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HEALTH QUARTERLY STATEMENT

As of September 30, 2012

of the Condition and Affairs of the

Vision Service Plan

NAIC Group Code.....1189, 1189 (Current Period) (Prior Period) NAIC Company Code..... 54380 Employer's ID Number..... 31-0725743

Organized under the Laws of Ohio State of Domicile or Port of Entry Ohio Country of Domicile US

Licensed as Business Type Vision Service Corporation Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... November 4, 1966 Commenced Business..... March 29, 1967

Statutory Home Office	3400 Morse Crossing P.O. Box 2487….. Columbus ..... OH ..... 43215 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	3333 Quality Drive….. Rancho Cordova ..... CA ..... 95670 *(Street and Number) (City or Town, State and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive….. Rancho Cordova ..... CA ..... 95670 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive….. Rancho Cordova ..... CA ..... 95670 *(Street and Number) (City or Town, State and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson *(Name)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*	916-858-5388 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. James Robinson Lynch	President	2. James Michael McGrann	Secretary
3. Lester Earl Passuello	Treasurer	4.	

OTHER

DIRECTORS OR TRUSTEES

James Robinson Lynch James Michael McGrann Donald Joseph Ball, Jr.

State of........ California
County of..... Sacramento

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
James Robinson Lynch	James Michael McGrann	Lester Earl Passuello
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This ____ day of ____

By: James Robinson Lynch , James Michael McGrann,

Lester Earl Passuello

a. Is this an original filing? Yes [X] No [ ]

b. If no: 1. State the amendment number

2. Date filed

3. Number of pages attached

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	10,941,349		10,941,349	28,923,642
2. Stocks:				
2.1 Preferred stocks	19,851		19,851	14,896
2.2 Common stocks	10,125,902		10,125,902	8,150,469
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	2,971,555		2,971,555	3,037,429
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....(810,504)), cash equivalents ($..........0) and short-term investments ($.....9,057,943)	8,247,439		8,247,439	9,090,072
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	10,124,904	10,124,904	0	
9. Receivables for securities	5,985		5,985	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	42,436,985	10,124,904	32,312,081	49,216,508
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	117,412		117,412	295,090
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	3,327,718	16,625	3,311,093	2,189,410
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	3,339,724	5,396	3,334,328	3,064,130
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	1,116,714		1,116,714	1,294,942
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)	4,856,239	3,850,059	1,006,180	1,444,960
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates			0	
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	2,009,009	123,427	1,885,582	407,314
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	57,203,801	14,120,411	43,083,390	57,912,354
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	57,203,801	14,120,411	43,083,390	57,912,354

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses	41,837	41,837	0	
2502. Other Receivables	1,967,172	81,590	1,885,582	407,314
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	2,009,009	123,427	1,885,582	407,314

LIABILITIES, CAPITAL AND SURPLUS

	Current Period 1 Covered	Current Period 2 Uncovered	Current Period 3 Total	Prior Year 4 Total
1. Claims unpaid (less $..........0 reinsurance ceded)	4,533,697		4,533,697	4,394,449
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	49,119		49,119	46,761
4. Aggregate health policy reserves, including the liability of $..........0 for medical loss ratio rebate per the Public Health Service Act	1,652,697		1,652,697	1,494,061
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance	246,945		246,945	237,109
9. General expenses due or accrued	596,565		596,565	675,288
10.1 Current federal and foreign income tax payable and interest thereon (including $..........0 on realized gains (losses))	1,306,795		1,306,795	3,194,700
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable			0	
12. Amounts withheld or retained for the account of others			0	
13. Remittances and items not allocated	548,778		548,778	392,093
14. Borrowed money (including $..........0 current) and interest thereon $..........0 (including $..........0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	987,846		987,846	599,363
16. Derivatives			0	
17. Payable for securities	25,726		25,726	7,395
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($..........0 authorized reinsurers and $..........0 unauthorized reinsurers)			0	
20. Reinsurance in unauthorized companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans	591,013		591,013	732,333
23. Aggregate write-ins for other liabilities (including $..........0 current)	795,551	0	795,551	827,147
24. Total liabilities (Lines 1 to 23)	11,334,732	0	11,334,732	12,600,699
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX		
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	500,000	500,000
31. Unassigned funds (surplus)	XXX	XXX	31,248,658	44,811,655
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $..........0)	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 $..........0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	31,748,658	45,311,655
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	43,083,390	57,912,354

DETAILS OF WRITE-INS

	1 Covered	2 Uncovered	3 Total	4 Total
2301. Taxes, licenses and fees due or accrued	795,551		795,551	827,147
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	795,551	0	795,551	827,147
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. Statutory Reserve	XXX	XXX	500,000	500,000
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	500,000	500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months	XXX	12,241,133	10,170,051	13,453,190
2. Net premium income (including $..........0 non-health premium income)	XXX	65,578,867	61,146,488	81,906,039
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....10,721,715 medical expenses)	XXX	1,544,246	1,480,869	1,855,467
5. Risk revenue	XXX	166,393	170,988	236,066
6. Aggregate write-ins for other health care related revenues	XXX	22,448,075	13,172,237	17,688,095
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	89,737,581	75,970,582	101,685,667
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		55,403,212	52,721,651	68,674,928
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs				
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)	0	55,403,212	52,721,651	68,674,928
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	55,403,212	52,721,651	68,674,928
19. Non-health claims (net)				
20. Claims adjustment expenses, including $..........0 cost containment expenses		491,777	421,047	606,522
21. General administrative expenses		6,327,634	5,397,100	7,662,970
22. Increase in reserves for life and accident and health contracts (including $..........0 increase in reserves for life only)		158,636	(410,895)	(347,924)
23. Total underwriting deductions (Lines 18 through 22)	0	62,381,259	58,128,903	76,596,496
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	27,356,322	17,841,679	25,089,171
25. Net investment income earned		693,682	3,020,430	1,178,507
26. Net realized capital gains (losses) less capital gains tax of $.....58,795		109,190	435,532	435,168
27. Net investment gains or (losses) (Lines 25 plus 26)	0	802,872	3,455,962	1,613,675
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $..........0) (amount charged off $.....4,570)]		(4,570)	(17,470)	(16,911)
29. Aggregate write-ins for other income or expenses	0	(23,756,189)	(13,591,786)	(18,488,081)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	4,398,435	7,688,385	8,197,854
31. Federal and foreign income taxes incurred	XXX	1,402,529	2,311,293	2,079,180
32. Net income (loss) (Lines 30 minus 31)	XXX	2,995,906	5,377,092	6,118,674

DETAILS OF WRITE-INS

0601. Lab revenue	XXX	22,448,075	13,172,237	17,688,095
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	22,448,075	13,172,237	17,688,095
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Lab expenses		(23,756,189)	(13,591,786)	(18,488,081)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	(23,756,189)	(13,591,786)	(18,488,081)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	45,311,655	62,009,188	62,009,188
34. Net income or (loss) from Line 32	2,995,906	5,377,092	6,118,674
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....372,103	691,048	(1,125,244)	(577,030)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	193,874	251,861	15,026
39. Change in nonadmitted assets	1,355,256	(14,113,964)	(13,671,208)
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders	(18,799,081)		(6,200,919)
47. Aggregate write-ins for gains or (losses) in surplus	0	(3,774,208)	(2,382,076)
48. Net change in capital and surplus (Lines 34 to 47)	(13,562,997)	(13,384,463)	(16,697,533)
49. Capital and surplus end of reporting period (Line 33 plus 48)	31,748,658	48,624,725	45,311,655

DETAILS OF WRITE-INS

4701. Transfer of Michigan and West Virginia fund balance		(3,774,208)	(3,774,208)
4702. Repayment of interest charged by parent in prior period			1,392,132
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	(3,774,208)	(2,382,076)

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	64,451,131	61,245,592	81,851,828
2.	Net investment income	1,126,007	3,482,830	1,783,079
3.	Miscellaneous income	24,158,714	14,824,094	19,779,628
4.	Total (Lines 1 through 3)	89,735,852	79,552,516	103,414,535
5.	Benefit and loss related payments	55,263,964	52,113,070	68,215,422
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	31,096,338	20,267,545	27,250,865
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	3,349,229	466,461	(843,148)
10.	Total (Lines 5 through 9)	89,709,531	72,847,076	94,623,139
11.	Net cash from operations (Line 4 minus Line 10)	26,321	6,705,440	8,791,396
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	20,994,335	16,392,423	22,632,423
	12.2 Stocks	2,389,659	4,097,506	6,569,127
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets	1,970,180	1,262,801	1,904,916
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds	18,331	4,851	7,395
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	25,372,505	21,757,581	31,113,861
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	2,939,939	5,236,685	7,682,759
	13.2 Stocks	3,399,788	4,458,736	6,890,691
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets		14,000,000	14,000,000
	13.6 Miscellaneous applications	5,985		
	13.7 Total investments acquired (Lines 13.1 to 13.6)	6,345,712	23,695,421	28,573,450
14.	Net increase (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	19,026,793	(1,937,840)	2,540,411
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	18,799,081		6,200,919
	16.6 Other cash provided (applied)	(1,096,666)	(5,951,481)	(6,595,895)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(19,895,747)	(5,951,481)	(12,796,814)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(842,633)	(1,183,881)	(1,465,007)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	9,090,072	10,555,079	10,555,079
	19.2 End of period (Line 18 plus Line 19.1)	8,247,439	9,371,198	9,090,072

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001				

Statement as of September 30, 2012 of the **Vision Service Plan**

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical) 2 Individual	3 Group	4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
Total Members at End of:										
1. Prior Year	1,095,665				1,095,665					
2. First Quarter	1,217,532				1,217,532					
3. Second Quarter	1,220,791				1,220,791					
4. Third Quarter	1,218,445				1,218,445					
5. Current Year	0									
6. Current Year Member Months	12,241,133				12,241,133					
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	319,714				319,714					
9. Total	319,714	0	0	0	319,714	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	65,578,867				65,578,867					
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	65,578,867				65,578,867					
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	55,263,964				55,263,964					
18. Amount Incurred for Provision of Health Care Services	55,403,212				55,403,212					

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees $..........0.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims	650,549					650,549
0199999. Individually Listed Claims Unpaid	650,549	0	0	0	0	650,549
0499999. Subtotals	650,549	0	0	0	0	650,549
0599999. Unreported Claims and Other Claim Reserves						3,883,148
0799999. Total Claims Unpaid						4,533,697

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only	3,920,087	51,343,877	4,534	4,529,163	3,924,621	4,394,449
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	3,920,087	51,343,877	4,534	4,529,163	3,924,621	4,394,449
10. Healthcare receivables (a)					0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts					0	
13. Totals (Lines 9-10+11+12)	3,920,087	51,343,877	4,534	4,529,163	3,924,621	4,394,449

(a) Excludes $..........0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. The accompanying financial statements of Vision Service Plan (Company) have been prepared on the statutory basis of accounting prescribed by the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual. There have been no significant changes since year-end 2011.

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

D. The Company does not hold any loan-backed or structured securities.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

The Company implemented Statement of Statutory Accounting Principles No. 101, "Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10" with minimal impact.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant change.

Note 11 - Debt

The Company entered into a promissory note on March 29, 2011 with parent, Vision Service Plan. The $14,000,000 note receivable maturing in March 2016 requires Vision Service Plan to pay the Company sixty equal monthly installments of principal and interest commencing in April 2011. The interest rate is 4.5%.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

The Company declared and paid an extraordinary dividend in the amount of $18,799,081 on March 8, 2012 to it's parent company, Vision Service Plan (CA).

Note 14 - Contingencies

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

C. The Company had no sale, transfer or servicing of financial assets and extinquishments of liabilities. The company had no wash sales.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 - Fair Value

A summary of assets measured at fair value on a recurring basis at September 30, 2012 follows:

Description	Level 1	Level 2	Level 3	Total
Preferred stock				
Industrial and Miscellaneous (Unaffiliated)	$ 19,851	$ 0	$ 0	$ 19,851
Total preferred stock	$ 19,851	$ 0	$ 0	$ 19,851
Common stock				
Industrial and Miscellaneaous (Unaffiliated)	$ 10,125,902	$ 0	$ 0	$10,125,902
Total common stock	$ 10,125,902	$ 0	$ 0	$10,125,902
Total assets at fair value	$ 10,145,753	$ 0	$ 0	$10,145,753

There were no liabilities that are measured at fair value on a recurring basis in periods subsequent to initial recognition.

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Activity in claims unpaid and related expenses is summarized as follows:

	2012	2011
BALANCE—January 1	$ 4,441,210	$ 3,971,092
Incurred related to:		
Current year	56,682,999	66,621,241
Prior years	(521,123)	(103,906)
Total incurred	56,161,876	69,517,335
Paid related to:		
Current year	(52,046,535)	(65,132,876)
Prior years	(3,973,735)	(3,914,341)
Total paid	(56,020,270)	(69,047,217)
BALANCE—September 30/December 31	$ 4,582,816	$ 4,441,210

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change: ....

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011......................

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2006......................

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 5/27/2008........................

6.4 By what department or departments?
Ohio Department of Insurance
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ....

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $..................................0

13. Amount of real estate and mortgages held in short-term investments: $..................................0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	$ 0	$ 0
14.23	Common Stock	$ 0	$ 0
14.24	Short-Term Investments	$ 0	$ 0
14.25	Mortgage Loans on Real Estate	$ 0	$ 0
14.26	All Other	$ 0	$ 0
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Wells Fargo Advisors	620 Coolidge Dr, Ste. 300 Folsom, CA 95630
Robert W. Baird & Co.	1663 Eureka Rd, Roseville, CA 95661
Wells Fargo Institutional Securities, LLC	400 Capital Mall Sacramento,CA 95814

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
0547	Robert W. Baird & Co.	1663 Eureka Rd, Roseville, CA 95661

PART 1 - INVESTMENT

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

17.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1	A&H loss percent	85.0 %
1.2	A&H cost containment percent	0.0 %
1.3	A&H expense percent excluding cost containment expenses	10.0 %

2.1	Do you act as a custodian for health savings accounts?	Yes [ ] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.	0
2.3	Do you act as an administrator for health savings accounts?	Yes [ ] No [X]
2.4	If yes, please provide the amount of funds administered as of the reporting date.	0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only 2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	N							0	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	N							0	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	L	65,578,867						65,578,867	
37. Oklahoma OK	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	N							0	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
48. Washington WA	N							0	
49. West Virginia WV	N							0	
50. Wisconsin WI	N							0	
51. Wyoming WY	N							0	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	N							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	65,578,867	0	0	0	0	0	65,578,867	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	65,578,867	0	0	0	0	0	65,578,867	0
DETAILS OF WRITE-INS									
5801.								0	
5802.								0	
5803.								0	
5898. Summary of remaining write-ins for line 58 from overflow page		0	0	0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above)		0	0	0	0	0	0	0	0

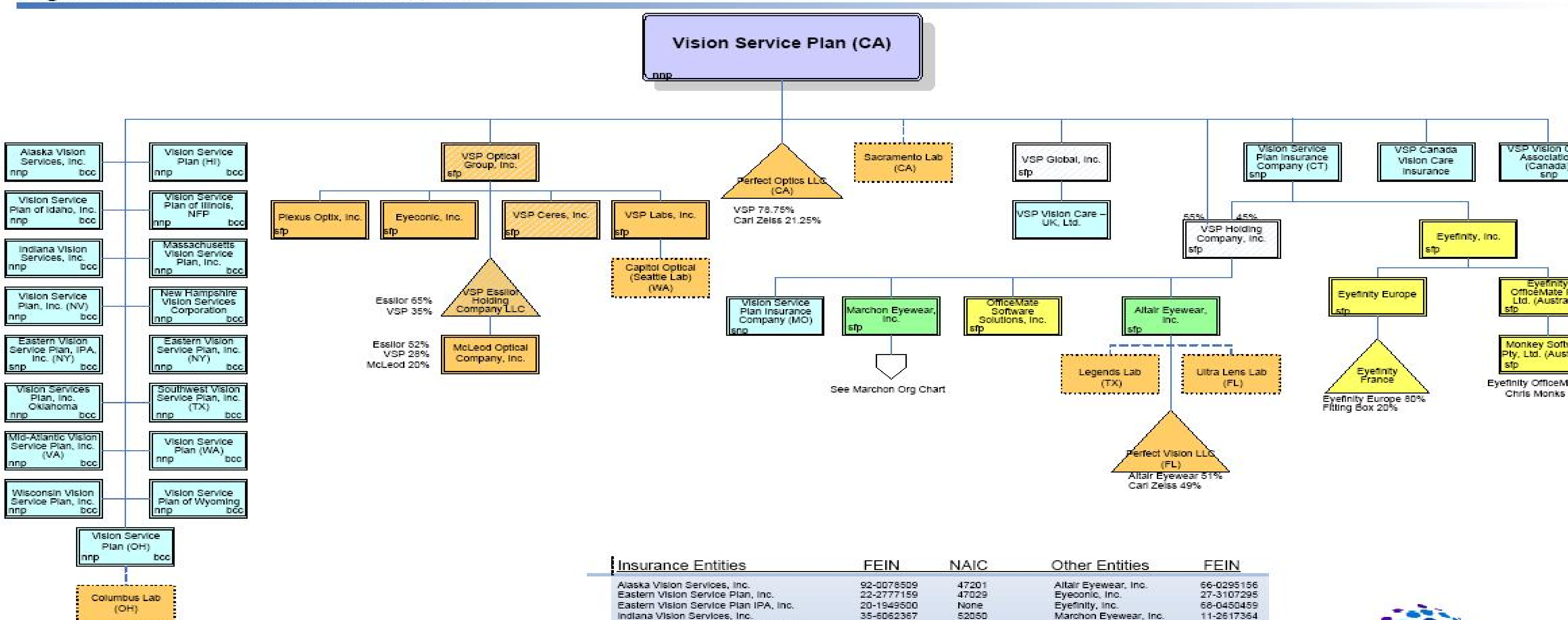
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to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

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

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



Insurance Entities	FEIN	NAIC
Alaska Vision Services, Inc.	92-0078509	47201
Eastern Vision Service Plan, Inc.	22-2777159	47029
Eastern Vision Service Plan IPA, Inc.	20-1949500	None
Indiana Vision Services, Inc.	35-6062367	52050
Massachusetts Vision Service Plan, Inc.	04-2718306	47093
Mid-Atlantic Vision Service Plan, Inc.	23-7089668	53031
New Hampshire Vision Services Corporation	23-7375684	None
Southwest Vision Service Plan, Inc.	75-1769288	None
Vision Service Plan (CA)	94-1632821	None
Vision Service Plan (HI)	99-0247673	None
Vision Service Plan (OH)	31-0725743	54380
Vision Service Plan (WA)	91-6056925	47317
Vision Service Plan, Inc.	94-3034073	48321
Vision Service Plan Insurance Company (CT)	06-1227840	39616
Vision Service Plan Insurance Company (MO)	36-3560825	32395
Vision Service Plan of Idaho, Inc.	82-0339119	47783
Vision Service Plan of Illinois, NFP	20-0891619	12516
Vision Services Plan, Inc., Oklahoma	73-1004909	47097
Wisconsin Vision Service Plan, Inc.	39-1249640	54682
Vision Service Plan of Wyoming	83-0212963	None

Other Entities	FEIN
Altair Eyewear, Inc.	66-0295156
Eyeconic, Inc.	27-3107295
Eyefinity, Inc.	68-0450459
Marchon Eyewear, Inc.	11-2617364
OSS Holdings, Inc.	84-1726110
Perfect Optics, LLC	26-4044711
Perfect Vision, LLC	26-2448948
Plexus Optix, Inc.	27-0621213
VSP Ceres, Inc.	27-5016913
VSP Global, Inc.	27-0933693
VSP Holding Company, Inc.	26-1998746
VSP Labs, Inc.	27-0621143

Legend

(light blue)	Vision Benefits Company
(green)	Eyewear Company
(yellow)	Practice Solutions Company
(orange)	Ophthalmic Operations Company
(hatched)	Holding Company
(dotted box)	Corporate division or DBA
(triangle)	Joint Venture

Corporate Ownership Key

nnp	Non-Stock, non-profit corporation
snp	Stock, non-profit corporation
sfp	Stock, for-profit corporation
bcc	Board-controlled corporation
xx%	Ownership percentage

Each entity is 100% owned by its parent unless otherwise indicated.

v. 093012

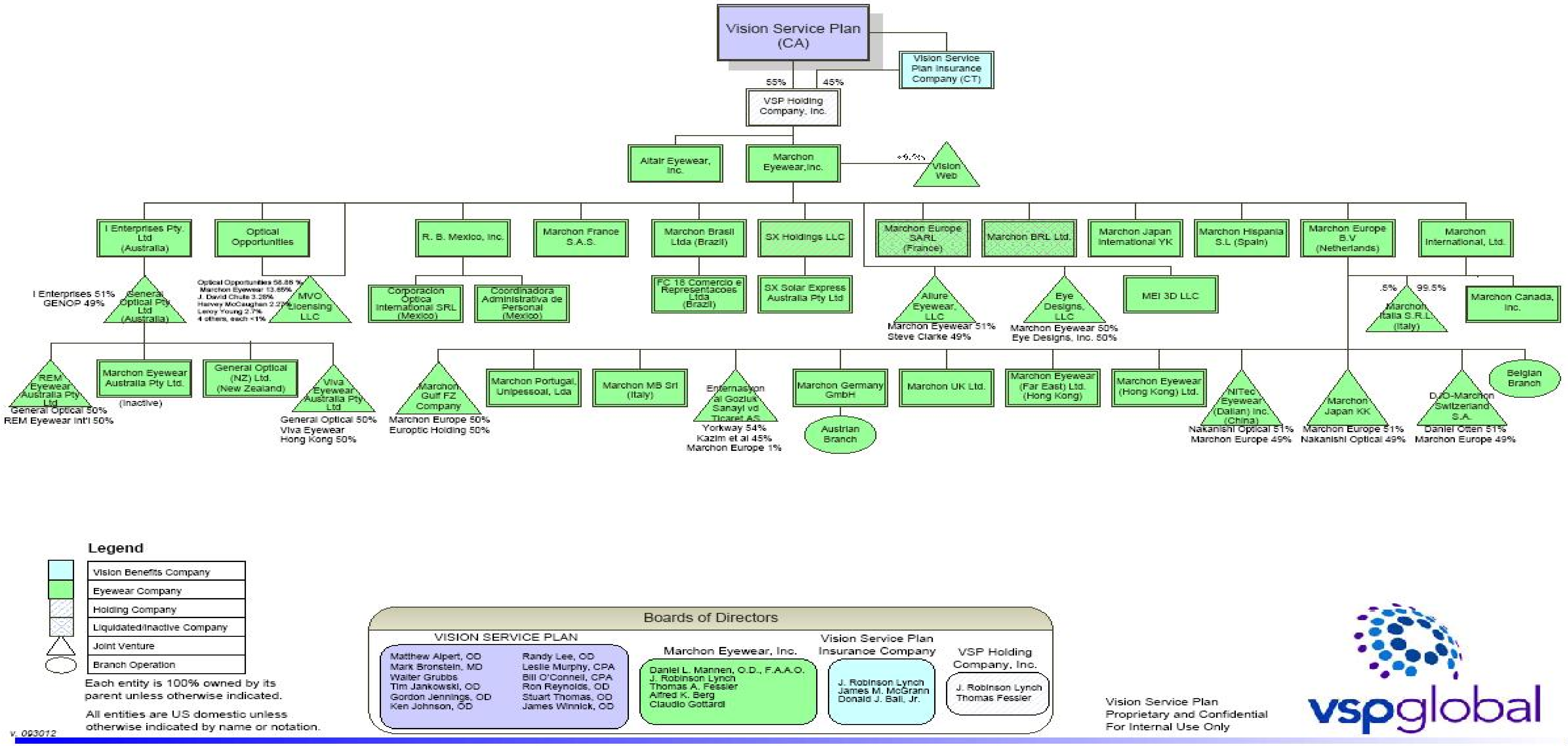
vspglobal

Vision Service Plan
Proprietary and Confidential
For Internal Use Only

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Marchon Eyewear, Inc.



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
		39616	06-1227840				Vision Service Plan Insurance Company (Connecticut)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		47029	22-2777159				Eastern Vision Service Plan, Inc.	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		32395	36-3560825				Vision Service Plan Insurance Company (Missouri)	US	IA	VSP Holding Company, Inc.	Board		Vision Service Plan (California)	
		48321	94-3034073				Vision Service Plan, Inc. (Nevada)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	99-0247673				Vision Service Plan (Hawaii)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		54682	39-1249640				Wisconsin Vision Service Plan, Inc. (Wisconsin)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		53031	23-7089668				Mid-Atlantic Vision Service Plan, Inc. (Virginia)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		47317	91-6056925				Vision Service Plan (Washington)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		47783	82-0339119				Vision Service Plan of Idaho, Inc. (Idaho)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		47201	92-0078509				Alaska Vision Services, Inc. (Alaska)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		52050	35-6062367				Indiana Vision Services, Inc. (Indiana)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		47097	73-1004909				Vision Services Plan Inc., Oklahoma (Oklahoma)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		47093	04-2718308				Massachusetts Vision Service Plan (Massachusetts)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		54380	31-0725743				Vision Service Plan (Ohio)	US		Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	23-7375685				New Hampshire Vision Services Corporation (New Hampshire)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	75-1769288				Southwest Vision Service Plan, Inc. (Arkansas)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	83-0212963				Vision Service Plan of Wyoming (Wyoming)	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	20-1949500				Eastern Vision Service Plan IPA, Inc.	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		12516	20-0891619				Vision Service Plan of Illinois, NFP	US	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	94-1632821				Vision Service Plan (California)	US	UDP	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	
		00000	27-0621064				VSP Optical Group, Inc.	US	NIA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	
		00000	27-0621213				Plexus Optix, Inc.	US	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	27-3107295				Eyeconic, Inc.	US	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	27-5016913				VSP Ceres Inc.	US	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	27-0621143				VSP Labs, Inc.	US	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	27-0933693				VSP Global, Inc.	US	NIA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	
		00000					VSP Vision Care - UK, Ltd	GB	NIA	VSP Global, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					VSP Canada Vision Care Insurance	CN	IA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	
		00000					VSP Vision Care Association (Canada)	CN	IA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	
		00000	26-1998746				VSP Holding Company, Inc.	US	NIA	Vision Service Plan (California)	Ownership	55.000	Vision Service Plan (California)	
		00000	26-1998746				VSP Holding Company, Inc.	US	NIA	Vision Service Plan Insurance Company (Connecticut)	Ownership	45.000	Vision Service Plan (California)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
		00000	68-0450459				Eyefinity, Inc.	US	NIA	Vision Service Plan Insurance Company (Connecticut)	Ownership	100.000	Vision Service Plan (California)	
		00000	11-3234044				OfficeMate Software Solutions, Inc.	US	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	68-0295156				Altair Eyewear, Inc.	US	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	20-4044711				Perfect Optics	US	NIA	Vision Service Plan (Californiai)	Ownership	51.000	Vision Service Plan (California)	
		00000	26-2448948				Perfect Vision	US	NIA	VSP Optical Group, Inc.	Ownership	78.750	Vision Service Plan (California)	
		00000	98-1024150				Eyefinity Europe	FR	NIA	Eyefinity Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	99-0370707				Eyefinity France	FR	NIA	Eyefinity Europe	Ownership	80.000	Vision Service Plan (California)	
		00000					Eyefinity/Officemate Pty.	AU	NIA	Eyefinity Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Monkey Software	AU	NIA	Eyefinity/Officemate Pty.	Ownership	80.000	Vision Service Plan (California)	
		00000	11-2617364				Marchon Eyewear, Inc.	US	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	11-3233690				Marchon International, Ltd.	US	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	23-2941185				Eye Designs LLC	US	NIA	Marchon Eyewear, Inc.	Ownership	50.000	Vision Service Plan (California)	
		00000	11-3180867				R.B. Mexico, Inc.	MX	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	98-0201338				Marchon Europe BV	NL	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Japan International YK	JP	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Japan KK	JP	NIA	Marchon Europe BV	Ownership	51.000	Vision Service Plan (California)	
		00000					NiTec Eyewear (Dalian) Inc.	CN	NIA	Marchon Europe BV	Ownership	49.000	Vision Service Plan (California)	
		00000					Marchon UK Ltd.	GB	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Hispania SL	ES	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Italia SRL	IT	NIA	Marchon International	Ownership	99.500	Vision Service Plan (California)	
		00000					Marchon Italia SRL	IT	NIA	Marchon Europe BV	Ownership	0.500	Vision Service Plan (California)	
		00000					Marchon MB SRL	IT	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Eyewear (Hong Kong) Ltd.	HK	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Eyewear (Far East) Ltd.	HK	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Germany GmbH	DE	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon France SAS	FR	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					DJO-Marchon Switzerland SA	CH	NIA	Marchon Europe BV	Ownership	49.000	Vision Service Plan (California)	
		00000					Marchon Portugal, Unipessoal, Lda	PT	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Gulf FZ Company	AE	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000	83-4627457				Marchon Canada, Inc.	CA	NIA	Marchon International Ltd.	Ownership	100.000	Vision Service Plan (California)	
		00000	11-3435695				Marchon BRL Ltd.	US	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Brasil Ltda.	BR	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					FC 18 Comerico e Representacoes Ltda.	BR	NIA	Marchon Brasil Ltda.	Ownership	100.000	Vision Service Plan (California)	
		00000					Corporation Optica Internacional Srl	MX	NIA	R.B. Mexico, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Coordinadora Administrativa de Personal	MX	NIA	R.B. Mexico, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Europe Sarl	NL	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
		00000	56-2355483				Allure Eyewear LLC	US	NIA	Marchon Eyewear, Inc.	Ownership	51.000	Vision Service Plan (California)	
		00000					General Optical Pty Ltd	AU	NIA	I Enterprises (Pty) Ltd.	Ownership	51.000	Vision Service Plan (California)	
		00000					I Enterprises Pty, Ltd	AU	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Eyewear Australia Pty Ltd	AU	NIA	General Optical Pty Ltd	Ownership	100.000	Vision Service Plan (California)	
		00000					General Optical (NZ) Ltd	NZ	NIA	General Optical Pty Ltd	Ownership	100.000	Vision Service Plan (California)	
		00000					Viva Eyewear Australia	AU	NIA	General Optical Pty Ltd	Ownership	50.000	Vision Service Plan (California)	
		00000					REM Eyewear Australia Pty Ltd	AU	NIA	General Optical Pty Ltd	Ownership	50.000	Vision Service Plan (California)	
		00000	11-3822861				SX Holdings LLC	US	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					SX Solar Express Australia Pty Ltd	AU	NIA	SX Holdings LLC	Ownership	100.000	Vision Service Plan (California)	
		00000	27-3493284				MEI 3D, LLC	US	NIA	Marchon Eyewear, Inc.	Ownership	72.500	Vision Service Plan (California)	
		00000	88-0465774				Optical Opportunities, LLC	US	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	27-1700596				MVO Licensing, LLC	US	NIA	Marchon Eyewear, Inc.	Ownership	13.650	Vision Service Plan (California)	
		00000	27-1700596				MVO Licensing, LLC	US	NIA	Optical Opportunities, LLC	Ownership	58.860	Vision Service Plan (California)	
		00000					McLeod Optical Company, Inc.	US	NIA	VSP Essilor Holding Company LLC	Ownership	28.000	Vision Service Plan (California)	
		00000	27-0229593				VSP Essilor Holding Company LLC	US	NIA	VSP Optical Group, Inc.	Ownership	35.000	Vision Service Plan (California)	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.

Bar Code:

* 5 4 3 8 0 2 0 1 2 3 6 5 0 0 0 0 3 *

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,037,429	3,125,261
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation	65,875	87,832
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	2,971,554	3,037,429
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	2,971,554	3,037,429

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	12,095,084	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		14,000,000
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	1,970,180	1,904,916
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	10,124,904	12,095,084
12. Deduct total nonadmitted amounts	10,124,904	12,095,084
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	37,089,014	52,499,051
2. Cost of bonds and stocks acquired	6,339,725	14,573,451
3. Accrual of discount	2,306	14,533
4. Unrealized valuation increase (decrease)	1,063,151	(887,741)
5. Total gain (loss) on disposals	167,985	717,636
6. Deduct consideration for bonds and stocks disposed of	23,383,993	29,201,543
7. Deduct amortization of premium	191,078	578,227
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		48,146
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	21,087,110	37,089,014
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	21,087,110	37,089,014

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	16,936,929	8,571,697	5,835,010	(41,287)	16,257,731	16,936,929	19,632,329	39,606,370
2. Class 2 (a)	370,049			(3,086)		370,049	366,963	
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	17,306,978	8,571,697	5,835,010	(44,373)	16,257,731	17,306,978	19,999,292	39,606,370
PREFERRED STOCK								
8. Class 1								
9. Class 2	10,399			(1,146)	9,530	10,399	9,253	8,652
10. Class 3	10,617			(19)	7,148	10,617	10,598	6,244
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	21,016	0	0	(1,165)	16,678	21,016	19,851	14,896
15. Total Bonds and Preferred Stock	17,327,994	8,571,697	5,835,010	(45,538)	16,274,409	17,327,994	20,019,143	39,621,266

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 $..........0; NAIC 2 $..........0; NAIC 3 $..........0; NAIC 4 $..........0; NAIC 5 $..........0; NAIC 6 $..........0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	9,057,943	XXX	9,057,943	427	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	10,682,728	6,077,431
2. Cost of short-term investments acquired	11,338,688	19,870,046
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	12,963,473	15,257,232
7. Deduct amortization of premium		7,517
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,057,943	10,682,728
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	9,057,943	10,682,728

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership

NONE

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Changes in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Non-Collateral Loans - Affiliated																			
	Promissory Note	Rancho Cordova	CA	Prinicpal payments		03/29/2011						0		1,970,180				0	
2699999. Total - Non-Collateral Loans - Affiliated							0	0	0	0	0	0	0	1,970,180	0	0	0	0	0
4099999. Subtotal - Affiliated							0	0	0	0	0	0	0	1,970,180	0	0	0	0	0
4199999. Totals							0	0	0	0	0	0	0	1,970,180	0	0	0	0	0

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
313371 N2 8	FEDERAL HOME LOAN BANKS		07/25/2012	Wells Fargo Bank		1,065,392	1,000,000	2,833	1
0599999.	Total - Bonds - U.S. Government					1,065,392	1,000,000	2,833	XXX
Bonds - U.S. States, Territories and Possessions									
13062R LR 7	CALIFORNIA ST		08/15/2012	Wells Fargo Bank		127,476	115,000	1,262	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					127,476	115,000	1,262	XXX
Bonds - U.S. Special Revenue and Special Assessment									
672411 K6 1	OAKLAND CNTY MI WTR SUPPLY SYS		07/30/2012	Wells Fargo Bank		299,544	285,000	16	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					299,544	285,000	16	XXX
Bonds - Industrial and Miscellaneous									
254671 FG 0	DISCOVER BK		07/30/2012	Wells Fargo Bank		200,000	200,000		1
478160 AQ 7	JOHNSON & JOHNSON CALLABLE		08/21/2012	Wells Fargo Bank		304,248	250,000	347	1FE
795450 NZ 4	SALLIE MAE BK MURRAY UTAH		08/17/2012	Wells Fargo Bank		130,000	130,000		1
795450 PA 7	SALLIE MAE BK MURRAY UTAH		08/14/2012	Wells Fargo Bank		112,000	112,000		1
3899999.	Total - Bonds - Industrial & Miscellaneous					746,248	692,000	347	XXX
8399997.	Total - Bonds - Part 3					2,238,660	2,092,000	4,458	XXX
8399999.	Total - Bonds					2,238,660	2,092,000	4,458	XXX
Common Stocks - Industrial and Miscellaneous									
00817Y 10 8	Aetna Inc New Com		07/31/2012	Baird & Co	240.000	8,785	XXX		L
018490 10 2	Allergan Inc		08/06/2012	Baird & Co	76.000	6,476	XXX		L
039483 10 2	ARCHER DANIELS MIDLAND CO		07/20/2012	Baird & Co	238.000	6,428	XXX		L
073730 10 3	BEAM INC		08/29/2012	Baird & Co	230.000	13,745	XXX		L
17275R 10 2	Cisco Systems Inc		09/18/2012	Baird & Co	3,200.000	61,214	XXX		L
125581 80 1	CIT GROUP INC		09/20/2012	Baird & Co	100.000	3,892	XXX		L
20605P 10 1	Concho Resources Inc		09/20/2012	Baird & Co	120.000	11,654	XXX		L
219350 10 5	Corning Inc		07/31/2012	Baird & Co	735.000	8,416	XXX		L
25470F 10 4	DISCOVERY COMMUNICATNS NEW		08/28/2012	Baird & Co	180.000	9,671	XXX		L
278058 10 2	Eaton Corp		07/20/2012	Baird & Co	155.000	6,072	XXX		L
278642 10 3	Ebay Inc		08/31/2012	Baird & Co	1,121.000	50,453	XXX		L
278865 10 0	Ecolab Inc		09/19/2012	Baird & Co	193.000	12,405	XXX		L
307000 10 9	FAMILY DLR STORES INC		08/06/2012	Baird & Co	100.000	6,549	XXX		L
365558 10 5	Gardner Denver Inc		08/29/2012	Baird & Co	130.000	7,739	XXX		L
38259P 50 8	Google Inc		07/20/2012	Baird & Co	13.000	7,901	XXX		L
485785 10 9	KASIKORNBANK PUB CO LTD		08/28/2012	Baird & Co	279.000	6,166	XXX		U
48242W 10 6	KBR INC		07/20/2012	Baird & Co	83.000	1,981	XXX		L
517834 10 7	Las Vegas Sands Corp		09/19/2012	Baird & Co	379.000	14,712	XXX		L
526057 10 4	LENNAR CORP		09/20/2012	Baird & Co	310.000	11,221	XXX		L
674599 10 5	Occidental Petroleum Corp-Del		08/14/2012	Baird & Co	539.000	48,536	XXX		L
682189 10 5	ON SEMICONDUCTOR CORP		09/12/2012	Baird & Co	810.000	5,451	XXX		L
740189 10 5	Precision Castparts Corp		08/24/2012	Baird & Co	266.000	42,644	XXX		L

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
69367U 10 5	PT BK MANDIRI PERSERO TBK		08/28/2012	Baird & Co.	724.000	6,166	XXX		U
69364V 10 6	PTT EXPLORATION & PROD PLC		08/28/2012	Baird & Co.	541.000	5,236	XXX		U
751028 10 1	Ralcorp Hldgs Inc New		07/11/2012	Baird & Co.	80.000	5,344	XXX		L
759351 60 4	REINSURANCE GROUP AMER INC		07/11/2012	Baird & Co.	130.000	7,158	XXX		L
774415 10 3	ROCKWOOD HLDGS INC		07/11/2012	Baird & Co.	140.000	5,782	XXX		L
81783H 10 5	SEVEN & I HLDGS CO LTD		08/17/2012	Baird & Co.	368.000	23,850	XXX		U
855244 10 9	Starbucks Corp		08/14/2012	Baird & Co.	814.000	36,433	XXX		L
871503 10 8	SYMANTEC CORP		09/26/2012	Baird & Co.	1,430.000	25,726	XXX		L
907818 10 8	Union Pacific Corp		09/11/2012	Baird & Co.	325.000	40,032	XXX		L
988498 10 1	Yum Brands Inc		09/19/2012	Baird & Co.	413.000	26,987	XXX		L
N07059 18 6	ASML HOLDING N V	F	08/27/2012	Baird & Co.	201.000	11,623	XXX		L
045387 10 7	ASSA ABLOY AB	R	07/11/2012	Baird & Co.	875.000	12,213	XXX		U
056752 10 8	Baidu.com Sponsored ADR	R	07/24/2012	Baird & Co.	83.000	9,914	XXX		L
055262 50 5	BASF AG Spons ADR	R	09/17/2012	Baird & Co.	175.000	15,259	XXX		U
16949T 10 6	CHINA MINSHENG BKG CORP LTD	F	07/03/2012	Baird & Co.	769.000	7,073	XXX		U
256135 20 3	DR REDDYS LABS LTD	R	08/27/2012	Baird & Co.	155.000	4,664	XXX		L
Y2573F 10 2	FLEXTRONICS INTL LTD	F	07/20/2012	Baird & Co.	1,092.000	6,847	XXX		L
49989A 10 9	KOC HLDG	F	08/30/2012	Baird & Co.	193.000	3,833	XXX		U
641069 40 6	Nestle S A Sponsored Adr	R	08/20/2012	Baird & Co.	98.000	6,065	XXX		U
G6852T 10 5	PARTNERRE LTD	F	07/31/2012	Baird & Co.	134.000	9,736	XXX		L
78572M 10 5	SABMILLER PLC	R	08/28/2012	Baird & Co.	125.000	5,523	XXX		U
803054 20 4	SAP Aklengesellschaft Spons ADR	R	07/16/2012	Baird & Co.	204.000	12,190	XXX		L
870195 10 4	SWEDBANK A B	F	09/13/2012	Baird & Co.	732.000	13,253	XXX		U
87160A 10 0	SYNGENTA AG	R	07/24/2012	Baird & Co.	196.000	12,517	XXX		L
88031M 10 9	TENARIS S A	F	08/30/2012	Baird & Co.	169.000	6,866	XXX		L
90460M 20 4	UNICHARM CORP SPONS ADR	F	07/10/2012	Baird & Co.	530.000	5,869	XXX		U
919134 30 4	VALEO	F	09/17/2012	Baird & Co.	524.000	14,085	XXX		U
92857W 20 9	VODAFONE GROUP PLC NEW	R	09/12/2012	Baird & Co.	134.000	3,760	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					696,115	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					696,115	XXX	0	XXX
9799999.	Total - Common Stocks					696,115	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					696,115	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					2,934,775	XXX	4,458	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....13.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous																					
05968V JK 7	BANCORP COM BK DE CALLABLE		07/31/2012	CALLED @ 100.0000000		250,000	250,000	250,000	250,000				0		250,000			0	2,188	07/28/2015	1
15643G BZ 7	CENTRUE BK STREATOR ILL		08/07/2012	MATURITY		250,000	250,000	250,000	250,000				0		250,000			0	5,766	08/07/2012	1
19041B AD 8	COASTAL BK & TR OF FLA		08/03/2012	MATURITY		250,000	250,000	250,000	250,000				0		250,000			0	5,875	08/03/2012	1
23322G FX 0	DMB CMNTY BK DEFOREST WIS		08/14/2012	MATURITY		250,000	250,000	250,000	250,000				0		250,000			0	3,760	08/14/2012	1
55266C HM 1	MB FINL BK NA CHIC. IL		08/13/2012	MATURITY		250,000	250,000	250,000	250,000				0		250,000			0	3,776	08/13/2012	1
628825 GF 2	NCB SVGS BK FSB HILLSBORO OH		08/06/2012	MATURITY		250,000	250,000	250,000	250,000				0		250,000			0	5,782	08/06/2012	1
68407A AH 6	ORANGE BK FLA ORLANDO		07/30/2012	MATURITY		250,000	250,000	250,000	250,000				0		250,000			0	3,518	07/30/2012	1
3899999.	Total - Bonds - Industrial & Miscellaneous					1,750,000	1,750,000	1,750,000	1,750,000	0	0	0	0	0	1,750,000	0	0	0	30,665	XXX	XXX
8399997.	Total - Bonds - Part 4					1,750,000	1,750,000	1,750,000	1,750,000	0	0	0	0	0	1,750,000	0	0	0	30,665	XXX	XXX
8399999.	Total - Bonds					1,750,000	1,750,000	1,750,000	1,750,000	0	0	0	0	0	1,750,000	0	0	0	30,665	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
002824 10 0	Abbott Laboratories		08/03/2012	Baird & Co.	188.000	12,584	XXX	9,127	10,571	(1,444)			(1,444)		9,127		3,457	3,457	186	XXX	L
025816 10 9	American Express Co.		08/06/2012	Baird & Co.	1,010.000	57,811	XXX	59,102					0		59,102		(1,292)	(1,292)	302	XXX	L
037833 10 0	Apple Inc.		08/28/2012	Baird & Co.	35.000	22,518	XXX	13,475	14,175	(700)			(700)		13,475		9,043	9,043	42	XXX	L
071813 10 9	Baxter International Inc.		08/17/2012	Baird & Co.	92.000	5,421	XXX	4,812	4,552	259			259		4,812		609	609	92	XXX	L
110122 10 8	Bristol Myers Squibb Co.		09/18/2012	Baird & Co.	2,505.000	82,687	XXX	63,067	88,276	(25,209)			(25,209)		63,067		19,620	19,620	2,555	XXX	L
166764 10 0	Chevron Corp.		08/02/2012	Baird & Co.	22.000	2,407	XXX	2,179	2,341	(162)			(162)		2,179		227	227	38	XXX	L
12572Q 10 5	CME Group Inc.		08/29/2012	Baird & Co.	250.000	13,572	XXX	14,258	7,310	1,437			1,437		14,258		(685)	(685)	224	XXX	L
192446 10 2	Cognizant Tech Solutions Cl A		07/26/2012	Baird & Co.	481.000	27,166	XXX	33,101	30,933	2,168			2,168		33,101		(5,935)	(5,935)		XXX	L
254709 10 8	DISCOVER FINL SVCS		09/20/2012	Baird & Co.	130.000	4,952	XXX	1,960	3,120	(1,160)			(1,160)		1,960		2,991	2,991	39	XXX	L
278058 10 2	Eaton Corp.		08/16/2012	Baird & Co.	210.000	9,672	XXX	9,954	9,141	813			813		9,954		(282)	(282)	200	XXX	L
315616 10 2	F5 Networks Inc.		09/12/2012	Baird & Co.	263.000	25,420	XXX	29,282	27,910	1,372			1,372		29,282		(3,862)	(3,862)		XXX	L
33582V 10 8	FIRST NIAGARA FINL GP INC.		07/11/2012	Baird & Co.	1,240.000	9,227	XXX	13,262	10,701	2,561			2,561		13,262		(4,035)	(4,035)	198	XXX	L
372452 30 0	GENTING BERHAD		07/03/2012	Baird & Co.	494.000	7,348	XXX	8,252	5,084	89			89		8,252		(904)	(904)	23	XXX	U
406216 10 1	Halliburton Co Holding Co.		08/17/2012	Baird & Co.	454.000	16,058	XXX	20,071	15,668	4,404			4,404		20,071		(4,013)	(4,013)	82	XXX	L
481165 10 8	Joy Global Inc.		07/11/2012	Baird & Co.	140.000	6,900	XXX	9,227	10,496	(1,269)			(1,269)		9,227		(2,327)	(2,327)	49	XXX	L
48242W 10 6	KBR INC.		09/28/2012	Baird & Co.	202.000	5,985	XXX	6,530	5,630	900			900		6,530		(545)	(545)	33	XXX	L
524901 10 5	LEGG MASON INC.		08/29/2012	Baird & Co.	440.000	11,028	XXX	11,980	8,177	1,271			1,271		11,980		(953)	(953)	92	XXX	L
585055 10 6	Medtronic Inc.		09/19/2012	Baird & Co.	646.000	27,693	XXX	25,000	24,710	291			291		25,000		2,693	2,693	481	XXX	L
61945C 10 3	MOSAIC CO.		07/23/2012	Baird & Co.	178.000	10,244	XXX	11,434	8,977	2,458			2,458		11,434		(1,190)	(1,190)	31	XXX	L
716768 10 6	Petsmart Inc.		09/20/2012	Baird & Co.	100.000	6,883	XXX	3,030	5,129	(2,099)			(2,099)		3,030		3,853	3,853	45	XXX	L
741503 40 3	PRICELINE COM INC.		08/31/2012	Baird & Co.	45.000	27,713	XXX	23,962	21,047	2,916			2,916		23,962		3,751	3,751		XXX	L
744320 10 2	PRUDENTIAL FINL INC.		08/16/2012	Baird & Co.	102.000	5,529	XXX	5,254	5,112	142			142		5,254		275	275		XXX	L
871503 10 8	SYMANTEC CORP.		08/17/2012	Baird & Co.	570.000	10,243	XXX	9,703					0		9,703		540	540		XXX	L
92826C 83 9	VISA INC.		08/09/2012	Baird & Co.	432.000	55,615	XXX	40,859	43,861	(3,002)			(3,002)		40,859		14,757	14,757	190	XXX	L

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
65334H 10 2	NEXEN INC.	A	08/27/2012	Baird & Co.	299.000	7,654	XXX	5,876	3,389	1,099			1,099		5,876		1,778	1,778	27	XXX	L
000375 20 4	ABB Ltd Spons ADR	R	07/12/2012	Baird & Co.	594.000	9,421	XXX	11,346	8,718	486			486		11,346		(1,925)	(1,925)	321	XXX	L
03485P 20 1	ANGLO AMERN PLC	R	07/24/2012	Baird & Co.	675.000	9,943	XXX	13,658	9,557	1,555			1,555		13,658		(3,715)	(3,715)	109	XXX	U
056752 10 8	Baidu.com Sponsored ADR	R	08/23/2012	Baird & Co.	400.000	44,910	XXX	50,178					0		50,178		(5,268)	(5,268)		XXX	L
06738E 20 4	Barclays PLC	F	07/12/2012	Baird & Co.	824.000	8,372	XXX	13,954	8,891	4,837			4,837		13,954		(5,583)	(5,583)	202	XXX	L
05565A 20 2	BNP Paribas Spons ADR	R	07/19/2012	Baird & Co.	213.000	3,897	XXX	4,767					0		4,767		(870)	(870)		XXX	U
138006 30 9	Canon Inc Adr	R	08/20/2012	Baird & Co.	577.000	20,749	XXX	25,577	20,126	639			639		25,577		(4,827)	(4,827)	714	XXX	L
M22465 10 4	CHECK POINT SOFTWARE TECH LTD	F	07/18/2012	Baird & Co.	207.000	10,161	XXX	11,149	7,356	198			198		11,149		(988)	(988)		XXX	L
16941R 10 8	China Petroleum & Chem Spon ADR	F	08/27/2012	Baird & Co.	56.000	5,327	XXX	5,263	5,883	(620)			(620)		5,263		64	64	200	XXX	L
30231D 10 9	EXXARO RES LTD	F	08/28/2012	Baird & Co.	204.000	4,031	XXX	5,354					0		5,354		(1,323)	(1,323)	79	XXX	U
45857P 30 1	INTERCONTINENTAL HTLS GRP PLC	R	07/16/2012	Baird & Co.	691.000	16,203	XXX	12,751	9,859	(448)			(448)		12,751		3,452	3,452	206	XXX	L
G491BT 10 8	INVESCO LTD	F	07/11/2012	Baird & Co.	120.000	2,660	XXX	2,426	2,411	16			16		2,426		234	234	35	XXX	L
73753A 10 3	POSTNL N V	F	08/23/2012	Baird & Co.	0.063		XXX						0					0		XXX	U
780641 20 5	ROYAL KPN NV	R	08/21/2012	Baird & Co.	1,014.000	8,549	XXX	12,162	7,489	851			851		12,162		(3,613)	(3,613)	526	XXX	U
82481R 10 6	SHIRE PLC	R	09/19/2012	Baird & Co.	339.000	30,875	XXX	32,602	35,222	(2,621)			(2,621)		32,602		(1,726)	(1,726)	128	XXX	L
865613 10 3	SUMITOMO CORP	R	08/28/2012	Baird & Co.	597.000	8,045	XXX	7,916	8,085	(169)			(169)		7,916		129	129		XXX	U
87969N 20 4	TELSTRA CORP LTD	F	08/28/2012	Baird & Co.	399.000	7,705	XXX	6,986	1,690	(139)			(139)		6,986		719	719	70	XXX	U
90460M 10 5	UNICHARM CORP	F	07/10/2012	Baird & Co.	106.000	5,869	XXX	5,869					0		5,869			0		XXX	U
91912E 10 5	Vale S A ADR	R	08/27/2012	Baird & Co.	403.000	6,774	XXX	10,535	5,127	2,329			2,329		10,535		(3,761)	(3,761)	111	XXX	L
G96666 10 5	WILLIS GROUP HOLDINGS PUBLIC L	F	07/20/2012	Baird & Co.	51.000	1,890	XXX	1,934	1,979	(45)			(45)		1,934		(44)	(44)	41	XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					677,711	XXX	669,184	498,703	(5,996)	0	0	(5,996)	0	669,184	0	8,526	8,526	7,671	XXX	XXX
9799997	Total - Common Stocks - Part 4					677,711	XXX	669,184	498,703	(5,996)	0	0	(5,996)	0	669,184	0	8,526	8,526	7,671	XXX	XXX
9799999.	Total - Common Stocks					677,711	XXX	669,184	498,703	(5,996)	0	0	(5,996)	0	669,184	0	8,526	8,526	7,671	XXX	XXX
9899999.	Total - Preferred and Common Stocks					677,711	XXX	669,184	498,703	(5,996)	0	0	(5,996)	0	669,184	0	8,526	8,526	7,671	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					2,427,711	XXX	2,419,184	2,248,703	(5,996)	0	0	(5,996)	0	2,419,184	0	8,526	8,526	38,336	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....9.

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 6 First Month	7 Second Month	8 Third Month	9 *
Open Depositories									
Bank of America - Checking	Sacramento, CA					3,155,187	1,380,296	(1,865,163)	XXX
BAIRD - Money Market	Folsom, CA		0.020	51		365,916	393,919	406,102	XXX
Well Fargo Advisors - Money Market	Folsom, CA		0.010	4		521,059	1,029,017		XXX
Wells Fargo Institutional - Money Market	Sacramento, CA		0.100	17				648,557	XXX
0199999. Total Open Depositories		XXX	XXX	72	0	4,042,162	2,803,232	(810,504)	XXX
0399999. Total Cash on Deposit		XXX	XXX	72	0	4,042,162	2,803,232	(810,504)	XXX
0599999. Total Cash		XXX	XXX	72	0	4,042,162	2,803,232	(810,504)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE