

CLEAR CHOICE HEALTH PLANS, INC.
2965 NE Conners Avenue
Bend, Oregon 97701

April 17, 2009

Dear Shareholders:

Our 2009 annual meeting of Shareholders will be held on Friday, May 22, 2009, at 8:00 a.m. Pacific Daylight Time, at our executive offices located at 2965 NE Conners Avenue, Bend, Oregon 97701. You are cordially invited to attend this meeting to give us an opportunity to meet you personally, to allow us to introduce to you the key members of our management team and Board of Directors and to answer questions you may have.

The formal Notice of Meeting, the Proxy Statement, the proxy card and a copy of our Annual Report to Shareholders describing our operations for the year ended December 31, 2008 are enclosed.

Whether or not you plan to attend the meeting, please sign and return the enclosed proxy card promptly. A prepaid return envelope is provided for this purpose. Your shares will be voted at the meeting in accordance with your proxy.

If you have shares in more than one name, or if your stock is registered in more than one way, you may receive multiple copies of the proxy materials. If so, please sign and return each proxy card you will receive so that all of your shares may be voted. We look forward to meeting you at the Annual Meeting.

It is important that your shares be represented at the Annual Meeting whether or not you are personally able to attend. Accordingly, you are requested to sign, date and return the enclosed proxy promptly. Your cooperation is greatly appreciated.

Very truly yours,



Patricia J. Gibford
CEO & President

CLEAR CHOICE HEALTH PLANS, INC.
2965 NE Conners Avenue
Bend, Oregon 97701

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held on May 22, 2009 at 8:00 a.m.

To the Shareholders of Clear Choice Health Plans, Inc.:

NOTICE IS HEREBY GIVEN that the 2009 Annual Meeting of Shareholders of CLEAR CHOICE HEALTH PLANS, INC., an Oregon insurance corporation, will be held at the executive offices of Clear Choice Health Plans, Inc. located at 2965 NE Conners Avenue, Bend, Oregon 97701 on Friday, May 22, 2009, at 8:00 a.m. Pacific Daylight Time for the following purposes:

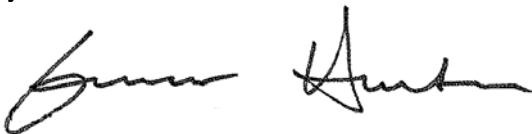
1. To elect three Class II directors to the Board of Directors to serve until the 2012 Annual Meeting of Shareholders (Proposal No. 1);
2. To elect one Class I director to the Board of Directors to serve until the 2011 Annual Meeting of Shareholders (Proposal No. 2);
3. To approve an amendment to the Company's Articles of Incorporation to change the name of the Company to Clear One Health Plans, Inc. to be effective as of filing of an amendment to the Company's Articles of Incorporation with the Oregon Insurance Division (Proposal No. 3).
4. To ratify the appointment of Perkins & Company, P.C. as our independent public accountants for the year ending December 31, 2009 (Proposal No. 4);
5. To approve any adjournments of the Annual Meeting to permit further solicitation of proxies (Proposal No. 5); and
6. To consider and act upon any other matter which may properly come before the meeting or any adjournment thereof (Proposal No. 6).

The Board of Directors is not aware of any other business to come before the Annual Meeting.

The Board of Directors has fixed the close of business on April 17, 2009, as the record date for determining shareholders entitled to notice of and to vote at the meeting or any adjournment thereof. Only holders of record of our common stock at the close of business on the record date will be entitled to notice of and to vote at the meeting and any adjournment thereof. Further information regarding voting rights and the matters to be voted upon at the Annual Meeting are presented in the accompanying proxy statement.

All shareholders are cordially invited to attend the Annual Meeting. **WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SIGN AND PROMPTLY RETURN THE ENCLOSED PROXY CARD, WHICH YOU MAY REVOKE AT ANY TIME PRIOR TO ITS USE.** A prepaid, self-addressed envelope is enclosed for your convenience. Your shares will be voted at the meeting in accordance with your proxy. If you attend the meeting, you may revoke your proxy and vote in person.

By Order of the Board of Directors,



GUNNAR HANSEN
Chief Financial Officer and Secretary
Bend, Oregon
April 20, 2009

PROXY STATEMENT
OF
CLEAR CHOICE HEALTH PLANS, INC.
2965 NE Conners Avenue
Bend, Oregon 97701

ANNUAL MEETING OF SHAREHOLDERS
May 22, 2009

General

This proxy statement is furnished to the shareholders of Clear Choice Health Plans, Inc., an Oregon insurance corporation (the “Company”), in connection with the solicitation of proxies by the Board of Directors of the Company for use at the 2009 Annual Meeting of Shareholders to be held on Friday, May 22, 2009, at 8:00 a.m. Pacific Daylight Time, at the Company’s headquarters located at 2965 NE Conners Avenue, Bend, Oregon 97701, and at any and all adjournments or postponements therefore (the Annual Meeting).

The shares of the Company’s Common Stock (the “Common Stock”) constitute the only class of securities entitled to notice of and to vote at the meeting. In accordance with our Bylaws, the Board of Directors has fixed April 17, 2009, as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. On that date, there were 1,701,048 shares of the Company’s Common Stock, issued and outstanding and entitled to vote. Each such share is entitled to one vote on all matters properly brought before the meeting. Shareholders are not entitled to cumulate voting with regard to their shares.

Quorum and Voting Information

The presence, in person or by proxy, of the holders of a majority of our outstanding shares of common stock is necessary to constitute a quorum at the Annual Meeting. Directors are elected by a plurality of the votes cast and only votes cast in favor of a nominee will have an effect on the outcome. An amendment to our Articles of Incorporation will be approved if the votes cast in favor of the amendment exceed the votes cast against it.

If a quorum is present at the Annual Meeting, (i) the three nominees for election as Class II directors who receive the greatest number of votes cast for the election of Class II directors by the shares of Common Stock present in person or represented by proxy at the meeting and entitled to vote shall be elected Class II directors, (ii) the nominee for election as a Class I director who receives the greatest number of votes cast for the election of a Class I director by the shares of Common Stock present in person or represented by proxy at the meeting and entitled to vote shall be elected a Class I director, (iii) Proposal No. 3 to change the name of the Company to Clear One Health Plans, Inc. will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast against it, (iv) Proposal No. 4 to ratify the appointment of Perkins & Company, P.C. as independent registered public accounting firm will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast against it, (v) Proposal No. 5 to approve any adjournments of the Annual Meeting will be

approved if the number of votes cast in favor of the proposed exceeds the number of votes cast against it and (vi) Proposal No. 6 which gives discretionary authority to the proxy holders to vote on any and all such matters as may properly come before the Annual Meeting or any adjournment thereof will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast against it.

If you hold your shares in “street name” through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker nominee specific voting instructions, your shares may not be voted on those matters. Shares represented by such “broker non-votes,” however, will be counted for determining whether there is a quorum. Because directors are elected by a plurality, only affirmative votes affect the outcome of the election of directors. Abstentions from voting and broker non-votes will not be counted for or against any proposal.

Proxies; Voting Procedures

A proxy card is enclosed for your use. You are solicited on behalf of the Board of Directors to sign, date and return the proxy card at or before the annual meeting. Concerning the election of Class II directors, you may (a) vote for all of the director nominees as a group; (b) withhold authority to vote for all director nominees as a group, or (c) vote for all director nominees as a group, except those nominees you identify on the appropriate line. With respect to the election of a Class I director, you may vote for the nominee or withhold your vote. With respect to each of Proposal No(s). 3, 4, 5 and 6 you may (a) vote for the proposal, (b) vote against the proposal, or (c) abstain from voting.

The two persons named as proxies on the enclosed proxy card, Patricia Gibford and Gunnar Hansen, were designated by the Board of Directors. Your shares will be voted as you direct on your properly executed proxy card. If you do not specify on your proxy card how you want to vote your shares, the proxies will vote signed returned proxies for the Board’s nominees for Class II directors and for the Board’s nominee for Class I director, for the amendment to the Company’s Articles of Incorporation to change the name of the Company to Clear One Health Plans, Inc., and for the ratification of appointment of Perkins & Company, P.C. as the Company’s independent public accountants for the year ending December 31, 2009, for approval of any adjournments of the Annual Meeting if determined necessary by the Company, to permit further solicitation of proxies if a quorum is not present and to provide additional time to solicit proxies in favor of any proposal listed in the Notice, and for approval of discretion on authority to vote on all such other matters as may properly come before the Annual Meeting or any adjournment thereof. You may revoke your proxy prior to its exercise by filing a written notice of revocation with the Secretary of the Company, by submission of a new proxy bearing a later date with the Company prior to the Annual Meeting, or by attending the Annual Meeting and voting in person.

The Company does not know of any other business that may be presented at the Annual Meeting. If a proposal other than those proposed in the Notice of Annual Meeting is presented at the Annual Meeting, your signed proxy card gives authority to each of Patricia Gibford and Gunnar Hansen to vote your shares on such matters in their sole discretion as they determine to be in the best interests of the Company.

Expenses of Proxy Solicitation

We will bear the entire cost of solicitation of proxies, including preparation, assembly, printing and mailing of this proxy statement, the proxy card and any additional information furnished to stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names shares of common stock beneficially owned by others to forward to the beneficial owners. We may reimburse persons representing beneficial owners of our common stock for their costs of forwarding solicitation materials to the beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, telegram or other electronic means, or by personal solicitation by our directors, officers or other regular employees. No additional compensation will be paid to our directors, officers or other regular employees for their services in connection with the solicitation of proxies.

Adjournments and Postponements

Our bylaws provide that if a quorum shall not be present or represented at any meeting of stockholders, a majority of the voting stock represented at the meeting may adjourn the meeting until a quorum shall be present or represented. If a quorum is not present or the requisite stockholder vote to approve the proposals set forth in this proxy statement have not been received at the time of the Annual Meeting, holders of our common stock may be asked to vote on a proposal to adjourn or postpone the Annual Meeting, if necessary, to solicit additional proxies to obtain a quorum or obtain proxies in favor of the proposals set forth in this proxy statement. Our board of directors unanimously recommends that you vote FOR the approval of any adjournment or postponement of the meeting, if necessary, whether for the reasons stated above or for any other reasonable business purpose.

PROPOSAL NO. 1 ELECTION OF CLASS II DIRECTORS

The Company's Bylaws provide that the Board of Directors, presently consisting of nine directors, be divided into three classes, Class I, Class II and Class III. The Board of Directors has nominated Gary Fish, Michel Boileau and Patricia Gibford to serve as Class II directors for a term of three (3) years each. The Class II directors will hold office until the 2012 Annual Shareholders Meeting at which time their term expires and until their successors have been elected and qualified.

The Board of Directors believes that each nominee will be available to serve as a Director and each nominee has consented to serve. However, if any nominee is not a candidate on the date of the Annual Meeting or otherwise declines to or cannot serve as a Director, the proxy will be voted for such other person or persons as the Board of Directors may recommend.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE FOLLOWING NOMINEES TO THE SERVE AS CLASS II DIRECTORS.

NOMINEES FOR CLASS II DIRECTORS (Terms Expire in 2012).

Gary Fish (52). Mr. Fish has been a director of the Company since 2004. Mr. Fish is the President of Deschutes Brewery, Inc. He is also a director of High Desert Bank.

Michel Boileau, M.D (61). Dr. Boileau has been a director of the Company since 2004. Dr. Boileau is a practicing physician with Bend Urology Associates. Dr. Boileau received his B.S. degree from Whitman College and his M.D. from the Oregon Health Sciences University.

Patricia Gibford (62). Ms. Gibford has been a director of the Company since 2006 and is President and CEO of the Company. For biographical information on Ms. Gibford, see “Executive Officers.”

PROPOSAL NO. 2 ELECTION OF CLASS I DIRECTOR

The Company’s Bylaws provide that if there is a vacancy on the Board of Directors, the vacancy may be filled by the shareholders or the Board of Directors. A director elected to fill the vacancy will serve for the remainder of the unexpired term; except that the term of a director elected by the Board to fill a vacancy expires at the next shareholder’s meeting at which directors are elected. Mr. Holliday was elected in January 2009 by the Board of Directors to fill a vacancy created by the resignation of Neil Bryant. The Annual Meeting is the first shareholder’s meeting since Mr. Holliday’s election to the Board, therefore, at the Annual Meeting his term will expire and the shareholders will elect a new director. Recent board resignations and a reduction in the number of directors from 11 to 9, resulted in an uneven distribution of directors between the three classes of directors. To create an equal number of directors in each class, the Board has nominated Mr. Holliday for election at the Annual Meeting to serve as a Class I Director until the 2011 Annual Meeting of Shareholders and until his successor has been elected and qualified.

The Board of Directors believes that the nominee will be available to serve as a director and the nominee has consented to serve. However, if the nominee is not a candidate on the date of the Annual Meeting or otherwise declines to or cannot serve as a director, the proxy will be voted for such other person as the Board of Directors may recommend.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR”
THE ELECTION OF THE FOLLOWING NOMINEE TO THE SERVE AS A CLASS I
DIRECTOR.**

NOMINEE FOR CLASS I DIRECTOR (Term Expires in 2011).

Mark Holliday (41). Mr. Holliday was appointed a director of the Company on January 29, 2009. He is a partner in Camden Asset Management LP, an investment management firm. Mr. Holliday also serves as a director of Movie Gallery, Inc. since 2008 and a director of Fiber Tower since 2008. Mr. Holliday serves as chair of the audit committee for Movie Gallery, Inc. and Fiber Tower.

Directors Whose Terms of Office Continue

The remaining Class I directors and Class III directors, whose terms have not yet expired and therefore are not standing for election this year, are as follows:

CLASS I DIRECTORS (Terms expire in 2011)

Patricia Moss (55). Ms. Moss has been a director of the Company since 1997. Ms. Moss currently serves as CEO of the Bank of the Cascades and President and CEO of Cascade Bancorp. From 1998 to 2003, Ms. Moss served as President and CEO of Bank of the Cascades and Cascade Bancorp. She is also a director of MDU Resources Group, Inc.

Jeffrey Drutman, M.D. (52). Dr. Drutman has been a director of the Company since 1995. Dr. Drutman is a practicing physician and in group practice as a member of Central Oregon Radiology Associates.

CLASS III DIRECTORS (Terms expire in 2010)

James Diegel (49). Mr. Diegel has been a director of the Company since 2005. Mr. Diegel is the President and CEO of Cascade Healthcare Community, Inc., which owns and operates St. Charles Medical Centers in Bend and Redmond, Oregon.

David Bourke (55). Mr. Bourke has been a director of the Company since 2006. Mr. Bourke is President of Bourke & Company, a management consulting firm specializing in market research and organizational effectiveness.

Jerol Andres (65). Mr. Andres is Chairman of the Board and has been a director of the Company since 1997. Mr. Andres has been the President and Chief Executive Officer of Jeld-Wen Development, Inc., a real estate development company, since 1988. Since 1993, Mr. Andres has served as a director of Cascade Bancorp.

Non Employee Director Compensation

The following table sets forth information regarding non employee director compensation for fiscal year ended December 31, 2008.

Non Employee Director Compensation Table

<u>Name</u>	<u>Fees Earned or Paid in Cash</u> (\$)	<u>Option Awards</u>
Jim Diegel	38,417	1,000
Jeffrey Drutman	38,333	1,000
Michel Boileau	35,333	1,000
Jerry Andres	60,750	1,000
Patricia Moss	42,750	1,000
David Bourke	36,333	1,000
Gary Fish	37,583	1,000

The following narrative discusses certain material information pertaining to the information provided in the Director's Compensation Table.

Fees Earned or Paid in Cash. Non-employee directors are compensated for services as

a director and are reimbursed for travel expenses incurred in connection with their duties as directors. All non-employee directors receive an annual retainer fee of \$20,000 and a \$1,500 fee for each Board meeting attended in person, a \$750 fee for each Board meeting attended telephonically and a \$500 fee for each Committee meeting attended for which they are a member. The Chairman of the Board and each chair of a Board committee receive an additional annual retainer as follows: \$20,000 Board Chairman, \$5,000 Audit Committee Chair, \$5,000 Compensation Committee Chair and \$5,000 Governance-Nominating Committee Chair.

Option Awards. Each year, at the discretion of the Board, as administrators of the Company's 2004 Equity Incentive Plan, non-employee directors are granted an option to purchase 1,000 shares of our common stock. These options are typically granted on the date of the June Board meeting at fair market value pursuant to the Company's 2004 Equity Incentive Plan. We do not pay any additional remuneration to employees who also serve as directors.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors held ten (10) meetings during the year ended December 31, 2008. During 2008, no director attended fewer than 75% of the meetings of the Board of Directors and any committees of which the director was a member, except for Jim Diegel who attended fewer than 75% of the meetings of the Audit Committee.

Committees

The Board of Directors has a standing Audit Committee, Compensation Committee, and Governance-Nominating Committee. The chairman of the Board of Directors, Jerol Andres, is a standing member of all committees and may attend committee meetings at his discretion.

Audit Committee

General. The Board of Directors has established an Audit Committee, which is governed by a written charter. The Committee is responsible for: (i) the oversight of the internal and external auditors of the Company, (ii) the annual audit of the financial statements of the Company, (iii) internal control policies and procedures of the Company, and (iv) oversight of investments. Among the duties, powers and responsibilities of the Audit Committee as provided in its charter, the Audit Committee:

- has responsibility for the engagement and fees of the Company's independent auditors;
- reviews and evaluates the qualifications, performance and independence of independent auditors of the audit engagement;
- pre-approves all audit and non-audit engagements of the independent auditors;
- reviews and discusses significant findings of the audit engagement;
- reviews the performance of our internal audit/risk management functions; and

- reviews accounting, auditing and financial reporting matters with our independent auditors and management.

The Audit Committee is comprised of Patricia Moss, Chair, Dr. Jeffrey Drutman, David Bourke and Jim Diegel. The Audit Committee Charter was adopted on July 30, 2007. The Audit Committee consults separately in executive session and jointly with the independent accountants and management. The Audit Committee held eight (8) meetings in 2008.

Compensation Committee

The Compensation Committee is currently comprised of David Bourke, Chair, Jim Diegel, Michel Boileau and Gary Fish. The Compensation Committee reviews and approves the compensation of the Company's Chief Executive Officer and other executive and management staff. In addition, the Compensation Committee recommends to the Board for consideration and approval, compensation for Board members. The Compensation Committee held six (6) meetings in 2008. The Compensation Committee is governed by a written charter.

Governance-Nominating Committee

The Governance-Nominating Committee currently consists of Dr. Jeffrey Drutman, Chair, Gary Fish and Patricia Moss. The responsibilities of the Governance-Nominating Committee include: (i) oversight and review of the performance of the Company's Board of Directors, (ii) oversight and review of the individual directors and their adherence to the principles and practices established by the Board, (iii) periodic review of the Company's Bylaws and Articles of Incorporation, (iv) the identification and nomination of director candidates, and (v) the review and development of corporate governance guidelines. In fulfilling its duties, the Governance-Nominating Committee, among other things, shall: (a) identify individuals qualified to become members of the Board and to select director nominees to be recommended to the Board to be presented for shareholder approval at the Annual Meeting; (b) review the Board's committee structure and make recommendations; and (c) develop and recommend to the Board for its approval a set of corporate governance guidelines. The Governance-Nominating Committee met on February 6, 2009 to consider nominations to the Board for the 2009 Annual Shareholders Meeting. The Governance-Nominating Committee is governed by a written charter. The Governance-Nominating Committee held five (5) meetings in 2008.

In evaluating director nominees, the Governance-Nominating Committee has not prescribed, except as may be required by applicable rules of the Insurance Division, any minimum qualifications that must be met, but instead considers a number of factors including the following: the previous public company experience and financial and business expertise and background of the candidate, the independence of the candidate and lack of conflicts of interests, the candidate's time availability, commitment and sense of urgency to effectively work with other Board members and for incumbent directors, the director's overall service to the Company including the number of meetings attended, and level and quality of participation. The Committee considers these factors in the context of the perceived needs of the Board as a whole and seeks to achieve a diversity of backgrounds and perspectives on the Board.

PROPOSAL NO. 3 NAME CHANGE AMENDMENT

In March 20, 2009, the Board of Directors unanimously approved a resolution to Amend Article I of the Company's Articles of Incorporation, as amended, to change the name of the Company from Clear Choice Health Plans, Inc. to Clear One Health Plans, Inc. and to submit such amendment to the Company's shareholders for approval. The Board of Directors has determined the amendment to be advisable and recommends that our shareholders vote to approve the amendment. The following is the text of Article I of the Company's Articles of Incorporation, as proposed to be amended:

Article I: The name of this corporation, which shall be a domestic stock insurer, is Clear One Health Plans, Inc., and its duration shall be perpetual.

Approval of the amendment will require that the votes cast in favor of the amendment exceed the votes cast against it at the Annual Meeting at which a quorum is present.

The Company and its predecessor company has continuously and openly used its corporate name and the trademark "Clear Choice" to brand its products since 1998. Unbeknownst to the Company, Assurant Corporation established a health insurance business under the same name and obtained federal trademark protection for the name Clear Choice. Assurant began use of the name Clear Choice prior to the Company's use of the name. Until recently, Assurant has used its brand name primarily on the East Coast. The Company has openly and notoriously used Clear Choice as a brand name and trademark for its products continuously beginning in February 1998. The Company's URL is www.clearchoicehp.com. Assurant knew about our commercial usage of our trademark for a number of years, and they appeared to acquiesce in our usage of our mark and took no steps to protect its mark against the Company until we contacted them recently about the possibility of purchasing or licensing their mark. When we declined to accept Assurant's proposed license fees, Assurant issued a letter to cease and desist use of the mark.

Because of our open and notorious use of our tradename and mark and Assurant's apparent acquiescence of this usage for a number of years, we have been advised by legal counsel that we would have certain legal rights to continue usage of our mark and grounds to contest Assurant's claim. However, because of Assurant's trademark registration, the inherent uncertainty pertaining to our mark, litigation costs associated with defending our mark, and the marketing opportunities that are be available to us by rebranding our products, the Board of Directors determined that it would be advisable to change our name to Clear One Health Plans, Inc. and obtain a trademark for the name "Clear One."

We have filed an Application of Intent to Use the new name Clear One with the United States Patent and Trademark Office ("USPTO"). The required time to oppose our proposed use has expired and no party filed any opposition. We received a Notice of Allowance from the USPTO on October 14, 2008 indicating that our application has been allowed. Upon obtaining the requisite approval of our new name from our shareholders, we will begin to use the mark in commerce and file a Statement of Use with PTO. This should complete the trademark registration process and we expect to receive federal registration of the mark as a federally registered trademark of the Company.

Upon changing our name to Clear One Health Plans, Inc., we plan to launch a new marketing and promotional campaign to announce our new name and promote our products. We have obtained the services of a branding and marketing firm to help us capitalize on all of the marketing opportunities that can be obtained from rebranding products.

The Company believes that changing its name to Clear One Health Plans, Inc. will promote a clearer corporate identity and provide favorable branding opportunities for its products. For these reasons, the Board of Directors unanimously recommends a vote for Proposal No. 3 to change the name of the Company to Clear One Health Plans, Inc.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE PROPOSAL TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE COMPANY’S NAME TO CLEAR ONE HEALTH PLANS, INC.

PROPOSAL NO. 4

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee of the Board of Directors has appointed Perkins & Co, independent registered public accountants, as auditors for the year ending December 31, 2009. A representative of Perkins & Company, P.C. is expected to be present at the Annual Meeting. The representative will be given the opportunity to make a statement on behalf of their firm if such representative so desires, and will be available to respond to appropriate shareholder questions. Perkins & Company, P.C. was the independent registered public accountant for the year ended December 31, 2008.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF PERKINS & COMPANY, P.C. AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2009.

Audit Fees

The following table sets forth the aggregate fees for services by the independent auditors for the years ended December 31, 2008 and 2007.

	2008	2007
Audit Fees ⁽¹⁾	\$156,167	\$101,523

⁽¹⁾ Represents fees for the audit of the consolidated financial statements, and quarterly reviews.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 17, 2009, certain information furnished to us with respect to ownership of our common stock of (i) all persons known by us to be beneficiary owners of more than 5% of our common stock, (ii) each director, (iii) “named executive officers”, and (iv) all current executive officers and directors as a group.

<u>Shareholder</u>	<u>Common Stock</u> ⁽¹⁾	
	Number of Shares ⁽²⁾	Percent of Shares Outstanding
CONET 2500 NE Neff Road Bend, Oregon 97701	395,925	22.9
Jerol Andres	12,200	0.7
Michel Boileau	9,800	0.6
David Bourke	2,000	0.1
Jim Diegel	2,000	0.1
Jeffrey Drutman	18,200	1.1
Gary Fish	2,800	0.2
Mark Holliday	--	0.0
Patricia Moss	13,975	0.8
Patricia Gibford	26,600	1.5
Gunnar Hansen	5,049	0.3
Randy Cline	--	0.0
Jeff Brown	--	0.0
Joseph Johnson, M.D.	--	0.0
All current executive officers and directors as a group (18 persons)	95,510	5.5%

(1) Applicable percentage of ownership is based on 1,701,048 shares of common stock outstanding as of April 17, 2009 together with applicable options for such shareholders. Beneficial ownership is determined in accordance with the rules of the Insurance Division, and includes voting and investment power with respect to shares. Shares of common stock subject to options currently exercisable within 60 days after April 17, 2009 are deemed outstanding for computing the percentage ownership of the person holding such options, but are not deemed outstanding for computing the percentage of any other person.

(2) Includes shares of common stock subject to options exercisable within 60 days after April 17, 2009.

CODE OF CONDUCT

The Company has a Code of Conduct, which is a code of conduct and ethics that applies to all of our directors, officers and employees, including our principal executive officer and our principal financial officer. We will provide, without charge, a copy of our Code of Conduct upon written request from any shareholder. Written requests should be mailed to the Secretary, Clear Choice Health Plans, Inc., 2965 NE Conners Avenue, Bend, Oregon 97701.

EXECUTIVE OFFICERS

The following table identifies our executive officers as of April 17, 2009, the positions they hold and the year in which they began serving as an executive officer. Officers are elected by the Board of Directors to hold office until their successors are elected and qualified.

<u>Name</u>	<u>Age</u>	<u>Current Position(s) with Company</u>	<u>Officer Since</u>
Patricia Gibford	62	Director, President and Chief Executive Officer	1995
Randy Cline	60	Executive Vice President and Chief Operating Officer	2006
Gunnar Hansen	40	Executive Vice President, Chief Financial Officer and Secretary	2002
David Cox	34	Vice President, Information Technology	2007
Dick Sharp	45	Vice President, Human Resources	2006
Dr. Joseph Johnson	57	Chief Medical Officer and Medical Director	2007
Sandra Loder	45	General Counsel	2005
Rowena Rosenblum	44	Vice President, Medical Affairs	2006
Jeff Brown	52	Vice President, Marketing and Sales	2008
Ruth Bauman	53	Vice President of Corporate Analytics and Government Programs	2008

Patricia Gibford, President and Chief Executive Officer (CEO). Ms. Gibford joined the Company in February 1995, is one of the founders of the Company and has held the top leadership position since the Company's inception. She previously held executive positions with Blue Cross/Blue Shield of Oregon and HMO Oregon as Vice President of Provider Affairs and Assistant Vice President of Medical Affairs from 1990 to 1995. Prior to 1990, Ms. Gibford was Administrator of Northbank Surgical Center in Salem, Oregon. She has a nursing degree from St. Patrick School of Nursing and a B.S. in Health Care Administration/Business from Concordia College and is licensed as an R.N. in Oregon.

Randy Cline, CHC, Executive Vice President and Chief Operating Officer, (COO). Mr. Cline joined the Company in October 2006 as its Chief Marketing Executive, and was promoted

to Executive Vice President and Chief Operating Officer in 2007. His areas of responsibility include Strategic Planning and Business Development, Internal Operations, Underwriting, Human Resources, Information Technology, Marketing, Sales and Corporate Communications. Prior to joining Clear Choice Mr. Cline was Senior Vice President at Blue Cross Blue Shield. He has more than 20 years of progressive senior management experience in the health care field, including executive positions in external and internal operations, marketing and sales, underwriting, managed care start-ups and joint ventures, employee benefits consulting and corporate communications.

Gunnar Hansen, CPA, Executive Vice President, Chief Financial Officer (CFO) and Secretary. Mr. Hansen joined Clear Choice as Chief Financial Officer in April 2002. Prior to joining Clear Choice, Mr. Hansen served as the CFO/Associate Administrator of the Arizona Medical Clinic, and the CFO of the Corvallis Clinic. He obtained his audit experience at Perkins & Company and Ernst & Young. He is a graduate of Oregon State University. In his role as Chief Financial Officer, Mr. Hansen is responsible for the accounting functions, regulatory audits and filings, and financial reporting.

David Cox, Vice President, Information Technology. Mr. Cox joined the Company as IT Manager in December 2006, and was promoted to Vice President, Information Technology in 2007. David has more than ten years experience in his field in a number of technical and management roles. Prior to joining the company, he was IT Manager for Intel Corporation and led management teams worldwide. David received his BS in Management Information Systems from the University of Maryland and an Executive MBA with Business Strategy Concentration from Arizona State University. David provides strategic direction, oversees resource allocation and operational processes, and develops programs to ensure efficient operations. He is responsible for all aspects of information technology operations and contributes to the formation of corporate strategy and long-range planning.

Sandra Loder, JD, MBA, General Counsel. Ms. Loder joined the Company in April 2004 and has served as General Counsel since 2007. Ms. Loder obtained her Juris Doctorate from Harvard Law School and practiced corporate law in Washington, D.C. for several years before obtaining her MBA from UCLA. Ms. Loder has held previous positions in finance, corporate law and information technology. In her role as General Counsel, Ms. Loder is responsible for risk management, regulatory compliance and legal affairs.

Joseph M. Johnson, M.D., Chief Medical Officer and Medical Director. Dr. Johnson joined the Company in September 2007. Prior to that he held executive positions at Sierra Health Services, Sun Health Corporation, and SunHealth MediSun, most recently serving as Senior Medical Director for Sierra Health Services where he was responsible for all aspects of medical management, utilization management, in-patient case management, and clinical quality improvement. He has also managed star-up operations, network development and contracting.

Dick Sharp, Vice President, Human Resources. Mr. Sharp joined the Company in May 2006, and has worked in the Human Resources field since 1990. He received his Bachelor's degree in Business Administration from Oregon State University, and has worked for major companies such as Nike, Intel and most recently, T-Mobile. Mr. Sharp is responsible for HR compliance, recruiting, employee relations, compensation and benefits, organizational development, training, facility management and safety.

Rowena Rosenblum, Vice President, Medical Affairs. Ms. Rosenblum came to Clear Choice Health Plans with a background in community health education and advanced studies in conflict resolution. She joined the Company in April 2005 as the Manager of Medical Affairs, and was appointed Vice President, Operations in 2007 and this past year moved into her current role as Vice President, Medical Affairs. Prior to joining Clear Choice Health Plans, Rowena worked for large health care delivery systems including Boston City Hospital, Abbot Northwestern Hospital, and most recently, Providence Health System.

Jeff Brown, Vice President, Marketing and Sales. Mr. Brown joined the Company in February 2008 as Vice President of Marketing and Sales. Mr. Brown has more than 20 years of sales, sales management, and marketing experience in the commercial market. Prior to joining the Company, Mr. Brown was Director of Sales for ODS Health Plans in Portland, Oregon.

Ruth Bauman, Vice President of Corporate Analytics and Government Programs. Ms. Bauman joined the Company in July 2008. Ruth has over 25 years experience as an executive with the Regence Group and Regence Blue Cross Blue Shield. Prior to joining the Company, Ms. Bauman was a principal with Mercer, a health care consulting and brokerage firm, working with large employers.

COMPENSATION OF EXECUTIVE OFFICERS

The following table sets forth compensation paid by the Company to its five (5) highest paid executive officers during 2008 (the “Named Executive Officer”).

Name	Salary (\$)	Bonus (\$)	Other Annual Compensation ⁽¹⁾ (\$)
Patricia Gibford, President and Chief Executive Officer	367,816	0	13,919
Gunnar Hansen, Executive Vice President and Chief Financial Officer and Secretary	249,671	0	15,050
Randy Cline, Executive Vice President and Chief Operating Officer	246,761	0	9,951
Jeff Brown, Vice President, Marketing and Sales	190,384	25,000	11,158
Joseph Johnson, M.D., Chief Medical Officer and Medical Director	256,006	0	16,134

⁽¹⁾ Includes matching contributions during fiscal 2008 on behalf of the Named Executive Officers for 401k plan and payments for medical and dental health coverage.

Stock Option Awards

The following table sets forth information concerning stock option grants and unvested restricted stock awards to the Named Executive Officer during the fiscal year ended December 31, 2008.

Name	Individual Grants Number of Securities Underlying Options Granted ⁽¹⁾	Exercise Price (\$)	Expiration Date
Patricia Gibford	6,650	12.63	June 20, 2013
Gunnar Hansen	3,350	12.63	June 20, 2013
Randy Cline	3,350	12.63	June 20, 2013
Jeffrey Brown	0	n/a	n/a
Joseph Johnson	1,650	12.63	June 20, 2013

⁽¹⁾ Options granted pursuant to the Company's 2004 Equity Incentive Plan.

Restricted Stock Awards

The Company adopted a 2008 Long Term Incentive Plan ("2008 Plan") which provided for awards of Restricted Stock if certain financial targets were met for fiscal year 2008. Under the 2008 Plan, the Company entered into agreements with each of the participants to issue shares per a formula based on return on equity targets. On June 19, 2009, the following shares will be issued under the 2008 Plan: Pat Gibford – 2,000, Gunnar Hansen – 1,000, Randy Cline – 1,000, Jeffrey Brown – 500, and Joseph Johnson – 500; with one-third of the shares vested immediately and an additional one-third of the shares vested on each of the next two anniversary dates.

REPORT OF COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed the Compensation of Executive Officers set forth in this Proxy Statement with management. Based on this review and discussion, the Compensation Committee recommended that the Compensation of Executive Officers be included in this Proxy Statement.

CERTAIN RELATIONSHIPS AND TRANSACTIONS

The Company has a number of contracts and business relationships with certain providers that are affiliated with certain of our Board members. In such situations, the Company has a conflict of interest policy that requires such directors to (i) disclose all material interests in such matters (ii) recuse himself or herself from consideration of matters pertaining to such contracts and (iii) abstain from voting on such matters. Approval by a disinterested majority of directors of such contract is required. In addition, the Company's conflict of interest policy requires such Board member to refrain from acting in a decision making capacity with respect to such contract on behalf of the provider.

Dr. Jeffrey Drutman, a member of our Board of Directors, is a practicing physician at Central Oregon Radiology Associates. During fiscal year 2008 the Company paid \$1,966,825 to Central Oregon Radiology Associates in connection with services provided under contract pertaining to the Medicare, Medicaid and commercial health plans.

Jim Diegel, a member of our Board of Directors is President and CEO of Cascade Healthcare Community, Inc., which owns and operates St. Charles Medical Center in Bend and Redmond, Oregon. During fiscal year 2008 the Company paid \$78,947,380 to Cascade Healthcare Community in connection with services provide under contract pertaining to the Medicare, Medicaid and commercial health plans.

Dr. Michel Boileau, a member of our Board of Directors, is a practicing physician at Bend Urology Clinic. During fiscal year 2008 the Company paid \$1,217,439 to Bend Urology Clinic in connection with services provided under contract pertaining to the Medicare, Medicaid and commercial health plans.

Patricia Moss, a member of our Board of Directors, is CEO of the Bank of the Cascades and President and CEO of Cascade Bancorp. During fiscal year 2008 the Company paid off the construction loan to build the Company's new building and obtained permanent mortgage financing from Bank of the Cascades. The Company paid \$696,104 in fees and interest charges to the Bank of the Cascades during 2008.

SHAREHOLDER PROPOSALS

The Company's bylaws contain an advance notice provision with regard to the submission of shareholders proposals. For a proper shareholder proposal submission to be eligible for presentation at an annual meeting, timely notice must be received by the Secretary of the Company, in writing, not less than 60 days, nor more than 90 days, before the first anniversary of the preceding year's meeting. No shareholder has submitted a proposal or notified the Company of any business to bring before the Annual Meeting.

OTHER MATTERS

The enclosed proxy authorization authorizes the proxy to vote in the proxy's sole discretion on any other matters that may properly come before the meeting. The Board of Directors has no knowledge of any business that may come before the meeting other than the matters specified in this Proxy Statement.

Dated: April 17, 2009