                                                                     | ..100.000                                    | WellPoint, Inc. ....                       |        |
| ...0671    | WellPoint, Inc. .... |                   | 20-8672847        |              |      |                                                                        | WPMI, LLC .....                                       | ..DE.                 | ..NIA                             | ATH Holding Company, LLC .....                 | Ownership.....                                                                     | ..63.880                                     | WellPoint, Inc. ....                       | ..0106 |

| Asterisk   | Explanation                                                                                                                                                                              |
|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 0100 ..... | 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. ....          |
| 0101 ..... | 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. .... |
| 0102 ..... | 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. .... |
| 0103 ..... | 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. .... |
| 0104 ..... | 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. .... |
| 0105 ..... | 50% owned by American Well Corporation .....                                                                                                                                             |
| 0106 ..... | 36.12% owned by unaffiliated investors .....                                                                                                                                             |

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]





STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Amerigroup Ohio, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Statement of Revenue and Expenses Line 14

|                                                                     | Current Year<br>To Date |            | Prior Year<br>To Date | Prior Year Ended<br>December 31 |
|---------------------------------------------------------------------|-------------------------|------------|-----------------------|---------------------------------|
|                                                                     | 1<br>Uncovered          | 2<br>Total | 3<br>Total            | 4<br>Total                      |
| 1404. ....                                                          |                         |            |                       | 0                               |
| 1405. ....                                                          |                         |            |                       | 0                               |
| 1406. ....                                                          |                         |            |                       | 0                               |
| 1407. ....                                                          |                         |            |                       | 0                               |
| 1408. ....                                                          |                         |            |                       | 0                               |
| 1409. ....                                                          |                         |            |                       | 0                               |
| 1410. ....                                                          |                         |            |                       | 0                               |
| 1411. 0 .....                                                       |                         |            |                       | 0                               |
| 1497. Summary of remaining write-ins for Line 14 from overflow page | 0                       | 0          | 0                     | 0                               |

NONE

SCHEDULE A - VERIFICATION

Real Estate

|                                                                                            | 1            | 2                               |
|--------------------------------------------------------------------------------------------|--------------|---------------------------------|
|                                                                                            | Year to Date | Prior Year Ended<br>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<br>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 and commitment fees .....                                  |              |                                 |
| 9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....                       |              |                                 |
| 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<br>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<br>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 .....                                                | 3,488,017    | 11,447,247                      |
| 3. Accrual of discount .....                                                              | 1,706        | 2,408                           |
| 4. Unrealized valuation increase (decrease) .....                                         |              | 0                               |
| 5. Total gain (loss) on disposals .....                                                   | 8,550        | 25,786                          |
| 6. Deduct consideration for bonds and stocks disposed of .....                            | 6,410,349    | 12,974,572                      |
| 7. Deduct amortization of premium .....                                                   | 247,109      | 377,292                         |
| 8. Total foreign exchange change in book/adjusted carrying value .....                    |              | 0                               |
| 9. Deduct current year's other than temporary impairment recognized .....                 |              | 0                               |
| 10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) ..... | 22,618,152   | 25,777,337                      |
| 11. Deduct total nonadmitted amounts .....                                                |              | 0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11)                      | 22,618,152   | 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<br>Book/Adjusted<br>Carrying Value<br>Beginning<br>of Current Quarter | 2<br>Acquisitions<br>During<br>Current Quarter | 3<br>Dispositions<br>During<br>Current Quarter | 4<br>Non-Trading Activity<br>During<br>Current Quarter | 5<br>Book/Adjusted<br>Carrying Value<br>End of<br>First Quarter | 6<br>Book/Adjusted<br>Carrying Value<br>End of<br>Second Quarter | 7<br>Book/Adjusted<br>Carrying Value<br>End of<br>Third Quarter | 8<br>Book/Adjusted<br>Carrying Value<br>December 31<br>Prior Year |
|-------------------------------------|-------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------|
| BONDS                               |                                                                         |                                                |                                                |                                                        |                                                                 |                                                                  |                                                                 |                                                                   |
| 1. Class 1 (a) .....                | 24,437,968                                                              | 612,357                                        | 499,978                                        | (75,690)                                               | 24,380,878                                                      | 24,437,968                                                       | 24,474,657                                                      | 46,230,001                                                        |
| 2. Class 2 (a) .....                | 1,619,638                                                               | 89,931                                         | 0                                              | (3,594)                                                | 1,811,440                                                       | 1,619,638                                                        | 1,705,975                                                       | 2,221,885                                                         |
| 3. Class 3 (a) .....                | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 4. Class 4 (a) .....                | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 5. Class 5 (a) .....                | 161,780                                                                 | 0                                              | 0                                              | (524)                                                  | 0                                                               | 161,780                                                          | 161,256                                                         | 0                                                                 |
| 6. Class 6 (a) .....                | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 7. Total Bonds                      | 26,219,386                                                              | 702,288                                        | 499,978                                        | (79,808)                                               | 26,192,318                                                      | 26,219,386                                                       | 26,341,888                                                      | 48,451,886                                                        |
| PREFERRED STOCK                     |                                                                         |                                                |                                                |                                                        |                                                                 |                                                                  |                                                                 |                                                                   |
| 8. Class 1 .....                    | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 9. Class 2 .....                    | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 10. Class 3 .....                   | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 11. Class 4 .....                   | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 12. Class 5 .....                   | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 13. Class 6 .....                   | 0                                                                       |                                                |                                                |                                                        | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 14. Total Preferred Stock .....     | 0                                                                       | 0                                              | 0                                              | 0                                                      | 0                                                               | 0                                                                | 0                                                               | 0                                                                 |
| 15. Total Bonds and Preferred Stock | 26,219,386                                                              | 702,288                                        | 499,978                                        | (79,808)                                               | 26,192,318                                                      | 26,219,386                                                       | 26,341,888                                                      | 48,451,886                                                        |

(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 \$ ..... ; NAIC 2 \$ ..... ; NAIC 3 \$ ..... ;  
NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

SCHEDULE DA - PART 1

Short-Term Investments

|                | 1                               | 2         | 3           | 4                                  | 5                                            |
|----------------|---------------------------------|-----------|-------------|------------------------------------|----------------------------------------------|
|                | Book/Adjusted<br>Carrying Value | Par Value | Actual Cost | Interest Collected<br>Year-to-Date | Paid for<br>Accrued Interest<br>Year-to-Date |
| 9199999 Totals | 3,723,735                       | xxx       | 3,723,735   | 470                                | 0                                            |

SCHEDULE DA - VERIFICATION

Short-Term Investments

|                                                                                           | 1            | 2                               |
|-------------------------------------------------------------------------------------------|--------------|---------------------------------|
|                                                                                           | Year To Date | Prior Year Ended<br>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 .....                                          | 25,500,976   | 217,107,699                     |
| 3. Accrual of discount .....                                                              |              | 2,503                           |
| 4. Unrealized valuation increase (decrease) .....                                         |              | 0                               |
| 5. Total gain (loss) on disposals .....                                                   |              | 221                             |
| 6. Deduct consideration received on disposals .....                                       | 40,452,422   | 217,224,539                     |
| 7. Deduct amortization of premium .....                                                   |              | 874                             |
| 8. Total foreign exchange change in book/adjusted carrying value .....                    |              | 0                               |
| 9. Deduct current year's other than temporary impairment recognized .....                 |              | 0                               |
| 10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) ..... | 3,723,735    | 18,675,181                      |
| 11. Deduct total nonadmitted amounts .....                                                |              | 0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11)                      | 3,723,735    | 18,675,181                      |

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards  
**N O N E**

Schedule DB - Part B - Verification - Futures Contracts  
**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open  
**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open  
**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives  
**N O N E**

SCHEDULE E - VERIFICATION

(Cash Equivalents)

|                                                                                           | 1            | 2                               |
|-------------------------------------------------------------------------------------------|--------------|---------------------------------|
|                                                                                           | Year To Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year .....                          | 3,999,369    | 0                               |
| 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) .....                                         |              | 0                               |
| 5. Total gain (loss) on disposals .....                                                   |              | 0                               |
| 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 .....                    |              | 0                               |
| 9. Deduct current year's other than temporary impairment recognized .....                 |              | 0                               |
| 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 .....                                                |              | 0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11)                      | 0            | 3,999,369                       |

Schedule A - Part 2 - Real Estate Acquired and Additions Made  
**N O N E**

Schedule A - Part 3 - Real Estate Disposed  
**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired  
**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid  
**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired  
**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid  
**N O N E**

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Amerigroup Ohio, Inc.

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) |
| 235219-GM-8 .....                                                                              | Dallas Texas 4.000% 02/15/20 .....               |         | ..07/10/2013 ..... | Tax Free Exchange ..... |                           | 22,270      | 20,000    | .322                                    | 1FE.....                                 |
| 34153P-03-5 .....                                                                              | Florida St Brd ED Series C 5.000% 06/01/21 ..... |         | ..07/19/2013 ..... | J P Morgan .....        |                           | 206,696     | 175,000   | 1,288                                   | 1FE.....                                 |
| 2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions |                                                  |         |                    |                         |                           | 228,966     | 195,000   | 1,610                                   | XXX                                      |
| 3138EK-WIE-1 .....                                                                             | FNMA Pool AL3344 4.500% 10/01/42 .....           |         | ..09/20/2013 ..... | Morgan Stanley .....    |                           | 142,151     | 132,658   | .398                                    | 1.....                                   |
| 3199999. Subtotal - Bonds - U.S. Special Revenues                                              |                                                  |         |                    |                         |                           | 142,151     | 132,658   | .398                                    | XXX                                      |
| 92343V-BN-3 .....                                                                              | Verizon Communications 2.500% 09/15/16 .....     |         | ..09/11/2013 ..... | J P Morgan .....        |                           | 89,931      | 90,000    | .0                                      | 2FE.....                                 |
| 3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)                        |                                                  |         |                    |                         |                           | 89,931      | 90,000    | .0                                      | XXX                                      |
| 8399997. Total - Bonds - Part 3                                                                |                                                  |         |                    |                         |                           | 461,048     | 417,658   | 2,008                                   | XXX                                      |
| 8399998. Total - Bonds - Part 5                                                                |                                                  |         |                    |                         |                           | XXX         | XXX       | XXX                                     | XXX                                      |
| 8399999. Total - Bonds                                                                         |                                                  |         |                    |                         |                           | 461,048     | 417,658   | 2,008                                   | XXX                                      |
| 8999997. Total - Preferred Stocks - Part 3                                                     |                                                  |         |                    |                         |                           | 0           | XXX       | .0                                      | XXX                                      |
| 8999998. Total - Preferred Stocks - Part 5                                                     |                                                  |         |                    |                         |                           | XXX         | XXX       | XXX                                     | XXX                                      |
| 8999999. Total - Preferred Stocks                                                              |                                                  |         |                    |                         |                           | 0           | XXX       | .0                                      | XXX                                      |
| 9799997. Total - Common Stocks - Part 3                                                        |                                                  |         |                    |                         |                           | 0           | XXX       | .0                                      | XXX                                      |
| 9799998. Total - Common Stocks - Part 5                                                        |                                                  |         |                    |                         |                           | XXX         | XXX       | XXX                                     | XXX                                      |
| 9799999. Total - Common Stocks                                                                 |                                                  |         |                    |                         |                           | 0           | XXX       | .0                                      | XXX                                      |
| 9899999. Total - Preferred and Common Stocks                                                   |                                                  |         |                    |                         |                           | 0           | XXX       | .0                                      | XXX                                      |
|                                                                                                |                                                  |         |                    |                         |                           |             |           |                                         |                                          |
|                                                                                                |                                                  |         |                    |                         |                           |             |           |                                         |                                          |
|                                                                                                |                                                  |         |                    |                         |                           |             |           |                                         |                                          |
|                                                                                                |                                                  |         |                    |                         |                           |             |           |                                         |                                          |
| 9999999 - Totals                                                                               |                                                  |         |                    |                         |                           | 461,048     | XXX       | 2,008                                   | XXX                                      |

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



STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Amerigroup Ohio, Inc.

SCHEDULE D - PART 4

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

| 1                            | 2                                                                                     |                 | 3            | 4                | 5                    | 6                               | 7                  | 8         | 9              | 10                                                   | Change In Book/Adjusted Carrying Value             |                                                        |                                                                               |                                                                                   |                                                                                     | 16                                                            | 17                                                   | 18                                        | 19                                  | 20                                                                 | 21                                             | 22                                                                |
|------------------------------|---------------------------------------------------------------------------------------|-----------------|--------------|------------------|----------------------|---------------------------------|--------------------|-----------|----------------|------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------|------------------------------------------------------|-------------------------------------------|-------------------------------------|--------------------------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------|
|                              |                                                                                       |                 |              |                  |                      |                                 |                    |           |                |                                                      | 11                                                 | 12                                                     | 13                                                                            | 14                                                                                | 15                                                                                  |                                                               |                                                      |                                           |                                     |                                                                    |                                                |                                                                   |
| CUSIP<br>Ident-<br>ification | Description                                                                           |                 | For-<br>eign | Disposal<br>Date | Name<br>of Purchaser | Number of<br>Shares of<br>Stock | Consid-<br>eration | Par Value | Actual<br>Cost | Prior Year<br>Book/<br>Adjusted<br>Carrying<br>Value | Unrealized<br>Valuation<br>Increase/<br>(Decrease) | Current<br>Year's<br>(Amor-<br>tization)/<br>Accretion | Current<br>Year's<br>Other Than<br>Temporary<br>Impairment<br>Recog-<br>nized | Total<br>Change in<br>Book/<br>Adjusted<br>Carrying<br>Value<br>(11 + 12 -<br>13) | Total<br>Foreign<br>Exchange<br>Change in<br>Book<br>/Adjusted<br>Carrying<br>Value | Book/<br>Adjusted<br>Carrying<br>Value at<br>Disposal<br>Date | Foreign<br>Exchange<br>Gain<br>(Loss) on<br>Disposal | Realized<br>Gain<br>(Loss) on<br>Disposal | Total Gain<br>(Loss) on<br>Disposal | Bond<br>Interest/<br>Stock<br>Dividends<br>Received<br>During Year | Stated<br>Con-<br>tractual<br>Maturity<br>Date | NAIC<br>Desig-<br>nation<br>or<br>Market<br>In-<br>dicator<br>(a) |
| 235219-CP-5                  | Dallas Texas                                                                          | 5.000% 02/15/17 |              | 07/10/2013       | Tax Free Exchange    |                                 | 22,189             | 20,000    | 23,710         | 22,497                                               | 0                                                  | (308)                                                  | 0                                                                             | (308)                                                                             | 0                                                                                   | 22,189                                                        | 0                                                    | 0                                         | 0                                   | 1,403                                                              | 02/15/2017                                     | 1FE                                                               |
| 2499999                      | Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions |                 |              |                  |                      |                                 | 22,189             | 20,000    | 23,710         | 22,497                                               | 0                                                  | (308)                                                  | 0                                                                             | (308)                                                                             | 0                                                                                   | 22,189                                                        | 0                                                    | 0                                         | 0                                   | 1,403                                                              | XXX                                            | XXX                                                               |
| 31403D-DX-4                  | FNMA Pool 745418                                                                      | 5.500% 04/01/36 |              | 09/01/2013       | Paydown              |                                 | 26,669             | 26,669    | 29,019         | 0                                                    | 0                                                  | (2,350)                                                | 0                                                                             | (2,350)                                                                           | 0                                                                                   | 26,669                                                        | 0                                                    | 0                                         | 0                                   | 240                                                                | 04/01/2036                                     | 1                                                                 |
| 31417G-CE-4                  | FNMA Pool AB9068                                                                      | 3.500% 04/01/43 |              | 09/01/2013       | Paydown              |                                 | 9,169              | 9,169     | 9,741          | 0                                                    | 0                                                  | (572)                                                  | 0                                                                             | (572)                                                                             | 0                                                                                   | 9,169                                                         | 0                                                    | 0                                         | 0                                   | 99                                                                 | 04/01/2043                                     | 1                                                                 |
| 31419D-4K-4                  | FNMA Pool AE3525                                                                      | 4.000% 03/01/41 |              | 09/01/2013       | Paydown              |                                 | 8,001              | 8,001     | 8,603          | 0                                                    | 0                                                  | (603)                                                  | 0                                                                             | (603)                                                                             | 0                                                                                   | 8,001                                                         | 0                                                    | 0                                         | 0                                   | 107                                                                | 03/01/2041                                     | 1                                                                 |
| 3199999                      | Subtotal - Bonds - U.S. Special Revenues                                              |                 |              |                  |                      |                                 | 43,839             | 43,839    | 47,363         | 0                                                    | 0                                                  | (3,525)                                                | 0                                                                             | (3,525)                                                                           | 0                                                                                   | 43,839                                                        | 0                                                    | 0                                         | 0                                   | 446                                                                | XXX                                            | XXX                                                               |
| 8399997                      | Total - Bonds - Part 4                                                                |                 |              |                  |                      |                                 | 66,028             | 63,839    | 71,073         | 22,497                                               | 0                                                  | (3,833)                                                | 0                                                                             | (3,833)                                                                           | 0                                                                                   | 66,028                                                        | 0                                                    | 0                                         | 0                                   | 1,849                                                              | XXX                                            | XXX                                                               |
| 8399998                      | Total - Bonds - Part 5                                                                |                 |              |                  |                      |                                 | XXX                | XXX       | XXX            | XXX                                                  | XXX                                                | XXX                                                    | XXX                                                                           | XXX                                                                               | XXX                                                                                 | XXX                                                           | XXX                                                  | XXX                                       | XXX                                 | XXX                                                                | XXX                                            | XXX                                                               |
| 8399999                      | Total - Bonds                                                                         |                 |              |                  |                      |                                 | 66,028             | 63,839    | 71,073         | 22,497                                               | 0                                                  | (3,833)                                                | 0                                                                             | (3,833)                                                                           | 0                                                                                   | 66,028                                                        | 0                                                    | 0                                         | 0                                   | 1,849                                                              | XXX                                            | XXX                                                               |
| 8999997                      | Total - Preferred Stocks - Part 4                                                     |                 |              |                  |                      |                                 | 0                  | XXX       | 0              | 0                                                    | 0                                                  | 0                                                      | 0                                                                             | 0                                                                                 | 0                                                                                   | 0                                                             | 0                                                    | 0                                         | 0                                   | 0                                                                  | XXX                                            | XXX                                                               |
| 8999998                      | Total - Preferred Stocks - Part 5                                                     |                 |              |                  |                      |                                 | XXX                | XXX       | XXX            | XXX                                                  | XXX                                                | XXX                                                    | XXX                                                                           | XXX                                                                               | XXX                                                                                 | XXX                                                           | XXX                                                  | XXX                                       | XXX                                 | XXX                                                                | XXX                                            | XXX                                                               |
| 8999999                      | Total - Preferred Stocks                                                              |                 |              |                  |                      |                                 | 0                  | XXX       | 0              | 0                                                    | 0                                                  | 0                                                      | 0                                                                             | 0                                                                                 | 0                                                                                   | 0                                                             | 0                                                    | 0                                         | 0                                   | 0                                                                  | XXX                                            | XXX                                                               |
| 9799997                      | Total - Common Stocks - Part 4                                                        |                 |              |                  |                      |                                 | 0                  | XXX       | 0              | 0                                                    | 0                                                  | 0                                                      | 0                                                                             | 0                                                                                 | 0                                                                                   | 0                                                             | 0                                                    | 0                                         | 0                                   | 0                                                                  | XXX                                            | XXX                                                               |
| 9799998                      | Total - Common Stocks - Part 5                                                        |                 |              |                  |                      |                                 | XXX                | XXX       | XXX            | XXX                                                  | XXX                                                | XXX                                                    | XXX                                                                           | XXX                                                                               | XXX                                                                                 | XXX                                                           | XXX                                                  | XXX                                       | XXX                                 | XXX                                                                | XXX                                            | XXX                                                               |
| 9799999                      | Total - Common Stocks                                                                 |                 |              |                  |                      |                                 | 0                  | XXX       | 0              | 0                                                    | 0                                                  | 0                                                      | 0                                                                             | 0                                                                                 | 0                                                                                   | 0                                                             | 0                                                    | 0                                         | 0                                   | 0                                                                  | XXX                                            | XXX                                                               |
| 9899999                      | Total - Preferred and Common Stocks                                                   |                 |              |                  |                      |                                 | 0                  | XXX       | 0              | 0                                                    | 0                                                  | 0                                                      | 0                                                                             | 0                                                                                 | 0                                                                                   | 0                                                             | 0                                                    | 0                                         | 0                                   | 0                                                                  | XXX                                            | XXX                                                               |
|                              |                                                                                       |                 |              |                  |                      |                                 |                    |           |                |                                                      |                                                    |                                                        |                                                                               |                                                                                   |                                                                                     |                                                               |                                                      |                                           |                                     |                                                                    |                                                |                                                                   |
|                              |                                                                                       |                 |              |                  |                      |                                 |                    |           |                |                                                      |                                                    |                                                        |                                                                               |                                                                                   |                                                                                     |                                                               |                                                      |                                           |                                     |                                                                    |                                                |                                                                   |
|                              |                                                                                       |                 |              |                  |                      |                                 |                    |           |                |                                                      |                                                    |                                                        |                                                                               |                                                                                   |                                                                                     |                                                               |                                                      |                                           |                                     |                                                                    |                                                |                                                                   |
| 9999999                      | - Totals                                                                              |                 |              |                  |                      |                                 | 66,028             | XXX       | 71,073         | 22,497                                               | 0                                                  | (3,833)                                                | 0                                                                             | (3,833)                                                                           | 0                                                                                   | 66,028                                                        | 0                                                    | 0                                         | 0                                   | 1,849                                                              | XXX                                            | XXX                                                               |

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open  
**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open  
**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made  
**N O N E**

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open  
**N O N E**

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open  
**N O N E**

Schedule DL - Part 1 - Reinvested Collateral Assets Owned  
**N O N E**

Schedule DL - Part 2 - Reinvested Collateral Assets Owned  
**N O N E**

## SCHEDULE E - PART 1 - CASH

[illegible]

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<br>Carrying Value | Amount of Interest<br>Due and Accrued | Amount Received<br>During Year |
| NONE                             |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
|                                  |      |               |                  |               |                                 |                                       |                                |
| 8699999 - Total Cash Equivalents |      |               |                  |               |                                 |                                       |                                |