

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	13,280,913		13,280,913	12,068,745
2. Stocks:				
2.1 Preferred stocks.....	8,810		8,810	22,446
2.2 Common stocks.....	11,474,190		11,474,190	10,238,572
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).....	2,927,638		2,927,638	2,949,595
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 (\$.....(1,368,336)), cash equivalents (\$.....0) and short-term investments (\$.....12,653,732).....	11,285,396		11,285,396	12,856,522
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....	8,774,093	8,774,093	0	
9. Receivables for securities.....			0	6,720
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).....	47,751,040	8,774,093	38,976,947	38,142,600
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	139,030		139,030	125,085
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,872,135	8,520	2,863,615	2,349,202
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.....	3,320,378	1,032	3,319,346	2,945,560
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	1,124,993		1,124,993	1,303,700
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).....	4,925,893	4,039,367	886,526	955,613
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.....	2,990,600	190,468	2,800,132	2,254,606
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	63,124,069	13,013,480	50,110,589	48,076,366
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	63,124,069	13,013,480	50,110,589	48,076,366

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.....	91,858	91,858	0	
2502. Other Receivables.....	2,898,742	98,610	2,800,132	2,254,606
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).....	2,990,600	190,468	2,800,132	2,254,606

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	4,494,659		4,494,659	4,590,170
2. Accrued medical incentive pool and bonus amounts.....			.0	
3. Unpaid claims adjustment expenses.....	55,322		55,322	53,929
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....	2,182,385		2,182,385	2,320,439
5. Aggregate life policy reserves.....			.0	
6. Property/casualty unearned premium reserve.....			.0	
7. Aggregate health claim reserves.....			.0	
8. Premiums received in advance.....	282,553		282,553	220,034
9. General expenses due or accrued.....	2,278,829		2,278,829	2,172,593
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	273,042		273,042	1,939,953
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.....	842,730		842,730	299,868
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.0	
15. Amounts due to parent, subsidiaries and affiliates.....	2,492,949		2,492,949	983,717
16. Derivatives.....			.0	
17. Payable for securities.....			.0	21,884
18. Payable for securities lending.....			.0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			.0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			.0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			.0	
22. Liability for amounts held under uninsured plans.....	599,654		599,654	588,868
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	1,188,321	.0	1,188,321	992,507
24. Total liabilities (Lines 1 to 23).....	14,690,444	.0	14,690,444	14,183,962
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	34,920,145	33,392,404
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	35,420,145	33,892,404
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	50,110,589	48,076,366

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued.....	1,142,267		1,142,267	945,983
2302. Escheatable checks.....	46,054		46,054	46,524
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).....	1,188,321	.0	1,188,321	992,507
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.....	3,807,757	3,635,994	15,931,692
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	22,615,374	21,643,973	87,673,525
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$.....4,128,604 medical expenses).....	XXX.....	576,610	557,565	1,971,360
5. Risk revenue.....	XXX.....	33,561	61,312	229,808
6. Aggregate write-ins for other health care related revenues.....	XXX.....	0	5,842,226	29,118,662
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	23,225,545	28,105,076	118,993,355
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		20,843,458	20,858,183	72,168,510
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	20,843,458	20,858,183	72,168,510
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	20,843,458	20,858,183	72,168,510
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		204,848	152,238	842,306
21. General administrative expenses.....		2,123,623	1,957,465	8,580,141
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....		(138,055)	(280,455)	826,378
23. Total underwriting deductions (Lines 18 through 22).....	0	23,033,874	22,687,431	82,417,335
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	191,671	5,417,645	36,576,020
25. Net investment income earned.....		177,312	272,788	803,365
26. Net realized capital gains (losses) less capital gains tax of \$.....142,570.....		264,774	133,245	78,782
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	442,086	406,033	882,147
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....1,268)].....		(1,268)	(3,200)	(3,168)
29. Aggregate write-ins for other income or expenses.....	0	66,565	(5,978,578)	(30,779,624)
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.....	699,054	(158,100)	6,675,375
31. Federal and foreign income taxes incurred.....	XXX.....	130,471	(193,443)	2,452,905
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	568,583	35,343	4,222,470

DETAILS OF WRITE-INS

0601. Lab Revenue.....	XXX.....		5,842,226	29,118,662
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.....	0	5,842,226	29,118,662
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.....		(9,228,485)	(5,978,578)	(30,779,624)
2902. Lab Revenue.....		9,295,050		
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	66,565	(5,978,578)	(30,779,624)

Vision Service Plan
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.....	33,892,404	45,311,655	45,311,655
34. Net income or (loss) from Line 32.....	568,583	35,343	4,222,470
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.190,560.....	353,897	545,877	831,884
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	11,854	97,909	456,696
39. Change in nonadmitted assets.....	593,407	156,087	1,868,780
40. Change in unauthorized and certified 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)	(18,799,081)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	1,527,741	(17,963,865)	(11,419,251)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	35,420,145	27,347,790	33,892,404

DETAILS OF WRITE-INS			
4701.			
4702.			
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	0	0

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	22,169,838	21,243,552	87,482,516
2. Net investment income	233,857	586,459	1,297,586
3. Miscellaneous income	610,171	6,461,103	31,319,830
4. Total (Lines 1 through 3)	23,013,866	28,291,114	120,099,932
5. Benefit and loss related payments	20,938,969	20,737,806	71,972,789
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	2,323,669	8,005,903	38,551,691
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	1,939,952		3,750,073
10. Total (Lines 5 through 9)	25,202,590	28,743,709	114,274,553
11. Net cash from operations (Line 4 minus Line 10)	(2,188,724)	(452,595)	5,825,379
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds		19,244,335	20,994,335
12.2 Stocks	3,472,648	801,883	3,668,047
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	679,197	649,366	2,641,794
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	6,720	34,031	14,489
12.8 Total investment proceeds (Lines 12.1 to 12.7)	4,158,565	20,729,615	27,318,665
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,260,700	701,279	4,114,939
13.2 Stocks	3,742,827	881,464	4,623,554
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	21,884	191,412	6,720
13.7 Total investments acquired (Lines 13.1 to 13.6)	5,025,411	1,774,155	8,745,213
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)	(866,846)	18,955,460	18,573,452
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	18,799,081
16.6 Other cash provided (applied)	1,484,444	(292,700)	(1,833,300)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	1,484,444	(19,091,781)	(20,632,381)
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)	(1,571,126)	(588,916)	3,766,450
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	12,856,522	9,090,072	9,090,072
19.2 End of period (Line 18 plus Line 19.1)	11,285,396	8,501,156	12,856,522

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

20.0001			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		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
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	1,231,878				1,231,878					
2. First Quarter.....	1,265,441				1,265,441					
3. Second Quarter.....	0									
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	3,807,757				3,807,757					
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	118,010				118,010					
9. Total.....	118,010	0	0	0	118,010	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	22,615,374				22,615,374					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	22,615,374				22,615,374					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	20,938,969				20,938,969					
18. Amount Incurred for Provision of Health Care Services.....	20,843,458				20,843,458					

(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	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
Pricing Claims.....	1,077,308					1,077,308
0199999. Individually Listed Claims Unpaid.....	1,077,308	0	0	0	0	1,077,308
0499999. Subtotals.....	1,077,308	0	0	0	0	1,077,308
0599999. Unreported Claims and Other Claim Reserves.....						3,417,351
0799999. Total Claims Unpaid.....						4,494,659

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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	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		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	3,776,256	17,162,713	97,984	4,396,675	3,874,240	4,590,170
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).....	3,776,256	17,162,713	97,984	4,396,675	3,874,240	4,590,170
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).....	3,776,256	17,162,713	97,984	4,396,675	3,874,240	4,590,170

(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 2012.

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.
E3b. The Company has no repurchase agreements and/or securities lending transactions.

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

No significant change.

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

No significant change.

Note 11 - Debt

No significant change.

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

A6. The Company has no retirement plans, deferred compensation, postemployment benefits, compensated balances or postretirement benefit plans.

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

No significant change.

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

The Company does not sell, transfer or service financial instruments or extinguishments of liabilities. The Company has 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 March 31, 2013 follows:

<u>Description</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Preferred stock				
Industrial and Miscellaneous (Unaffiliated)	\$ 8,810	\$ -	\$ -	\$ 8,810
Total preferred stock	\$ 8,810	\$ -	\$ -	\$ 8,810
Common stock				
Industrial and Miscellaneous (Unaffiliated)	\$ 11,483,000	\$ -	\$ -	\$11,483,000
Total common stock	\$ 11,483,000	\$ -	\$ -	\$11,483,000
Total assets at fair value	\$ 11,491,810	\$ -	\$ -	\$11,491,810
Total liabilities at fair value	\$ -	\$ -	\$ -	\$ -

There were no fair value measurements categorized within Level 3 of the fair value hierarchy.

<u>Type of Financial Instrument</u>	<u>Aggregate Fair Value</u>	<u>Admitted Assets</u>	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Not Practicable (Carrying Value)</u>
Preferred stock	\$ 8,810	\$ 8,810	\$ 8,810	\$ -	\$ -	\$ -
Common Stock	\$11,483,000	\$11,483,000	\$ 11,483,000	\$ -	\$ -	\$ -

There were no financial instruments for which it was not practicable to estimate fair value.

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 Claims and Claim Adjustment Expenses

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

	2013	2012
BALANCE—January 1	\$ 4,644,099	\$ 4,441,210
Incurred related to:		
Current year	22,290,871	73,397,913
Prior years	(867,843)	(514,279)
Total incurred	21,423,028	72,883,634
Paid related to:		
Current year	(17,636,618)	(68,715,187)
Prior years	(3,880,528)	(3,965,558)
Total paid	(21,517,146)	(72,680,745)
BALANCE—March 31/December 31	\$ 4,549,981	\$ 4,644,099

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 [☒]
- 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 [☒]
- 2.2

If yes, date of change:

.....
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐]No [☒]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.

- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐]No [☒]

- 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	2	3
Name of Entity	NAIC Company Code	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?
If yes, attach an explanation.

Yes [☐]No [☒]N/A [☐]
-
-

- 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.

12/31/2011.....

- 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).

2/19/2013.....

- 6.4

By what department or departments?

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 [☒]

- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒]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 [☒]

- 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 [☒]

- 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 [☒]

- 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	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 [☒]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 [☒]

- 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 [☒]

- 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 [☒]

- 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:

\$.....8,774,093

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	2
	Prior Year-End	Current Quarter
	Book/Adjusted Carrying Value	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. For the reporting entity's security lending program, state the amount of the following as current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:

\$.....0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:

\$.....0

16.3 Total payable for securities lending reporting on the liability page:

\$.....0

17. 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 []No [X]

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

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

17.2 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	2	3
Name(s)	Location(s)	Complete Explanation(s)
Wells Fargo Institutional Securities, LLC	400 Capitol Mall Sacramento, CA 95814	The Company is working with the bank to
		obtain agreements that comply
		with NAIC requirements.

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes []No [X]

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

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

17.5 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	2	3
Central Registration Depository	Name(s)	Address
0547	Robert W. Baird & Co.	1663 Eureka Rd, Roseville, CA 95661

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X]No []

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
1.1	A&H loss percent		92.0 %
1.2	A&H cost containment percent		0.0 %
1.3	A&H expense percent excluding cost containment expenses		9.0 %
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

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	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.....	22,615,374						22,615,374	
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.....CAN	...N.....							0	
58.	Aggregate Other alien.....OT	...XXX...	0	0	0	0	0	0	0	0
59.	Subtotal.....	...XXX...	22,615,374	0	0	0	0	0	22,615,374	0
60.	Reporting entity contributions for Employee Benefit Plans.....	...XXX...							0	
61.	Total (Direct Business).....	(a).....1	22,615,374	0	0	0	0	0	22,615,374	0

DETAILS OF WRITE-INS

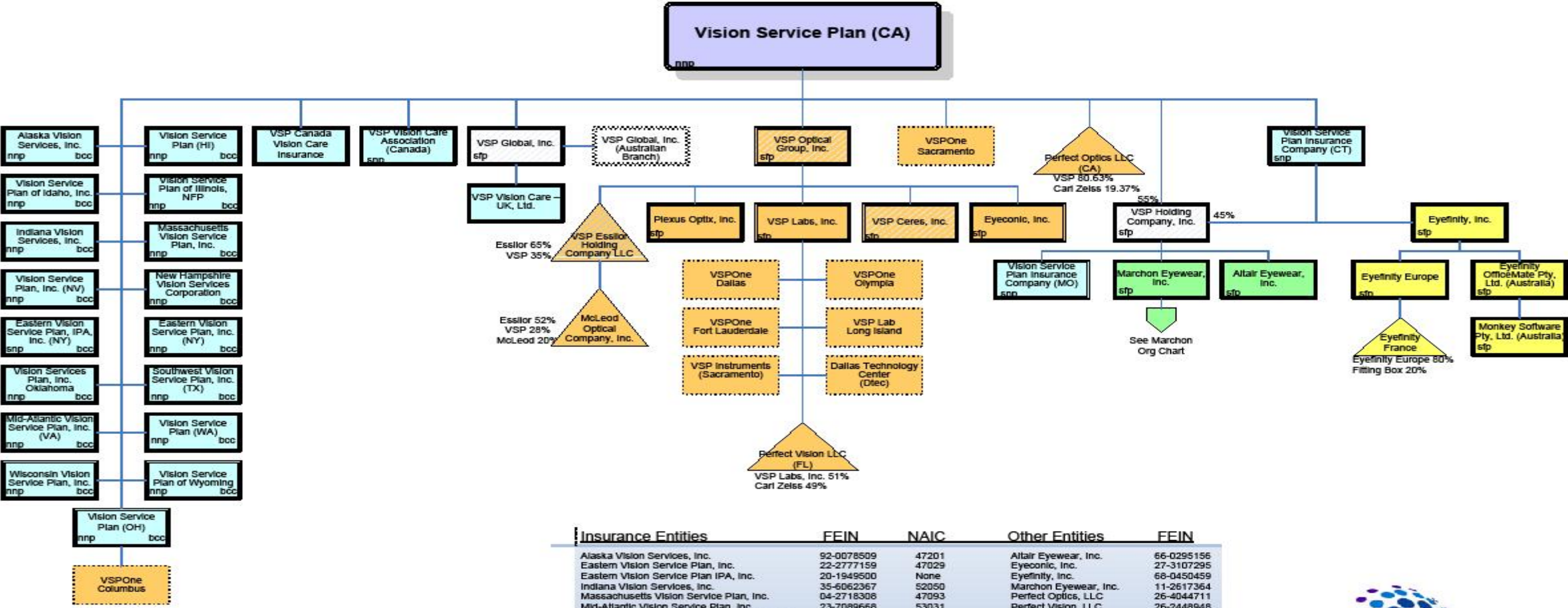
58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page.....		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....		0	0	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled 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

Q15



Legend

	Vision Benefits Company
	Eyewear Company
	Practice Solutions Company
	Ophthalmic Operations Company
	Holding Company
	Corporate division or DBA
	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.

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Alaska Vision Services, Inc.	92-0078509	47201	Altair Eyewear, Inc.	66-0295156
Eastern Vision Service Plan, Inc.	22-2777159	47029	Eyeconic, Inc.	27-3107295
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyefinity, Inc.	68-0450459
Indiana Vision Services, Inc.	35-6052367	52050	Marchion Eyewear, Inc.	11-2617364
Massachusetts Vision Service Plan, Inc.	04-2718306	47093	Perfect Optics, LLC	26-4044711
Mid-Atlantic Vision Service Plan, Inc.	23-7089668	53031	Perfect Vision, LLC	26-2448948
New Hampshire Vision Services Corporation			Plexus Optix, Inc.	27-0521213
Southwest Vision Service Plan, Inc.	75-1769288	None	VSP Ceres, Inc.	27-5016913
Vision Service Plan (CA)	94-1632821	None	VSP Global, Inc.	27-0933693
Vision Service Plan (HI)	99-0247673	None	VSP Holding Company, Inc.	26-1998746
Vision Service Plan (OH)	31-0725743	54380	VSP Labs, Inc.	27-0521143
Vision Service Plan (WA)	91-6056925	47317	VSP Optical Group, Inc.	27-0621064
Vision Service Plan, Inc.	94-3034073	48321		
Vision Service Plan Insurance Company (CT)	06-1227640	39616		
Vision Service Plan Insurance Company (MO)	36-3560625	32395		
Vision Service Plan of Idaho, Inc.	82-0339119	47763		
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		



PART 1 – ORGANIZATIONAL CHART

Q15.1



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
Q16		39616.....	06-1227840				Vision Service Plan Insurance Company (Connecticut)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47029.....	22-2777159				Eastern Vision Service Plan, Inc.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		32395.....	36-3560825				Vision Service Plan Insurance Company (Missouri)	USA.....	IA.....	VSP Holding Company, Inc.....	Board.....		Vision Service Plan (California).....	
		48321.....	94-3034073				Vision Service Plan, Inc. (Nevada).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	99-0247673				Vision Service Plan (Hawaii).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		54682.....	39-1249640				Wisconsin Vision Service Plan, Inc. (Wisconsin)....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		53031.....	23-7089668				Mid-Atlantic Vision Service Plan, Inc. (Virginia).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47317.....	91-6056925				Vision Service Plan (Washington).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47783.....	82-0339119				Vision Service Plan of Idaho, Inc. (Idaho).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47201.....	92-0078509				Alaska Vision Services, Inc. (Alaska).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		52050.....	35-6062367				Indiana Vision Services, Inc. (Indiana).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47097.....	73-1004909				Vision Services Plan Inc., Oklahoma (Oklahoma)...	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47093.....	04-2718308				Massachusetts Vision Service Plan (Massachusetts)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		54380.....	31-0725743				Vision Service Plan (Ohio).....	USA.....		Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	23-7375685				New Hampshire Vision Services Corporation (New Hampshire)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	75-1769288				Southwest Vision Service Plan, Inc. (Texas).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	83-0212963				Vision Service Plan of Wyoming (Wyoming).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	20-1949500				Eastern Vision Service Plan IPA, Inc.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		12516.....	20-0891619				Vision Service Plan of Illinois, NFP.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	94-1632821				Vision Service Plan (California).....	USA.....	UDP.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	27-0621064				VSP Optical Group, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	27-0621213				Plexus Optix, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	27-3107295				Eyeconic, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	27-5016913				VSP Ceres Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	27-0621143				VSP Labs, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	27-0933693				VSP Global, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....					VSP Vision Care - UK, Ltd.....	GBR.....	NIA.....	VSP Global, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....					VSP Canada Vision Care Insurance.....	CAN.....	IA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....					VSP Vision Care Association (Canada).....	CAN.....	IA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	26-1998746				VSP Holding Company, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	55.000	Vision Service Plan (California).....	
		00000.....	26-1998746				VSP Holding Company, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	45.000	Vision Service Plan (California).....	
		00000.....	68-0450459				Eyefinity, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	100.000	Vision Service Plan (California).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q16.1

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Q16.1		00000.....	68-0295156				Altair Eyewear, Inc.....	USA.....	NIA.....	VSP Holding Company, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	20-4044711				Perfect Optics.....	USA.....	NIA.....	Vision Service Plan (Californiai).....	Ownership.....	...80.630	Vision Service Plan (California).....	
		00000.....	26-2448948				Perfect Vision.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	...51.000	Vision Service Plan (California).....	
		00000.....	98-1024150				Eyefinity Europe.....	FRA.....	NIA.....	Eyefinity Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	99-0370707				Eyefinity France.....	FRA.....	NIA.....	Eyefinity Europe.....	Ownership.....	...80.000	Vision Service Plan (California).....	
		00000.....					Eyefinity/Officemate Pty.....	AUS.....	NIA.....	Eyefinity Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Monkey Software.....	AUS.....	NIA.....	Eyefinity/Officemate Pty.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	11-2617364				Marchon Eyewear, Inc.....	USA.....	NIA.....	VSP Holding Company, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	11-3233690				Marchon International, Ltd.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	23-2941185				Eye Designs LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...50.000	Vision Service Plan (California).....	
		00000.....	11-3180867				R.B. Mexico, Inc.....	MEX.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	98-0201338				Marchon Europe BV.....	NLD.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Japan International YK.....	JPN.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Japan KK.....	JPN.....	NIA.....	Marchon Europe BV.....	Ownership.....	...51.000	Vision Service Plan (California).....	
		00000.....					NiTec Eyewear (Dalian) Inc.....	CAN.....	NIA.....	Marchon Europe BV.....	Ownership.....	...49.000	Vision Service Plan (California).....	
		00000.....					Marchon UK Ltd.....	GBR.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Hispania SL.....	ESP.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Italia SRL.....	ITA.....	NIA.....	Marchon International.....	Ownership.....	...99.500	Vision Service Plan (California).....	
		00000.....					Marchon Italia SRL.....	ITA.....	NIA.....	Marchon Europe BV.....	Ownership.....	0.500	Vision Service Plan (California).....	
		00000.....					Marchon MB SRL.....	ITA.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Eyewear (Hong Kong) Ltd.....	HKG.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Eyewear (Far East) Ltd.....	HKG.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Germany GmbH.....	DEU.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	98-0542016				Marchon France SAS.....	FRA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					DJO-Marchon Switzerland SA.....	CHE.....	NIA.....	Marchon Europe BV.....	Ownership.....	...49.000	Vision Service Plan (California).....	
		00000.....					Marchon Portugal, Unipessoal, Lda.....	PRT.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Gulf FZ Company.....	ARE.....	NIA.....	Marchon Europe BV.....	Ownership.....	...50.000	Vision Service Plan (California).....	
		00000.....	83-4627457				Marchon Canada, Inc.....	CAN.....	NIA.....	Marchon International Ltd.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	11-3435695				Marchon BRL Ltd.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Brasil Ltda.....	BRA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					FC 18 Comerico e Representacoes Ltda.....	BRA.....	NIA.....	Marchon Brasil Ltda.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Corporation Optica Internacional Srl.....	MEX.....	NIA.....	R.B. Mexico, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Coordinadora Administrativa de Personal.....	MEX.....	NIA.....	R.B. Mexico, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Europe Sarl.....	NLD.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	56-2355483				Allure Eyewear LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...51.000	Vision Service Plan (California).....	
		00000.....					General Optical Pty Ltd.....	AUS.....	NIA.....	I Enterprises (Pty) Ltd.....	Ownership.....	...51.000	Vision Service Plan (California).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Q16.2		00000.....					I Enterprises Pty, Ltd.....	AUS.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Eyewear Australia Pty Ltd.....	AUS.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					General Optical (NZ) Ltd.....	NZL.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Viva Eyewear Australia.....	AUS.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	...50.000	Vision Service Plan (California).....	
		00000.....					REM Eyewear Australia Pty Ltd.....	AUS.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	...50.000	Vision Service Plan (California).....	
		00000.....	11-3822861				SX Holdings LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					SX Solar Express Australia Pty Ltd.....	AUS.....	NIA.....	SX Holdings LLC.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	27-3493284				MEI 3D, LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	88-0465774				Optical Opportunities, LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	27-1700596				MVO Licensing, LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...13.650	Vision Service Plan (California).....	
		00000.....	27-1700596				MVO Licensing, LLC.....	USA.....	NIA.....	Optical Opportunities, LLC.....	Ownership.....	...58.860	Vision Service Plan (California).....	
		00000.....					McLeod Optical Company, Inc.....	USA.....	NIA.....	VSP Essilor Holding Company LLC.....	Ownership.....	...28.000	Vision Service Plan (California).....	
		00000.....	27-0229593				VSP Essilor Holding Company LLC.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	...35.000	Vision Service Plan (California).....	
		00000.....	37-1691104				Dragon Acquisition Co., Inc.....	USA.....	NIA.....	Marchon.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	26-2691541				Dragon Alliance, LLC.....	USA.....	NIA.....	Dragon Acquisition Co., Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Dragon Alliance South Pacific Pty Ltd.....	AUS.....	NIA.....	Dragon Alliance LLC.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	26-2696876				Dragon Alliance Inc.....	USA.....	NIA.....	Dragon Alliance LLC.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	33-0549048				Barter Optical, Inc.....	USA.....	NIA.....	Dragon Alliance LLC.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....	Applied For.....				Dragon Optical, Inc.....	USA.....	NIA.....	Dragon Alliance LLC.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Dragon Alliance UK Limited.....	GBR.....	NIA.....	Dragon Alliance LLC.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Scandinavian Eyewear.....	SWE.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Seven SRL.....	ITA.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Skaga AS.....	NOR.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Skaga Oy.....	FIN.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Scandinavian Eyewear LLC.....	USA.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Sports (Shenzhen) Ltd.....	CHN.....	NIA.....	Marchon Eyewear (Hong Kong) Ltd.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Hellas SA.....	GRC.....	NIA.....	Marchon Europe.....	Ownership.....	...60.000	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:



Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	2,949,596	3,037,429
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.....	21,958	87,833
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	2,927,638	2,949,596
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	2,927,638	2,949,596

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	9,453,290	12,095,084
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.....	679,197	2,641,794
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).....	8,774,093	9,453,290
12. Deduct total nonadmitted amounts.....	8,774,093	9,453,290
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	22,329,771	37,089,014
2. Cost of bonds and stocks acquired.....	5,003,526	8,738,488
3. Accrual of discount.....	1	2,308
4. Unrealized valuation increase (decrease).....	544,457	1,279,824
5. Total gain (loss) on disposals.....	407,344	195,096
6. Deduct consideration for bonds and stocks disposed of.....	3,472,646	24,662,382
7. Deduct amortization of premium.....	48,533	238,683
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		73,894
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	24,763,920	22,329,771
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	24,763,920	22,329,771

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	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	22,707,412	5,784,185	3,394,823	(40,590)	25,056,184			22,707,412
2. Class 2 (a).....	886,403			(7,942)	878,461			886,403
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	23,593,815	5,784,185	3,394,823	(48,532)	25,934,645	0	0	23,593,815
PREFERRED STOCK								
8. Class 1.....	11,631		9,579	(2,053)				11,631
9. Class 2.....	10,815			(2,004)	8,810			10,815
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	22,446	0	9,579	(4,057)	8,810	0	0	22,446
15. Total Bonds and Preferred Stock.....	23,616,261	5,784,185	3,404,402	(52,589)	25,943,455	0	0	23,616,261

(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.....	12,653,732	XXX.....	12,653,732	259	.....

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.....	11,525,070	10,682,728
2. Cost of short-term investments acquired.....	4,523,485	13,805,815
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	3,394,823	12,963,473
7. Deduct amortization of premium.....		
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).....	12,653,732	11,525,070
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	12,653,732	11,525,070

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

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		679,197				0	
2699999. Total - Non-Collateral Loans - Affiliated.....							0	0	0	0	0	0	0	679,197	0	0	0	0	0
4099999. Subtotal - Affiliated.....							0	0	0	0	0	0	0	679,197	0	0	0	0	0
4199999. Totals.....							0	0	0	0	0	0	0	679,197	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 - Industrial and Miscellaneous													
88579Y AE 1	3M CO.....			...01/18/2013	Wells Fargo Bank Institut.....				501,835	500,000	389	1FE.....	
36962G SZ 3	GENERAL ELEC CAP CORP MTN BE.....			...01/16/2013	Wells Fargo Bank Institut.....				508,865	500,000	451	1FE.....	
48124J SZ 2	JP MORGAN CHASE BANK NA.....			...02/01/2013	Wells Fargo Bank Institut.....				250,000	250,000	1		
3899999.	Total - Bonds - Industrial & Miscellaneous.....								1,260,700	1,250,000	840	XXX.....	
8399997.	Total - Bonds - Part 3.....								1,260,700	1,250,000	840	XXX.....	
8399999.	Total - Bonds.....								1,260,700	1,250,000	840	XXX.....	
Common Stocks - Industrial and Miscellaneous													
002824 10 0	Abbott Laboratories.....			...01/23/2013	Baird & Co.....			1,336,000	44,142	XXX.....		L.....	
00287Y 10 9	ABBVIE INC.....			...01/02/2013	Baird & Co.....			699,000	17,655	XXX.....		U.....	
00507K 10 3	ACTAVIS INC.....			...03/12/2013	Baird & Co.....			210,000	18,900	XXX.....		L.....	
00846U 10 1	AGILENT TECHNOLOGIES INC.....			...03/12/2013	Baird & Co.....			340,000	14,569	XXX.....		L.....	
00912X 30 2	AIR LEASE CORP.....			...01/03/2013	Baird & Co.....			220,000	4,871	XXX.....		L.....	
015351 10 9	ALEXION PHARMACEUTICALS INC.....			...03/04/2013	Baird & Co.....			452,000	39,548	XXX.....		L.....	
020002 10 1	Allstate Corp.....			...03/12/2013	Baird & Co.....			380,000	18,094	XXX.....		L.....	
025816 10 9	American Express Co.....			...03/12/2013	Baird & Co.....			360,000	23,566	XXX.....		L.....	
026874 78 4	AMERICAN INTL GROUP INC.....			...03/12/2013	Baird & Co.....			480,000	18,710	XXX.....		L.....	
03073E 10 5	AMERISOURCEBERGEN CORP.....			...03/12/2013	Baird & Co.....			570,000	27,753	XXX.....		L.....	
037411 10 5	Apache Corp.....			...03/12/2013	Baird & Co.....			240,000	18,098	XXX.....		L.....	
037833 10 0	Apple Inc.....			...01/04/2013	Baird & Co.....			12,000	6,354	XXX.....		L.....	
04623U 10 2	ASTELLAS PHARMA INC.....			...02/27/2013	Baird & Co.....			164,000	8,735	XXX.....		U.....	
00206R 10 2	AT&T Inc.....			...03/12/2013	Baird & Co.....			850,000	31,203	XXX.....		L.....	
064058 10 0	Bank New York Mellon Corp.....			...03/12/2013	Baird & Co.....			620,000	17,750	XXX.....		L.....	
071813 10 9	Baxter International Inc.....			...03/12/2013	Baird & Co.....			110,000	7,639	XXX.....		L.....	
073730 10 3	BEAM INC.....			...03/12/2013	Baird & Co.....			220,000	13,495	XXX.....		L.....	
099724 10 6	Borgwarner Inc.....			...03/12/2013	Baird & Co.....			190,000	14,993	XXX.....		L.....	
14040H 10 5	CAPITAL ONE FINL CORP.....			...02/01/2013	Baird & Co.....			1,200,000	67,973	XXX.....		L.....	
124857 20 2	CBS Corp New Cl B.....			...03/12/2013	Baird & Co.....			370,000	16,919	XXX.....		L.....	
166764 10 0	Chevron Corp.....			...03/12/2013	Baird & Co.....			430,000	50,636	XXX.....		L.....	
167250 10 9	Chicago Bridge & Iron Co.....			...01/31/2013	Baird & Co.....			240,000	12,202	XXX.....		L.....	
192446 10 2	Cognizant Tech Solutions Cl A.....			...02/07/2013	Baird & Co.....			201,000	15,663	XXX.....		L.....	
20825C 10 4	Conocophillips.....			...03/12/2013	Baird & Co.....			300,000	17,624	XXX.....		L.....	
237194 10 5	DARDEN RESTAURANTS INC.....			...02/04/2013	Baird & Co.....			1,475,000	68,918	XXX.....		L.....	
244199 10 5	Deere & Co.....			...03/12/2013	Baird & Co.....			230,000	20,872	XXX.....		L.....	
25271C 10 2	DIAMOND OFFSHORE DRILLING INC.....			...02/22/2013	Baird & Co.....			890,000	63,962	XXX.....		L.....	
260003 10 8	DOVER CORP.....			...03/12/2013	Baird & Co.....			360,000	26,289	XXX.....		L.....	
278642 10 3	Ebay Inc.....			...03/12/2013	Baird & Co.....			420,000	22,167	XXX.....		L.....	
268648 10 2	EMC Corp - Mass.....			...03/12/2013	Baird & Co.....			650,000	15,794	XXX.....		L.....	
29248L 10 4	ENAGAS S A.....			...02/28/2013	Baird & Co.....			757,000	9,021	XXX.....		U.....	
30219G 10 8	Express Scripts Holding Co.....			...03/12/2013	Baird & Co.....			300,000	17,792	XXX.....		L.....	

QE04

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)
35671D 85 7	Freeport	McMoran Copper & Gold		...03/12/2013	Baird & Co.	660.000	22,207	XXX		L
363576 10 9	GALLAGHER	ARTHUR J & CO		...03/19/2013	Baird & Co.	110.000	4,356	XXX		L
369604 10 3	General Electric Co.			...03/12/2013	Baird & Co.	1,740.000	40,679	XXX		L
38141G 10 4	Goldman Sachs Group Inc.			...03/12/2013	Baird & Co.	120.000	18,204	XXX		L
38259P 50 8	Google Inc.			...01/23/2013	Baird & Co.	10.000	7,449	XXX		L
42809H 10 7	HESS CORP			...03/12/2013	Baird & Co.	390.000	27,234	XXX		L
458140 10 0	Intel Corp.			...03/12/2013	Baird & Co.	680.000	14,639	XXX		U
46120E 60 2	Intuitive Surgical Inc.			...03/15/2013	Baird & Co.	31.000	15,185	XXX		L
46625H 10 0	JP Morgan Chase & Co.			...03/12/2013	Baird & Co.	580.000	29,166	XXX		L
49456B 10 1	KINDER MORGAN INC	DEL		...03/05/2013	Baird & Co.	1,320.000	49,217	XXX		L
500255 10 4	Kohls Corp.			...03/12/2013	Baird & Co.	230.000	10,895	XXX		L
50540R 40 9	Laboratory Corp Amer Hldgs Com New			...03/12/2013	Baird & Co.	150.000	13,486	XXX		L
512815 10 1	LAMAR ADVERTISING CO			...01/08/2013	Baird & Co.	140.000	5,491	XXX		L
518439 10 4	LAUDER ESTEE COS INC.			...03/18/2013	Baird & Co.	85.000	5,330	XXX		L
526057 10 4	LENNAR CORP			...01/03/2013	Baird & Co.	180.000	7,225	XXX		L
59156R 10 8	METLIFE INC.			...03/21/2013	Baird & Co.	1,300.000	49,653	XXX		L
594918 10 4	Microsoft Corp.			...01/23/2013	Baird & Co.	880.000	24,278	XXX		L
637071 10 1	National Oilwell Inc.			...02/28/2013	Baird & Co.	989.000	67,972	XXX		L
65339F 10 1	NEXTERA ENERGY INC.			...03/12/2013	Baird & Co.	290.000	20,984	XXX		L
674001 20 1	Oaktree Capital Group LLC Unit CLA			...01/08/2013	Baird & Co.	130.000	6,031	XXX		L
68389X 10 5	Oracle Corp.			...03/12/2013	Baird & Co.	480.000	16,929	XXX		L
718172 10 9	PHILIP MORRIS INTL INC			...03/12/2013	Baird & Co.	180.000	16,324	XXX		L
744320 10 2	PRUDENTIAL FINL INC.			...02/07/2013	Baird & Co.	361.000	20,627	XXX		L
744573 10 6	PUBLIC SVC ENTERPRISE GROUP			...03/12/2013	Baird & Co.	550.000	17,946	XXX		L
80004C 10 1	Sandisk Corp.			...03/12/2013	Baird & Co.	330.000	17,609	XXX		L
81783H 10 5	SEVEN & I HLDGS CO LTD			...03/21/2013	Baird & Co.	113.000	7,218	XXX		U
854502 10 1	STANLEY BLACK & DECKER INC.			...01/07/2013	Baird & Co.	180.000	13,552	XXX		L
855244 10 9	Starbucks Corp.			...02/14/2013	Baird & Co.	222.000	12,342	XXX		L
868157 10 8	Superior Energy Services Inc.			...03/19/2013	Baird & Co.	990.000	25,041	XXX		L
87873R 10 1	TECHTRONIC INDS LTD			...01/16/2013	Baird & Co.	1,546.000	14,963	XXX		U
88732J 20 7	TIME WARNER CABLE INC.			...03/12/2013	Baird & Co.	200.000	18,342	XXX		L
887317 30 3	TIME WARNER INC			...03/15/2013	Baird & Co.	1,260.000	71,600	XXX		L
887389 10 4	Timken Co.			...03/19/2013	Baird & Co.	230.000	13,192	XXX		L
913017 10 9	United Technologies Corp.			...03/12/2013	Baird & Co.	230.000	21,280	XXX		L
902973 30 4	US Bancorp Del New			...03/12/2013	Baird & Co.	450.000	15,434	XXX		L
92826C 83 9	VISA INC.			...02/07/2013	Baird & Co.	34.000	5,374	XXX		L
931142 10 3	Wal-Mart Stores Inc.			...03/12/2013	Baird & Co.	390.000	28,718	XXX		L
949746 10 1	Wells Fargo & Co New			...03/12/2013	Baird & Co.	980.000	36,150	XXX		L
988498 10 1	Yum Brands Inc.			...03/15/2013	Baird & Co.	534.000	35,535	XXX		L
13645T 10 0	CANADIAN PAC RY LTD		A	...01/23/2013	Baird & Co.	158.000	17,566	XXX		U

QE04.1

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)
559222 40 1	Magna International CI A.....			A.....	...03/21/2013	Baird & Co.....	426.000	23,030	XXX.....		U.....
05964H 10 5	BANCO SANTANDER SA.....			R.....	...01/22/2013	Baird & Co.....	1,016.000	8,688	XXX.....		L.....
064149 10 7	BANK NOVA SCOTIA HALIFAX.....			F.....	...03/21/2013	Baird & Co.....	151.000	8,724	XXX.....		L.....
06738E 20 4	Barclays PLC.....			F.....	...01/22/2013	Baird & Co.....	459.000	8,647	XXX.....		L.....
05565A 20 2	BNP Paribas Spons ADR.....			R.....	...02/13/2013	Baird & Co.....	480.000	14,880	XXX.....		U.....
138006 30 9	Canon Inc Adr.....			R.....	...03/21/2013	Baird & Co.....	362.000	13,432	XXX.....		L.....
143658 30 0	CARNIVAL CORP.....			F.....	...02/15/2013	Baird & Co.....	574.000	21,341	XXX.....		L.....
168919 10 8	CHINA CONSTR BK CORP.....			F.....	...02/15/2013	Baird & Co.....	854.000	14,492	XXX.....		U.....
D18190 89 8	DEUTSCHE BANK AG NAMEN.....			F.....	...03/12/2013	Baird & Co.....	508.000	23,211	XXX.....		L.....
25157Y 20 2	DEUTSCHE POST AG SPONSORED ADR.....			R.....	...02/28/2013	Baird & Co.....	386.000	8,733	XXX.....		U.....
526250 10 5	LENOVO GROUP LTD.....			R.....	...03/21/2013	Baird & Co.....	358.000	7,349	XXX.....		U.....
59151K 10 8	METHANEX CORP.....			F.....	...03/21/2013	Baird & Co.....	218.000	9,060	XXX.....		L.....
80105N 10 5	Sanofi-Aventis Spons.....			R.....	...02/28/2013	Baird & Co.....	425.000	19,960	XXX.....		L.....
803054 20 4	SAP Aktengesellschaft Spons ADR.....			R.....	...03/06/2013	Baird & Co.....	245.000	20,246	XXX.....		L.....
78440P 10 8	SK Telecom Ltd Spon ADR.....			F.....	...02/28/2013	Baird & Co.....	390.000	7,096	XXX.....		L.....
870195 10 4	SWEDBANK A B.....			F.....	...02/27/2013	Baird & Co.....	381.000	9,153	XXX.....		U.....
870886 10 8	SWISS RE LTD.....			F.....	...03/21/2013	Baird & Co.....	130.000	10,683	XXX.....		U.....
88032Q 10 9	TENCENT HLDGS LTD.....			R.....	...03/21/2013	Baird & Co.....	446.000	15,152	XXX.....		U.....
892331 30 7	Toyota Mtrs Corp ADR.....			R.....	...01/31/2013	Baird & Co.....	185.000	17,645	XXX.....		L.....
904784 70 9	Unilever NV NY SHS.....			F.....	...02/28/2013	Baird & Co.....	250.000	9,712	XXX.....		L.....
92857W 20 9	VODAFONE GROUP PLC NEW.....			R.....	...03/12/2013	Baird & Co.....	495.000	13,637	XXX.....		L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....							1,922,201	XXX.....		0.....XXX.....
Common Stocks - Mutual Funds											
464287 59 8	ISHARES Russell 1000 Value.....				...03/08/2013	Baird & Co.....	11,310.000	910,281	XXX.....		L.....
464287 40 8	ISHARES TR.....				...03/08/2013	Baird & Co.....	12,425.000	910,345	XXX.....		L.....
9299999.	Total - Common Stocks - Mutual Funds.....							1,820,626	XXX.....		0.....XXX.....
9799997.	Total - Common Stocks - Part 3.....							3,742,827	XXX.....		0.....XXX.....
9799999.	Total - Common Stocks.....							3,742,827	XXX.....		0.....XXX.....
9899999.	Total - Preferred and Common Stocks.....							3,742,827	XXX.....		0.....XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....							5,003,527	XXX.....		840.....XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....15.

QE04.2

SCHEDULE D - PART 4

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

1	2			3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)			
												11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.										
Preferred Stocks - Industrial and Miscellaneous																										
20441W	20	3	COMPANHIA DE BEBIDAS DAS AMERS.....	02/27/2013	Baird & Co.....	277,000	12,113	12,113	XXX	9,579	11,631	(2,053)	0	0	(2,053)	0	9,579	0	2,534	2,534	135	XXX	P1L			
8499999.			Total - Preferred Stocks - Industrial & Miscellaneous.....							12,113	11,631	(2,053)	0	0	(2,053)	0	9,579	0	2,534	2,534	135	XXX	XXX			
8999997.			Total - Preferred Stocks - Part 4.....							12,113	11,631	(2,053)	0	0	(2,053)	0	9,579	0	2,534	2,534	135	XXX	XXX			
8999999.			Total - Preferred Stocks.....							12,113	11,631	(2,053)	0	0	(2,053)	0	9,579	0	2,534	2,534	135	XXX	XXX			
Common Stocks - Industrial and Miscellaneous																										
002824	10	0	Abbott Laboratories.....	03/12/2013	VARIOUS.....	2,035,000	87,823	87,823	XXX	78,079	45,785	(11,848)			(11,848)		78,079		9,744	9,744	218	XXX	L			
00287Y	10	9	ABBVIE INC.....	01/04/2013	Baird & Co.....	699,000	24,220	24,220	XXX	17,655					0		17,655		6,564	6,564		XXX	L			
00817Y	10	8	Aetna Inc New Com.....	03/12/2013	Baird & Co.....	1,097,000	53,053	53,053	XXX	43,654	50,802	(7,148)			(7,148)		43,654		9,398	9,398	219	XXX	L			
018490	10	2	Allergan Inc.....	03/12/2013	Baird & Co.....	347,000	37,121	37,121	XXX	29,367	31,830	(2,464)			(2,464)		29,367		7,755	7,755		XXX	L			
071813	10	9	Baxter International Inc.....	03/04/2013	Baird & Co.....	500,000	34,554	34,554	XXX	26,615	33,330	(6,715)			(6,715)		26,615		7,940	7,940	225	XXX	L			
14040H	10	5	CAPITAL ONE FINL CORP.....	03/12/2013	Baird & Co.....	1,200,000	64,319	64,319	XXX	67,973					0		67,973		(3,654)	(3,654)	60	XXX	L			
151020	10	4	CELGENE CORP.....	03/15/2013	Baird & Co.....	158,000	17,120	17,120	XXX	10,210	12,398	(2,188)			(2,188)		10,210		6,910	6,910		XXX	L			
126650	10	0	CVS Corp.....	03/12/2013	Baird & Co.....	1,008,000	52,257	52,257	XXX	34,680	48,737	(14,057)			(14,057)		34,680		17,577	17,577	227	XXX	L			
237194	10	5	DARDEN RESTAURANTS INC.....	03/12/2013	Baird & Co.....	1,475,000	68,898	68,898	XXX	68,918					0		68,918		(20)	(20)		XXX	L			
23918K	10	8	Davita Inc Com.....	03/07/2013	Baird & Co.....	99,000	11,757	11,757	XXX	11,068	10,942	126			126		11,068		688	688		XXX	L			
25179M	10	3	Devon Energy Corp New.....	03/12/2013	Baird & Co.....	1,220,000	66,475	66,475	XXX	80,191	63,489	16,702			16,702		80,191		(13,717)	(13,717)		XXX	L			
260543	10	3	Dow Chemical Co.....	03/12/2013	Baird & Co.....	2,577,000	83,251	83,251	XXX	84,863	83,313	1,550			1,550		84,863		(1,612)	(1,612)		XXX	L			
278865	10	0	Ecolab Inc.....	03/15/2013	Baird & Co.....	83,000	6,620	6,620	XXX	5,114	5,968	(854)			(854)		5,114		1,507	1,507		XXX	L			
30303M	10	2	FACEBOOK INC.....	03/06/2013	Baird & Co.....	1,318,000	36,521	36,521	XXX	27,458	35,085	(7,627)			(7,627)		27,458		9,063	9,063		XXX	L			
345370	86	0	FORD MTR CO DEL.....	03/12/2013	Baird & Co.....	6,015,000	79,161	79,161	XXX	65,054	77,894	(12,841)			(12,841)		65,054		14,107	14,107	471	XXX	L			
369604	10	3	General Electric Co.....	03/15/2013	Baird & Co.....	704,000	15,672	15,672	XXX	11,419	14,777	(3,358)			(3,358)		11,419		4,253	4,253	35	XXX	L			
38259P	50	8	Google Inc.....	03/12/2013	Baird & Co.....	106,000	87,306	87,306	XXX	72,152	74,982	(2,830)			(2,830)		72,152		15,154	15,154		XXX	L			
406216	10	1	Halliburton Co Holding Co.....	03/12/2013	Baird & Co.....	2,100,000	84,688	84,688	XXX	69,257	72,849	(3,592)			(3,592)		69,257		15,431	15,431	11	XXX	L			
438516	10	6	HONEYWELL INTL INC.....	03/12/2013	Baird & Co.....	922,000	64,029	64,029	XXX	51,660	58,519	(6,860)			(6,860)		51,660		12,369	12,369	105	XXX	L			
441060	10	0	Hospira Inc.....	02/15/2013	Baird & Co.....	1,375,000	40,391	40,391	XXX	43,393	42,955	438			438		43,393		(3,002)	(3,002)		XXX	L			
47737M	10	2	JIANGXI COPPER CO LTD.....	02/27/2013	Baird & Co.....	61,000	5,734	5,976	XXX	5,976	6,422	(446)			(446)		5,976		(242)	(242)		XXX	U			
48242W	10	6	KBR INC.....	03/19/2013	Baird & Co.....	3,202,000	96,446	91,533	XXX	91,533	95,804	(4,271)			(4,271)		91,533		4,913	4,913		XXX	L			
53217V	10	9	LIFE TECHNOLOGIES CORP.....	02/22/2013	Baird & Co.....	1,004,000	58,602	48,469	XXX	48,469	49,226	(757)			(757)		48,469		10,133	10,133		XXX	L			
59156R	10	8	METLIFE INC.....	03/12/2013	Baird & Co.....	2,265,000	83,285	73,493	XXX	73,493	74,609	(1,116)			(1,116)		73,493		9,792	9,792	419	XXX	L			
594918	10	4	Microsoft Corp.....	03/12/2013	Baird & Co.....	2,860,000	80,147	82,631	XXX	82,631	67,362	5,944			5,944		82,631		(2,484)	(2,484)	580	XXX	L			
609207	10	5	Mondelez Intl Inc Com.....	03/21/2013	Baird & Co.....	2,650,000	75,532	84,771	XXX	84,771	67,451	17,320			17,320		84,771		(9,239)	(9,239)	345	XXX	L			
61166W	10	1	Monsanto Co New.....	03/15/2013	Baird & Co.....	189,000	19,463	13,268	XXX	13,268	17,889	(4,621)			(4,621)		13,268		6,195	6,195	71	XXX	L			
61945C	10	3	MOSAIC CO.....	03/12/2013	Baird & Co.....	1,155,000	68,265	72,006	XXX	72,006	65,408	6,598			6,598		72,006		(3,741)	(3,741)	289	XXX	L			
637071	10	1	National Oilwell Inc.....	03/12/2013	Baird & Co.....	989,000	65,882	67,972	XXX	67,972					0		67,972		(2,090)	(2,090)		XXX	L			
655844	10	8	Norfolk Southern Corp.....	03/12/2013	Baird & Co.....	1,102,000	81,833	72,879	XXX	72,879	68,148	4,732			4,732		72,879		8,954	8,954	551	XXX	L			

QE05

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					16	17	18	19	20	21	22
											11	12	13	14	15							
CUSIP Identification	Description		F o r e i g n	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 Desig- nation or Market Indicator (a)
674599 10	5	Occidental Petroleum Corp-Del.....	....	03/12/2013	Baird & Co.....	590.000	48,232	XXX	52,937	45,200	7,737	.....	.....	.....7,737	.....	.....52,937	.....	.....(4,706)	(4,706)	.....	.....XXX	L.....
682189 10	5	ON SEMICONDUCTOR CORP.....	....	03/12/2013	Baird & Co.....	7,415.000	59,090	XXX	51,606	52,276	(669)	.....	.....	.....(669)	.....	.....51,606	.....	.....7,484	7,484	.....	.....XXX	L.....
716768 10	6	Petsmart Inc.....	....	01/31/2013	Baird & Co.....	240.000	15,730	XXX	12,079	16,402	(4,323)	.....	.....	.....(4,323)	.....	.....12,079	.....	.....3,651	3,651	.....	.....XXX	L.....
742718 10	9	Procter & Gamble Co.....	....	03/12/2013	Baird & Co.....	929.000	70,762	XXX	55,867	63,070	(7,203)	.....	.....	.....(7,203)	.....	.....55,867	.....	.....14,895	14,895	485	XXX	L.....
744320 10	2	PRUDENTIAL FINL INC.....	....	03/12/2013	Baird & Co.....	1,216.000	69,110	XXX	62,227	45,597	(3,998)	.....	.....	.....(3,998)	.....	.....62,227	.....	.....6,884	6,884	486	XXX	L.....
7591EP 10	0	Regions Financial Corp (New).....	....	03/12/2013	Baird & Co.....	7,480.000	59,522	XXX	48,878	53,332	(4,455)	.....	.....	.....(4,455)	.....	.....48,878	.....	.....10,645	10,645	75	XXX	L.....
773903 10	9	ROCKWELL AUTOMATION INC.....	....	03/12/2013	Baird & Co.....	712.000	62,849	XXX	48,842	59,801	(10,959)	.....	.....	.....(10,959)	.....	.....48,842	.....	.....14,008	14,008	335	XXX	L.....
854502 10	1	STANLEY BLACK & DECKER INC.....	....	03/12/2013	Baird & Co.....	868.000	67,781	XXX	62,818	50,891	(1,626)	.....	.....	.....(1,626)	.....	.....62,818	.....	.....4,963	4,963	141	XXX	L.....
868157 10	8	Superior Energy Services Inc.....	....	03/12/2013	Baird & Co.....	2,409.000	62,598	XXX	48,997	49,914	(918)	.....	.....	.....(918)	.....	.....48,997	.....	.....13,602	13,602	.....	.....XXX	L.....
871503 10	8	SYMANTEC CORP.....	....	03/12/2013	Baird & Co.....	4,717.000	112,583	XXX	78,884	88,774	(9,890)	.....	.....	.....(9,890)	.....	.....78,884	.....	.....33,699	33,699	.....	.....XXX	L.....
87612E 10	6	Target Corp.....	....	03/12/2013	Baird & Co.....	1,278.000	85,154	XXX	65,758	75,619	(9,861)	.....	.....	.....(9,861)	.....	.....65,758	.....	.....19,395	19,395	460	XXX	L.....
88076W 10	3	TERADATA CORP DEL.....	....	03/19/2013	Baird & Co.....	410.000	23,160	XXX	17,588	25,375	(7,787)	.....	.....	.....(7,787)	.....	.....17,588	.....	.....5,573	5,573	.....	.....XXX	L.....
907818 10	8	Union Pacific Corp.....	....	03/12/2013	Baird & Co.....	438.000	60,580	XXX	42,422	55,065	(12,643)	.....	.....	.....(12,643)	.....	.....42,422	.....	.....18,158	18,158	302	XXX	L.....
91913Y 10	0	VALERO ENERGY CORP NEW.....	....	03/12/2013	Baird & Co.....	2,426.000	107,299	XXX	70,501	82,775	(12,274)	.....	.....	.....(12,274)	.....	.....70,501	.....	.....36,798	36,798	298	XXX	L.....
384802 10	4	W W GRAINGER INC.....	....	03/08/2013	Baird & Co.....	219.000	49,146	XXX	42,052	44,319	(2,267)	.....	.....	.....(2,267)	.....	.....42,052	.....	.....7,095	7,095	144	XXX	L.....
136375 10	2	CANADIAN NATL RY CO.....	A...	01/22/2013	Baird & Co.....	173.000	16,273	XXX	12,527	15,745	(3,218)	.....	.....	.....(3,218)	.....	.....12,527	.....	.....3,746	3,746	.....	.....XXX	L.....
13645T 10	0	CANADIAN PAC RY LTD.....	A...	02/22/2013	Baird & Co.....	6.000	706	XXX	437	610	(173)	.....	.....	.....(173)	.....	.....437	.....	.....269	269	2	XXX	L.....
H0023R 10	5	ACE LTD.....	F...	03/20/2013	Baird & Co.....	777.000	67,507	XXX	48,103	62,005	(13,902)	.....	.....	.....(13,902)	.....	.....48,103	.....	.....19,404	19,404	.....	.....XXX	L.....
018805 10	1	Allianz SE ADR.....	R..	02/22/2013	Baird & Co.....	53.000	729	XXX	767	732	34	.....	.....	.....34	.....	.....767	.....	.....(37)	(37)	.....	.....XXX	U.....
03524A 10	8	ANHEUSER BUSCH INBEV SA/NV.....	R..	02/22/2013	Baird & Co.....	8.000	744	XXX	498	699	(201)	.....	.....	.....(201)	.....	.....498	.....	.....246	246	.....	.....XXX	L.....
049255 80	5	ATLAS COPCO AB.....	R..	02/12/2013	Baird & Co.....	37.000	935	XXX	520	900	(380)	.....	.....	.....(380)	.....	.....520	.....	.....415	415	.....	.....XXX	U.....
05964H 10	5	BANCO SANTANDER SA.....	R..	02/27/2013	Baird & Co.....	1,016.000	7,652	XXX	8,688	.....	.....	.....	.....	.....0	.....	.....8,688	.....	.....(1,036)	(1,036)	.....	.....XXX	L.....
06738E 20	4	Barclays PLC.....	F...	02/12/2013	Baird & Co.....	84.000	1,713	XXX	1,268	1,455	(187)	.....	.....	.....(187)	.....	.....1,268	.....	.....444	444	.....	.....XXX	L.....
055262 50	5	BASF AG Spons ADR.....	R..	03/21/2013	Baird & Co.....	237.000	21,872	XXX	17,926	22,231	(4,305)	.....	.....	.....(4,305)	.....	.....17,926	.....	.....3,946	3,946	.....	.....XXX	U.....
072743 20	6	BAYERISCHE MOTOREN WERKE A G.....	R..	02/22/2013	Baird & Co.....	26.000	788	XXX	480	833	(354)	.....	.....	.....(354)	.....	.....480	.....	.....308	308	.....	.....XXX	U.....
05545E 20	9	BHP Billiton Plc.....	F...	02/22/2013	Baird & Co.....	23.000	1,479	XXX	1,785	1,619	167	.....	.....	.....167	.....	.....1,785	.....	.....(306)	(306)	.....	.....XXX	L.....
05565A 20	2	BNP Paribas Spons ADR.....	R..	03/21/2013	Baird & Co.....	391.000	10,592	XXX	10,241	10,976	(735)	.....	.....	.....(735)	.....	.....10,241	.....	.....351	351	.....	.....XXX	U.....
096813 20	9	BOC HONG KONG HOLDINGS LTD.....	R..	02/22/2013	Baird & Co.....	13.000	864	XXX	883	808	74	.....	.....	.....74	.....	.....883	.....	.....(19)	(19)	.....	.....XXX	U.....
110448 10	7	British American TOB SP ADR.....	F...	01/22/2013	Baird & Co.....	82.000	8,391	XXX	6,566	8,303	(1,737)	.....	.....	.....(1,737)	.....	.....6,566	.....	.....1,826	1,826	.....	.....XXX	U.....
05577E 10	1	BT Group Plc Adr-Usd.....	R..	03/12/2013	Baird & Co.....	386.000	15,550	XXX	9,978	14,680	(4,702)	.....	.....	.....(4,702)	.....	.....9,978	.....	.....5,572	5,572	174	XXX	L.....
143658 30	0	CARNIVAL CORP.....	F...	03/12/2013	Baird & Co.....	1,858.000	66,685	XXX	61,423	47,213	(7,131)	.....	.....	.....(7,131)	.....	.....61,423	.....	.....5,262	5,262	465	XXX	L.....
166744 20	1	CHEUNG KONG HLDGS LTD.....	F...	02/28/2013	Baird & Co.....	473.000	7,273	XXX	7,606	7,262	344	.....	.....	.....344	.....	.....7,606	.....	.....(333)	(333)	.....	.....XXX	U.....
16949T 10	6	CHINA MINSHENG BKG CORP LTD.....	F...	01/31/2013	Baird & Co.....	408.000	5,828	XXX	3,753	4,716	(964)	.....	.....	.....(964)	.....	.....3,753	.....	.....2,075	2,075	.....	.....XXX	U.....
16941M 10	9	China Mobile Ltd Spons ADR.....	F...	02/15/2013	Baird & Co.....	233.000	12,861	XXX	12,009	13,682	(1,673)	.....	.....	.....(1,673)	.....	.....12,009	.....	.....852	852	.....	.....XXX	L.....
N20935 20	6	CNH GLOBAL N V.....	F...	01/30/2013	Baird & Co.....	191.000	9,259	XXX	7,969	7,695	274	.....	.....	.....274	.....	.....7,969	.....	.....1,290	1,290	.....	.....XXX	L.....

QE05.1

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					16	17	18	19	20	21	22
											11	12	13	14	15							
CUSIP Identification	Description		F o r e i g n	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 Desig- nation or Market Indicator (a)
P31076 10 5	COPA HOLDINGS SA.....		F...	02/22/2013	Baird & Co.....	8.000	832	XXX	622	796	(174)			(174)		622		211	211		XXX	L.....
23304Y 10 0	DBS Group Holdings Ltd.....		R..	02/22/2013	Baird & Co.....	19.000	933	XXX	770	923	(153)			(153)		770		162	162		XXX	U.....
G29183 10 3	Eaton Corp PLC SHS.....		R..	03/12/2013	Baird & Co.....	1,409.000	87,459	XXX	72,782	76,340	(3,558)			(3,558)		72,782		14,677	14,677	182	XXX	L.....
Y2573F 10 2	FLEXTRONICS INTL LTD.....		F...	03/12/2013	Baird & Co.....	11,237.000	75,493	XXX	81,729	69,782	11,947			11,947		81,729		(6,236)	(6,236)		XXX	L.....
344419 10 6	Fomento Economico Mexicano S.A.B.....		F...	02/22/2013	Baird & Co.....	9.000	1,027	XXX	416	906	(491)			(491)		416		612	612		XXX	L.....
438128 30 8	Honda Motors Ltd ADR New.....		R..	02/22/2013	Baird & Co.....	19.000	711	XXX	685	702	(17)			(17)		685		26	26		XXX	L.....
453142 10 1	IMPERIAL TOBACCO GROUP PLC.....		F...	01/23/2013	Baird & Co.....	96.000	7,232	XXX	7,561	7,406	155			155		7,561		(329)	(329)	219	XXX	U.....
589339 10 0	MERCK KGAA.....		F...	02/27/2013	Baird & Co.....	463.000	21,246	XXX	14,347	20,313	(5,965)			(5,965)		14,347		6,898	6,898		XXX	U.....
606827 20 2	MITSUI & CO LTD.....		F...	02/12/2013	Baird & Co.....	3.000	903	XXX	1,010	890	120			120		1,010		(107)	(107)		XXX	U.....
636274 30 0	National Grid PLC ADR.....		R..	02/27/2013	Baird & Co.....	181.000	9,894	XXX	9,088	10,397	(1,308)			(1,308)		9,088		806	806	208	XXX	L.....
641069 40 6	Nestle S A Sponsored Adr.....		R..	02/12/2013	Baird & Co.....	29.000	2,031	XXX	1,462	1,888	(427)			(427)		1,462		569	569		XXX	U.....
654624 10 5	Nippon Telephone & Telegraph Corp.....		R..	02/22/2013	Baird & Co.....	478.000	10,850	XXX	11,614	10,052	1,561			1,561		11,614		(763)	(763)		XXX	L.....
66987V 10 9	Novartis AG ADR.....		R..	02/22/2013	Baird & Co.....	13.000	898	XXX	725	823	(98)			(98)		725		173	173		XXX	L.....
670100 20 5	NOVO-NORDISK A S.....		R..	02/12/2013	Baird & Co.....	7.000	1,177	XXX	965	1,142	(177)			(177)		965		212	212		XXX	L.....
677862 10 4	OIL CO LUKOIL.....		R..	02/12/2013	Baird & Co.....	15.000	990	XXX	801	982	(181)			(181)		801		189	189		XXX	U.....
G6852T 10 5	PARTNERRE LTD.....		F...	03/12/2013	Baird & Co.....	657.000	58,949	XXX	43,417	52,882	(9,465)			(9,465)		43,417		15,532	15,532	420	XXX	L.....
693483 10 9	Posco Spon ADR.....		R..	03/20/2013	Baird & Co.....	87.000	6,351	XXX	7,241	7,147	94			94		7,241		(890)	(890)		XXX	L.....
73753A 10 3	POSTNL N V.....		F...	03/12/2013	Baird & Co.....	3,163.000	6,993	XXX	11,412	12,168	(757)			(757)		11,412		(4,419)	(4,419)		XXX	U.....
761655 40 6	REXAM PLC.....		F...	01/29/2013	Baird & Co.....	0.900	33	XXX	35	35	(1)			(1)		35		(2)	(2)		XXX	U.....
771195 10 4	Roche Hldg LTD ADR.....		R..	02/12/2013	Baird & Co.....	19.000	1,048	XXX	826	955	(129)			(129)		826		222	222		XXX	U.....
780259 20 6	ROYAL DUTCH SHELL PLC.....		R..	03/12/2013	Baird & Co.....	1,083.000	71,906	XXX	73,864	74,673	(809)			(809)		73,864		(1,958)	(1,958)	702	XXX	L.....
78572M 10 5	SABMILLER PLC.....		R..	03/18/2013	Baird & Co.....	320.000	16,177	XXX	11,322	14,694	(3,373)			(3,373)		11,322		4,855	4,855		XXX	U.....
80007R 10 5	SANDS CHINA LTD.....		F...	02/22/2013	Baird & Co.....	16.000	723	XXX	545	701	(156)			(156)		545		178	178		XXX	U.....
80105N 10 5	Sanofi-Aventis Spons.....		R..	02/12/2013	Baird & Co.....	50.000	2,440	XXX	1,915	2,369	(454)			(454)		1,915		525	525		XXX	L.....
803054 20 4	SAP Aklengesellschaft Spons ADR.....		R..	02/22/2013	Baird & Co.....	9.000	710	XXX	538	723	(186)			(186)		538		172	172		XXX	L.....
82481R 10 6	SHIRE PLC.....		R..	02/21/2013	Baird & Co.....	422.000	40,107	XXX	41,101	38,900	2,201			2,201		41,101		(994)	(994)		XXX	L.....
870195 10 4	SWEDBANK A B.....		F...	01/31/2013	Baird & Co.....	282.000	6,628	XXX	4,735	5,505	(770)			(770)		4,735		1,894	1,894		XXX	U.....
881624 20 9	Teva Pharmaceutical Inds. Ltd. ADR.....		R..	01/22/2013	Baird & Co.....	223.000	8,437	XXX	9,418	8,327	1,091			1,091		9,418		(981)	(981)		XXX	L.....
89151E 10 9	Total S A Spon Adr.....		R..	02/12/2013	Baird & Co.....	25.000	1,291	XXX	1,458	1,300	158			158		1,458		(166)	(166)	14	XXX	L.....
911271 30 2	UNITED OVERSEAS BK LTD.....		R..	02/28/2013	Baird & Co.....	215.000	6,673	XXX	5,986	6,974	(987)			(987)		5,986		687	687		XXX	U.....
91912E 10 5	Vale S A ADR.....		R..	03/20/2013	Baird & Co.....	203.000	3,500	XXX	4,152	4,255	(103)			(103)		4,152		(652)	(652)		XXX	L.....
92857W 20 9	VODAFONE GROUP PLC NEW.....		R..	03/12/2013	Baird & Co.....	2,962.000	77,541	XXX	83,218	74,613	8,606			8,606		83,218		(5,678)	(5,678)	1,358	XXX	L.....
93114W 10 7	WAL MART DE MEXICO S A B DE CV.....		R..	03/21/2013	Baird & Co.....	630.000	19,210	XXX	15,981	20,463	(4,482)			(4,482)		15,981		3,229	3,229		XXX	U.....
G96666 10 5	WILLIS GROUP HOLDINGS PUBLIC L.....		F...	03/12/2013	Baird & Co.....	1,270.000	48,420	XXX	47,327	42,583	4,744			4,744		47,327		1,093	1,093	343	XXX	L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....						3,460,535	XXX	3,055,729	2,879,157	(163,632)	0	0	(163,632)	0	3,055,729	0	404,812	404,812	10,639	XXX	XXX...
9799997	Total - Common Stocks - Part 4.....						3,460,535	XXX	3,055,729	2,879,157	(163,632)	0	0	(163,632)	0	3,055,729	0	404,812	404,812	10,639	XXX	XXX...

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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					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	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 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 Desig- nation or Market Indicator (a)
9799999.	Total - Common Stocks.....					3,460,535	XXX.....	3,055,729	2,879,157	(163,632)	0	0	(163,632)	0	3,055,729	0	404,812	404,812	10,639	XXX...	..XXX...
9899999.	Total - Preferred and Common Stocks.....					3,472,648	XXX.....	3,065,308	2,890,788	(165,685)	0	0	(165,685)	0	3,065,308	0	407,346	407,346	10,774	XXX...	..XXX...
9999999.	Total - Bonds, Preferred and Common Stocks.....					3,472,648	XXX.....	3,065,308	2,890,788	(165,685)	0	0	(165,685)	0	3,065,308	0	407,346	407,346	10,774	XXX...	..XXX...

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....24.

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-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Bank of America - Checking..... Sacramento, CA.....					1,117,702	1,718,790	(1,684,613)	XXX..
BAIRD - Money Market..... Folsom, CA.....		0.040	42		421,903	372,324	258,360	XXX..
Well Fargo Advisors - Money Market..... Folsom, CA.....		0.010			1,337	1,677	1,984	XXX..
Wells Fargo Institutional - Money Market..... Sacramento, CA.....		0.060	6		13,379	42,797	55,933	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	48	0	1,554,321	2,135,588	(1,368,336)	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	48	0	1,554,321	2,135,588	(1,368,336)	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	48	0	1,554,321	2,135,588	(1,368,336)	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE