



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 (Current)	0671 (Prior)	NAIC Company Code	10767	Employer's ID Number	13-4212818
Organized under the Laws of	Ohio		, State of Domicile or Port of Entry		Ohio	
Country of Domicile	United States of America					
Licensed as business type:	Health Maintenance Organization					
Is HMO Federally Qualified? Yes [<input type="checkbox"/>] No [<input checked="" type="checkbox"/>]						
Incorporated/Organized	03/08/2002		Commenced Business	09/01/2005		
Statutory Home Office	4361 Irwin Simpson Road, C/O Community Ins. Co. (Street and Number)			Mason , OH, US 45040 (City or Town, State, Country and Zip Code)		
Main Administrative Office	4425 Corporation Lane (Street and Number)			757-490-6900 (Area Code) (Telephone Number)		
Virginia Beach , VA, US 23462 (City or Town, State, Country and Zip Code)						
Mail Address	N17 W24340 Riverwood Drive (Street and Number or P.O. Box)			Waukesha , WI, US 53188 (City or Town, State, Country and Zip Code)		
Primary Location of Books and Records	N17 W24340 Riverwood Drive (Street and Number)			757-490-6900 (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 (Name)			262-523-2439 (Area Code) (Telephone Number)		
brenda.buss@bcbswi.com (E-mail Address)				262-523-4945 (FAX Number)		

OFFICERS

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
Gary Michael Radtke			JoAnn Carol Stuckmeyer
Wayne Scott DeVeydt			# Valuation Actuary
DIRECTORS OR TRUSTEES			
	Carter Allen Beck		Tunde Sotayo Sotunde
	Catherine Irene Kelsohan		

State of Virginia County of Virginia Beach SS:

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of 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 Radke
Gary Michael Radke
President/Chief Executive Officer

Kathy Kelp

Amrit Kaur

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

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

Yes [X] No []

My commission expires
June 29, 2018

Kathleen Susan Kiefer
Secretary

Robert David Kretschmer
Treasurer

ANNE M HONISCH
Notary Public
State of Wisconsin

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

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:				0
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
Hospital and Medical:				
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
Less:				
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
DETAILS OF WRITE-INS				
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

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

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	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
Cash from Investments			
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
Cash from Financing and Miscellaneous Sources			
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)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(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 \$

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	(1,010)				4,317	3,307
0499999 Subtotals	(1,010)	0	0	0	4,317	3,307
0599999 Unreported claims and other claim reserves						
0699999 Total amounts withheld						
0799999 Total claims unpaid						3,307
0899999 Accrued medical incentive pool and bonus amounts						

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

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 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:

	State of Domicile	June 30, 2014	December 31, 2013
<u>Net Income</u>			
(1) AMERIGROUP Ohio, Inc. state basis (Page 4, Line 32, Columns 2 & 3)	Ohio	\$ 970,975	\$ 8,368,852
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:		-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP:		-	-
(4) NAIC SAP (1-2-3=4)	Ohio	\$ 970,975	\$ 8,368,852
<u>Surplus</u>			
(5) AMERIGROUP Ohio, Inc. state basis (Page 3, Line 33, Columns 3 & 4)	Ohio	\$ 10,677,478	\$ 33,839,805
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:		-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP:		-	-
(8) NAIC SAP (5-6-7=8)	Ohio	\$ 10,677,478	\$ 33,839,805

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 loaned-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	1,424,198
(g) Securities received	-
(h) Total collateral received	\$ 1,424,198

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
- 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>\$ 1,424,198</u>	<u>\$ 1,424,198</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.

STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, Inc.
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? Yes [X] No [] N/A []
 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.

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

STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, Inc.
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? Yes [X] No []
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.

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

9.2 Has the code of ethics for senior managers been amended? Yes [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 Prior Year-End Book/Adjusted Carrying Value	2 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? Yes [] No []
 If no, attach a description with this statement.

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 [X]

2.2 If yes, please provide the amount of custodial funds held as of the reporting date \$.....

2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

2.4 If yes, please provide the balance of the funds administered as of the reporting date \$.....

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
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	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	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
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)		XXX	0	0	0	0	0	0	0

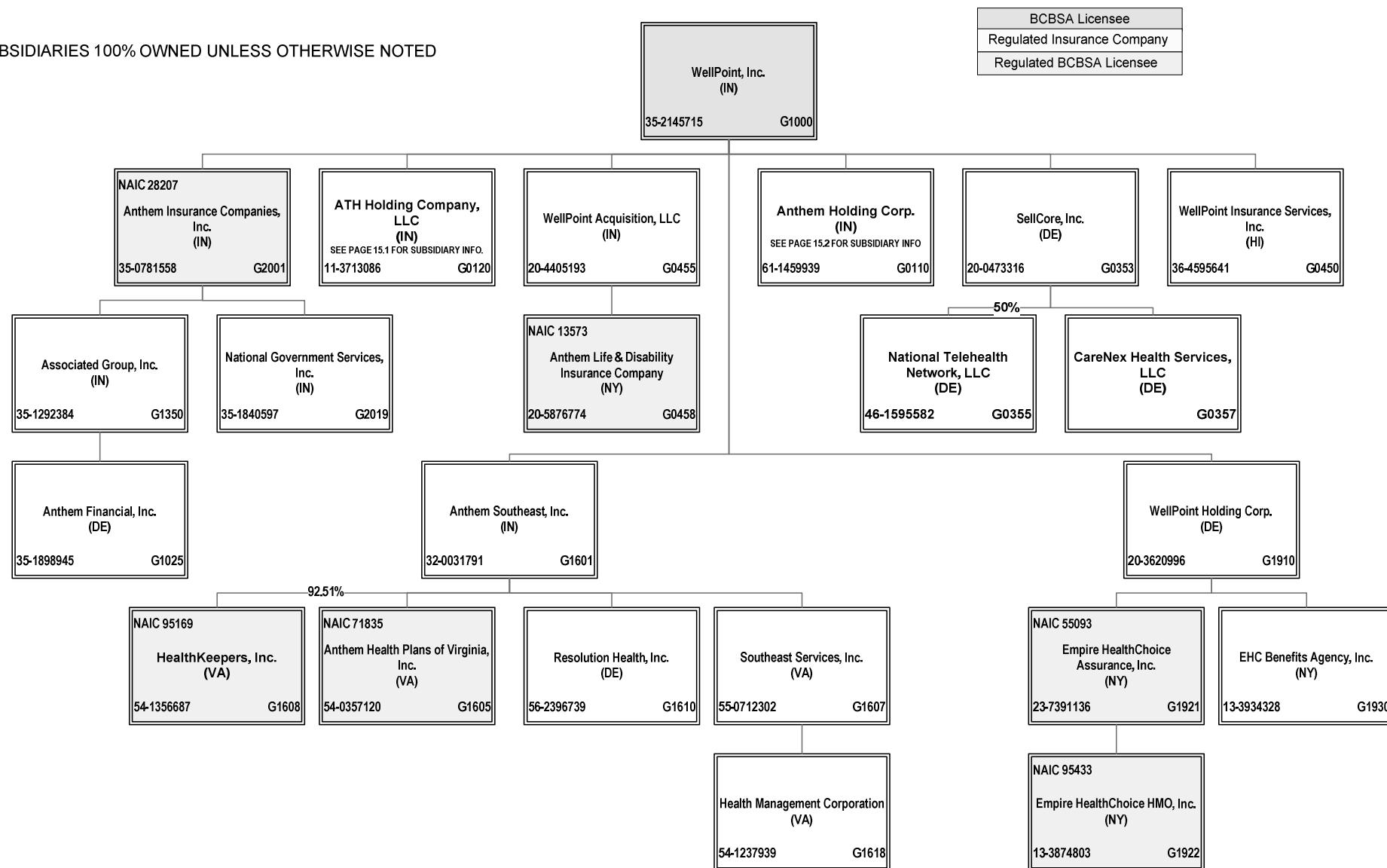
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

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

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

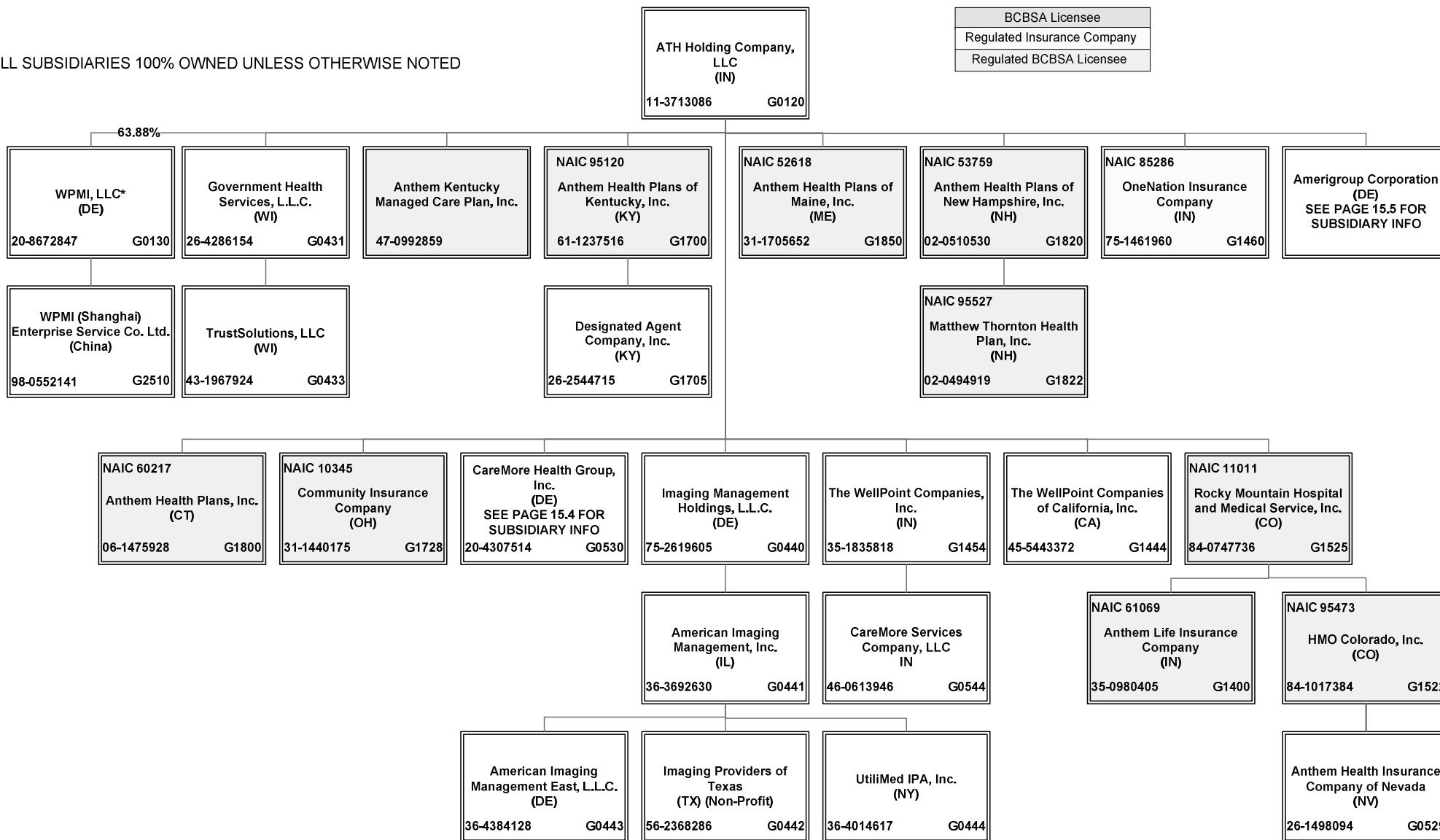
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

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

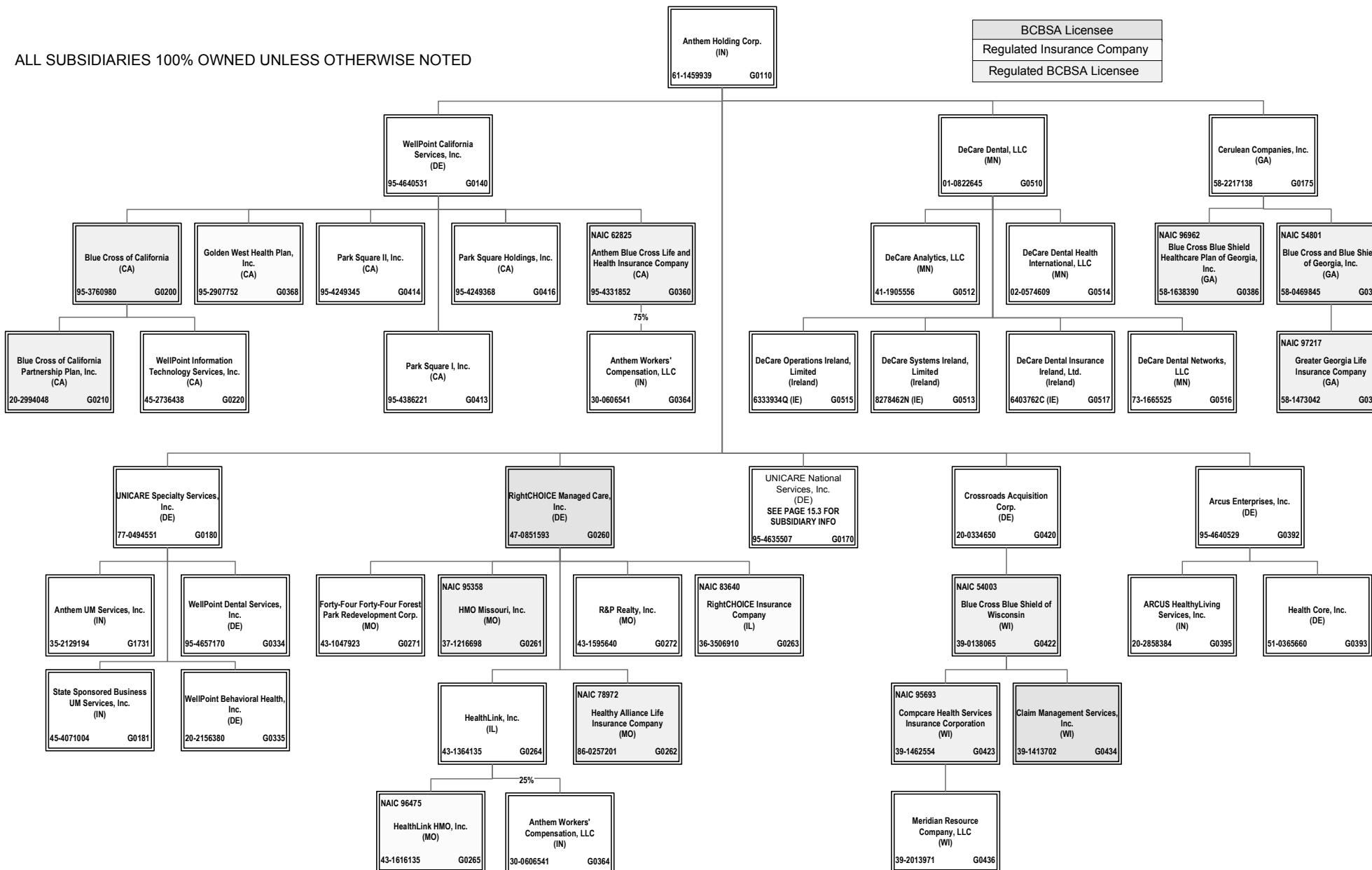
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

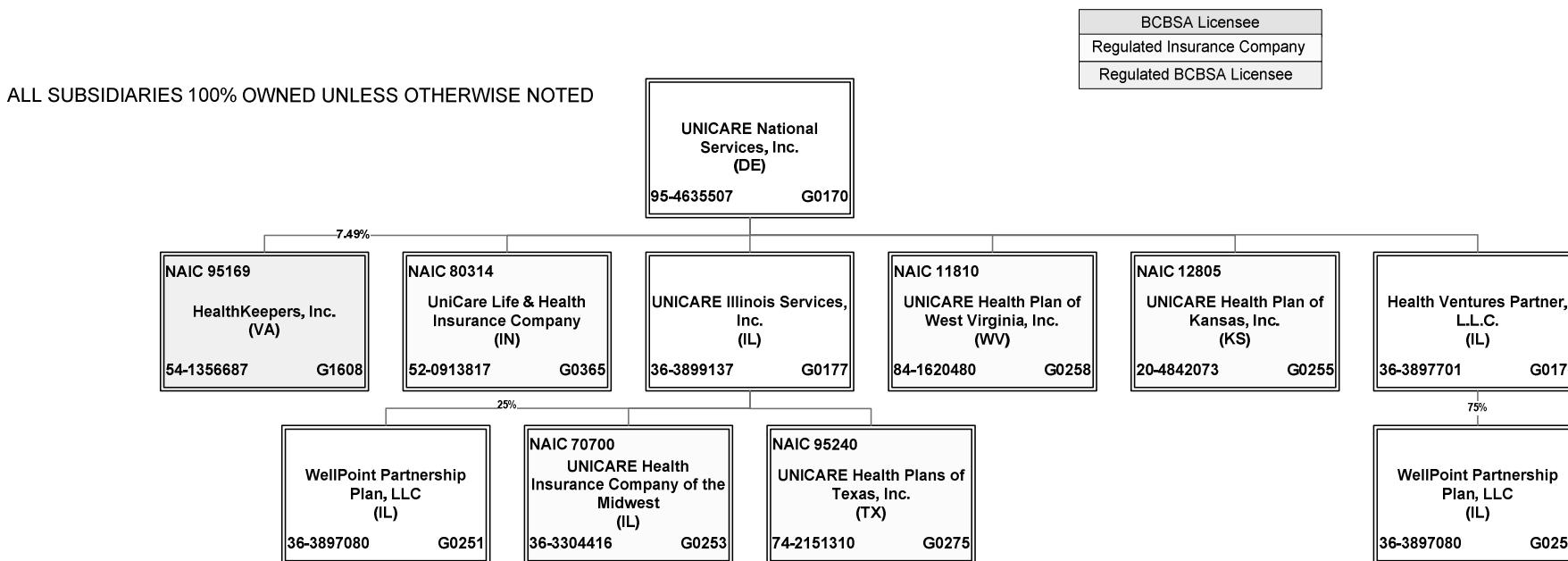
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

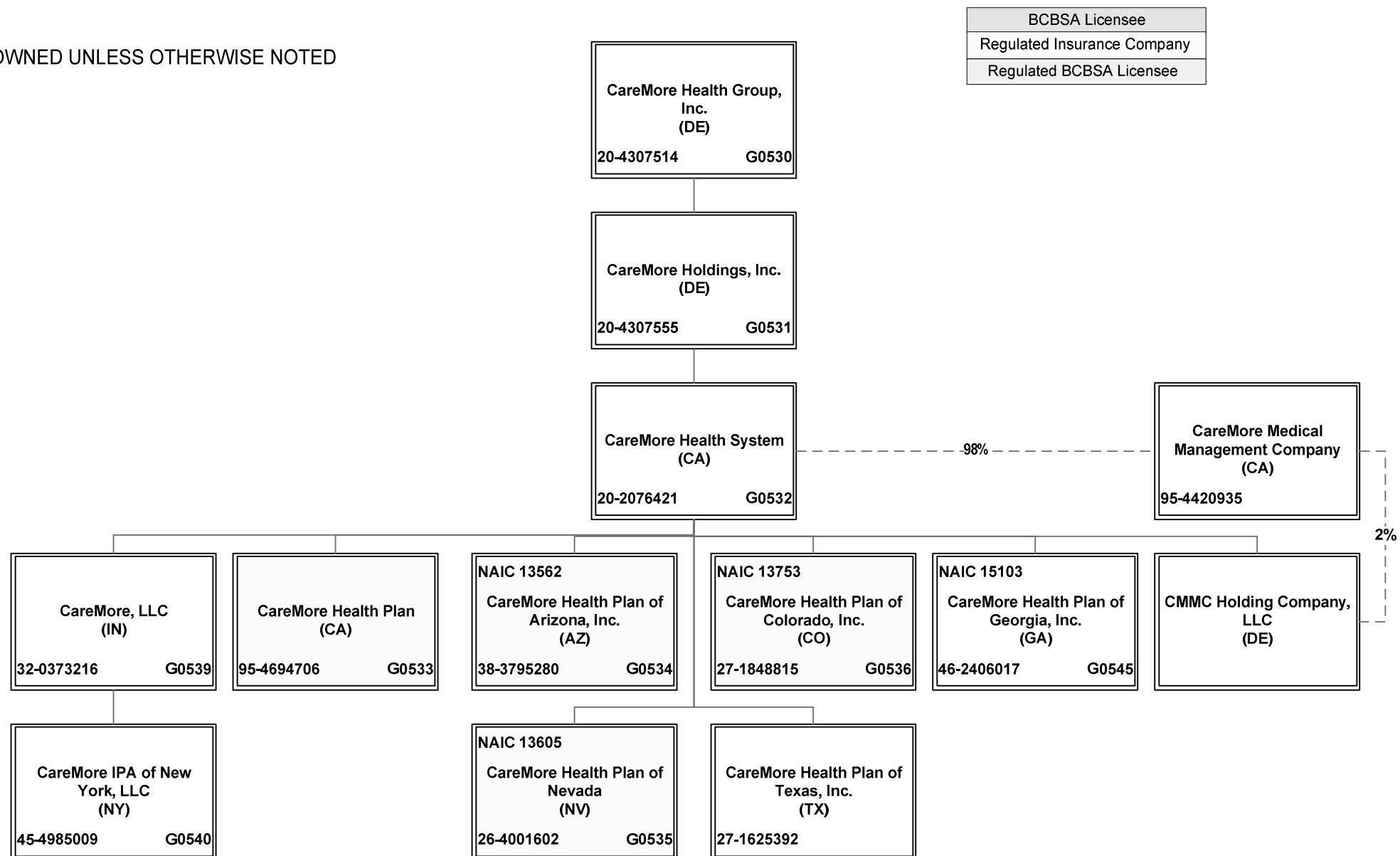
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



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

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

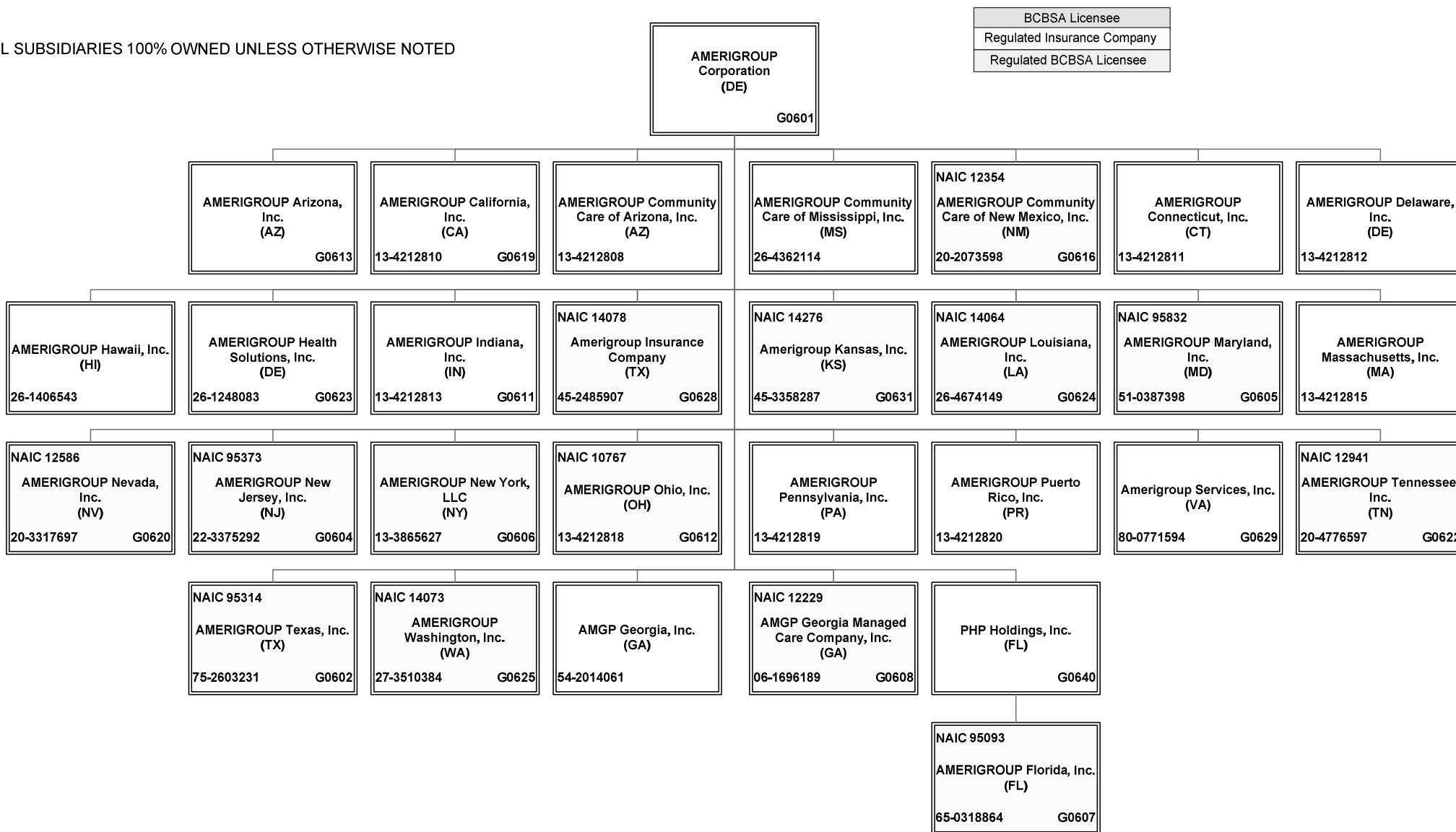
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



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

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

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, 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.	36-4384128				American Imaging Management East, LLC	..DE	..IA	American Imaging Management, Inc.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.	36-3692630				American Imaging Management, Inc.	..IL	..NIA	Imaging Management Holdings, L.L.C.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.					AMERIGROUP Arizona, Inc.	..AZ	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.	13-4212810				AMERIGROUP California, Inc.	..CA	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	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	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-4362114			AMERIGROUP Community Care of New Mexico, Inc.	..MS	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.	12354	20-2073598			AMERIGROUP Connecticut, Inc.	..NM	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212811			AMERIGROUP Corporation	..CT	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212812			AMERIGROUP Delaware, Inc.	..DE	..UDP	ATH Holding Company, LLC	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.	95093	65-0318864			AMERIGROUP Florida, Inc.	..FL	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1406543			AMERIGROUP Hawaii, Inc.	..HI	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		26-1248083			AMERIGROUP Health Solutions, Inc.	..DE	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212813			AMERIGROUP Indiana, Inc.	..IN	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		14078	45-2485907		Amerigroup Insurance Company	..TX	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		14276	45-3358287		Amerigroup Kansas, Inc.	..KS	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		14064	26-4674149		AMERIGROUP Louisiana, Inc.	..LA	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		95832	51-0387398		AMERIGROUP Maryland, Inc.	..MD	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		13-4212815			AMERIGROUP Massachusetts, Inc.	..MA	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		12586	20-3317697		AMERIGROUP Nevada, Inc.	..NV	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		95373	22-3375292		AMERIGROUP New Jersey, Inc.	..NJ	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			13-3865627		AMERIGROUP New York, LLC	..NY	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	0100
..0671	WellPoint, Inc.		10767	13-4212818		AMERIGROUP Ohio, Inc.	..OH	..RE	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			13-4212819		AMERIGROUP Pennsylvania, Inc.	..PA	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			13-4212820		AMERIGROUP Puerto Rico, Inc.	..PR	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			80-0771594		Amerigroup Services, Inc.	..VA	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		12941	20-4776597		AMERIGROUP Tennessee, Inc.	..TN	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		95314	75-2603231		AMERIGROUP Texas, Inc.	..TX	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		14073	27-3510384		AMERIGROUP Washington, Inc.	..WA	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			54-2014061		AMGP Georgia, Inc.	..GA	..NIA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		12229	06-1696189		AMGP Georgia Managed Care Company, Inc.	..GA	..IA	AMERIGROUP Corporation	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			62825	95-4331852	Anthem Blue Cross Life and Health Insurance Company	..CA	..IA	WellPoint California Services, Inc.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				35-1898945	Anthem Financial, Inc.	..DE	..NIA	Associated Group, Inc.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				26-1498094	Anthem Health Insurance Company of Nevada	..NV	..NIA	HMO Colorado, Inc.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			95120	61-1237516	Anthem Health Plans of Kentucky, Inc.	..KY	..IA	ATH Holding Company, LLC	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.			52618	31-1705652	Anthem Health Plans of Maine, Inc.	..ME	..IA	ATH Holding Company, LLC	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				53759	Anthem Health Plans of New Hampshire, Inc.	..NH	..IA	ATH Holding Company, LLC	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				71835	Anthem Health Plans of Virginia, Inc.	..VA	..IA	Anthem Southeast, Inc.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				60217	Anthem Health Plans, Inc.	..CT	..IA	ATH Holding Company, LLC	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.					Anthem Holding Corp.	..IN	..NIA	WellPoint, Inc.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				28207	Anthem Insurance Companies, Inc.	..IN	..IA	WellPoint, Inc.	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				47-0992859	Antm Kentucky Managed Care Plan, Inc.	..KY	..IA	ATH Holding Company, LLC	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.				13573	Anthem Life & Disability Insurance Company	..NY	..IA	WellPoint Acquisition, LLC	..	Ownership	..	100.00	WellPoint, Inc.	
..0671	WellPoint, Inc.		61069	35-0980405		Anthem Life Insurance Company	..IN	..IA	Rocky Mountain Hospital and Medical Service, Inc.	..	Ownership	..	100.00	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	Domestic 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	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	35-2129194				Anthem UM Services, Inc.		IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	30-0606541				Anthem Workers' Compensation, LLC		IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.00	WellPoint, Inc.		
0671	WellPoint, Inc.	30-0606541				Anthem Workers' Compensation, LLC		IN	NIA	HealthLink, Inc.	Ownership	25.00	WellPoint, Inc.		
0671	WellPoint, Inc.	95-4640529				Arcus Enterprises, Inc.		DE	NIA	Anthem Holding Corp.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	20-2858384				ARCUS HealthLiving Services, Inc.		IN	NIA	Arcus Enterprises, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	35-1292384				Associated Group, Inc.		IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	11-3713086				ATH Holding Company, LLC		IN	UIP	WellPoint, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	54801	58-0469845			Blue Cross and Blue Shield of Georgia, Inc.		GA	IA	Cerulean Companies, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	96962	58-1638390			Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.		GA	IA	Cerulean Companies, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	54003	39-0138065			Blue Cross Blue Shield of Wisconsin		WI	IA	Crossroads Acquisition Corp.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-3760980			Blue Cross of California		CA	IA	WellPoint California Services, Inc.	Ownership	100.00	WellPoint, Inc.	0101	
0671	WellPoint, Inc.		20-2994048			Blue Cross of California Partnership Plan, Inc.		CA	IA	Blue Cross of California	Ownership	100.00	WellPoint, Inc.	0102	
0671	WellPoint, Inc.		20-4307514			CareMore Health Group, Inc.		DE	NIA	ATH Holding Company, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-4694706			CareMore Health Plan		CA	IA	CareMore Health System	Ownership	100.00	WellPoint, Inc.	0103	
0671	WellPoint, Inc.		13562	38-3795280		CareMore Health Plan of Arizona, Inc.		AZ	IA	CareMore Health System	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		13753	27-1848815		CareMore Health Plan of Colorado, Inc.		CO	IA	CareMore Health System	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		46-2406017			CareMore Health Plan of Georgia, Inc.		GA	NIA	CareMore Health System	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		13605	26-4001602		CareMore Health Plan of Nevada		NV	IA	CareMore Health System	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		27-1625392			CareMore Health Plan of Texas, Inc.		TX	NIA	CareMore Health System	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		20-4307555			CareMore Holdings, Inc.		DE	NIA	CareMore Health Group, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		45-4985009			CareMore IPA of New York, LLC		NY	NIA	CareMore, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		32-0373216			CareMore, LLC		IN	NIA	CareMore Health System	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		20-2076421			CareMore Health System		CA	NIA	CareMore Holdings, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-4420935			CareMore Medical Management Company		CA	NIA	CareMore Health System	Ownership	98.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-4420935			CareMore Medical Management Company		CA	NIA	CMC Holding Company, LLC	Ownership	2.00	WellPoint, Inc.		
0671	WellPoint, Inc.					CareNex Health Services, LLC		DE	NIA	SellCore, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		58-2217138			Cerulean Companies, Inc.		GA	NIA	Anthem Holding Corp.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		39-1413702			Claim Management Services, Inc.		WI	NIA	Blue Cross Blue Shield of Wisconsin	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		10345	31-1440175		CMCC Holding Company, LLC		DE	NIA	CareMore Health System	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.					Community Insurance Company		OH	IA	ATH Holding Company, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95693	39-1462554		Compcare Health Services Insurance Corporation		WI	IA	Blue Cross Blue Shield of Wisconsin	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		20-0334650			Crossroads Acquisition Corp.		DE	NIA	Anthem Holding Corp.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		41-1905556			DeCare Analytics, LLC		MN	NIA	DeCare Dental, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		02-0574609			DeCare Dental Health International, LLC		MN	NIA	DeCare Dental, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		73-1665525			DeCare Dental Insurance Ireland, Ltd.		JRL	NIA	DeCare Dental, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		01-0822645			DeCare Dental Networks, LLC		MN	NIA	DeCare Dental, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.					DeCare Dental, LLC		MN	NIA	Anthem Holding Corp.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.					DeCare Operations Ireland, Limited		JRL	NIA	DeCare Dental, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		26-2544715			DeCare Systems Ireland, Limited		JRL	NIA	DeCare Dental, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		13-3934328			Designated Agent Company, Inc.		KY	NIA	Anthem Health Plans of Kentucky, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		55093	23-7391136		EHC Benefits Agency, Inc.		NY	NIA	WellPoint Holding Corp.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95433	13-3874803		Empire HealthChoice Assurance, Inc.		NY	IA	WellPoint Holding Corp.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.					Empire HealthChoice HMO, Inc.		NY	IA	Empire HealthChoice Assurance, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.					Forty-Four Forty-Four Forest Park Redevelopment Corp.		MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.00	WellPoint, Inc.		

STATEMENT AS OF JUNE 30, 2014 OF THE Amerigroup Ohio, 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	100.00	WellPoint, Inc.	0104	
0671	WellPoint, Inc.	26-4286154				Government Health Services, LLC		WI	NIA	ATH Holding Company, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	97217	58-1473042			Greater Georgia Life Insurance Company		GA	IA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		51-0365660			Health Core, Inc.		DE	NIA	Arcus Enterprises, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		54-1237939			Health Management Corporation		VA	NIA	Southeast Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		36-3897701			Health Ventures Partner, L.L.C.		IL	NIA	UNICARE National Services, Inc.	Ownership	100.00	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	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		43-1364135			HealthLink, Inc.		IL	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	78972	86-0257201			Healthy Alliance Life Insurance Company		MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	95473	84-1017384			HMO Colorado, Inc.		CO	IA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	95358	37-1216698			HMO Missouri, Inc.		MO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		75-2619605			Imaging Management Holdings, L.L.C.		DE	UIP	ATH Holding Company, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		56-2368286			Imaging Providers of Texas (non-profit)		TX	NIA	American Imaging Management, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	95527	02-0494919			Matthew Thornton Health Plan, Inc.		NH	IA	Anthem Health Plans of New Hampshire, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		39-2013971			Meridian Resource Company, LLC		WI	NIA	Compcare Health Services Insurance Corporation	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		35-1840597			National Government Services, Inc.		IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		46-1595582			National Telehealth Network, LLC		DE	NIA	Sellcore, Inc.	Ownership	50.00	WellPoint, Inc.	0105	
0671	WellPoint, Inc.	85286	75-1461960			OneNation Insurance Company		IN	IA	ATH Holding Company, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-4249368			Park Square Holdings, Inc.		CA	NIA	WellPoint California Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-4386221			Park Square I, Inc.		CA	NIA	WellPoint California Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-4249345			Park Square II, Inc.		CA	NIA	WellPoint California Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		43-1595640			PHP Holdings, Inc.		FL	NIA	AMERIGROUP Corporation	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		56-2396739			R & P Realty, Inc.		MO	NIA	RightCHOICE Managed Care, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	83640	36-3506910			Resolution Health, Inc.		DE	IA	Anthem Southeast, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		47-0851593			RightCHOICE Insurance Company		IL	IA	RightCHOICE Managed Care, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		11011	84-0747736		Rocky Mountain Hospital and Medical Service, Inc.		CO	IA	RightCHOICE Managed Care, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		20-0473316			SellCore, Inc.		DE	NIA	WellPoint, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		55-0712302			Southeast Services, Inc.		VA	NIA	Anthem Southeast, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		45-4071004			State Sponsored Business UM Services, Inc.		IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		35-1835818			The WellPoint Companies, Inc.		IN	NIA	ATH Holding Company, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		45-5443372			The WellPoint Companies of California, Inc.		CA	NIA	ATH Holding Company, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		43-1967924			TrustSolutions, LLC		WI	NIA	Government Health Services, LLC	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	70700	36-3304416			UNICARE Health Insurance Company of the Midwest		IL	IA	UNICARE Illinois Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	12805	20-4842073			UNICARE Health Plan of Kansas, Inc.		KS	IA	UNICARE National Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	11810	84-1620480			UNICARE Health Plan of West Virginia, Inc.		WV	IA	UNICARE National Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	95420	74-2151310			UNICARE Health Plans of Texas, Inc.		TX	IA	UNICARE Illinois Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		36-3899137			UNICARE Illinois Services, Inc.		IL	NIA	UNICARE National Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.	80314	52-0913817			UNICARE Life & Health Insurance Company		IN	IA	UNICARE National Services, Inc.	Ownership	100.00	WellPoint, Inc.		
0671	WellPoint, Inc.		95-4635507			UNICARE National Services, Inc.		DE	NIA	Anthem Holding Corp.	Ownership	100.00	WellPoint, Inc.		

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

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domesticiliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Owner-ship Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15	
..0671	WellPoint, Inc.	77-0494551				UNICARE Specialty Services, Inc.	..DE	.NIA	Anthem Holding Corp.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	36-4014617				UtilIMED IPA, Inc.	..NY	.NIA	American Imaging Management, Inc.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	20-4405193				WellPoint Acquisition, LLC	..IN	.NIA	WellPoint, Inc.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	20-2156380				WellPoint Behavioral Health, Inc.	..DE	.NIA	UNICARE Specialty Services, Inc.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	95-4640531				WellPoint California Services, Inc.	..DE	.NIA	Anthem Holding Corp.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	95-4657170				WellPoint Dental Services, Inc.	..DE	.NIA	UNICARE Specialty Services, Inc.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	20-3620996				WellPoint Holding Corp	..DE	.NIA	WellPoint, Inc.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	45-2736438				WellPoint Information Technology Services, Inc.	..CA	.NIA	Blue Cross of California		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	36-4595641				WellPoint Insurance Services, Inc.	..HI	.NIA	WellPoint, Inc.		Ownership	.100.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	36-3897080				WellPoint Partnership Plan, LLC	..IL	.NIA	Health Ventures Partner, L.L.C.		Ownership	.75.00	WellPoint, Inc.		
..0671	WellPoint, Inc.	36-3897080			6324	New York Stock Exchange (NYSE)	WellPoint Partnership Plan, LLC	..IL	.NIA	UNICARE Illinois Services, Inc.		Ownership	.25.00	WellPoint, Inc.	
..0671	WellPoint, Inc.	35-2145715				WellPoint, Inc.		.UIP					WellPoint, Inc.		
..0671	WellPoint, Inc.	98-0552141				WPMI (Shanghai) Enterprise Service Co. Ltd.	..CHN	.NIA	WPMI, LLC		Ownership	.100.00	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]	 1 0 7 6 7 2 0 1 4 3 6 5 0 0 0 0 2

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

OVERFLOW PAGE FOR WRITE-INS

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

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals	NONE	
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 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals	NONE	
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 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals	NONE	
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	.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 \$

SI02

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	5,127,436	XXX	5,127,436	168	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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

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

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation 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...
060516-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	CELEGENE 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-DO-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...
55818P-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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value									
..3138EK-1E-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	0	3,679	0	0	0	0	0	0	0
..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	0	10,168	0	0	0	0	0	0	0
..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	0	5,937	0	0	0	0	0	0	0
..31417G-CE-4	FNMA POOL AB9068 3.500% 04/01/43		06/01/2014	Paydown		922	922	979	979	0	(57)	0	(57)	0	0	922	0	0	0	0	0	0	0
..31418A-6G-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	0	2,258	0	0	0	0	0	0	0
..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	0	4,401	0	0	0	0	0	0	0
..882756-S7-5	TEXAS ST. PUE 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	0	753,072	0	0	0	0	0	0	0	33,542
3199999. Subtotal - Bonds - U.S. Special Revenues						780,437	777,365	849,531	785,237	0	(13,720)	0	(13,720)	0	0	780,437	0	0	0	0	0	0	0
..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	0	243,687	0	0	2,445	2,445	5,966	03/22/2017	1FE	
..14912L-4V-0	CATERPILLAR FINANCE SE SERIES MTN 1.375%		05/20/14	CATERPILLAR FINANCE SE SERIES MTN 1.375%		200,000	200,000	201,991	200,308	0	(308)	0	(308)	0	0	200,000	0	0	0	0	0	0	0
..25459H-AL-9	DIRECTV HOLDINGS/FINANCE 4.750% 10/10/14		04/24/2014	Call 101,8710	101,871	100,000	110,099	102,416	0	(1,007)	0	(1,007)	0	0	101,408	0	0	463	463	2,678	10/01/2014	2FE	
..42823G-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	0	150,000	0	0	0	0	0	0	0	
..459200-GH-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	0	200,000	0	0	0	0	0	0	0	
..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	0	182,000	0	0	0	0	0	0	0	
..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	0	100,000	0	0	0	0	0	0	0	
..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	0	200,000	0	0	0	0	0	0	0	
..74444B-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	0	200,000	0	0	0	0	0	0	0	
..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	0	27,000	0	0	0	0	0	0	0	
..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	0	200,000	0	0	0	0	0	0	0	
..063660-GJ-0	BANK OF MONTREAL 1.750% 04/29/14		04/24/2014	Goldman Sachs & Co	200,004	200,000	203,076	200,368	0	(365)	0	(365)	0	0	200,003	0	0	4	4	1,740	04/29/2014	1FE	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,007,007	1,989,000	2,055,359	2,011,285	0	(7,186)	0	(7,186)	0	0	2,004,098	0	0	2,912	2,912	28,613	XXX	XXX	
8399997. Total - Bonds - Part 4					2,787,444	2,766,365	2,904,890	2,796,522	0	(20,906)	0	(20,906)	0	0	2,784,535	0	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	XXX	XXX	XXX	XXX	XXX	XXX	
8399999. Total - Bonds					2,787,444	2,766,365	2,904,890	2,796,522	0	(20,906)	0	(20,906)	0	0	2,784,535	0	0	2,912	2,912	62,591	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8999998. Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
8999999. Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9799997. Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9799998. Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
9799999. Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9899999. Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9999999 - Totals					2,787,444	XXX	2,904,890	2,796,522	0	(20,906)	0	(20,906)	0	0	2,784,535	0	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 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 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 \$

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

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

NONE

9999999 - Totals

General Interrogatories:

1. Total activity for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
 2. Average balance for the year to date Fair Value \$ Book/Adjusted Carrying Value \$

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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
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)
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	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	7,064,442	6,897,466	(17,417,988)
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)

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

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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