

**TEXAS HMO SUPPLEMENT**

STATEMENT FOR THE PERIOD ENDING **DECEMBER 31, 2008**

OF THE **UNICARE Health Plans of Texas, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION **CONSOLIDATED**

(Location)

**EXHIBIT II (Filed Quarterly/Annually)**

**ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)	5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. NON-RISK	9. OTHER *
			BASIC	PART D						
1. ENROLLEES AT THE END OF REPT PERIOD.....	37,690	13,018	0	0	16,700	0	0	7,972	0	0
2. MEMBER MONTHS.....	110,797	39,882	0	0	47,231	0	0	23,684	0	0
3. Direct premium income.....	248.87	316.99	0.00	0.00	276.28	0.00	XXXXXXXX	79.50	XXXXXXXX	0.00
4. Net premium income.....	248.87	316.99	0.00	0.00	276.28	0.00	0.00	79.50	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits..	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6. Fee-for-service (gross revenues).....	0.00	XXXXXXXX	0.00	0.00	0.00	XXXXXXXX	XXXXXXXX	XXXXXXXX	0.00	0.00
7. Risk revenue.....	0.00	XXXXXXXX	0.00	0.00	XXXXXXXX	XXXXXXXX	0.00	XXXXXXXX	XXXXXXXX	0.00
8. Aggregate write-ins for other health related revenues.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Other revenues (excluding investment income).....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
10. TOTAL REVENUE (L4 to L9).....	248.87	316.99	0.00	0.00	276.28	0.00	0.00	79.50	0.00	0.00
11. Hospital and medical.....	195.40	297.45	0.00	0.00	182.39	0.00	0.00	49.49	0.00	0.00
12. Net reins recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL HOSPITAL & MEDICAL (L11 less L12).....	195.40	297.45	0.00	0.00	182.39	0.00	0.00	49.49	0.00	0.00
14. Claims adjustment expenses.....	13.20	17.19	0.00	0.00	14.33	0.00	0.00	4.25	0.00	0.00
15. General administrative expenses.....	10.95	13.51	0.00	0.00	12.54	0.00	0.00	3.47	0.00	0.00
16. Increase in reserves for A&H contracts.....	26.46	73.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS(L13 to L16).....	246.01	401.65	0.00	0.00	209.26	0.00	0.00	57.20	0.00	0.00
18. NET UNDERWRITING GAIN/(LOSS) (L10 less L17 less L9)...	2.86	(84.66)	0.00	0.00	67.02	0.00	0.00	22.30	0.00	0.00
19. Net investment income earned.....	2.86	7.96	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/(losses).....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/(LOSSES) (L19 to L20).....	2.86	7.96	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-ins for other expenses.....	0.51	1.42	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/(LOSS) BEFORE FIT & EX ITEMS(L9 + L18 + L21 - L2)	5.22	(78.12)	0.00	0.00	67.02	0.00	0.00	22.30	0.00	0.00
24. Extraordinary items & federal and foreign income taxes incurred..	12.54	34.83	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME (LOSS) (L23 less L24).....	(7.32)	(112.95)	0.00	0.00	67.02	0.00	0.00	22.30	0.00	0.00
31a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State				0 # of Enrollees in C3-Pt D included in C3-Basic			
31b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)				0 # of Member Months in C3-Pt D included in C3-Basic			

\* Other (identify products(s); eg PPO): 0

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**EXHIBIT II (Filed Quarterly/Annually)**

**ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date

	1. Total	2. COMMERCIAL RISK (Omit Provider HMO Business)	3. MEDICARE (Omit Provider HMO Business)		4. MEDICAID (Omit Provider HMO Business)	5. POINT OF SERVICE RIDER COVERAGE	6. ASSUMED RISK (as Provider HMO)	7. CHILDREN'S HEALTH INSURANCE PLAN	8. NON-RISK	9. OTHER *
			BASIC	PART D						
1. ENROLLEES AT THE END OF REPT PERIOD.....	37,690	13,018	0	0	16,700	0	0	7,972	0	0
2. MEMBER MONTHS.....	430,536	170,173	0	0	172,782	0	0	87,581	0	0
3. Direct premium income.....	242.65	313.86	0.00	0.00	252.79	0.00	XXXXXXXX	84.27	XXXXXXXX	0.00
4. Net premium income.....	242.65	313.86	0.00	0.00	252.79	0.00	0.00	84.27	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits..	0.01	0.03	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6. Fee-for-service (gross revenues).....	0.00	XXXXXXXX	0.00	0.00	0.00	XXXXXXXX	XXXXXXXX	XXXXXXXX	0.00	0.00
7. Risk revenue.....	0.00	XXXXXXXX	0.00	0.00	XXXXXXXX	XXXXXXXX	0.00	XXXXXXXX	XXXXXXXX	0.00
8. Aggregate write-ins for other health related revenues.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Other revenues (excluding investment income).....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
10. TOTAL REVENUE (L4 to L9).....	242.66	313.90	0.00	0.00	252.79	0.00	0.00	84.27	0.00	0.00
11. Hospital and medical.....	222.48	283.18	0.00	0.00	248.03	0.00	0.00	54.12	0.00	0.00
12. Net reins recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL HOSPITAL & MEDICAL (L11 less L12).....	222.48	283.18	0.00	0.00	248.03	0.00	0.00	54.12	0.00	0.00
14. Claims adjustment expenses.....	11.05	14.30	0.00	0.00	11.52	0.00	0.00	3.84	0.00	0.00
15. General administrative expenses.....	12.80	16.56	0.00	0.00	13.34	0.00	0.00	4.45	0.00	0.00
16. Increase in reserves for A&H contracts.....	2.64	6.67	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS(L13 to L16).....	248.97	320.71	0.00	0.00	272.88	0.00	0.00	62.40	0.00	0.00
18. NET UNDERWRITING GAIN/(LOSS) (L10 less L17 less L9)...	(6.31)	(6.82)	0.00	0.00	(20.10)	0.00	0.00	21.87	0.00	0.00
19. Net investment income earned.....	3.59	9.07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/(losses).....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/(LOSSES) (L19 to L20).....	3.59	9.07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-ins for other expenses.....	0.37	0.94	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/(LOSS) BEFORE FIT & EX ITEMS(L9 + L18 + L21 - L2	(3.10)	1.32	0.00	0.00	(20.10)	0.00	0.00	21.87	0.00	0.00
24. Extraordinary items & federal and foreign income taxes incurred..	(0.62)	(1.56)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME (LOSS) (L23 less L24).....	(2.48)	2.88	0.00	0.00	(20.10)	0.00	0.00	21.87	0.00	0.00
31a. NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State				0 # of Enrollees in C3-Pt D included in C3-Basic			
31b. NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)				0 # of Member Months in C3-Pt D included in C3-Basic			

\* Other (identify products(s); eg PPO): 0