



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2014

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

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 262-523-2439  
(Street and Number) (Area Code) (Telephone Number)  
Waukesha, WI, US 53188  
(City or Town, State, Country and Zip Code)

Internet Website Address www.amerigroup.com

Statutory Statement Contact Brenda J. Buss 262-523-2439  
(Name) (Area Code) (Telephone Number)  
brenda.buss@bcbstwi.com 262-523-4945  
(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 JoAnn Carol Stuckmeyer # Valuation Actuary

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  
President/Chief Executive Officer

Kathleen Susan Kiefer  
Secretary

Robert David Kretschmer  
Treasurer

Subscribed and sworn to before me this 12th day of August, 2014  
Anne M. Honisch

- 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

My commission expires  
June 29, 2018

ANNE M HONISCH  
Notary Public  
State of Wisconsin

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	25,440,576	0	25,440,576	22,411,412
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 \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....(17,417,988) ), cash equivalents (\$ ..... ) and short-term investments (\$ .....5,127,436 ) .....	(12,290,552)		(12,290,552)	14,948,774
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 .....	1,424,198		1,424,198	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	14,574,222	0	14,574,222	37,360,186
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	269,899		269,899	209,454
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	90,465		90,465	38,961
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	973,010		973,010	328,126
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	173,723
18.2 Net deferred tax asset .....	345,250	64,686	280,564	610,005
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....			0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	251,781	251,781	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	97,234		97,234	0
24. Health care (\$ ..... ) and other amounts receivable .....	361,348	361,348	0	0
25. Aggregate write-ins for other than invested assets .....	137,829	2,820	135,009	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	17,101,038	680,635	16,420,403	38,720,455
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	17,101,038	680,635	16,420,403	38,720,455
DETAILS OF WRITE-INS				
1101. ....				
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. Prepays .....	2,820	2,820	0	
2502. Premium Tax Recoverable .....	135,009		135,009	
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) .....	137,829	2,820	135,009	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded) .....	3,307		3,307	3,216,038
2. Accrued medical incentive pool and bonus amounts .....			0	0
3. Unpaid claims adjustment expenses .....	113		113	109,339
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	45,000		45,000	45,000
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 .....	24,705		24,705	888,004
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....	308,291		308,291	0
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 .....	3,815,144		3,815,144	591,846
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	89		89	15,014
16. Derivatives .....			0	0
17. Payable for securities .....	95,096		95,096	0
18. Payable for securities lending .....	1,424,198		1,424,198	0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$ ..... ) 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	0
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	26,980	0	26,980	15,409
24. Total liabilities (Lines 1 to 23) .....	5,742,924	0	5,742,924	4,880,650
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	10,396,904	10,580,060
29. Surplus notes .....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	280,564	23,259,735
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	10,677,478	33,839,805
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	16,420,403	38,720,455
DETAILS OF WRITE-INS				
2301. Unclaimed Property .....	26,980		26,980	15,409
2302. ....				
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)	26,980	0	26,980	15,409
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 To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months .....	XXX	0	315,416	315,416
2. Net premium income ( including \$ ..... non-health premium income).....	XXX	293,313	80,373,726	79,831,525
3. Change in unearned premium reserves and reserve for rate credits.....	XXX		210,814	210,814
4. Fee-for-service (net of \$ ..... medical expenses).....	XXX			
5. Risk revenue .....	XXX			
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	293,313	80,584,540	80,042,339
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		99,452	37,950,216	33,858,956
10. Other professional services .....		(2)	4,114,049	3,775,727
11. Outside referrals .....				
12. Emergency room and out-of-area .....			6,734,302	6,722,284
13. Prescription drugs .....		(144,390)	8,322,167	7,820,189
14. Aggregate write-ins for other hospital and medical .....	0	0	881,876	1,259,866
15. Incentive pool, withhold adjustments and bonus amounts .....			200,149	700,000
16. Subtotal (Lines 9 to 15) .....	0	(44,939)	58,202,759	54,137,022
<b>Less:</b>				
17. Net reinsurance recoveries .....		1,102,696	2,254,990	2,468,340
18. Total hospital and medical (Lines 16 minus 17) .....	0	(1,147,636)	55,947,769	51,668,682
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$ .....4,659 cost containment expenses .....		13,081	2,728,911	6,432,405
21. General administrative expenses .....		20,426	13,562,680	10,043,750
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....				0
23. Total underwriting deductions (Lines 18 through 22).....	0	(1,114,129)	72,239,360	68,144,837
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	1,407,442	8,345,180	11,897,502
25. Net investment income earned .....		206,301	198,651	369,800
26. Net realized capital gains (losses) less capital gains tax of \$ .....7,096 .....		12,255	5,557	5,900
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	218,556	204,208	375,700
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (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 income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	1,625,998	8,549,388	12,273,202
31. Federal and foreign income taxes incurred .....	XXX	655,022	2,989,221	3,904,350
32. Net income (loss) (Lines 30 minus 31) .....	XXX	970,975	5,560,167	8,368,852
<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 Healthcare, Ambulance, Transportation .....			881,876	1,259,866
1402. ....				
1403. ....				
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	0	881,876	1,259,866
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 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	33,839,805	42,005,866	42,005,866
34. Net income or (loss) from Line 32 .....	970,975	5,560,167	8,368,852
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 .....	(331,400)	332,607	(242,083)
39. Change in nonadmitted assets .....	1,198,097	(892,096)	(292,830)
40. Change in unauthorized and certified reinsurance .....	0	0	0
41. Change in treasury stock .....	0	0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in .....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in .....	(183,156)	0	(7,412,849)
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....	183,156		7,412,849
46. Dividends to stockholders .....	(25,000,000)	(16,000,000)	(16,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47) .....	(23,162,327)	(10,999,322)	(8,166,061)
49. Capital and surplus end of reporting period (Line 33 plus 48)	10,677,478	31,006,544	33,839,805
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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	241,808	79,919,029	83,929,348
2. Net investment income .....	331,821	386,074	714,611
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	573,630	80,305,103	84,643,959
5. Benefit and loss related payments .....	2,709,979	56,395,563	59,733,944
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7. Commissions, expenses paid and aggregate write-ins for deductions .....	1,006,031	17,423,096	18,639,977
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ .....7,096 tax on capital gains (losses) .....	180,104	2,643,776	4,564,583
10. Total (Lines 5 through 9) .....	3,896,113	76,462,435	82,938,504
11. Net cash from operations (Line 4 minus Line 10) .....	(3,322,484)	3,842,668	1,705,455
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	5,349,549	6,344,321	6,924,459
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	95,096	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	5,444,645	6,344,321	6,924,459
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	8,545,327	3,026,969	3,871,747
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	1,424,198	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	9,969,525	3,026,969	3,871,747
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(4,524,880)	3,317,352	3,052,712
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	25,000,000	16,000,000	16,000,000
16.6 Other cash provided (applied) .....	5,608,037	(427,864)	(956,396)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(19,391,962)	(16,427,864)	(16,956,396)
<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) .....	(27,239,326)	(9,267,844)	(12,198,229)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	14,948,774	27,147,003	27,147,003
19.2 End of period (Line 18 plus Line 19.1) .....	(12,290,552)	17,879,159	14,948,774

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	0	0	0	0	0	0	0	0	0	0
2. First Quarter .....	0	0	0	0	0	0	0	0	0	0
3. Second Quarter .....	0									
4. Third Quarter .....	0									
5. Current Year	0									
6. Current Year Member Months	0									
Total Member Ambulatory Encounters for Period:										
7. Physician .....	0									
8. Non-Physician .....	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a) .....	293,313								293,313	
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	293,313								293,313	
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services.....	3,167,791								3,167,791	
18. Amount Incurred for Provision of Health Care Services	(44,939)								(44,939)	

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

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

[illegible]

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred 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 .....	2,426,442		3,307		2,429,749	3,216,038
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8) .....	2,426,442	0	3,307	0	2,429,749	3,216,038
10. Healthcare receivables (a) .....	361,348				361,348	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....					0	0
13. Totals (Lines 9-10+11+12)	2,065,094	0	3,307	0	2,068,401	3,216,038

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

## NOTES TO FINANCIAL STATEMENTS

*For the 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, 2013. 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 (the “Department”).

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 Domicile</u>	<u>June 30, 2014</u>	<u>December 31, 2013</u>
<b><u>Net Income</u></b>			
(1) AMERIGROUP Ohio, Inc. state basis (Page 4, Line 32, Columns 2 & 3)	<u>Ohio</u>	<u>\$ 970,975</u>	<u>\$ 8,368,852</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>\$ 970,975</u></u>	<u><u>\$ 8,368,852</u></u>
<b><u>Surplus</u></b>			
(5) AMERIGROUP Ohio, Inc. state basis (Page 3, Line 33, Columns 3 & 4)	<u>Ohio</u>	<u>\$ 10,677,478</u>	<u>\$ 33,839,805</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>\$ 10,677,478</u></u>	<u><u>\$ 33,839,805</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 2014.

## NOTES TO FINANCIAL STATEMENTS

**5. Investments****A. – C.**

Not applicable.

**D. Loan-Backed Securities**

1. Prepayment assumptions for single-class and multi-class mortgage-backed and asset-backed securities were obtained from broker-dealer survey values or internal estimates. The Company used various third-party pricing sources in determining the market value of its loan-backed securities.
2. The Company did not recognize other-than-temporary impairments on its loan backed securities during the six months ended June 30, 2014.
3. The Company did not hold other-than-temporarily impaired loan backed securities at June 30, 2014.
4. The Company had no impaired securities for which an other-than-temporary impairment had not been recognized in earnings as a realized loss at June 30, 2014.
5. The Company had no impaired loan-backed securities at June 30, 2014.

**E. Repurchase Agreements and/or Securities Lending Transactions**

1. Not applicable.
2. The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers based on, among other things, their creditworthiness in exchange for collateral initially equal to at least 102% of the market value of the loaned securities. The Company receives the collateral in cash, and the collateral is thereafter invested according to guidelines of the Company's Investment Policy.
3. Collateral received
  - a. Aggregate amount collateral received
    1. Repurchase agreement - Not applicable.

	<u>Fair Value</u>
2. Securities Lending	
(a) Open	\$ 1,424,198
(b) 30 days or less	-
(c) 31 to 60 days	-
(d) 61 to 90 days	-
(e) Greater than 90 days	-
(f) Sub-total	<u>1,424,198</u>
(g) Securities received	-
(h) Total collateral received	<u><u>\$ 1,424,198</u></u>

3. Dollar repurchase agreement - Not applicable.
- b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged
 

	<u>\$ 1,424,198</u>
--	---------------------
- c. The reporting entity receives primarily cash collateral in an amount in excess of fair value of the securities lent. The Company reinvests the cash collateral into short-term investments.

## NOTES TO FINANCIAL STATEMENTS

4. Not applicable.

5. Collateral Reinvestment

a. Aggregate amount collateral reinvested

1. Repurchase agreement - Not applicable.

	<u>Amortized Cost</u>	<u>Fair Value</u>
2. Securities Lending		
(a) Open	\$ -	\$ -
(b) 30 days or less	1,424,198	1,424,198
(c) 31 to 60 days	-	-
(d) 61 to 90 days	-	-
(e) 91 to 120 days	-	-
(f) 121 to 180 days	-	-
(g) 181 to 365 days	-	-
(h) 1 to 2 years	-	-
(i) 2 to 3 years	-	-
(j) Greater than 3 years	-	-
(k) Sub-total	<u>1,424,198</u>	<u>1,424,198</u>
(l) Securities received	-	-
(m) Total collateral reinvested	<u><u>\$ 1,424,198</u></u>	<u><u>\$ 1,424,198</u></u>

3. Dollar repurchase agreement - Not applicable.

b. Not applicable.

6. Not applicable.

7. Not applicable.

#### F. – G.

Not applicable.

#### H. Restricted Assets

No significant change.

#### I. Working Capital Finance Investments

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.

## NOTES TO FINANCIAL STATEMENTS

### **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 \$25,000,000 on May 20, 2014. The ODI approved this dividend on June 17, 2014. The Company paid this dividend to its parent company, AMERIGROUP Corporation, on June 24, 2014.

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

See note F below for changes to intercompany management and service arrangements.

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

At June 30, 2014, the Company reported \$97,234 due from affiliates and \$89 due to affiliates. The balances represent intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

#### **E. Guarantees or Contingencies for Related Parties**

No significant change.

#### **F. Management, Service Contracts, Cost Sharing Arrangements**

Effective January 1, 2014 the Company entered into the WellPoint, Inc. Master Services Agreement, which the Department approved on January 29, 2014. Pursuant to these agreements, various administrative, management and support services are provided to or provided by the Company. The costs and expenses related to these administrative management and support services are allocated to or allocated by the Company in an amount equal to the direct and indirect costs and expenses incurred in providing these services. Direct costs include expenses such as salaries, employee benefits, communications, advertising, consulting services, maintenance, rent, utilities, and supplies which are directly attributable to the Company's operations. Allocated costs include expenses such as salaries, benefit claims and enrollment processing, billing, accounting, underwriting, product development and budgeting, which support the Company's operations. These costs are allocated based on various utilization statistics.

#### **G. – L.**

No significant change.

### **11. Debt**

Not applicable.

### **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**

## NOTES TO FINANCIAL STATEMENTS

Not applicable.

### **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**

(1) The Company participates in a securities lending program whereby marketable securities in its investment portfolio are transferred to independent brokers or dealers. At June 30, 2014 the fair value of securities loaned was \$1,391,065 and the carrying value of securities loaned was \$1,381,529.

(2) – (7) 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 June 30, 2014, 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.

### **20. Fair Value Measurements**

A. There are no assets or liabilities measured at fair value as of June 30, 2014.

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

NOTES TO FINANCIAL STATEMENTS

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	\$ 25,881,914	\$ 25,440,576	\$ 421,099	\$ 25,460,815	\$ -	\$ -
Short term investments	5,127,436	5,127,436	5,127,436	-	-	-

D. Not Practicable to Estimate Fair Value

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

21. Other Items

A. – G.

No significant change.

H. Offsetting and Netting of Assets and Liabilities

The Company did not have any offsetting or netting of assets and liabilities at June 30, 2014.

I. Joint and Several Liabilities

Not applicable.

J. Risk Sharing Provisions of the Affordable Care Act

- (1) Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions (YES/NO)?

No
- (2) Not applicable.

22. Events Subsequent

There were no events occurring subsequent to June 30, 2014 requiring disclosure. Subsequent events have been considered through August 12, 2014 for the statutory statement issued on August 12, 2014.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims and claim adjustment expense attributable to insured events of prior years decreased by \$1,134,555 during 2014. This is approximately 34.1% of unpaid claims and claim adjustment expenses of \$3,325,377 as of December 31, 2013. The redundancy reflects the decreases in estimated claims and claim adjustment expenses as a result of claim payments during the year, and as additional information is received regarding claims incurred prior to 2014.

26. Intercompany Pooling Arrangements

Not applicable.

## NOTES TO FINANCIAL STATEMENTS

### **27. Structured Settlements**

Not applicable.

### **28. Health Care Receivables**

No significant change.

### **29. Participating Policies**

Not applicable.

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

Not applicable.

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

No significant change.



GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1

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

Yes [ ] No [ X ]

1.2

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

Yes [ ] No [ ]

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [ ] No [ X ]

2.2

If yes, date of change:

3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?  
If yes, complete Schedule Y, Parts 1 and 1A.

Yes [ X ] No [ ]

3.2

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

Yes [ ] No [ X ]

3.3

If the response to 3.2 is yes, provide a brief description of those changes.

4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ] No [ X ]

4.2

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

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

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.  
On January 29, 2014 the Ohio Department of Insurance approved the WellPoint, Inc. Master Administrative Services Agreement with an effective date of January 1, 2014.

Yes [ X ] No [ ] N/A [ ]

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013

6.2

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

12/31/2008

6.3

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

05/28/2010

6.4

By what department or departments?  
Ohio Department of Insurance

6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [ ] No [ ] N/A [ X ]

6.6

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

Yes [ X ] No [ ] N/A [ ]

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ] No [ X ]

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [ ] No [ X ]

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [ ] No [ X ]

8.4

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 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 January 2014, the Company adopted WellPoint's Standards of Ethical Business Conduct as approved by the Board of Directors.
- 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:

\$ 91,596

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 JUNE 30, 2014 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.

\$

1,424,198
- 16.2

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

\$

1,424,198
- 16.3

Total payable for securities lending reported on the liability page.

\$

1,424,198

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 ☒ No ☐

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
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 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes ☐ No ☒

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 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 Central Registration Depository	2 Name(s)	3 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 ☒ No ☐

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

(389.7)%

1.2 A&H cost containment percent

1.6 %

1.3 A&H expense percent excluding cost containment expenses

9.8 %
- 2.1

Do you act as a custodian for health savings accounts?

Yes [ ☐ ] No [ ☒ ]
- 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 [ ☒ ]
- 2.4

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

\$

STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, Inc.

## SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

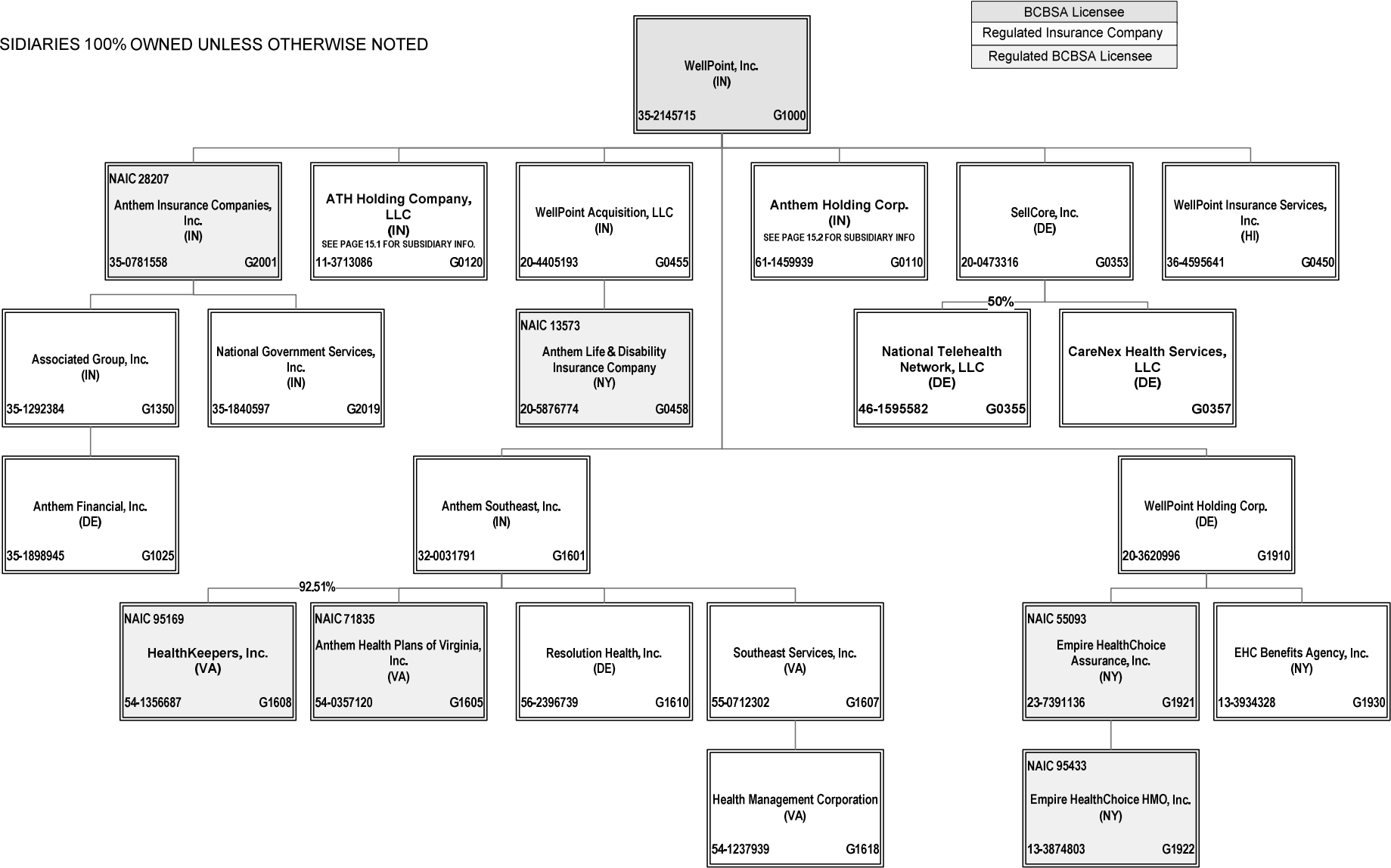
Current Year to Date - Allocated by States and Territories

		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		293,313				293,313	
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	293,313	0	0	0	293,313	0
60.	Reporting Entity Contributions for Employee Benefit Plans .....	XXX							0	
61.	Totals (Direct Business) .....	(a) 1	0	0	293,313	0	0	0	293,313	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.

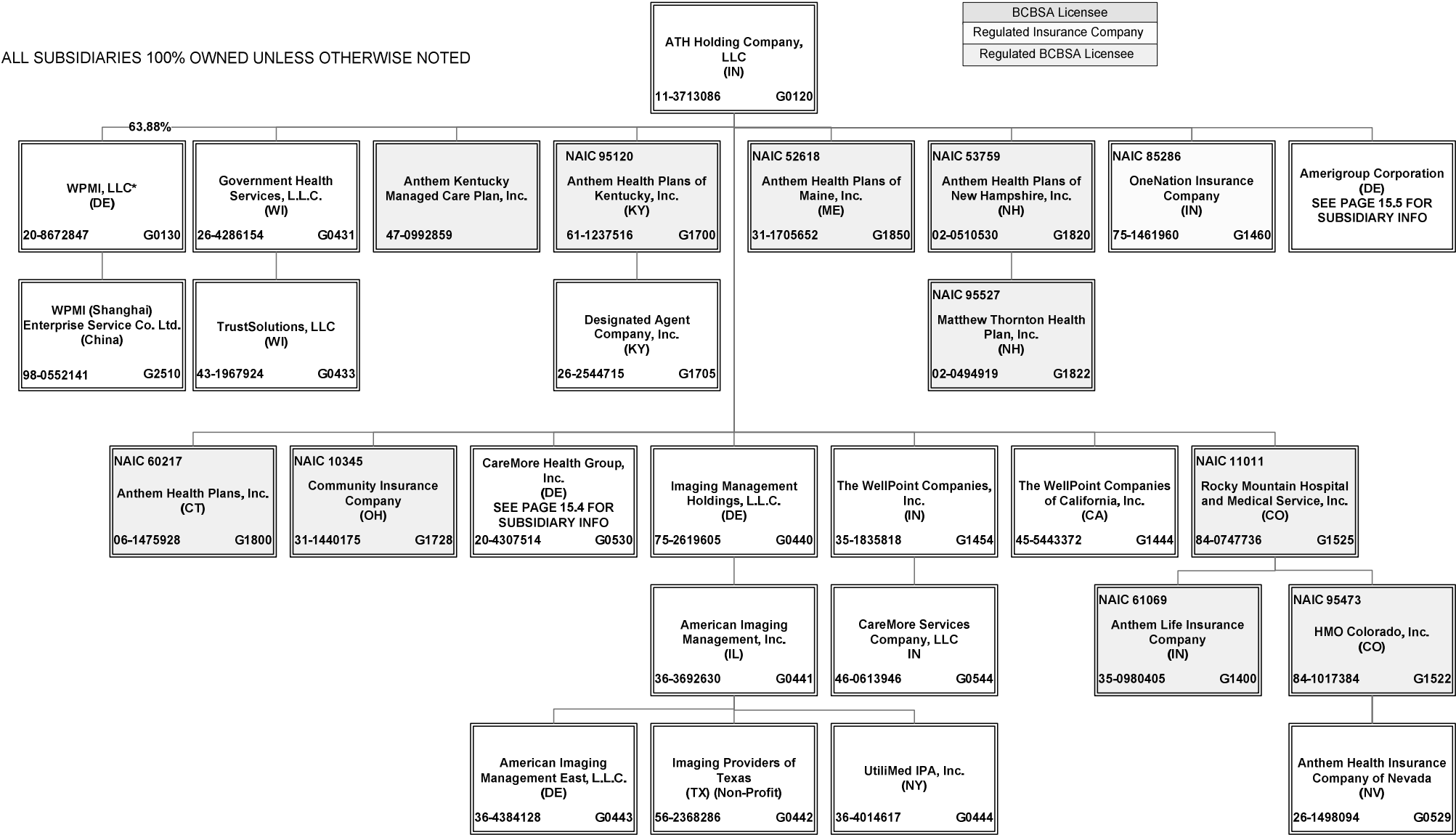
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

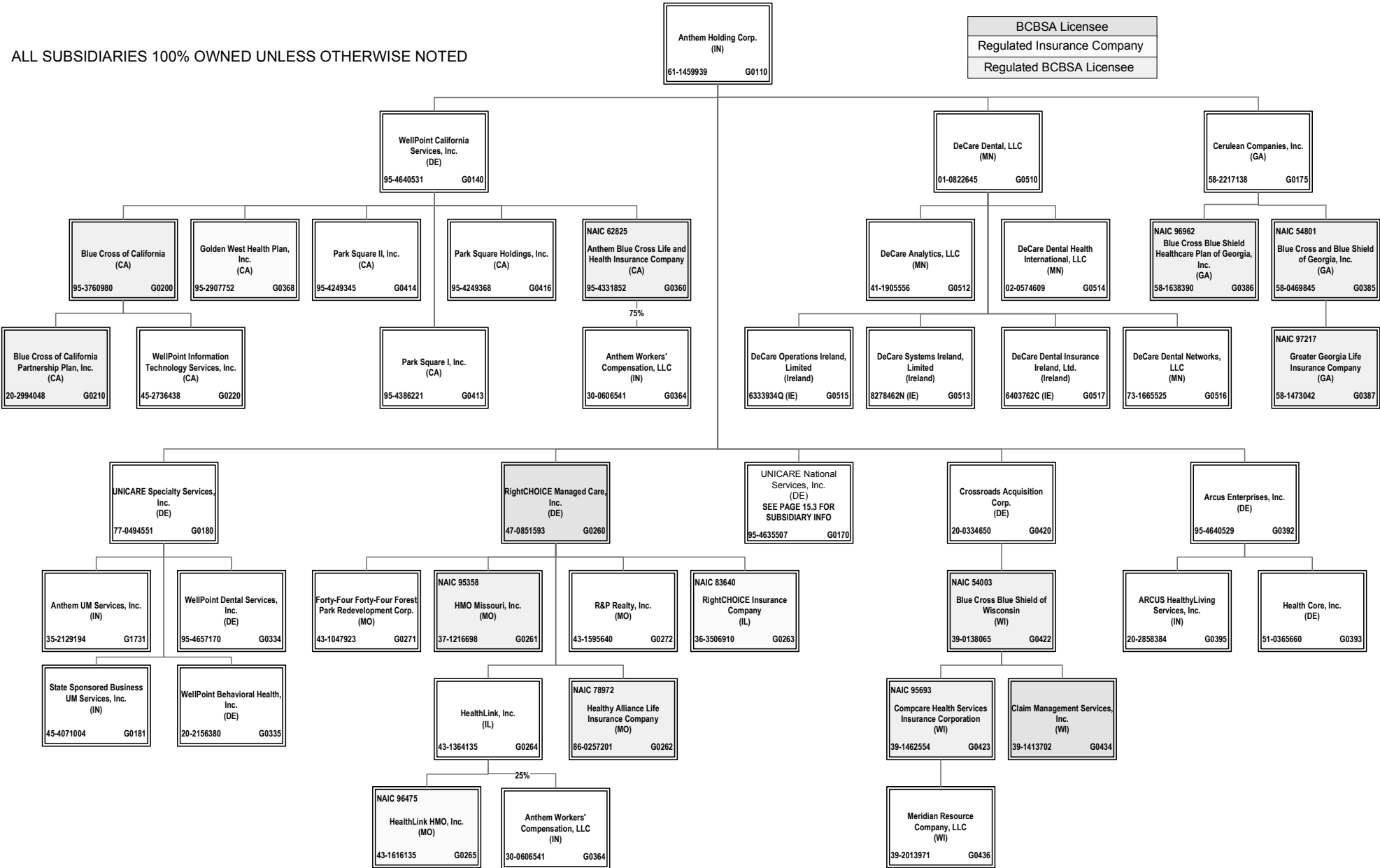
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED





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

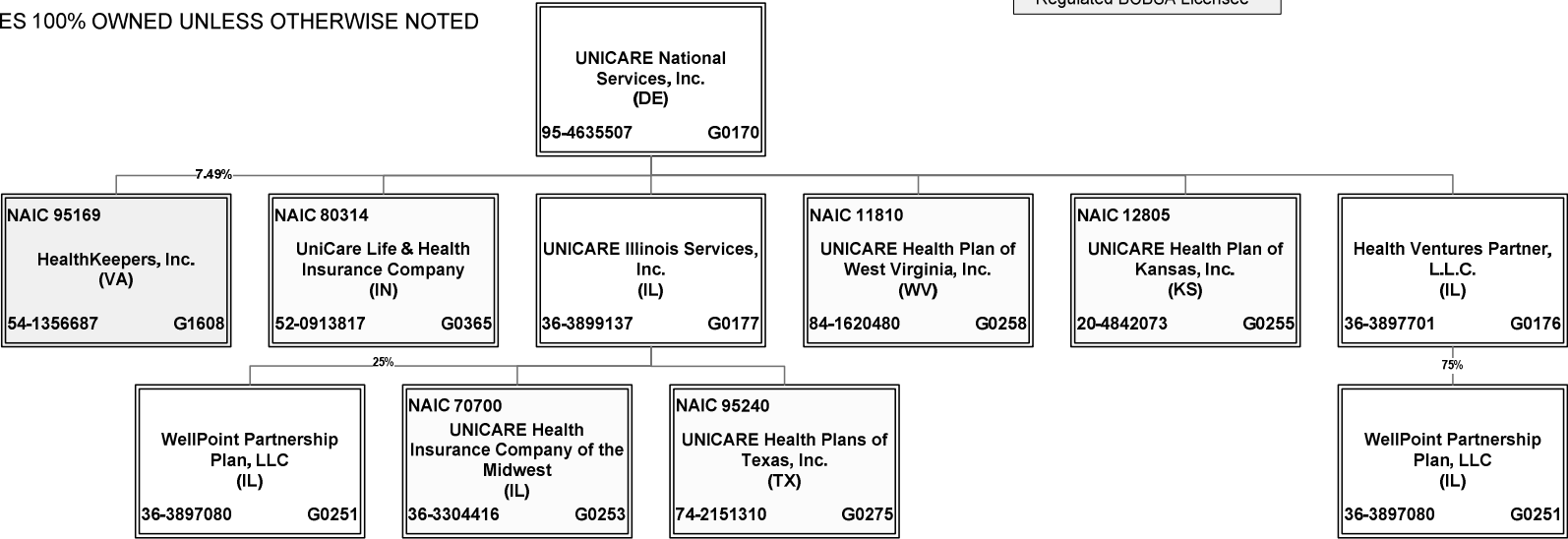
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

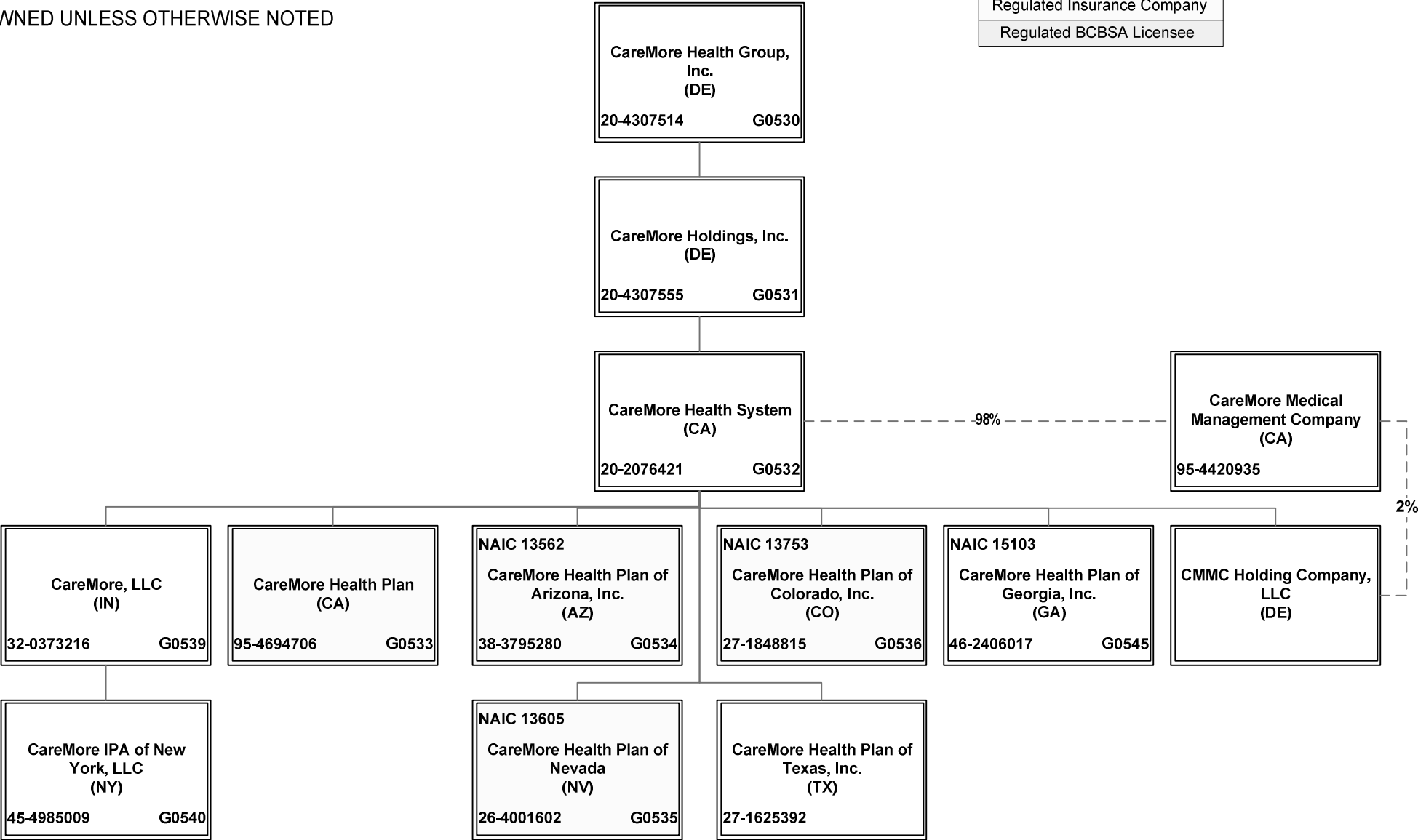
BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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

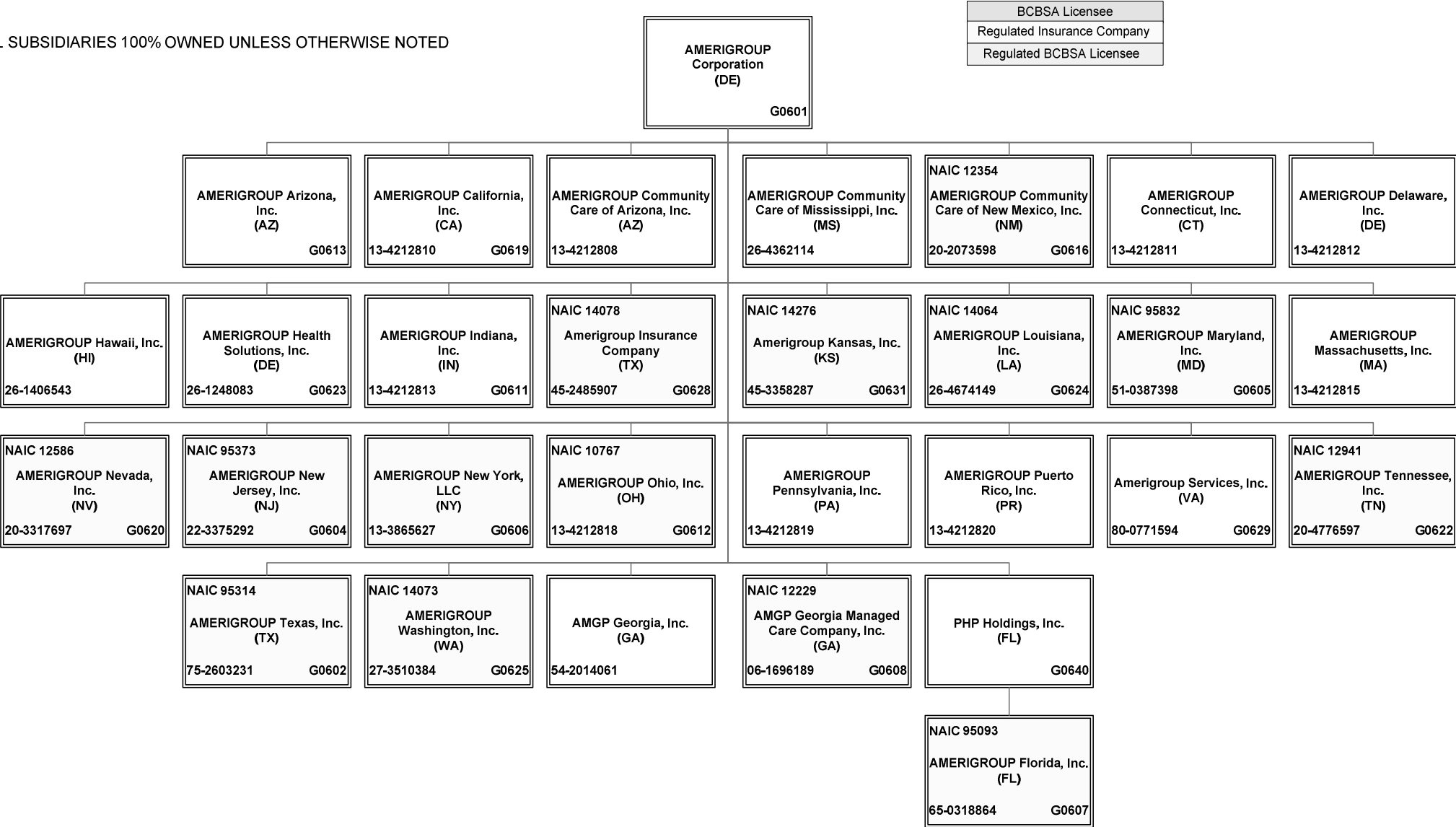
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company
Regulated BCBSA Licensee



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PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



# 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.		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.						AMERIGROUP Community Care of Arizona, Inc.							
0671	WellPoint, Inc.		13-4212808				AMERIGROUP Community Care of Mississippi, Inc.	AZ	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-4362114				AMERIGROUP Community Care of New Mexico, Inc.	MS	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12354	20-2073598				AMERIGROUP Connecticut, Inc.	NM	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212811				AMERIGROUP Corporation	CT	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AMERIGROUP Delaware, Inc.	DE	UDP	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212812				AMERIGROUP Florida, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95093	65-0318864				AMERIGROUP Hawaii, Inc.	FL	IA	PHP Holdings, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1406543				AMERIGROUP Health Solutions, Inc.	HI	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1248083				AMERIGROUP Indiana, Inc.	DE	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212813				Amerigroup Insurance Company	IN	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14078	45-2485907				Amerigroup Kansas, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14276	45-3358287				AMERIGROUP Louisiana, Inc.	KS	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14064	26-4674149				AMERIGROUP Maryland, Inc.	LA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95832	51-0387398				AMERIGROUP Massachusetts, Inc.	MD	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212815				AMERIGROUP Nevada, Inc.	MA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12586	20-3317697				AMERIGROUP New Jersey, Inc.	NV	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95373	22-3375292				AMERIGROUP New York, LLC	NJ	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-3865627				AMERIGROUP Ohio, Inc.	NY	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	0100
0671	WellPoint, Inc.	10767	13-4212818				AMERIGROUP Pennsylvania, Inc.	OH	RE	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212819				AMERIGROUP Puerto Rico, Inc.	PA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		13-4212820				Amerigroup Services, Inc.	PR	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		80-0771594				AMERIGROUP Tennessee, Inc.	VA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12941	20-4776597				AMERIGROUP Texas, Inc.	TN	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95314	75-2603231				AMERIGROUP Washington, Inc.	TX	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	14073	27-3510384				AMGP Georgia, Inc.	WA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		54-2014061				AMGP Georgia Managed Care Company, Inc.	GA	NIA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	12229	06-1696189				Anthem Blue Cross Life and Health Insurance Company	GA	IA	AMERIGROUP Corporation	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Financial, Inc.	CA	IA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1898945				Anthem Health Insurance Company of Nevada	DE	NIA	Associated Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1498094				Anthem Health Plans of Kentucky, Inc.	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Maine, Inc.	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of New Hampshire, Inc.	ME	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of Virginia, Inc.	NH	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans, Inc.	VA	IA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Holding Corp.	CT	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		61-1459939				Anthem Insurance Companies, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Antnem Kentucky Managed Care Plan, Inc.	IN	IA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		47-0992859				Anthem Life & Disability Insurance Company	KY	IA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774					NY	IA	WellPoint Acquisition, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	IA	Rocky Mountain Hospital and Medical Service, 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	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. ....		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. ....	
...0671	WellPoint, Inc. ....		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	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. ....		95-4640529				Arcus Enterprises, Inc. ....	DE	NIA	Anthem Holding Corp. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		20-2858384				ARCUS HealthLiving Services, Inc. ....	IN	NIA	Arcus Enterprises, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		35-1292384				Associated Group, Inc. ....	IN	NIA	Anthem Insurance Companies, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		11-3713086				ATH Holding Company, LLC	IN	UIP	WellPoint, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc. ....	GA	IA	Cerulean Companies, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc. ....	GA	IA	Cerulean Companies, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	IA	Crossroads Acquisition Corp. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		95-3760980				Blue Cross of California	CA	IA	WellPoint California Services, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	...0101
...0671	WellPoint, Inc. ....		20-2994048				Blue Cross of California Partnership Plan, Inc. ....	CA	IA	Blue Cross of California	Ownership.....	100.000	WellPoint, Inc. ....	...0102
...0671	WellPoint, Inc. ....		20-4307514				CareMore Health Group, Inc. ....	DE	NIA	ATH Holding Company, LLC	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		95-4694706				CareMore Health Plan	CA	IA	CareMore Health System	Ownership.....	100.000	WellPoint, Inc. ....	...0103
...0671	WellPoint, Inc. ....	13562	38-3795280				CareMore Health Plan of Arizona, Inc. ....	AZ	IA	CareMore Health System	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....	13753	27-1848815				CareMore Health Plan of Colorado, Inc. ....	CO	IA	CareMore Health System	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		46-2406017				CareMore Health Plan of Georgia, Inc. ....	GA	NIA	CareMore Health System	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....	13605	26-4001602				CareMore Health Plan of Nevada	NV	IA	CareMore Health System	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		27-1625392				CareMore Health Plan of Texas, Inc. ....	TX	NIA	CareMore Health System	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		20-4307555				CareMore Holdings, Inc. ....	DE	NIA	CareMore Health Group, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		45-4985009				CareMore IPA of New York, LLC	NY	NIA	CareMore, LLC	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		32-0373216				CareMore, LLC	IN	NIA	CareMore Health System	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		20-2076421				CareMore Health System	CA	NIA	CareMore Holdings, Inc. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		95-4420935				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. ....						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. ....		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. ....	
...0671	WellPoint, Inc. ....	95693	39-1462554				Compcare Health Services Insurance Corporation	WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		20-0334650				Crossroads Acquisition Corp. ....	DE	NIA	Anthem Holding Corp. ....	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		41-1905556				DeCare Analytics, LLC	MN	NIA	DeCare Dental, LLC	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....		02-0574609				DeCare Dental Health International, LLC	MN	NIA	DeCare Dental, LLC	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....						DeCare Dental Insurance Ireland, Ltd. ....	IRL	NIA	DeCare Dental, LLC	Ownership.....	100.000	WellPoint, Inc. ....	
...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	IRL	NIA	DeCare Dental, LLC	Ownership.....	100.000	WellPoint, Inc. ....	
...0671	WellPoint, Inc. ....						DeCare Systems Ireland, Limited	IRL	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. ....		43-1047923				Forty-Four Forty-Four Forest Park Redevelopment Corp. ....	MO	NIA	RightCHOICE Managed Care, 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	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. ....		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 ..	ATH Holding Company, LLC ....	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 ..	Compcare 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. ....						PHP Holdings, Inc. ....	..FL ..	..NIA ..	AMERIGROUP Corporation .....	Ownership.....	..100.000 ...	WellPoint, Inc. ....	
...0671 ...	WellPoint, Inc. ....		43-1595640				R & P Realty, Inc. ....	..MO ..	..NIA ..	RightCHOICE Managed Care, Inc. ....	Ownership.....	..100.000 ...	WellPoint, Inc. ....	
...0671 ...	WellPoint, Inc. ....		56-2396739				Resolution Health, Inc. ....	..DE ..	..NIA ..	Anthem Southeast, Inc. ....	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. ....	
...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. ....		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. ....	

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 Own-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
...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. ....	.....
.....	.....	.....	.....	.....	.....	.....	WellPoint Information Technology Services, Inc. ....	...CA.....	...NIA.....	Blue Cross of California ....	Ownership.....	..100.000 ....	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-2736438 .....	.....	.....	.....	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. ....	.....	...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]



**OVERFLOW PAGE FOR WRITE-INS**

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	22,411,412	25,777,337
2. Cost of bonds and stocks acquired .....	8,545,327	3,871,747
3. Accrual of discount .....	1,301	2,260
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	19,351	9,584
6. Deduct consideration for bonds and stocks disposed of .....	5,349,549	6,924,459
7. Deduct amortization of premium .....	187,266	325,057
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	25,440,576	22,411,412
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	25,440,576	22,411,412

STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a) .....	28,870,231	3,757,207	4,201,669	(19,693)	28,870,231	28,406,076	0	24,376,736
2. NAIC 2 (a) .....	1,682,023	509,268	251,408	222,053	1,682,023	2,161,936	0	1,731,942
3. NAIC 3 (a) .....	0				0	0		
4. NAIC 4 (a) .....	0				0	0		
5. NAIC 5 (a) .....	295,266	0	0	(295,266)	295,266	0	0	296,363
6. NAIC 6 (a) .....	0				0	0		
7. Total Bonds	30,847,520	4,266,475	4,453,077	(92,906)	30,847,520	30,568,012	0	26,405,041
PREFERRED STOCK								
8. NAIC 1 .....	0				0	0		0
9. NAIC 2 .....	0				0	0		0
10. NAIC 3 .....	0				0	0		0
11. NAIC 4 .....	0				0	0		0
12. NAIC 5 .....	0				0	0		0
13. NAIC 6 .....	0				0	0		0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	30,847,520	4,266,475	4,453,077	(92,906)	30,847,520	30,568,012	0	26,405,041

(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 Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	5,127,436	xxx	5,127,436	168	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	3,993,628	18,675,181
2. Cost of short-term investments acquired .....	3,929,548	25,964,811
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	2,795,740	40,646,364
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	5,127,436	3,993,628
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	5,127,436	3,993,628

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 December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	3,999,369
2. Cost of cash equivalents acquired .....		
3. Accrual of discount .....		2,361
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....		4,001,730
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	0	0
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

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 JUNE 30, 2014 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)
31416B-TA-6	FNMA POOL 995245 5.000% 01/01/39		.04/16/2014	Cantor Fitzgerald & Co		232,982	213,012	.325	1
592646-6S-7	METROPOLITAN WASHINGTON D C AR SERIES A 5.000% 10/01/28		.05/30/2014	Merrill Lynch		40,102	35,000	.0	1FE
646139-4Z-5	NEW JERSEY ST TURNPIKE AUTH Series A 5.000% 01/01/30		.05/14/2014	Goldman Sachs & Co		237,955	210,000	.0	1FE
882756-2N-8	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		.05/23/2014	Tax Free Exchange		411,698	410,000	.8,086	1FE
882756-2P-3	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		.05/23/2014	Tax Free Exchange		341,373	340,000	.6,706	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						1,264,110	1,208,012	15,117	XXX
031162-BR-0	AMGEN INC 1.250% 05/22/17		.05/19/2014	Bony/Barclays Capital Inc		99,891	100,000	.0	2FE
06051G-EX-3	BANK OF AMERICA CORP 2.600% 01/15/19		.05/20/2014	RBC Dominion		233,579	230,000	.2,126	1FE
13342B-AN-5	CAMERON INTERNATIONAL CORP 1.400% 06/15/17		.06/17/2014	CS First Boston		69,966	70,000	.0	2FE
151020-AN-4	CELGENE CORP 2.250% 05/15/19		.05/06/2014	CS First Boston		64,838	65,000	.0	2FE
30219G-AJ-7	EXPRESS SCRIPTS HOLDING 1.250% 06/02/17		.06/02/2014	Chase		119,954	120,000	.0	2FE
42809H-AE-7	HESS CORP 1.300% 06/15/17		.06/19/2014	Morgan Stanley		44,946	45,000	.0	2FE
61166W-AS-0	MONSANTO CO 2.125% 07/15/19		.06/26/2014	J P Morgan		54,995	55,000	.0	1FE
61746B-DQ-6	MORGAN STANLEY SERIES F 3.875% 04/29/24		.04/23/2014	Morgan Stanley		495,620	500,000	.0	1FE
867914-BG-7	SUNTRUST BANKS INC 2.500% 05/01/19		.04/24/2014	Suntrust Bank		109,902	110,000	.0	2FE
92277G-AC-1	VENTAS REALTY LP/CAP CRP 1.250% 04/17/17		.04/10/2014	Citigroup Global Markets		19,963	20,000	.0	2FE
92343V-CE-2	VERIZON COMMUNICATIONS 1.350% 06/09/17		.06/04/2014	J P Morgan		79,960	80,000	.0	2FE
00507U-AC-5	ACTAVIS FUNDING SCS SERIES 144A 2.450% 06/15/19	F	.06/10/2014	Bank of America		124,645	125,000	.0	2FE
56818P-AA-8	MADISON PARK FUNDING LTD SERIES 2014-12A CLASS A 144A 1.728% 07/20/26	F	.05/08/2014	First Union Capital Markets		100,000	100,000	.0	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,618,259	1,620,000	2,126	XXX
8399997. Total - Bonds - Part 3						2,882,369	2,828,012	17,243	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,882,369	2,828,012	17,243	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						2,882,369	XXX	17,243	XXX

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

STATEMENT AS OF JUNE 30, 2014 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

CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
										Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
3138EK-WIE-1	FNMA POOL AL3344 4.500% 10/01/42		06/01/2014	Paydown		3,679	3,679	3,942	3,941	.0	(262)	.0	(262)	.0	3,679	.0	.0	.0	.68	10/01/2042	1
31403D-DX-4	FNMA POOL 745418 5.500% 04/01/36		06/01/2014	Paydown		10,168	10,168	11,064	11,042	.0	(875)	.0	(875)	.0	10,168	.0	.0	.0	.231	04/01/2036	1
31416B-TA-6	FNMA POOL 995245 5.000% 01/01/39		06/01/2014	Paydown		5,937	5,937	6,494	.0	.0	(557)	.0	(557)	.0	5,937	.0	.0	.0	.25	01/01/2039	1
31417G-CE-4	FNMA POOL AB9068 3.500% 04/01/43		06/01/2014	Paydown		.922	.922	.979	.979	.0	(57)	.0	(57)	.0	.922	.0	.0	.0	.14	04/01/2043	1
31418A-GG-8	FNMA POOL MA1770 4.500% 02/01/44		06/01/2014	Paydown		2,258	2,258	2,423	.0	.0	(165)	.0	(165)	.0	2,258	.0	.0	.0	.29	02/01/2044	1
31419D-4K-4	FNMA POOL AE3525 4.000% 03/01/41		06/01/2014	Paydown		4,401	4,401	4,732	4,726	.0	(326)	.0	(326)	.0	4,401	.0	.0	.0	.69	03/01/2041	1
882756-S7-5	TEXAS ST PUB FIN AUTH REV 5.000% 07/01/19		05/23/2014	Tax Free Exchange		753,072	750,000	819,897	764,549	.0	(11,478)	.0	(11,478)	.0	753,072	.0	.0	.0	33,542	07/01/2019	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues										0	(13,720)	0	(13,720)	0	780,437	0	0	0	33,978	XXX	XXX
06051G-EQ-8	BANK OF AMERICA CORP 3.875% 03/22/17		05/20/2014	RBC Dominion		246,132	230,000	248,301	245,543	.0	(1,856)	.0	(1,856)	.0	243,687	.0	2,445	2,445	5,966	03/22/2017	1FE
14912L-4V-0	CATERPILLAR FINANCE SE SERIES MTN 1.375% 05/20/14		05/20/2014	Maturity		200,000	200,000	201,991	200,308	.0	(308)	.0	(308)	.0	200,000	.0	.0	.0	1,375	05/20/2014	1FE
25459H-AL-9	DIRECTV HOLDINGS/FINANCE 4.750% 10/01/14		04/24/2014	Call 101.8710		101,871	100,000	110,099	102,416	.0	(1,007)	.0	(1,007)	.0	101,408	.0	.463	.463	2,678	10/01/2014	2FE
428236-BK-8	HEWLETT-PACKARD CO 1.550% 05/30/14		05/30/2014	Maturity		150,000	150,000	149,957	149,994	.0	.6	.0	.6	.0	150,000	.0	.0	.0	1,163	05/30/2014	2FE
459200-GII-5	IBM CORP 1.250% 05/12/14		05/12/2014	Maturity		200,000	200,000	201,828	200,240	.0	(240)	.0	(240)	.0	200,000	.0	.0	.0	1,250	05/12/2014	1FE
594918-AB-0	MICROSOFT CORP 2.950% 06/01/14		06/01/2014	Maturity		182,000	182,000	181,354	181,942	.0	.58	.0	.58	.0	182,000	.0	.0	.0	2,685	06/01/2014	1FE
63946B-AA-8	NBCUNIVERSAL MEDIA LLC 2.100% 04/01/14		04/01/2014	Maturity		100,000	100,000	100,901	100,181	.0	(181)	.0	(181)	.0	100,000	.0	.0	.0	1,050	04/01/2014	1FE
693476-BK-8	PNC FUNDING CORP 3.000% 05/19/14		05/19/2014	Maturity		200,000	200,000	208,072	201,184	.0	(1,184)	.0	(1,184)	.0	200,000	.0	.0	.0	3,000	05/19/2014	1FE
744448-BX-8	PUBLIC SERVICE COLORADO 5.500% 04/01/14		04/01/2014	Maturity		200,000	200,000	223,392	202,169	.0	(2,169)	.0	(2,169)	.0	200,000	.0	.0	.0	5,500	04/01/2014	1FE
857477-AE-3	STATE STREET CORP 4.300% 05/30/14		05/30/2014	Maturity		27,000	27,000	26,928	26,993	.0	.7	.0	.7	.0	27,000	.0	.0	.0	.581	05/30/2014	1FE
931142-DA-8	WAL-MART STORES INC 1.625% 04/15/14		04/15/2014	Maturity		200,000	200,000	199,460	199,947	.0	.53	.0	.53	.0	200,000	.0	.0	.0	1,625	04/15/2014	1FE
06366Q-GJ-0	BANK OF MONTREAL 1.750% 04/29/14	A	04/24/2014	Goldman Sachs & Co		200,004	200,000	203,076	200,368	.0	(365)	.0	(365)	.0	200,003	.0	.4	.4	1,740	04/29/2014	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)										0	(7,186)	0	(7,186)	0	2,004,098	0	2,912	2,912	28,613	XXX	XXX
8399997. Total - Bonds - Part 4										0	(20,906)	0	(20,906)	0	2,784,535	0	2,912	2,912	62,591	XXX	XXX
8399998. Total - Bonds - Part 5										XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds										0	(20,906)	0	(20,906)	0	2,784,535	0	2,912	2,912	62,591	XXX	XXX
8999997. Total - Preferred Stocks - Part 4										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
8999999. Total - Preferred Stocks										0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4										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
9799999. Total - Common Stocks										0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks										0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals										2,787,444	XXX	2,904,890	2,796,522	0	2,784,535	0	2,912	2,912	62,591	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 - Pledged By  
**N O N E**

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

STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, Inc.

**SCHEDULE DL - PART 1**

**SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date						
1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/ Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Date
0599999. Total - U.S. Government Bonds				0	0	XXX
1099999. Total - All Other Government Bonds				0	0	XXX
1799999. Total - U.S. States, Territories and Possessions Bonds				0	0	XXX
2499999. Total - U.S. Political Subdivisions Bonds				0	0	XXX
3199999. Total - U.S. Special Revenues Bonds				0	0	XXX
000000-00-0	PAYABLE/RECEIVABLE		1	(72)	(72)	07/01/2014
000000-00-0	MERRILL LYNCH PIERCE FENNER & SMITH INC REPO		1	98,266	98,266	07/01/2014
000000-00-0	HSBC SECURITIES USA INC REPO		1	331,501	331,501	07/01/2014
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations				429,695	429,695	XXX
000000-00-0	MIZUHO SECURITIES USA, INC. REPO		1	331,501	331,501	07/01/2014
000000-00-0	CITIGROUP GLOBAL MARKETS INC REPO		1	331,501	331,501	07/01/2014
000000-00-0	JP MORGAN SECURITIES LLC		1	331,501	331,501	07/01/2014
3399999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities				994,503	994,503	XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds				1,424,198	1,424,198	XXX
4899999. Total - Hybrid Securities				0	0	XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds				0	0	XXX
6199999. Total - Issuer Obligations				429,695	429,695	XXX
6299999. Total - Residential Mortgage-Backed Securities				994,503	994,503	XXX
6399999. Total - Commercial Mortgage-Backed Securities				0	0	XXX
6499999. Total - Other Loan-Backed and Structured Securities				0	0	XXX
6599999. Total Bonds				1,424,198	1,424,198	XXX
7099999. Total - Preferred Stocks				0	0	XXX
7599999. Total - Common Stocks				0	0	XXX
7699999. Total - Preferred and Common Stocks				0	0	XXX
9999999 - Totals				1,424,198	1,424,198	XXX

General Interrogatories:

1. Total activity for the year to date

Fair Value \$ 1,424,198

Book/Adjusted Carrying Value \$ 1,424,198

2. Average balance for the year to date

Fair Value \$ 597,653

Book/Adjusted Carrying Value \$ 597,653

3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:

NAIC 1 \$ 1,424,198

NAIC 2 \$

NAIC 3 \$

NAIC 4 \$

NAIC 5 \$

NAIC 6 \$

**SCHEDULE DL - PART 2**  
**SECURITIES LENDING COLLATERAL ASSETS**

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
NONE						
9999999 - Totals						XXX

General Interrogatories:

E11

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
					First Month	Second Month	Third Month	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date				*
Bank of America ..... Concord, CA .....					6,235,276	6,075,401	(18,254,937)	.XXX.
Wells Fargo ..... San Francisco, CA .....					84,191	91,087	105,448	.XXX.
Wells Fargo ..... Charlotte, NC .....					(22,163)	(22,445)	(21,745)	.XXX.
JP Morgan Chase Bank ..... San Antonio, TX .....					14,260	547	369	.XXX.
Keybank National Association ..... Cleveland, OH .....					752,877	752,877	752,877	.XXX.
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	7,064,442	6,897,466	(17,417,988)	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	7,064,442	6,897,466	(17,417,988)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	7,064,442	6,897,466	(17,417,988)	XXX

STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, Inc.

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

Show Investments Owned End of Current Quarter

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