



HEALTH QUARTERLY STATEMENT

As of June 30, 2013
of the Condition and Affairs of the

Vision Service Plan

NAIC Group Code.....1189, 1189
(Current Period) (Prior Period)

NAIC Company Code..... 54380

Employer's ID Number..... 31-0725743

Organized under the Laws of Ohio

State of Domicile or Port of Entry Ohio

Country of Domicile US

Licensed as Business Type Vision Service Corporation

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... November 4, 1966

Commenced Business..... March 29, 1967

Statutory Home Office

3400 Morse Crossing P.O. Box 2487..... Columbus OH US 43215
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office

3333 Quality Drive..... Rancho Cordova CA US 95670
(Street and Number) (City or Town, State, Country and Zip Code)

916-851-5000
(Area Code) (Telephone Number)

Mail Address

3333 Quality Drive..... Rancho Cordova CA US 95670
(Street and Number) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records

3333 Quality Drive..... Rancho Cordova CA US 95670
(Street and Number) (City or Town, State, Country and Zip Code)

916-851-5000
(Area Code) (Telephone Number)

Internet Web Site Address

www.vsp.com

Statutory Statement Contact

Laura Olson
(Name)
laurol@vsp.com
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(Area Code) (Telephone Number) (Extension)
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(Fax Number)

OFFICERS

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

OTHER

DIRECTORS OR TRUSTEES

James Robinson LynchJames Michael McGrannDonald Joseph Ball, Jr.

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

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

(Signature)

James Robinson Lynch

1. (Printed Name)

President

(Title)

(Signature)

James Michael McGrann

2. (Printed Name)

Secretary

(Title)

(Signature)

Lester Earl Passuello

3. (Printed Name)

Treasurer

(Title)

Subscribed and sworn to before me

This day of

By: James Robinson Lynch , James Michael McGrann,

Lester Earl Passuello

a. Is this an original filing?

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

Yes [X] No []

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	13,231,933		13,231,933	12,068,745
2. Stocks:				
2.1 Preferred stocks.....			0	22,446
2.2 Common stocks.....	11,635,369		11,635,369	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).....	2,905,677		2,905,677	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 (\$.....(717,421)), cash equivalents (\$.....0) and short-term investments (\$.....15,635,164).....	14,917,743		14,917,743	12,856,522
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....	8,087,225	8,087,225	0	
9. Receivables for securities.....	56,729		56,729	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).....	50,834,676	8,087,225	42,747,451	38,142,600
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	136,104		136,104	125,085
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,801,834	14,176	2,787,658	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.....	3,365,044	47	3,364,997	2,945,560
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	1,162,082		1,162,082	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).....	4,889,636	4,091,328	798,308	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.....	2,424,100	285,199	2,138,901	2,254,606
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	65,613,476	12,477,975	53,135,501	48,076,366
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	65,613,476	12,477,975	53,135,501	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.....	105,590	105,590	0	
2502. Other Receivables.....	2,318,510	179,609	2,138,901	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).....	2,424,100	285,199	2,138,901	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).....	4,546,046		4,546,046	4,590,170
2. Accrued medical incentive pool and bonus amounts.....			.0	
3. Unpaid claims adjustment expenses.....	54,358		54,358	53,929
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....	2,044,331		2,044,331	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.....	207,831		207,831	220,034
9. General expenses due or accrued.....	2,140,488		2,140,488	2,172,593
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	1,328,752		1,328,752	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.....	605,176		605,176	299,868
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.0	
15. Amounts due to parent, subsidiaries and affiliates.....	2,823,646		2,823,646	983,717
16. Derivatives.....			.0	
17. Payable for securities.....	216,960		216,960	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.....	602,463		602,463	588,868
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	557,126	.0	557,126	992,507
24. Total liabilities (Lines 1 to 23).....	15,127,177	.0	15,127,177	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	37,508,324	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	38,008,324	33,892,404
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	53,135,501	48,076,366

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued.....	498,646		498,646	945,983
2302. Escheatable checks.....	58,480		58,480	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).....	557,126	.0	557,126	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.....	7,582,283	7,293,129	15,931,692
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	45,283,884	43,548,150	87,673,525
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$.....7,865,478 medical expenses).....	XXX.....	1,014,861	1,014,852	1,971,360
5. Risk revenue.....	XXX.....	59,073	110,841	229,808
6. Aggregate write-ins for other health care related revenues.....	XXX.....	0	10,660,213	29,118,662
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	46,357,818	55,334,056	118,993,355
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		38,489,216	38,436,407	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	38,489,216	38,436,407	72,168,510
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	38,489,216	38,436,407	72,168,510
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		405,508	305,313	842,306
21. General administrative expenses.....		4,199,222	3,963,259	8,580,141
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....		(276,108)	(560,910)	826,378
23. Total underwriting deductions (Lines 18 through 22).....	0	42,817,838	42,144,069	82,417,335
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	3,539,980	13,189,987	36,576,020
25. Net investment income earned.....		351,795	488,145	803,365
26. Net realized capital gains (losses) less capital gains tax of \$.....188,737.....		350,512	103,648	78,782
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	702,307	591,793	882,147
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....4,917)].....		(4,917)	(3,589)	(3,168)
29. Aggregate write-ins for other income or expenses.....	0	(467,728)	(11,499,944)	(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.....	3,769,642	2,278,247	6,675,375
31. Federal and foreign income taxes incurred.....	XXX.....	1,140,015	562,469	2,452,905
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	2,629,627	1,715,778	4,222,470

DETAILS OF WRITE-INS

0601. Lab Revenue.....	XXX.....		10,660,213	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	10,660,213	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.....		(18,078,057)	(11,499,944)	(30,779,624)
2902. Lab Revenue.....		17,610,329		
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	(467,728)	(11,499,944)	(30,779,624)

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.....	2,629,627	1,715,778	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 \$.174,650.....	324,349	367,787	831,884
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	33,032	106,632	456,696
39. Change in nonadmitted assets.....	1,128,912	529,475	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).....	4,115,920	(16,079,409)	(11,419,251)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	38,008,324	29,232,246	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	44,833,927	42,704,724	87,482,516
2. Net investment income	482,207	847,626	1,297,586
3. Miscellaneous income	1,073,934	11,785,906	31,319,830
4. Total (Lines 1 through 3)	46,390,068	55,338,256	120,099,932
5. Benefit and loss related payments	38,533,340	38,112,728	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	5,950,227	15,815,267	38,551,691
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	1,939,953	3,349,230	3,750,073
10. Total (Lines 5 through 9)	46,423,520	57,277,225	114,274,553
11. Net cash from operations (Line 4 minus Line 10)	(33,452)	(1,938,969)	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	4,351,118	1,711,948	3,668,047
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	1,366,065	1,306,065	2,641,794
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	195,076		14,489
12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,912,259	22,262,348	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	4,687,221	2,703,673	4,623,554
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	50,009	7,395	6,720
13.7 Total investments acquired (Lines 13.1 to 13.6)	5,997,930	3,412,347	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)	(85,671)	18,850,001	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)	2,180,344	(356,756)	(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)	2,180,344	(19,155,837)	(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)	2,061,221	(2,244,805)	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)	14,917,743	6,845,267	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.....	1,257,020				1,257,020					
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	7,582,283				7,582,283					
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	224,041				224,041					
9. Total.....	224,041	0	0	0	224,041	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	45,283,884				45,283,884					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	45,283,884				45,283,884					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	38,533,340				38,533,340					
18. Amount Incurred for Provision of Health Care Services.....	38,489,216				38,489,216					

(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.....	721,569					721,569
0199999. Individually Listed Claims Unpaid.....	721,569	0	0	0	0	721,569
0499999. Subtotals.....	721,569	0	0	0	0	721,569
0599999. Unreported Claims and Other Claim Reserves.....						3,824,477
0799999. Total Claims Unpaid.....						4,546,046

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.....	3,855,088	34,678,252	15,457	4,530,589	3,870,545	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).....	3,855,088	34,678,252	15,457	4,530,589	3,870,545	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).....	3,855,088	34,678,252	15,457	4,530,589	3,870,545	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 June 30, 2013 follows:

Description	Level 1	Level 2	Level 3	Total
Common stock				
Industrial and Miscellaneous (Unaffiliated)	\$ 11,635,369	\$ -	\$ -	\$11,635,369
Total common stock	\$ 11,635,369	\$ -	\$ -	\$11,635,369
Total assets at fair value	\$ 11,635,369	\$ -	\$ -	\$11,635,369
Total liabilities at fair value	\$ -	\$ -	\$ -	\$ -

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

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Common Stock	\$11,635,369	\$11,635,369	\$ 11,635,369	\$ -	\$ -	\$ -

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	40,103,076	73,397,913
Prior years	(789,011)	(514,279)
Total incurred	39,314,065	72,883,634
Paid related to:		
Current year	(35,420,193)	(68,715,187)
Prior years	(3,937,567)	(3,965,558)
Total paid	(39,357,760)	(72,680,745)
BALANCE—June 30/December 31	\$ 4,600,404	\$ 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 [☒ X]

1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒ X]

2.2

If yes, date of change:

.....

3.1

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

Yes [☒ X] No [☐]

3.2

If the response to 3.1 is yes, provide a brief description of those changes.
In April 2013, several insurance companies within the Holding Company Group invested in VSP Optical Group, an affiliate.
The percentages owned are indicated on the organizational chart.

4.1

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

Yes [☐] No [☒ X]

4.2

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

1	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 [☒ X] 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 [☒ X]

6.6

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

Yes [☐] No [☐] N/A [☒ X]

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒ X]

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐] No [☒ X]

8.2

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

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☐] No [☒ X]

8.4

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

1	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?
(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.

Yes [☒ X] No [☐]

9.11

If the response to 9.1 is No, please explain:

9.2

Has the code of ethics for senior managers been amended?

Yes [☐] No [☒ X]

9.21

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

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [☐] No [☒ X]

9.31

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

PART 1 - FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [☐] No [☒ X]

10.2

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

.....

Vision Service Plan

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:

\$.....8,087,225

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		84.0 %
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.....	45,283,884						45,283,884	
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.....	45,283,884	0	0	0	0	0	45,283,884	0
60.	Reporting entity contributions for Employee Benefit Plans.....	...XXX.....							0	
61.	Total (Direct Business).....	(a).....1	45,283,884	0	0	0	0	0	45,283,884	0

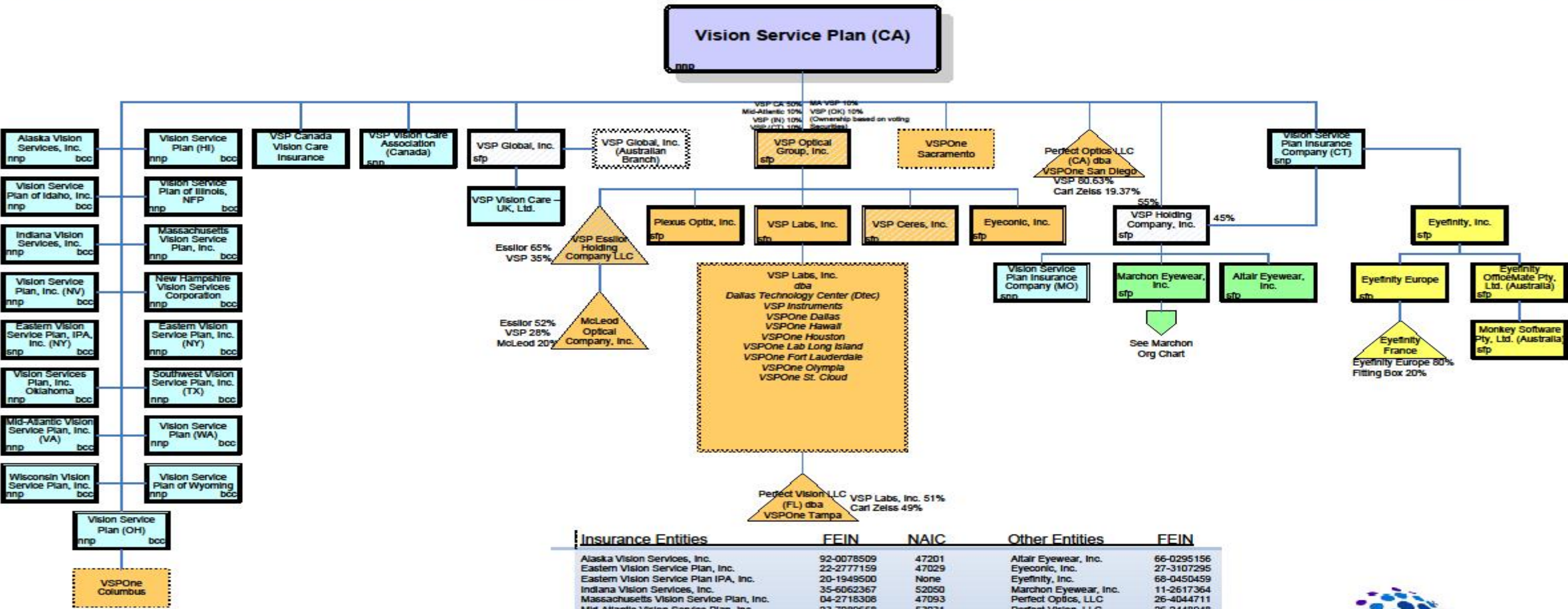
DETAILS OF WRITE-INS

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



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.	35-6062367	52050	Marchon 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.	27-0621213
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.	27-0621143
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)	06-1227840	39616		
Vision Service Plan Insurance Company (MO)	36-3560825	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		



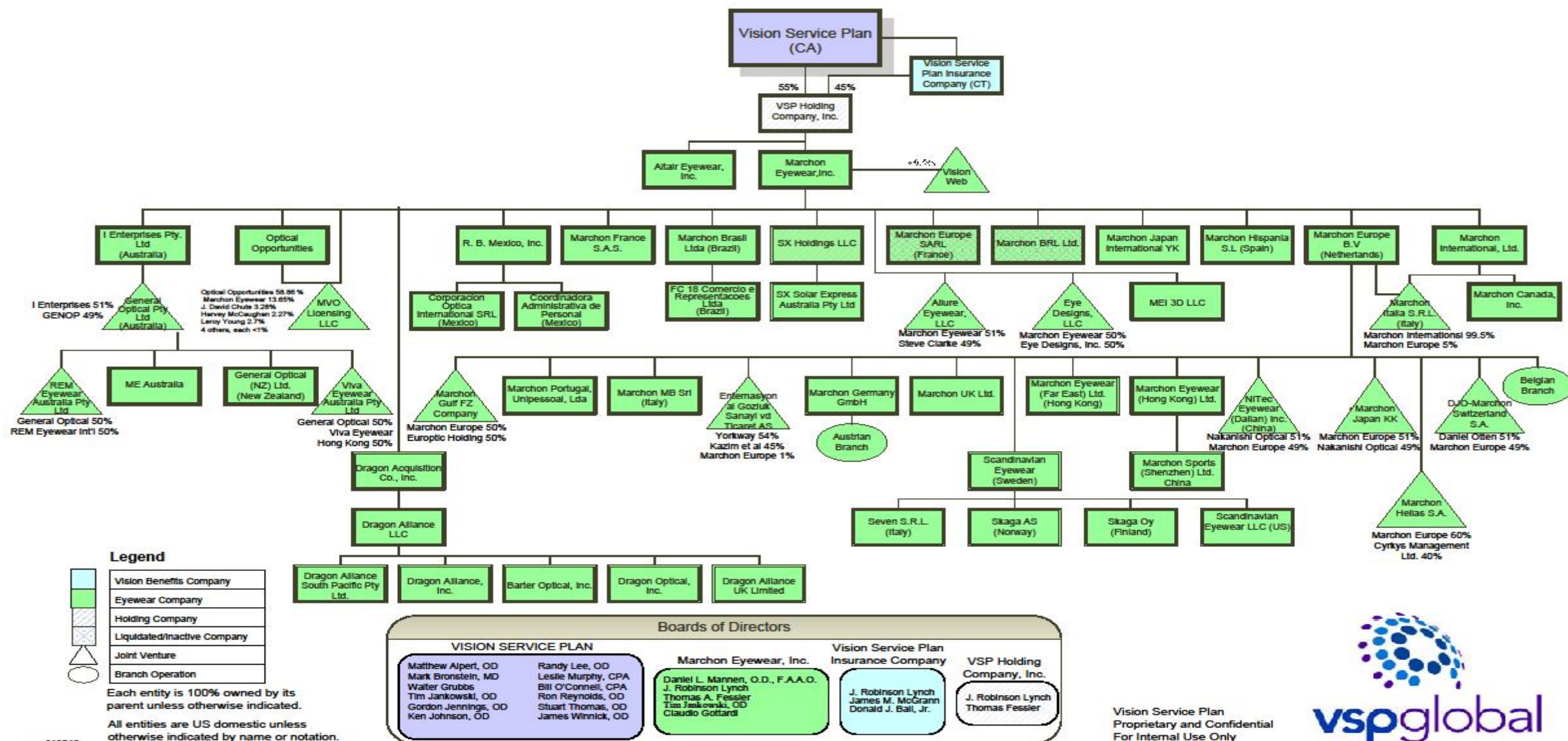
Vision Service Plan
Proprietary and Confidential
For Internal Use Only

Vision Service Plan

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Marchon Eyewear, Inc.



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	Members													
							Vision Service Plan Insurance Company (Connecticut)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		39616.....	06-1227840				Eastern Vision Service Plan, Inc.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47029.....	22-2777159											
		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).....	
							Massachusetts Vision Service Plan (Massachusetts)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47093.....	04-2718308				Vision Service Plan (Ohio).....	USA.....		Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		54380.....	31-0725743											
		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.....	..50.000	Vision Service Plan (California).....	
							VSP Optical Group, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	10.000	Vision Service Plan (California).....	
		00000.....	27-0621064				VSP Optical Group, Inc.....	USA.....	NIA.....	Indiana Vision Services, Inc. (Indiana).....	Ownership.....	10.000	Vision Service Plan (California).....	
										Massachusetts Vision Service Plan (Massachusetts)	Ownership.....	10.000	Vision Service Plan (California).....	
		00000.....	27-0621064				VSP Optical Group, Inc.....	USA.....	NIA.....	Mid-Atlantic Vision Service Plan, Inc. (Virginia)...	Ownership.....	10.000	Vision Service Plan (California).....	
		00000.....	27-0621064				VSP Optical Group, Inc.....	USA.....	NIA.....	Vision Services Plan Inc., Oklahoma (Oklahoma)	Ownership.....	10.000	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).....	

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)	*
		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).....	
		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 (California).....	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).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q16.2

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)	*
		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).....	
		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.....	43,916	87,833
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	2,905,680	2,949,596
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	2,905,680	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.....	1,366,065	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).....	8,087,225	9,453,290
12. Deduct total nonadmitted amounts.....	8,087,225	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.....	5,947,918	8,738,488
3. Accrual of discount.....		2,308
4. Unrealized valuation increase (decrease).....	498,999	1,279,824
5. Total gain (loss) on disposals.....	539,249	195,096
6. Deduct consideration for bonds and stocks disposed of.....	4,351,116	24,662,382
7. Deduct amortization of premium.....	97,515	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).....	24,867,306	22,329,771
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	24,867,306	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

QSI02

	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).....	25,056,184	5,606,132	2,624,700	(41,011)	25,056,184	27,996,605		22,707,411
2. Class 2 (a).....	878,461			(7,969)	878,461	870,492		886,403
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	25,934,645	5,606,132	2,624,700	(48,980)	25,934,645	28,867,097	0	23,593,814
PREFERRED STOCK								
8. Class 1.....								11,631
9. Class 2.....	8,810		10,603	1,793	8,810			10,815
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	8,810	0	10,603	1,793	8,810	0	0	22,446
15. Total Bonds and Preferred Stock.....	25,943,455	5,606,132	2,635,303	(47,187)	25,943,455	28,867,097	0	23,616,260

(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.....	15,635,164	XXX.....	15,635,164	504	.....

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.....	10,129,617	13,805,815
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	6,019,523	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).....	15,635,164	11,525,070
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	15,635,164	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 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Changes in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		3 City	4 State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V (9+10-11+12)	14 Total Foreign Exchange Change in B./A.C.V.						
Non-Collateral Loans - Affiliated																			
	Promissory Note.....	Rancho Cordova.....	CA...	Prinicpal payments.....	03/29/2011	06/28/2013						0		1,366,065				0	
2699999. Total - Non-Collateral Loans - Affiliated.....							0	0	0	0	0	0	0	1,366,065	0	0	0	0	0
4099999. Subtotal - Affiliated.....							0	0	0	0	0	0	0	1,366,065	0	0	0	0	0
4199999. Totals.....							0	0	0	0	0	0	0	1,366,065	0	0	0	0	0

QE03

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)
QE04	Common Stocks - Industrial and Miscellaneous									
	015351 10 9	ALEXION PHARMACEUTICALS INC.....	.....	...06/06/2013	Baird & Co.....	229.000	21,449	XXX	.....	L.....
	018490 10 2	Allergan Inc.....	.....	...05/15/2013	Baird & Co.....	84.000	8,715	XXX	.....	L.....
	037833 10 0	Apple Inc.....	.....	...06/25/2013	Baird & Co.....	50.000	19,840	XXX	.....	L.....
	05534B 76 0	BCE INC.....	.....	...05/30/2013	Baird & Co.....	2,290.000	104,595	XXX	.....	L.....
	09247X 10 1	BLACKROCK INC.....	.....	...06/26/2013	Baird & Co.....	268.000	71,770	XXX	.....	L.....
	167250 10 9	Chicago Bridge & Iron Co.....	.....	...06/18/2013	Baird & Co.....	110.000	6,653	XXX	.....	L.....
	17275R 10 2	Cisco Systems Inc.....	.....	...06/26/2013	Baird & Co.....	980.000	23,808	XXX	.....	L.....
	25271C 10 2	DIAMOND OFFSHORE DRILLING INC.....	.....	...06/28/2013	Baird & Co.....	350.000	24,098	XXX	.....	L.....
	25470F 10 4	DISCOVERY COMMUNICATNS NEW.....	.....	...05/09/2013	Baird & Co.....	103.000	7,955	XXX	.....	L.....
	29265N 10 8	Energen Corp.....	.....	...06/27/2013	Baird & Co.....	520.000	28,347	XXX	.....	L.....
	36191G 10 7	GNC HLDGS INC.....	.....	...04/05/2013	Baird & Co.....	490.000	19,281	XXX	.....	L.....
	38259P 50 8	Google Inc.....	.....	...05/09/2013	Baird & Co.....	7.000	6,087	XXX	.....	L.....
	458140 10 0	Intel Corp.....	.....	...06/26/2013	Baird & Co.....	980.000	23,507	XXX	.....	L.....
	46120E 60 2	Intuitive Surgical Inc.....	.....	...05/24/2013	Baird & Co.....	14.000	7,037	XXX	.....	L.....
	471109 10 8	Jarden Corp Com.....	.....	...06/18/2013	Baird & Co.....	200.000	8,890	XXX	.....	L.....
	49456B 10 1	KINDER MORGAN INC DEL.....	.....	...04/25/2013	Baird & Co.....	186.000	7,375	XXX	.....	L.....
	518439 10 4	LAUDER ESTEE COS INC.....	.....	...06/25/2013	Baird & Co.....	212.000	13,657	XXX	.....	L.....
	59156R 10 8	METLIFE INC.....	.....	...06/26/2013	Baird & Co.....	565.000	25,705	XXX	.....	L.....
	611740 10 1	MONSTER BEVERAGE CORP.....	.....	...06/27/2013	Baird & Co.....	769.000	46,713	XXX	.....	L.....
	654445 30 3	NINTENDO LTD.....	R.....	...05/20/2013	Baird & Co.....	1,103.000	14,968	XXX	.....	U.....
	678026 10 5	Oil States International Inc.....	.....	...06/27/2013	Baird & Co.....	220.000	20,478	XXX	.....	L.....
	718172 10 9	PHILIP MORRIS INTL INC.....	.....	...04/23/2013	Baird & Co.....	75.000	6,974	XXX	.....	L.....
	739197 20 0	POWER ASSETS HLDGS LTD.....	.....	...05/28/2013	Baird & Co.....	438.000	4,214	XXX	.....	U.....
	74005P 10 4	Praxair Inc.....	.....	...06/10/2013	Baird & Co.....	376.000	41,962	XXX	.....	L.....
	81783H 10 5	SEVEN & I HLDGS CO LTD.....	.....	...06/05/2013	Baird & Co.....	229.000	15,790	XXX	.....	U.....
	86562M 20 9	SUMITOMO MITSUI FINL GROUP INC.....	.....	...05/16/2013	Baird & Co.....	3,226.000	30,073	XXX	.....	L.....
	887389 10 4	Timken Co.....	.....	...06/27/2013	Baird & Co.....	180.000	9,703	XXX	.....	L.....
	889478 10 3	Toll Bros Inc.....	.....	...06/18/2013	Baird & Co.....	160.000	5,315	XXX	.....	L.....
	907818 10 8	Union Pacific Corp.....	.....	...04/18/2013	Baird & Co.....	37.000	5,299	XXX	.....	L.....
	G94368 10 0	WARNER CHILCOTT PLC IRELAND.....	.....	...05/20/2013	Baird & Co.....	810.000	16,055	XXX	.....	L.....
	97717W 85 1	WISDOMTREE TRUST.....	.....	...05/13/2013	Baird & Co.....	598.000	29,091	XXX	.....	L.....
	983134 10 7	WYNN RESORTS LTD.....	.....	...06/26/2013	Baird & Co.....	365.000	49,928	XXX	.....	L.....
	988498 10 1	Yum Brands Inc.....	.....	...04/09/2013	Baird & Co.....	93.000	6,212	XXX	.....	L.....
	110448 10 7	British American TOB SP ADR.....	F.....	...04/29/2013	Baird & Co.....	78.000	8,726	XXX	.....	U.....
	G16249 10 7	Brookfield PPTY Partners Unit LTD.....	F.....	...04/15/2013	Baird & Co.....	25.000	546	XXX	.....	L.....
	G27823 10 6	DELPHI AUTOMOTIVE PLC.....	F.....	...06/27/2013	Baird & Co.....	100.000	5,106	XXX	.....	L.....
	25243Q 20 5	Diageo PLC SPON.....	R.....	...06/25/2013	Baird & Co.....	191.000	22,725	XXX	.....	L.....
	26874R 10 8	Eni Spa Sponsored ADR.....	R.....	...04/22/2013	Baird & Co.....	191.000	8,671	XXX	.....	L.....
	358029 10 6	FRESENIUS MED CARE AG&CO KGAA.....	R.....	...04/22/2013	Baird & Co.....	313.000	10,860	XXX	.....	L.....

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)
465717 10 6	ITOCHU CORP.....	F.....	...04/04/2013	Baird & Co.....	383.000	8,614	XXX.....	.....	U.....
49989A 10 9	KOC HLDG.....	F.....	...05/22/2013	Baird & Co.....	207.000	6,314	XXX.....	.....	U.....
505861 40 1	Lafarge Spons ADR.....	R.....	...04/30/2013	Baird & Co.....	950.000	15,405	XXX.....	.....	U.....
654744 40 8	Nissan Mtr Ltd Spon ADR.....	R.....	...05/20/2013	Baird & Co.....	265.000	6,385	XXX.....	.....	U.....
771195 10 4	Roche Hldg LTD ADR.....	R.....	...04/22/2013	Baird & Co.....	177.000	10,760	XXX.....	.....	U.....
780259 10 7	ROYAL DUTCH SHELL PLC.....	R.....	...06/27/2013	Baird & Co.....	285.000	19,037	XXX.....	.....	L.....
78572M 10 5	SABMILLER PLC.....	R.....	...06/27/2013	Baird & Co.....	302.000	14,805	XXX.....	.....	U.....
803054 20 4	SAP Aklengesellschaft Spons ADR.....	R.....	...06/07/2013	Baird & Co.....	367.000	28,410	XXX.....	.....	L.....
82481R 10 6	SHIRE PLC.....	R.....	...06/25/2013	Baird & Co.....	125.000	11,626	XXX.....	.....	L.....
85771P 10 2	STATOILHYDRO ASA.....	R.....	...05/28/2013	Baird & Co.....	180.000	4,073	XXX.....	.....	L.....
88032Q 10 9	TENCENT HLDGS LTD.....	R.....	...05/02/2013	Baird & Co.....	73.000	2,543	XXX.....	.....	U.....
92857W 20 9	VODAFONE GROUP PLC NEW.....	R.....	...06/26/2013	Baird & Co.....	1,000.000	28,244	XXX.....	.....	L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....					944,394	XXX.....	0	XXX.....
9799997.	Total - Common Stocks - Part 3.....					944,394	XXX.....	0	XXX.....
9799999.	Total - Common Stocks.....					944,394	XXX.....	0	XXX.....
9899999.	Total - Preferred and Common Stocks.....					944,394	XXX.....	0	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					944,394	XXX.....	0	XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....11.

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 Design- ation or Market Indicator (a)	
Preferred Stocks - Industrial and Miscellaneous																								
91912E 20 4	VALE S A.....			R...	05/20/2013	Baird & Co.....	533.000	7,804	.....	.....10,603	10,815	(211)	.....	.....	.....(211)	.....	.....10,603	.....	.....(2,799)	(2,799)	193	XXX...	P2L.....	
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous.....							7,804	XXX.....	10,603	10,815	(211)	0	0	(211)	0	10,603	0	(2,799)	(2,799)	193	XXX...	..XXX...	
8999997.	Total - Preferred Stocks - Part 4.....							7,804	XXX.....	10,603	10,815	(211)	0	0	(211)	0	10,603	0	(2,799)	(2,799)	193	XXX...	..XXX...	
8999999.	Total - Preferred Stocks.....							7,804	XXX.....	10,603	10,815	(211)	0	0	(211)	0	10,603	0	(2,799)	(2,799)	193	XXX...	..XXX...	
Common Stocks - Industrial and Miscellaneous																								
00507K 10 3	ACTAVIS INC.....			.....	05/20/2013	Baird & Co.....	210.000	26,145	XXX.....	18,900	.....	.....	.....	.....	.....0	.....	.....18,900	.....	.....7,245	7,245	.....	....XXX...	L.....	
018490 10 2	Allergan Inc.....			.....	06/24/2013	Baird & Co.....	666.000	55,769	XXX.....	58,958	53,387	(3,144)	.....	.....	.....(3,144)	.....	.....58,958	.....	.....(3,189)	(3,189)	69	XXX...	L.....	
030420 10 3	AMERICAN WTR WKS CO INC NEW.....			.....	06/18/2013	Baird & Co.....	410.000	16,847	XXX.....	8,858	15,223	(6,365)	.....	.....	.....(6,365)	.....	.....8,858	.....	.....7,989	7,989	115	XXX...	L.....	
037833 10 0	Apple Inc.....			.....	04/24/2013	Baird & Co.....	295.000	119,614	XXX.....	118,538	150,605	(38,421)	.....	.....	.....(38,421)	.....	.....118,538	.....	.....1,076	1,076	782	XXX...	L.....	
05615F 10 2	BABCOCK & WILCOX CO NEW.....			.....	06/27/2013	Baird & Co.....	820.000	24,503	XXX.....	19,777	21,484	(1,707)	.....	.....	.....(1,707)	.....	.....19,777	.....	.....4,726	4,726	131	XXX...	L.....	
11133T 10 3	BROADRIDGE FINL SOLUTIONS INC.....			.....	06/27/2013	Baird & Co.....	900.000	23,490	XXX.....	19,724	20,592	(868)	.....	.....	.....(868)	.....	.....19,724	.....	.....3,766	3,766	324	XXX...	L.....	
14365C 10 3	CARNIVAL PLC.....			.....	05/16/2013	Baird & Co.....	340.000	12,485	XXX.....	13,626	13,175	451	.....	.....	.....451	.....	.....13,626	.....	.....(1,142)	(1,142)	85	XXX...	L.....	
192446 10 2	Cognizant Tech Solutions Cl A.....			.....	05/29/2013	Baird & Co.....	979.000	62,429	XXX.....	68,242	57,480	(4,901)	.....	.....	.....(4,901)	.....	.....68,242	.....	.....(5,813)	(5,813)	.....	....XXX...	L.....	
249030 10 7	DENTSPLY INTL INC NEW.....			.....	04/05/2013	Baird & Co.....	410.000	16,703	XXX.....	14,312	16,240	(1,928)	.....	.....	.....(1,928)	.....	.....14,312	.....	.....2,391	2,391	48	XXX...	L.....	
369604 10 3	General Electric Co.....			.....	06/12/2013	Baird & Co.....	1,358.000	31,020	XXX.....	22,027	28,504	(6,478)	.....	.....	.....(6,478)	.....	.....22,027	.....	.....8,994	8,994	584	XXX...	L.....	
423074 10 3	H J Heinz Co.....			.....	06/10/2013	Baird & Co.....	1,450.000	105,125	XXX.....	67,367	83,636	(16,269)	.....	.....	.....(16,269)	.....	.....67,367	.....	.....37,758	37,758	747	XXX...	L.....	
410345 10 2	Hanesbrands Inc Com.....			.....	04/05/2013	Baird & Co.....	150.000	6,933	XXX.....	4,077	5,373	(1,296)	.....	.....	.....(1,296)	.....	.....4,077	.....	.....2,856	2,856	.....	....XXX...	L.....	
494368 10 3	Kimberly Clark Corp.....			.....	06/26/2013	Baird & Co.....	90.000	8,736	XXX.....	6,434	7,599	(1,164)	.....	.....	.....(1,164)	.....	.....6,434	.....	.....2,302	2,302	140	XXX...	L.....	
518439 10 4	LAUDER ESTEE COS INC.....			.....	05/09/2013	Baird & Co.....	86.000	5,978	XXX.....	4,957	5,148	(191)	.....	.....	.....(191)	.....	.....4,957	.....	.....1,021	1,021	15	XXX...	L.....	
740189 10 5	Precision Castparts Corp.....			.....	06/19/2013	Baird & Co.....	57.000	12,373	XXX.....	9,046	10,797	(1,751)	.....	.....	.....(1,751)	.....	.....9,046	.....	.....3,327	3,327	2	XXX...	L.....	
772739 20 7	ROCK-TENN CO.....			.....	06/18/2013	Baird & Co.....	90.000	9,596	XXX.....	4,585	6,292	(1,707)	.....	.....	.....(1,707)	.....	.....4,585	.....	.....5,011	5,011	27	XXX...	L.....	
855244 10 9	Starbucks Corp.....			.....	06/19/2013	Baird & Co.....	214.000	13,864	XXX.....	9,532	11,477	(1,945)	.....	.....	.....(1,945)	.....	.....9,532	.....	.....4,332	4,332	77	XXX...	L.....	
872540 10 9	TJX COS INC NEW.....			.....	06/05/2013	Baird & Co.....	115.000	5,764	XXX.....	4,986	4,882	104	.....	.....	.....104	.....	.....4,986	.....	.....778	778	13	XXX...	L.....	
907818 10 8	Union Pacific Corp.....			.....	05/09/2013	Baird & Co.....	40.000	6,188	XXX.....	4,922	5,029	(106)	.....	.....	.....(106)	.....	.....4,922	.....	.....1,266	1,266	66	XXX...	L.....	
92343V 10 4	Verizon Communications.....			.....	04/03/2013	Baird & Co.....	1,915.000	93,641	XXX.....	70,187	82,862	(12,675)	.....	.....	.....(12,675)	.....	.....70,187	.....	.....23,454	23,454	986	XXX...	L.....	
928662 30 3	VOLKSWAGEN AG.....			.....	04/29/2013	Baird & Co.....	361.000	13,725	XXX.....	11,224	15,492	(4,268)	.....	.....	.....(4,268)	.....	.....11,224	.....	.....2,501	2,501	155	XXX...	U.....	
N07059 21 0	ASML HOLDING N V.....			F...	05/28/2013	Baird & Co.....	22.000	1,839	XXX.....	1,652	1,417	236	.....	.....	.....236	.....	.....1,652	.....	.....187	187	13	XXX...	L.....	
045387 10 7	ASSA ABLOY AB.....			R...	04/29/2013	Baird & Co.....	875.000	17,141	XXX.....	12,213	16,335	(4,123)	.....	.....	.....(4,123)	.....	.....12,213	.....	.....4,928	4,928	218	XXX...	U.....	
059460 30 3	Banco Bradesco S A Sponsored Adr R.....			F...	04/03/2013	Baird & Co.....	0.500	8	XXX.....	7	8	(1)	.....	.....	.....(1)	.....	.....7	.....	.....2	2	.....	....XXX...	L.....	
072743 20 6	BAYERISCHE MOTOREN WERKE A G.....			R...	05/28/2013	Baird & Co.....	59.000	1,822	XXX.....	1,446	1,891	(445)	.....	.....	.....(445)	.....	.....1,446	.....	.....376	376	.....	....XXX...	U.....	
05545E 20 9	BHP Billiton Plc.....			F...	04/22/2013	Baird & Co.....	183.000	9,957	XXX.....	13,558	12,878	680	.....	.....	.....680	.....	.....13,558	.....	.....(3,601)	(3,601)	209	XXX...	L.....	
G16249 10 7	Brookfield PPTY Partners Unit LTD.....			F...	04/22/2013	Baird & Co.....	25.000	525	XXX.....	546	.....	.....	.....	.....	.....0	.....	.....546	.....	.....(21)	(21)	.....	....XXX...	L.....	
138006 30 9	Canon Inc Adr.....			R...	05/17/2013	Baird & Co.....	362.000	13,423	XXX.....	13,432	.....	.....	.....	.....	.....0	.....	.....13,432	.....	.....(9)	(9)	.....	....XXX...	L.....	
16949T 10 6	CHINA MINSHENG BKG CORP LTD.....			F...	04/23/2013	Baird & Co.....	361.000	4,227	XXX.....	3,320	4,173	(853)	.....	.....	.....(853)	.....	.....3,320	.....	.....906	906	.....	....XXX...	U.....	
16941R 10 8	China Petroleum & Chem Spon ADR.....			F...	04/19/2013	Baird & Co.....	58.000	6,289	XXX.....	5,331	6,665	(1,334)	.....	.....	.....(1,334)	.....	.....5,331	.....	.....958	958	.....	....XXX...	L.....	

SCHEDULE D - PART 4

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

1	2		3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					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)
D18190 89 8	DEUTSCHE BANK AG NAMEN.....		F...	04/19/2013	Baird & Co.....	177.000	6.945	XXX.....	8.482	.....	.....	.....	.....	.....0	.....	.....8.482	.....	.....(1,537)	(1,537)	.....	.....XXX...	L.....
344419 10 6	Fomento Economico Mexicano S.A.B.....		F...	05/13/2013	Baird & Co.....	131.000	15,081	XXX.....	6.699	13,192	(6,492)	.....	.....	.....(6,492)	.....	.....6.699	.....	.....8.382	8,382	39	XXX...	L.....
526250 10 5	LENOVO GROUP LTD.....		R..	05/28/2013	Baird & Co.....	137.000	2.747	XXX.....	1.974	2,482	(508)	.....	.....	.....(508)	.....	.....1,974	.....	.....773	773	.....	.....XXX...	U.....
641069 40 6	Nestle S A Sponsored Adr.....		R..	06/05/2013	Baird & Co.....	211.000	14,130	XXX.....	10,634	13,739	(3,104)	.....	.....	.....(3,104)	.....	.....10,634	.....	.....3,496	3,496	383	XXX...	U.....
66987V 10 9	Novartis AG ADR.....		R..	04/19/2013	Baird & Co.....	267.000	19,321	XXX.....	14,603	16,901	(2,298)	.....	.....	.....(2,298)	.....	.....14,603	.....	.....4,718	4,718	549	XXX...	L.....
78572M 10 5	SABMILLER PLC.....		R..	05/10/2013	Baird & Co.....	210.000	11,227	XXX.....	7,430	9,643	(2,213)	.....	.....	.....(2,213)	.....	.....7,430	.....	.....3,797	3,797	.....	.....XXX...	U.....
806857 10 8	Schlumberger LTD.....		F...	06/10/2013	Baird & Co.....	632.000	46,282	XXX.....	48,308	43,797	4,511	.....	.....	.....4,511	.....	.....48,308	.....	.....(2,026)	(2,026)	371	XXX...	L.....
87160A 10 0	SYNGENTA AG.....		R..	05/16/2013	Baird & Co.....	196.000	16,240	XXX.....	12,517	15,837	(3,320)	.....	.....	.....(3,320)	.....	.....12,517	.....	.....3,723	3,723	333	XXX...	L.....
928856 40 0	VOLVO AKTIEBOLAGET.....		R..	06/25/2013	Baird & Co.....	951.000	12,534	XXX.....	13,532	12,981	551	.....	.....	.....551	.....	.....13,532	.....	.....(998)	(998)	313	XXX...	L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....						870,666	XXX.....	735,963	787,216	(123,342)	0	0	(123,342)	0	735,963	0	134,703	134,703	6,794	XXX...	..XXX...
9799997	Total - Common Stocks - Part 4.....						870,666	XXX.....	735,963	787,216	(123,342)	0	0	(123,342)	0	735,963	0	134,703	134,703	6,794	XXX...	..XXX...
9799999.	Total - Common Stocks.....						870,666	XXX.....	735,963	787,216	(123,342)	0	0	(123,342)	0	735,963	0	134,703	134,703	6,794	XXX...	..XXX...
9899999.	Total - Preferred and Common Stocks.....						878,470	XXX.....	746,566	798,031	(123,553)	0	0	(123,553)	0	746,566	0	131,904	131,904	6,987	XXX...	..XXX....
9999999.	Total - Bonds, Preferred and Common Stocks.....						878,470	XXX.....	746,566	798,031	(123,553)	0	0	(123,553)	0	746,566	0	131,904	131,904	6,987	XXX...	..XXX....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....7.

QE05.1

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.....					2,501,238	2,037,472	(1,282,565)	XXX..
BAIRD - Money Market..... Folsom, CA.....		0.050	32		315,412	315,277	412,320	XXX..
Well Fargo Advisors - Money Market..... Folsom, CA.....		0.010			2,324	2,653	2,992	XXX..
Wells Fargo Institutional - Money Market..... Sacramento, CA.....		0.020	11		90,544	117,270	149,832	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	43	0	2,909,518	2,472,672	(717,421)	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	43	0	2,909,518	2,472,672	(717,421)	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	43	0	2,909,518	2,472,672	(717,421)	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