

STATEMENT FOR THE PERIOD ENDING **MARCH 31, 2009**

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

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

(Location)

EXHIBIT II (Filed Annually and Quarterly)

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.....	150,037	17,659	132,378	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	452,254	53,905	398,349	0	0	0	0	0	0	0
3. Direct premium income.....	1,108.55	356.63	1,210.30	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	1,108.50	356.62	1,210.25	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	3.96	0.00	4.50	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-in for other health related revenues.....	0.98	0.00	1.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	1,113.44	356.62	1,215.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	901.47	275.74	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	901.47	275.74	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	10.15	3.11	11.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	101.62	31.08	111.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	1,013.24	309.93	1,108.41	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	100.20	46.69	107.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	4.50	1.45	4.92	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.54	0.17	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	5.04	1.62	5.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	105.24	48.31	112.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	36.35	11.70	39.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	68.89	36.61	73.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			0	# of Enrollees in C3-Pt D included in C3-Basic			
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

TEXAS HMO SUPPLEMENT

OF THE **PacifiCare of Texas, Inc.**

(Name of Company)

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

(Location)

EXHIBIT II (Filed Annually and Quarterly)

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.....	150,037	17,659	132,378	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	452,254	53,905	398,349	0	0	0	0	0	0	0
3. Direct premium income.....	1,108.55	356.63	1,210.30	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	1,108.50	356.62	1,210.25	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	3.96	0.00	4.50	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-in for other health related revenues.....	0.98	0.00	1.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	1,113.44	356.62	1,215.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	901.47	275.74	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	901.47	275.74	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	10.15	3.11	11.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	101.62	31.08	111.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	1,013.24	309.93	1,108.41	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	100.20	46.69	107.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	4.50	1.45	4.92	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.54	0.17	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	5.04	1.62	5.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	105.24	48.31	112.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	36.35	11.70	39.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	68.89	36.61	73.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			0		# of Enrollees in C3-Pt D included in C3-Basic		
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

TEXAS HMO SUPPLEMENT

OF THE **Alpha Dental Programs, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Dallas

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter **X**

	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.....	99,701	11,084	88,617	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	300,111	33,448	266,663	0	0	0	0	0	0	0
3. Direct premium income.....	1,117.48	377.45	1,210.30	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	1,117.43	377.44	1,210.25	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	4.00	0.00	4.50	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-in for other health related revenues.....	0.98	0.00	1.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	1,122.42	377.44	1,215.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	908.73	291.51	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	908.73	291.51	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	10.24	3.29	11.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	102.44	32.90	111.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	1,021.40	327.69	1,108.41	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	101.02	49.74	107.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	4.54	1.53	4.92	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.54	0.18	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	5.08	1.72	5.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	106.09	51.46	112.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	36.65	12.38	39.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	69.45	39.08	73.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

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

STATEMENT FOR THE PERIOD ENDING **MARCH 31, 2009**

TEXAS HMO SUPPLEMENT

OF THE **Alpha Dental Programs, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Dallas

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date X

	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.....	99,701	11,084	88,617	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	300,111	33,448	266,663	0	0	0	0	0	0	0
3. Direct premium income.....	1,117.48	377.45	1,210.30	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	1,117.43	377.44	1,210.25	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	4.00	0.00	4.50	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-in for other health related revenues.....	0.98	0.00	1.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	1,122.42	377.44	1,215.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	908.73	291.51	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	908.73	291.51	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	10.24	3.29	11.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	102.44	32.90	111.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
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20. Net realized capital gains/losses.....	0.54	0.18	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	5.08	1.72	5.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	106.09	51.46	112.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	36.65	12.38	39.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	69.45	39.08	73.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

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0 # of Member Months in C3-Pt D included in C3-Basic

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

TEXAS HMO SUPPLEMENT

OF THE **Alpha Dental Programs, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Houston

(Location)

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ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter **X**

	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.....	1,294	1,253	41	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	4,330	4,206	124	0	0	0	0	0	0	0
3. Direct premium income.....	220.02	190.95	1,205.82	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	220.01	190.94	1,205.77	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	0.13	0.00	4.48	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-in for other health related revenues.....	0.03	0.00	1.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	220.17	190.94	1,211.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	170.12	146.17	982.49	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	170.12	146.17	982.49	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	1.93	1.66	11.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	19.34	16.64	110.75	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	191.39	164.47	1,104.31	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	28.78	26.47	107.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	0.89	0.78	4.90	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.11	0.09	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.00	0.87	5.48	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	29.78	27.34	112.53	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	7.22	6.26	39.54	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	22.56	21.08	72.99	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

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

TEXAS HMO SUPPLEMENT

OF THE **Alpha Dental Programs, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Houston

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date X

	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.....	1,294	1,253	41	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	4,330	4,206	124	0	0	0	0	0	0	0
3. Direct premium income.....	220.02	190.95	1,205.82	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	220.01	190.94	1,205.77	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	0.13	0.00	4.48	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-in for other health related revenues.....	0.03	0.00	1.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	220.17	190.94	1,211.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	170.12	146.17	982.49	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	170.12	146.17	982.49	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	1.93	1.66	11.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	19.34	16.64	110.75	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	191.39	164.47	1,104.31	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	28.78	26.47	107.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	0.89	0.78	4.90	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.11	0.09	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.00	0.87	5.48	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	29.78	27.34	112.53	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	7.22	6.26	39.54	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	22.56	21.08	72.99	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

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

TEXAS HMO SUPPLEMENT
 OF THE **Alpha Dental Programs, Inc.**
 (Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION San Antonio
 (Location)

EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES

Indicate Reporting Period: Current Quarter X

	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.....	48,448	4,728	43,720	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	146,028	14,466	131,562	0	0	0	0	0	0	0
3. Direct premium income.....	1,126.62	365.55	1,210.30	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	1,126.57	365.54	1,210.25	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	4.05	0.00	4.50	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-in for other health related revenues.....	1.00	0.00	1.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	1,131.62	365.54	1,215.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	916.60	284.11	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	916.60	284.11	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	10.32	3.18	11.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	103.31	31.86	111.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	1,030.22	319.15	1,108.41	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	101.40	46.39	107.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	4.58	1.48	4.92	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.54	0.18	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	5.12	1.66	5.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	106.52	48.05	112.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	36.95	11.99	39.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	69.57	36.06	73.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 0 # of Enrollees in C3-Pt D included in C3-Basic
 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

TEXAS HMO SUPPLEMENT
 OF THE **Alpha Dental Programs, Inc.**
 (Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION San Antonio
 (Location)

EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES

Indicate Reporting Period: Year-to-Date X

	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.....	48,448	4,728	43,720	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	146,028	14,466	131,562	0	0	0	0	0	0	0
3. Direct premium income.....	1,126.62	365.55	1,210.30	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	1,126.57	365.54	1,210.25	0.00	0.00	0.00	0.00	0.00	XXXXXXXX	0.00
5. Change in unearned premium reserve & reserve for rate credits.....	4.05	0.00	4.50	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-in for other health related revenues.....	1.00	0.00	1.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. Aggregate write-in for other revenue (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).....	1,131.62	365.54	1,215.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	916.60	284.11	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	916.60	284.11	986.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	10.32	3.18	11.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	103.31	31.86	111.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	1,030.22	319.15	1,108.41	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	101.40	46.39	107.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	4.58	1.48	4.92	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.54	0.18	0.58	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	5.12	1.66	5.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	106.52	48.05	112.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	36.95	11.99	39.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	69.57	36.06	73.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 0 # of Enrollees in C3-Pt D included in C3-Basic
 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

TEXAS HMO SUPPLEMENT

OF THE **Alpha Dental Programs, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Austin

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Current Quarter X

	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.....	594	594	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	1,785	1,785	0	0	0	0	0	0	0	0
3. Direct premium income.....	284.51	284.51	0.00	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	284.50	284.50	0.00	0.00	0.00	0.00	0.00	0.00	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-in 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. Aggregate write-in for other revenue (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).....	284.50	284.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	217.79	217.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	217.79	217.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	2.48	2.48	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	24.80	24.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	245.06	245.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	39.44	39.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	1.16	1.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.14	0.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.29	1.29	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	40.73	40.73	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	9.33	9.33	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	31.40	31.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State

0 # of Enrollees in C3-Pt D included in C3-Basic

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

TEXAS HMO SUPPLEMENT

OF THE **Alpha Dental Programs, Inc.**

(Name of Company)

REPORT FOR :1. CORPORATION / 2. DIVISION

Austin

(Location)

**EXHIBIT II (Filed Annually and Quarterly)
ACTUAL REVENUES AND EXPENSES BY MAJOR SPECIFIED LINES**

Indicate Reporting Period: Year-to-Date X

	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.....	594	594	0	0	0	0	0	0	0	0
2. MEMBER MONTHS.....	1,785	1,785	0	0	0	0	0	0	0	0
3. Direct premium income.....	284.51	284.51	0.00	0.00	0.00	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	284.50	284.50	0.00	0.00	0.00	0.00	0.00	0.00	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-in 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. Aggregate write-in for other revenue (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).....	284.50	284.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	217.79	217.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	217.79	217.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	2.48	2.48	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	24.80	24.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. Increase in reserves for A&H contracts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. TOTAL UNDERWRITING DEDUCTIONS (L13 to L16).....	245.06	245.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	39.44	39.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	1.16	1.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.14	0.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.29	1.29	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. Aggregate write-in for other expenses.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	40.73	40.73	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	9.33	9.33	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	31.40	31.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 0 # of Enrollees in C3-Pt D included in C3-Basic

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