

TEXAS HMO SUPPLEMENT

OF THE **Amerigroup 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.....	481,340	0	5,504	5,504	398,056	0	0	72,276	0	0
2. MEMBER MONTHS.....	1,415,561	0	16,575	16,575	1,166,563	0	0	215,848	0	0
3. Direct premium income.....	227.59	0.00	1,185.11	80.52	240.23	0.00	XXXXXXXX	97.09	XXXXXXXX	0.00
4. Net premium income.....	227.30	0.00	1,184.96	80.52	239.93	0.00	0.00	96.77	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).....	227.30	0.00	1,184.96	80.52	239.93	0.00	0.00	96.77	0.00	0.00
11. Hospital & medical.....	181.81	0.00	594.82	96.54	196.19	0.00	0.00	78.96	0.00	0.00
12. Net reinsurance recoveries.....	(0.16)	0.00	0.00	0.00	(0.20)	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	181.98	0.00	594.82	96.54	196.38	0.00	0.00	78.96	0.00	0.00
14. Claims adjustment expenses.....	4.17	0.00	31.94	0.00	4.29	0.00	0.00	1.70	0.00	0.00
15. General administrative expenses.....	32.67	0.00	110.17	0.00	34.50	0.00	0.00	19.33	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).....	218.81	0.00	736.93	96.54	235.17	0.00	0.00	100.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	8.48	0.00	448.03	(16.01)	4.75	0.00	0.00	(3.23)	0.00	0.00
19. Net investment income earned.....	1.34	0.00	1.36	0.00	1.36	0.00	0.00	1.36	0.00	0.00
20. Net realized capital gains/losses.....	0.01	0.00	0.03	0.00	0.01	0.00	0.00	0.03	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.35	0.00	1.39	0.00	1.37	0.00	0.00	1.39	0.00	0.00
22. Aggregate write-in for other expenses.....	0.13	0.00	0.00	0.00	0.16	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	9.97	0.00	449.42	(16.01)	6.28	0.00	0.00	(1.84)	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	3.71	0.00	156.63	0.00	2.39	0.00	0.00	(0.62)	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	6.25	0.00	292.79	(16.01)	3.88	0.00	0.00	(1.22)	0.00	0.00
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			5,504	# of Enrollees in C3-Pt D included in C3-Basic			
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			16,575	# of Member Months in C3-Pt D included in C3-Basic			

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

TEXAS HMO SUPPLEMENT

OF THE **Amerigroup 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.....	481,340	0	5,504	5,504	398,056	0	0	72,276	0	0
2. MEMBER MONTHS.....	2,788,161	0	32,674	32,674	2,296,877	0	0	425,936	0	0
3. Direct premium income.....	231.23	0.00	1,175.30	86.15	243.53	0.00	XXXXXXXX	103.57	XXXXXXXX	0.00
4. Net premium income.....	230.93	0.00	1,175.15	86.15	243.24	0.00	0.00	103.24	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).....	230.93	0.00	1,175.15	86.15	243.24	0.00	0.00	103.24	0.00	0.00
11. Hospital & medical.....	185.60	0.00	570.78	90.78	201.75	0.00	0.00	76.29	0.00	0.00
12. Net reinsurance recoveries.....	0.16	0.00	0.00	0.00	0.20	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	185.44	0.00	570.78	90.78	201.55	0.00	0.00	76.29	0.00	0.00
14. Claims adjustment expenses.....	3.80	0.00	33.16	0.00	3.87	0.00	0.00	1.46	0.00	0.00
15. General administrative expenses.....	32.33	0.00	104.61	0.00	33.67	0.00	0.00	22.04	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).....	221.57	0.00	708.55	90.78	239.08	0.00	0.00	99.80	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	9.36	0.00	466.60	(4.63)	4.15	0.00	0.00	3.45	0.00	0.00
19. Net investment income earned.....	1.36	0.00	1.37	0.00	1.37	0.00	0.00	1.38	0.00	0.00
20. Net realized capital gains/losses.....	0.02	0.00	0.02	0.00	0.02	0.00	0.00	0.02	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.37	0.00	1.39	0.00	1.39	0.00	0.00	1.39	0.00	0.00
22. Aggregate write-in for other expenses.....	0.07	0.00	0.00	0.00	0.08	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	10.80	0.00	467.99	(4.63)	5.62	0.00	0.00	4.84	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	3.92	0.00	165.33	0.00	2.09	0.00	0.00	1.72	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	6.88	0.00	302.66	(4.63)	3.53	0.00	0.00	3.12	0.00	0.00
NON-TAXABLE COMMERCIAL RISK ENROLLEES.....		0	(Examples of non-taxable enrollees are State			5,504	# of Enrollees in C3-Pt D included in C3-Basic			
NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS.....		0	of Texas enrollees and Federal employees.)			32,674	# of Member Months in C3-Pt D included in C3-Basic			

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

STATEMENT FOR THE PERIOD ENDING **JUNE 30, 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: 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.....	145,885	0	0	0	112,419	0	0	33,466	0	0
2. MEMBER MONTHS.....	414,924	0	0	0	316,314	0	0	98,610	0	0
3. Direct premium income.....	151.51	0.00	0.00	0.00	174.19	0.00	XXXXXXXX	78.76	XXXXXXXX	0.00
4. Net premium income.....	151.19	0.00	0.00	0.00	173.87	0.00	0.00	78.43	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).....	151.19	0.00	0.00	0.00	173.87	0.00	0.00	78.43	0.00	0.00
11. Hospital & medical.....	118.23	0.00	0.00	0.00	136.07	0.00	0.00	61.03	0.00	0.00
12. Net reinsurance recoveries.....	(0.22)	0.00	0.00	0.00	(0.29)	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	118.45	0.00	0.00	0.00	136.36	0.00	0.00	61.03	0.00	0.00
14. Claims adjustment expenses.....	2.57	0.00	0.00	0.00	2.97	0.00	0.00	1.30	0.00	0.00
15. General administrative expenses.....	24.16	0.00	0.00	0.00	27.46	0.00	0.00	13.56	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).....	145.18	0.00	0.00	0.00	166.79	0.00	0.00	75.89	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	6.01	0.00	0.00	0.00	7.09	0.00	0.00	2.54	0.00	0.00
19. Net investment income earned.....	1.36	0.00	0.00	0.00	1.36	0.00	0.00	1.36	0.00	0.00
20. Net realized capital gains/losses.....	0.03	0.00	0.00	0.00	0.03	0.00	0.00	0.03	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.39	0.00	0.00	0.00	1.39	0.00	0.00	1.39	0.00	0.00
22. Aggregate write-in for other expenses.....	0.30	0.00	0.00	0.00	0.39	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	7.70	0.00	0.00	0.00	8.87	0.00	0.00	3.93	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	2.77	0.00	0.00	0.00	3.19	0.00	0.00	1.41	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	4.93	0.00	0.00	0.00	5.68	0.00	0.00	2.52	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: 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.....	145,885	0	0	0	112,419	0	0	33,466	0	0
2. MEMBER MONTHS.....	786,894	0	0	0	594,466	0	0	192,428	0	0
3. Direct premium income.....	154.53	0.00	0.00	0.00	179.88	0.00	XXXXXXXX	76.22	XXXXXXXX	0.00
4. Net premium income.....	154.21	0.00	0.00	0.00	179.56	0.00	0.00	75.90	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).....	154.21	0.00	0.00	0.00	179.56	0.00	0.00	75.90	0.00	0.00
11. Hospital & medical.....	124.07	0.00	0.00	0.00	145.64	0.00	0.00	57.42	0.00	0.00
12. Net reinsurance recoveries.....	0.68	0.00	0.00	0.00	0.89	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	123.39	0.00	0.00	0.00	144.75	0.00	0.00	57.42	0.00	0.00
14. Claims adjustment expenses.....	2.38	0.00	0.00	0.00	2.79	0.00	0.00	1.10	0.00	0.00
15. General administrative expenses.....	23.28	0.00	0.00	0.00	25.71	0.00	0.00	15.79	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).....	149.06	0.00	0.00	0.00	173.25	0.00	0.00	74.31	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	5.15	0.00	0.00	0.00	6.31	0.00	0.00	1.59	0.00	0.00
19. Net investment income earned.....	1.38	0.00	0.00	0.00	1.38	0.00	0.00	1.38	0.00	0.00
20. Net realized capital gains/losses.....	0.02	0.00	0.00	0.00	0.02	0.00	0.00	0.02	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.39	0.00	0.00	0.00	1.39	0.00	0.00	1.39	0.00	0.00
22. Aggregate write-in for other expenses.....	0.16	0.00	0.00	0.00	0.21	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	6.70	0.00	0.00	0.00	7.91	0.00	0.00	2.98	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	2.39	0.00	0.00	0.00	2.82	0.00	0.00	1.06	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	4.31	0.00	0.00	0.00	5.09	0.00	0.00	1.92	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 **Ft Worth**
 (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.....	105,166	0	0	0	85,833	0	0	19,333	0	0
2. MEMBER MONTHS.....	310,214	0	0	0	251,097	0	0	59,117	0	0
3. Direct premium income.....	186.07	0.00	0.00	0.00	194.83	0.00	XXXXXXXX	148.85	XXXXXXXX	0.00
4. Net premium income.....	185.75	0.00	0.00	0.00	194.51	0.00	0.00	148.52	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).....	185.75	0.00	0.00	0.00	194.51	0.00	0.00	148.52	0.00	0.00
11. Hospital & medical.....	137.94	0.00	0.00	0.00	141.97	0.00	0.00	120.82	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).....	137.94	0.00	0.00	0.00	141.97	0.00	0.00	120.82	0.00	0.00
14. Claims adjustment expenses.....	3.05	0.00	0.00	0.00	3.15	0.00	0.00	2.65	0.00	0.00
15. General administrative expenses.....	36.92	0.00	0.00	0.00	39.68	0.00	0.00	25.19	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).....	177.90	0.00	0.00	0.00	184.79	0.00	0.00	148.66	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	7.84	0.00	0.00	0.00	9.72	0.00	0.00	(0.14)	0.00	0.00
19. Net investment income earned.....	1.36	0.00	0.00	0.00	1.36	0.00	0.00	1.36	0.00	0.00
20. Net realized capital gains/losses.....	(0.06)	0.00	0.00	0.00	(0.08)	0.00	0.00	0.03	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.30	0.00	0.00	0.00	1.28	0.00	0.00	1.39	0.00	0.00
22. Aggregate write-in for other expenses.....	0.19	0.00	0.00	0.00	0.24	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	9.34	0.00	0.00	0.00	11.24	0.00	0.00	1.24	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	3.75	0.00	0.00	0.00	4.50	0.00	0.00	0.56	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	5.59	0.00	0.00	0.00	6.74	0.00	0.00	0.68	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

Ft Worth

(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.....	105,166	0	0	0	85,833	0	0	19,333	0	0
2. MEMBER MONTHS.....	604,505	0	0	0	485,849	0	0	118,656	0	0
3. Direct premium income.....	194.41	0.00	0.00	0.00	198.91	0.00	XXXXXXXX	176.02	XXXXXXXX	0.00
4. Net premium income.....	194.09	0.00	0.00	0.00	198.59	0.00	0.00	175.70	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).....	194.09	0.00	0.00	0.00	198.59	0.00	0.00	175.70	0.00	0.00
11. Hospital & medical.....	150.67	0.00	0.00	0.00	157.04	0.00	0.00	124.59	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).....	150.67	0.00	0.00	0.00	157.04	0.00	0.00	124.59	0.00	0.00
14. Claims adjustment expenses.....	2.89	0.00	0.00	0.00	3.01	0.00	0.00	2.39	0.00	0.00
15. General administrative expenses.....	33.39	0.00	0.00	0.00	33.85	0.00	0.00	31.48	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).....	186.95	0.00	0.00	0.00	193.91	0.00	0.00	158.46	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	7.15	0.00	0.00	0.00	4.68	0.00	0.00	17.23	0.00	0.00
19. Net investment income earned.....	1.38	0.00	0.00	0.00	1.38	0.00	0.00	1.37	0.00	0.00
20. Net realized capital gains/losses.....	0.02	0.00	0.00	0.00	0.02	0.00	0.00	0.02	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.39	0.00	0.00	0.00	1.39	0.00	0.00	1.39	0.00	0.00
22. Aggregate write-in for other expenses.....	0.10	0.00	0.00	0.00	0.12	0.00	0.00	0.00	0.00	0.00
23. INCOME/LOSSES before FIT + EX Items (L18+L21+L22).....	8.63	0.00	0.00	0.00	6.20	0.00	0.00	18.62	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	3.33	0.00	0.00	0.00	2.52	0.00	0.00	6.63	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	5.31	0.00	0.00	0.00	3.67	0.00	0.00	11.99	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: 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.....	176,618	0	4,905	4,905	148,288	0	0	18,520	0	0
2. MEMBER MONTHS.....	531,926	0	14,823	14,823	447,038	0	0	55,242	0	0
3. Direct premium income.....	283.52	0.00	1,159.24	90.04	286.72	0.00	XXXXXXXX	74.54	XXXXXXXX	0.00
4. Net premium income.....	283.24	0.00	1,159.09	90.04	286.43	0.00	0.00	74.22	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).....	283.24	0.00	1,159.09	90.04	286.43	0.00	0.00	74.22	0.00	0.00
11. Hospital & medical.....	223.93	0.00	566.86	92.40	236.25	0.00	0.00	67.56	0.00	0.00
12. Net reinsurance recoveries.....	(0.52)	0.00	0.00	0.00	(0.62)	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	224.46	0.00	566.86	92.40	236.87	0.00	0.00	67.56	0.00	0.00
14. Claims adjustment expenses.....	9.32	0.00	173.66	0.00	5.15	0.00	0.00	1.42	0.00	0.00
15. General administrative expenses.....	29.69	0.00	(40.89)	0.00	33.85	0.00	0.00	22.87	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).....	263.46	0.00	699.63	92.40	275.88	0.00	0.00	91.86	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	19.77	0.00	459.46	(2.36)	10.55	0.00	0.00	(17.64)	0.00	0.00
19. Net investment income earned.....	1.32	0.00	1.36	0.00	1.36	0.00	0.00	1.36	0.00	0.00
20. Net realized capital gains/losses.....	0.03	0.00	0.03	0.00	0.03	0.00	0.00	0.03	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.35	0.00	1.39	0.00	1.38	0.00	0.00	1.39	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).....	21.12	0.00	460.85	(2.36)	11.94	0.00	0.00	(16.25)	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	7.73	0.00	165.54	0.00	4.42	0.00	0.00	(5.79)	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	13.40	0.00	295.31	(2.36)	7.52	0.00	0.00	(10.46)	0.00	0.00

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

4,905 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.)

14,823 # 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.....	176,618	0	4,905	4,905	148,288	0	0	18,520	0	0
2. MEMBER MONTHS.....	1,090,898	0	29,395	29,395	923,002	0	0	109,106	0	0
3. Direct premium income.....	278.56	0.00	1,158.55	90.84	280.76	0.00	XXXXXXXX	73.49	XXXXXXXX	0.00
4. Net premium income.....	278.28	0.00	1,158.40	90.84	280.47	0.00	0.00	73.16	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).....	278.28	0.00	1,158.40	90.84	280.47	0.00	0.00	73.16	0.00	0.00
11. Hospital & medical.....	217.57	0.00	548.55	85.99	230.04	0.00	0.00	58.37	0.00	0.00
12. Net reinsurance recoveries.....	(0.19)	0.00	0.00	0.00	(0.23)	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	217.76	0.00	548.55	85.99	230.27	0.00	0.00	58.37	0.00	0.00
14. Claims adjustment expenses.....	6.65	0.00	104.05	0.00	4.41	0.00	0.00	1.12	0.00	0.00
15. General administrative expenses.....	32.72	0.00	31.81	0.00	35.02	0.00	0.00	22.32	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).....	257.13	0.00	684.41	85.99	269.70	0.00	0.00	81.80	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	21.15	0.00	473.99	4.85	10.77	0.00	0.00	(8.64)	0.00	0.00
19. Net investment income earned.....	1.34	0.00	1.37	0.00	1.37	0.00	0.00	1.38	0.00	0.00
20. Net realized capital gains/losses.....	0.01	0.00	0.02	0.00	0.01	0.00	0.00	0.02	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.35	0.00	1.39	0.00	1.39	0.00	0.00	1.39	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).....	22.50	0.00	475.38	4.85	12.16	0.00	0.00	(7.25)	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	8.08	0.00	171.30	0.00	4.40	0.00	0.00	(2.59)	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	14.42	0.00	304.08	4.85	7.76	0.00	0.00	(4.66)	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 4,905 # of Enrollees in C3-Pt D included in C3-Basic

NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.) 29,395 # 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.....	33,996	0	0	0	33,996	0	0	0	0	0
2. MEMBER MONTHS.....	99,087	0	0	0	99,087	0	0	0	0	0
3. Direct premium income.....	287.30	0.00	0.00	0.00	287.30	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	287.01	0.00	0.00	0.00	287.01	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).....	287.01	0.00	0.00	0.00	287.01	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	304.76	0.00	0.00	0.00	304.76	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	1.38	0.00	0.00	0.00	1.38	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	303.38	0.00	0.00	0.00	303.38	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	6.53	0.00	0.00	0.00	6.53	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	29.58	0.00	0.00	0.00	29.58	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).....	339.48	0.00	0.00	0.00	339.48	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	(52.47)	0.00	0.00	0.00	(52.47)	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	1.36	0.00	0.00	0.00	1.36	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.03	0.00	0.00	0.00	0.03	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.39	0.00	0.00	0.00	1.39	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).....	(51.08)	0.00	0.00	0.00	(51.08)	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	(18.32)	0.00	0.00	0.00	(18.32)	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	(32.76)	0.00	0.00	0.00	(32.76)	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.....	33,996	0	0	0	33,996	0	0	0	0	0
2. MEMBER MONTHS.....	187,594	0	0	0	187,594	0	0	0	0	0
3. Direct premium income.....	291.06	0.00	0.00	0.00	291.06	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	290.79	0.00	0.00	0.00	290.79	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).....	290.79	0.00	0.00	0.00	290.79	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	299.73	0.00	0.00	0.00	299.73	0.00	0.00	0.00	0.00	0.00
12. Net reinsurance recoveries.....	0.73	0.00	0.00	0.00	0.73	0.00	0.00	0.00	0.00	0.00
13. TOTAL MEDICAL & HOSP (L11 less L12).....	299.00	0.00	0.00	0.00	299.00	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	5.75	0.00	0.00	0.00	5.75	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	30.93	0.00	0.00	0.00	30.93	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).....	335.68	0.00	0.00	0.00	335.68	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	(44.90)	0.00	0.00	0.00	(44.90)	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	1.37	0.00	0.00	0.00	1.37	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.02	0.00	0.00	0.00	0.02	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.39	0.00	0.00	0.00	1.39	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).....	(43.51)	0.00	0.00	0.00	(43.51)	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	(15.50)	0.00	0.00	0.00	(15.50)	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	(28.00)	0.00	0.00	0.00	(28.00)	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 Corpus Christi
 (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.....	9,586	0	0	0	8,629	0	0	957	0	0
2. MEMBER MONTHS.....	29,339	0	0	0	26,460	0	0	2,879	0	0
3. Direct premium income.....	287.43	0.00	0.00	0.00	308.35	0.00	XXXXXXXX	95.13	XXXXXXXX	0.00
4. Net premium income.....	287.11	0.00	0.00	0.00	308.03	0.00	0.00	94.81	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).....	287.11	0.00	0.00	0.00	308.03	0.00	0.00	94.81	0.00	0.00
11. Hospital & medical.....	183.78	0.00	0.00	0.00	198.06	0.00	0.00	52.53	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).....	183.78	0.00	0.00	0.00	198.06	0.00	0.00	52.53	0.00	0.00
14. Claims adjustment expenses.....	4.28	0.00	0.00	0.00	4.62	0.00	0.00	1.13	0.00	0.00
15. General administrative expenses.....	72.67	0.00	0.00	0.00	77.43	0.00	0.00	28.94	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).....	260.73	0.00	0.00	0.00	280.11	0.00	0.00	82.60	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	26.38	0.00	0.00	0.00	27.92	0.00	0.00	12.21	0.00	0.00
19. Net investment income earned.....	1.35	0.00	0.00	0.00	1.35	0.00	0.00	1.36	0.00	0.00
20. Net realized capital gains/losses.....	0.03	0.00	0.00	0.00	0.03	0.00	0.00	0.03	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.39	0.00	0.00	0.00	1.39	0.00	0.00	1.39	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).....	27.76	0.00	0.00	0.00	29.31	0.00	0.00	13.59	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	10.14	0.00	0.00	0.00	10.71	0.00	0.00	4.89	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	17.62	0.00	0.00	0.00	18.60	0.00	0.00	8.70	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 Corpus Christi
 (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.....	9,586	0	0	0	8,629	0	0	957	0	0
2. MEMBER MONTHS.....	58,912	0	0	0	53,166	0	0	5,746	0	0
3. Direct premium income.....	308.55	0.00	0.00	0.00	331.73	0.00	XXXXXXXX	94.07	XXXXXXXX	0.00
4. Net premium income.....	308.24	0.00	0.00	0.00	331.42	0.00	0.00	93.74	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).....	308.24	0.00	0.00	0.00	331.42	0.00	0.00	93.74	0.00	0.00
11. Hospital & medical.....	235.80	0.00	0.00	0.00	255.80	0.00	0.00	50.76	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).....	235.80	0.00	0.00	0.00	255.80	0.00	0.00	50.76	0.00	0.00
14. Claims adjustment expenses.....	4.52	0.00	0.00	0.00	4.91	0.00	0.00	0.97	0.00	0.00
15. General administrative expenses.....	54.08	0.00	0.00	0.00	56.52	0.00	0.00	31.58	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).....	294.41	0.00	0.00	0.00	317.22	0.00	0.00	83.31	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	13.83	0.00	0.00	0.00	14.20	0.00	0.00	10.44	0.00	0.00
19. Net investment income earned.....	1.37	0.00	0.00	0.00	1.38	0.00	0.00	1.37	0.00	0.00
20. Net realized capital gains/losses.....	0.02	0.00	0.00	0.00	0.02	0.00	0.00	0.02	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.39	0.00	0.00	0.00	1.39	0.00	0.00	1.39	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).....	15.22	0.00	0.00	0.00	15.59	0.00	0.00	11.83	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	5.55	0.00	0.00	0.00	5.70	0.00	0.00	4.22	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	9.67	0.00	0.00	0.00	9.89	0.00	0.00	7.61	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.....	10,089	0	599	599	8,891	0	0	0	0	0
2. MEMBER MONTHS.....	30,071	0	1,752	1,752	26,567	0	0	0	0	0
3. Direct premium income.....	461.54	0.00	1,404.01	(0.00)	429.82	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	461.42	0.00	1,403.85	(0.00)	429.70	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).....	461.42	0.00	1,403.85	(0.00)	429.70	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	359.51	0.00	831.40	131.52	343.43	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).....	359.51	0.00	831.40	131.52	343.43	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	9.24	0.00	45.04	0.00	7.49	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	59.71	0.00	176.10	0.00	55.97	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).....	428.46	0.00	1,052.54	131.52	406.89	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	32.96	0.00	351.32	(131.52)	22.81	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	1.28	0.00	1.36	0.00	1.36	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.03	0.00	0.03	0.00	0.03	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.31	0.00	1.39	0.00	1.39	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).....	34.26	0.00	352.71	(131.52)	24.20	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	11.73	0.00	81.24	0.00	7.92	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	22.53	0.00	271.47	(131.52)	16.28	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 599 # of Enrollees in C3-Pt D included in C3-Basic
 NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.) 1,752 # 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.....	10,089	0	599	599	8,891	0	0	0	0	0
2. MEMBER MONTHS.....	59,358	0	3,279	3,279	52,800	0	0	0	0	0
3. Direct premium income.....	487.08	0.00	1,325.46	44.10	462.53	0.00	XXXXXXXX	0.00	XXXXXXXX	0.00
4. Net premium income.....	486.97	0.00	1,325.31	44.10	462.40	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).....	486.97	0.00	1,325.31	44.10	462.40	0.00	0.00	0.00	0.00	0.00
11. Hospital & medical.....	359.13	0.00	770.04	133.68	347.62	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).....	359.13	0.00	770.04	133.68	347.62	0.00	0.00	0.00	0.00	0.00
14. Claims adjustment expenses.....	8.43	0.00	45.30	0.00	6.67	0.00	0.00	0.00	0.00	0.00
15. General administrative expenses.....	81.31	0.00	109.65	0.00	84.59	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).....	448.87	0.00	924.99	133.68	438.88	0.00	0.00	0.00	0.00	0.00
18. NET UNDERWRITING GAIN/LOSS (L10 less L17).....	38.09	0.00	400.32	(89.58)	23.52	0.00	0.00	0.00	0.00	0.00
19. Net investment income earned.....	1.30	0.00	1.37	0.00	1.38	0.00	0.00	0.00	0.00	0.00
20. Net realized capital gains/losses.....	0.01	0.00	0.02	0.00	0.02	0.00	0.00	0.00	0.00	0.00
21. NET INVESTMENT GAINS/LOSSES (L19 to L20).....	1.31	0.00	1.39	0.00	1.39	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).....	39.40	0.00	401.71	(89.58)	24.91	0.00	0.00	0.00	0.00	0.00
24. Extraordinary items & federal & foreign income taxes incurred.....	13.73	0.00	111.78	0.00	8.49	0.00	0.00	0.00	0.00	0.00
25. NET INCOME/LOSS (L30 less L31).....	25.67	0.00	289.93	(89.58)	16.42	0.00	0.00	0.00	0.00	0.00

NON-TAXABLE COMMERCIAL RISK ENROLLEES..... 0 (Examples of non-taxable enrollees are State 599 # of Enrollees in C3-Pt D included in C3-Basic
 NON-TAXABLE COMMERCIAL RISK MEMBER MONTHS..... 0 of Texas enrollees and Federal employees.) 3,279 # of Member Months in C3-Pt D included in C3-Basic

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