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

HEALTH QUARTERLY STATEMENT

As of September 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)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*	916-858-5388 *(Fax Number)*

OFFICERS

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

OTHER

DIRECTORS OR TRUSTEES

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

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

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

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

Subscribed and sworn to before me

This day of

By: James Robinson Lynch , James Michael McGrann,

Lester Earl Passuello

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

b. If no: 1. State the amendment number

2. Date filed

3. Number of pages attached

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	14,210,502		14,210,502	12,068,745
2. Stocks:				
2.1 Preferred stocks	29,884		29,884	22,446
2.2 Common stocks	12,966,165		12,966,165	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)	2,883,720		2,883,720	2,949,595
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....2,249,376), cash equivalents ($.....0) and short-term investments ($.....9,081,352)	11,330,728		11,330,728	12,856,522
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	7,392,601	7,392,601	0	
9. Receivables for securities	78,865		78,865	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)	48,892,465	7,392,601	41,499,864	38,142,600
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	121,348		121,348	125,085
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,382,611	37,244	2,345,367	2,349,202
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	3,309,099		3,309,099	2,945,560
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	756,202		756,202	1,303,700
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)	6,099,665	5,378,259	721,406	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	2,765,832	320,751	2,445,081	2,254,606
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	64,327,222	13,128,855	51,198,367	48,076,366
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	64,327,222	13,128,855	51,198,367	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	155,011	155,011	0	
2502. Other Receivables	2,610,821	165,740	2,445,081	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)	2,765,832	320,751	2,445,081	2,254,606

LIABILITIES, CAPITAL AND SURPLUS

	Current Period 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1. Claims unpaid (less $.....0 reinsurance ceded)	4,454,617		4,454,617	4,590,170
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	53,265		53,265	53,929
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act			0	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	294,693		294,693	220,034
9. General expenses due or accrued	2,565,438		2,565,438	2,172,593
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	1,207,108		1,207,108	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	756,583		756,583	299,868
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	2,810,510		2,810,510	983,717
16. Derivatives			0	
17. Payable for securities	64,040		64,040	21,884
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....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	606,514		606,514	588,868
23. Aggregate write-ins for other liabilities (including $.....0 current)	783,618	0	783,618	992,507
24. Total liabilities (Lines 1 to 23)	13,596,386	0	13,596,386	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	37,101,981	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	37,601,981	33,892,404
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	51,198,367	48,076,366

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued	736,109		736,109	945,983
2302. Escheatable checks	47,509		47,509	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)	783,618	0	783,618	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	11,349,493	12,241,133	15,931,692
2. Net premium income (including $.....0 non-health premium income)	XXX	67,795,788	65,578,867	87,673,525
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....10,876,132 medical expenses)	XXX	1,861,209	1,544,246	1,971,360
5. Risk revenue	XXX	90,852	166,393	229,808
6. Aggregate write-ins for other health care related revenues	XXX	0	22,448,075	29,118,662
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	69,747,849	89,737,581	118,993,355
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		55,593,999	55,403,212	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	55,593,999	55,403,212	72,168,510
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	55,593,999	55,403,212	72,168,510
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....0 cost containment expenses		626,109	491,777	842,306
21. General administrative expenses		6,438,206	6,327,634	8,580,141
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)			158,636	826,378
23. Total underwriting deductions (Lines 18 through 22)	0	62,658,314	62,381,259	82,417,335
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	7,089,535	27,356,322	36,576,020
25. Net investment income earned		522,126	693,682	803,365
26. Net realized capital gains (losses) less capital gains tax of $.....238,093		442,173	109,190	78,782
27. Net investment gains or (losses) (Lines 25 plus 26)	0	964,299	802,872	882,147
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....6,915)]		(6,915)	(4,570)	(3,168)
29. Aggregate write-ins for other income or expenses	0	(1,082,196)	(23,756,189)	(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	6,964,723	4,398,435	6,675,375
31. Federal and foreign income taxes incurred	XXX	2,351,201	1,402,529	2,452,905
32. Net income (loss) (Lines 30 minus 31)	XXX	4,613,522	2,995,906	4,222,470

DETAILS OF WRITE-INS

0601. Lab Revenue	XXX		22,448,075	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	22,448,075	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		(26,792,058)	(23,756,189)	(30,779,624)
2902. Lab revenue		25,709,862		
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	(1,082,196)	(23,756,189)	(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	4,613,522	2,995,906	4,222,470
35. Change in valuation basis of aggregate policy and claim reserves	2,320,439		
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....365,778	679,301	691,048	831,884
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(181,717)	193,874	456,696
39. Change in nonadmitted assets	478,032	1,355,256	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	(4,200,000)	(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)	3,709,577	(13,562,997)	(11,419,251)
49. Capital and surplus end of reporting period (Line 33 plus 48)	37,601,981	31,748,658	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	67,851,916	64,451,131	87,482,516
2. Net investment income	736,831	1,126,007	1,297,586
3. Miscellaneous income	1,952,061	24,158,714	31,319,830
4. Total (Lines 1 through 3)	70,540,808	89,735,852	120,099,932
5. Benefit and loss related payments	55,729,552	55,263,964	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	8,315,935	31,096,338	38,551,691
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	3,322,139	3,349,229	3,750,073
10. Total (Lines 5 through 9)	67,367,626	89,709,531	114,274,553
11. Net cash from operations (Line 4 minus Line 10)	3,173,182	26,321	5,825,379
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	605,000	20,994,335	20,994,335
12.2 Stocks	9,432,927	2,389,659	3,668,047
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	2,060,689	1,970,180	2,641,794
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	42,156	18,331	14,489
12.8 Total investment proceeds (Lines 12.1 to 12.7)	12,140,772	25,372,505	27,318,665
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,891,849	2,939,939	4,114,939
13.2 Stocks	10,442,608	3,399,788	4,623,554
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	72,145	5,985	6,720
13.7 Total investments acquired (Lines 13.1 to 13.6)	13,406,602	6,345,712	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)	(1,265,830)	19,026,793	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	4,200,000	18,799,081	18,799,081
16.6 Other cash provided (applied)	766,854	(1,096,666)	(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)	(3,433,146)	(19,895,747)	(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)	(1,525,794)	(842,633)	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)	11,330,728	8,247,439	12,856,522

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
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	1,255,567				1,255,567					
5. Current Year	0									
6. Current Year Member Months	11,349,493				11,349,493					
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	331,794				331,794					
9. Total	331,794	0	0	0	331,794	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	67,795,788				67,795,788					
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	67,795,788				67,795,788					
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	55,729,552				55,729,552					
18. Amount Incurred for Provision of Health Care Services	55,593,999				55,593,999					

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing claims	477,093					477,093
0199999. Individually Listed Claims Unpaid	477,093	0	0	0	0	477,093
0499999. Subtotals	477,093	0	0	0	0	477,093
0599999. Unreported Claims and Other Claim Reserves						3,977,524
0799999. Total Claims Unpaid						4,454,617

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only	3,872,623	51,856,929	7,573	4,447,044	3,880,196	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)	3,872,623	51,856,929	7,573	4,447,044	3,880,196	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)	3,872,623	51,856,929	7,573	4,447,044	3,880,196	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

The Company provides for contracts if it is probable that expected future claims, including maintenance costs, will exceed anticipated future premiums and investment income. For purposes of determining aggregate health policy reserves, contracts are grouped in a manner consistent with our method of acquiring, servicing and measuring the profitability of such contracts. Over time, the Company has experienced changes in the manner in which it acquires, services and measures the profitability of insurance contracts. Accordingly, we updated contract groupings during the third quarter of 2013. As a result of this change in estimate, surplus increased by $2,320,439 as there was no aggregate health policy reserve at September 30, 2013. The table below shows the impact of the change on total liabilities and surplus at September 30, 2013. There is no impact to prior year balances.

	Balance Before Change	Change	Balance After Change
Total Liabilities	$ 15,916,825	$ (2,320,439)	$ 13,596,386
Surplus	$ 35,281,542	$ 2,320,439	$ 37,601,981

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.

NOTES TO FINANCIAL STATEMENTS

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

The Board of Directors of the Company declared an ordinary dividend in the amount of $4,200,000 on August 7, 2013 payable to its parent, Vision Service Plan (California). The dividend distribution was paid on September 3, 2013.

Note 14 - Contingencies

No significant change.

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 September 30, 2013 follows:

Description	Level 1	Level 2	Level 3	Total
Preferred Stock				
Industrial and Miscellaneous (Unaffiliated)	$ 29,884	$ -	$ -	$ 29,884
Total preferred stock	$ 29,884	$ -	$ -	$ 29,884
Common stock				
Investment in Mutual Funds	$ 675,384	$ -	$ -	$ 675,384
Industrial and Miscellaneous (Unaffiliated)	12,290,781	-	-	12,290,781
Total common stock	$ 12,966,165	$ -	$ -	$ 12,966,165
Total assets at fair value	$ 12,996,049	$ -	$ -	$ 12,996,049
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)
Preferred Stock	$ 29,884	$ 29,884	$ 29,884			
Common Stock	$12,966,165	$12,966,165	$ 12,966,165	$ -	$ -	$ -

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

Note 21 - Other Items

No significant change.

NOTES TO FINANCIAL STATEMENTS

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.

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	57,355,027	73,397,913
Prior years	(771,476)	(514,279)
Total incurred	56,583,551	72,883,634
Paid related to:		
Current year	(52,778,335)	(68,715,187)
Prior years	(3,941,433)	(3,965,558)
Total paid	(56,719,768)	(72,680,745)
BALANCE—September 30/December 31	$ 4,507,882	$ 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

Refer to Note 2.

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 [ ] No [X]

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 [X]

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

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

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

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

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2011.....

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

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

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

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

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

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

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $.....7,392,601

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

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

14.2 If yes, please complete the following:

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

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

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

16. For the reporting entity's security lending program, state the amount of the following as of 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 Name of Custodian(s)	2 Custodian Address
Wells Fargo Advisors	620 Coolidge Dr, Ste. 300 Folsom, CA 95630
Robert W. Baird & Co.	1663 Eureka Rd, Roseville, CA 95661

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 Name(s)	2 Location(s)	3 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 the 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 Old Custodian	2 New Custodian	3 Date of Change	4 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 Central Registration Depository	2 Name(s)	3 Address
547	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		82.0 %
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	67,795,788						67,795,788	
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	67,795,788	0	0	0	0	0	67,795,788	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	67,795,788	0	0	0	0	0	67,795,788	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

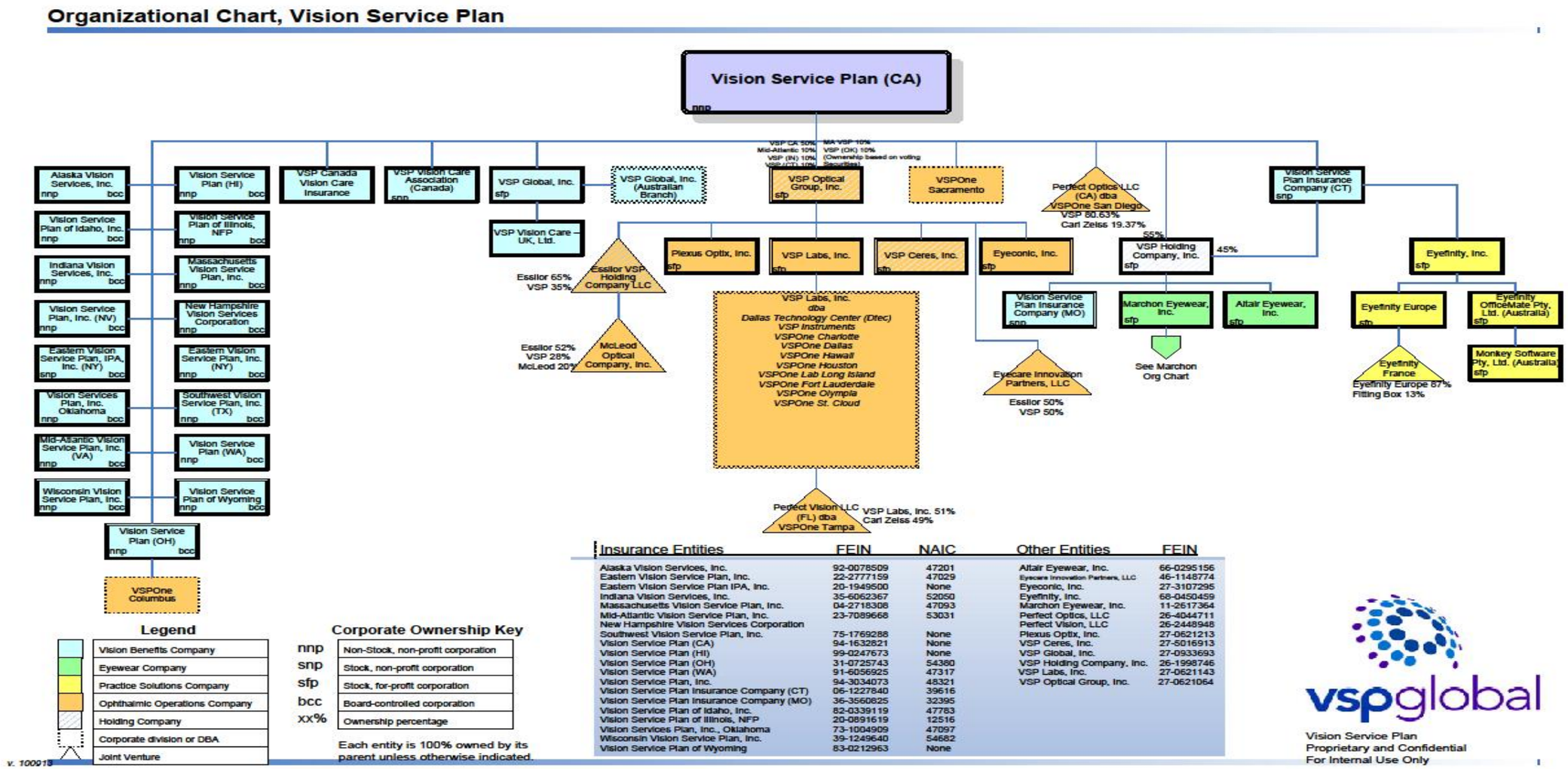
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(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



Insurance Entities	FEIN	NAIC
Alaska Vision Services, Inc.	92-0078509	47201
Eastern Vision Service Plan, Inc.	22-2777159	47029
Eastern Vision Service Plan IPA, Inc.	20-1949500	None
Indiana Vision Services, Inc.	35-6062367	52050
Massachusetts Vision Service Plan, Inc.	04-2718308	47093
Mid-Atlantic Vision Service Plan, Inc.	23-7089668	53031
New Hampshire Vision Services Corporation		
Southwest Vision Service Plan, Inc.	75-1769288	None
Vision Service Plan (CA)	94-1632821	None
Vision Service Plan (HI)	99-0247673	None
Vision Service Plan (OH)	31-0725743	54380
Vision Service Plan (WA)	91-6056925	47317
Vision Service Plan, Inc.	94-3034073	48321
Vision Service Plan Insurance Company (CT)	06-1227840	39616
Vision Service Plan Insurance Company (MO)	36-3560825	32395
Vision Service Plan of Idaho, Inc.	82-0339119	47783
Vision Service Plan of Illinois, NFP	20-0891619	12516
Vision Services Plan, Inc., Oklahoma	73-1004909	47097
Wisconsin Vision Service Plan, Inc.	39-1249640	54682
Vision Service Plan of Wyoming	83-0212963	None

Other Entities	FEIN
Altair Eyewear, Inc.	66-0295156
Eyecare Innovation Partners, LLC	46-1148774
Eyeconic, Inc.	27-3107295
Eyefinity, Inc.	68-0450459
Marchon Eyewear, Inc.	11-2617364
Perfect Optics, LLC	26-4044711
Perfect Vision, LLC	26-2448948
Plexus Optix, Inc.	27-0621213
VSP Ceres, Inc.	27-5016913
VSP Global, Inc.	27-0933693
VSP Holding Company, Inc.	26-1998746
VSP Labs, Inc.	27-0621143
VSP Optical Group, Inc.	27-0621064

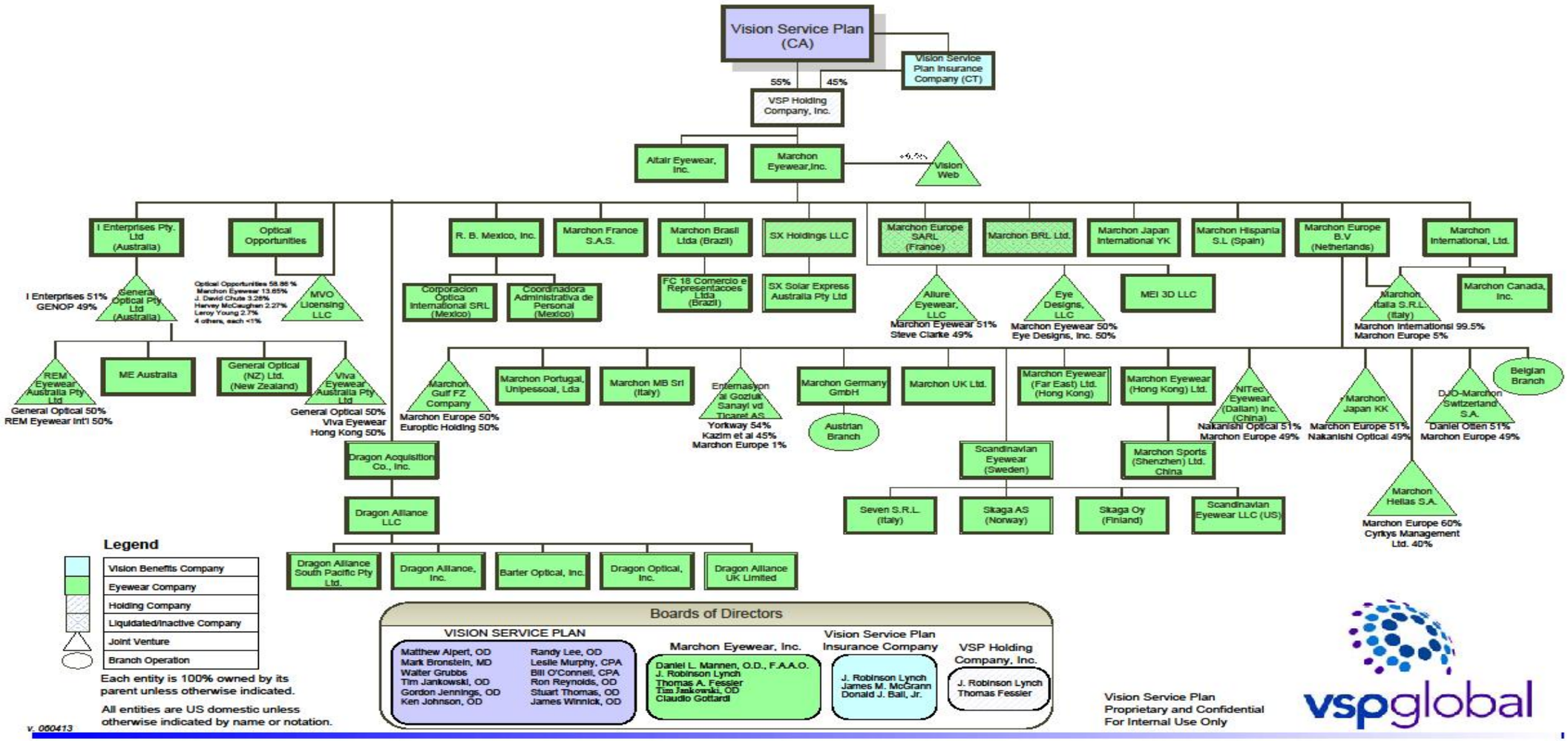
Q15

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

PART 1 – ORGANIZATIONAL CHART

Q15.1

Organizational Chart, Marchon Eyewear, Inc.



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
		39616	06-1227840				Vision Service Plan Insurance Company (Connecticut)	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	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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
		00000	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 (Californiai)	Ownership	80.630	Vision Service Plan (California)	
		00000	26-2448948				Perfect Vision	USA	NIA	VSP Labs, 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	87.000	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)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
		00000	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)	
		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)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
		00000					Eyecare Innovation Partners, LLC	USA	NIA	VSP Optical Group, Inc.	Ownership	50.000	Vision Service Plan (California)	
		00000					Entemasyon al Gozluk Sanayi vd Ticaret AS	TUR	NIA	Marchon Europe	Ownership	1.000	Vision Service Plan (California)	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.

Bar Code:

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

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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	65,874	87,833
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	2,883,722	2,949,596
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	2,883,722	2,949,596

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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	2,060,689	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)	7,392,601	9,453,290
12. Deduct total nonadmitted amounts	7,392,601	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 Year to Date	2 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	13,334,457	8,738,488
3. Accrual of discount	264	2,308
4. Unrealized valuation increase (decrease)	1,045,080	1,279,824
5. Total gain (loss) on disposals	680,266	195,096
6. Deduct consideration for bonds and stocks disposed of	10,037,927	24,662,382
7. Deduct amortization of premium	145,358	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)	27,206,551	22,329,771
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	27,206,551	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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	27,996,605	1,631,149	6,803,812	(40,019)	25,056,184	27,996,605	22,783,923	22,707,412
2. Class 2 (a)	870,492		355,000	(7,560)	878,461	870,492	507,932	886,403
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	28,867,097	1,631,149	7,158,812	(47,580)	25,934,645	28,867,097	23,291,855	23,593,815
PREFERRED STOCK								
8. Class 1								11,631
9. Class 2		29,912		(29)	8,810		29,884	10,815
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	29,912	0	(29)	8,810	0	29,884	22,446
15. Total Bonds and Preferred Stock	28,867,097	1,661,061	7,158,812	(47,609)	25,943,455	28,867,097	23,321,738	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	9,081,352	XXX	9,081,352	840	

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	12,965,526	13,805,815
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	15,409,244	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)	9,081,352	11,525,070
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	9,081,352	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	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership

NONE

SCHEDULE BA - PART 3

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

QE03

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	Principal payments	03/29/2011	09/30/2013						0		2,060,689				0	
2699999. Total - Non-Collateral Loans - Affiliated							0	0	0	0	0	0	0	2,060,689	0	0	0	0	0
4099999. Subtotal - Affiliated							0	0	0	0	0	0	0	2,060,689	0	0	0	0	0
4199999. Totals							0	0	0	0	0	0	0	2,060,689	0	0	0	0	0

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions									
93974D AM 0	WASHINGTON ST-T-TXBL		08/08/2013	WELLS FARGO SECURITIES LLC		500,000	500,000		1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					500,000	500,000	0	XXX
Bonds - U.S. Special Revenue and Special Assessment									
13077C ZV 9	CA ST UNIV-A		07/18/2013	WELLS FARGO SECURITIES LLC		134,044	125,000		1FE
3133EC W6 7	FEDERAL FARM CREDIT BANK		08/05/2013	WELLS FARGO SECURITIES LLC		501,355	500,000	87	1
3135G0 XL 2	FANNIE MAE		07/09/2013	WELLS FARGO SECURITIES LLC		245,750	250,000	190	1
3136G1 TR 0	FANNIE MAE		08/15/2013	WELLS FARGO SECURITIES LLC		250,000	250,000		1
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					1,131,149	1,125,000	276	XXX
8399997.	Total - Bonds - Part 3					1,631,149	1,625,000	276	XXX
8399999.	Total - Bonds					1,631,149	1,625,000	276	XXX
Preferred Stocks - Industrial and Miscellaneous									
91912E 20 4	VALE SA-SP PREF ADR	R	09/23/2013	RW Baird	2,103.000	29,912			P2L
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					29,912	XXX	0	XXX
8999997.	Total - Preferred Stocks - Part 3					29,912	XXX	0	XXX
8999999.	Total - Preferred Stocks					29,912	XXX	0	XXX
Common Stocks - Industrial and Miscellaneous									
054536 10 7	AXA -SPONS ADR	R	08/09/2013	RW Baird	655.000	15,262	XXX		L
05545E 20 9	BHP BILLITON PLC-ADR	R	09/11/2013	RW Baird	72.000	4,385	XXX		L
05565A 20 2	BNP PARIBAS-ADR	R	09/06/2013	RW Baird	271.000	8,833	XXX		U
06738E 12 1	BARCLAYS PLC-SPON ADR-RTS	R	09/30/2013	RW Baird	304.000	3,751	XXX		L
09247X 10 1	BLACKROCK INC		07/18/2013	RW Baird	27.000	7,430	XXX		L
17275R 10 2	CISCO SYSTEMS INC		07/08/2013	RW Baird	800.000	19,677	XXX		L
192446 10 2	COGNIZANT TECH SOLUTIONS-A		09/25/2013	RW Baird	374.000	30,850	XXX		L
225401 10 8	CREDIT SUISSE GROUP-SPON ADR	R	09/11/2013	RW Baird	354.000	10,978	XXX		L
251566 10 5	DEUTSCHE TELEKOM AG-SPON ADR	R	09/26/2013	RW Baird	642.000	9,360	XXX		U
25271C 10 2	DIAMOND OFFSHORE DRILLING		07/02/2013	RW Baird	200.000	13,806	XXX		L
29875W 10 0	EUROPEAN AERONAUT-UNSP ADR	R	09/12/2013	RW Baird	1,240.000	73,177	XXX		U
448415 20 8	HUTCHISON WHAMPOA -UNSP ADR	R	09/17/2013	RW Baird	561.000	12,735	XXX		U
458140 10 0	INTEL CORP		09/30/2013	RW Baird	340.000	7,799	XXX		U
465717 10 6	ITOCHU CORP-UNSPONSORED ADR	R	07/16/2013	RW Baird	302.000	7,492	XXX		U
46625H 10 0	JPMORGAN CHASE & CO		09/30/2013	RW Baird	190.000	9,883	XXX		L
49456B 10 1	KINDER MORGAN INC		09/18/2013	RW Baird	210.000	7,482	XXX		L
500631 10 6	KOREA ELEC POWER CORP-SP ADR	R	09/16/2013	RW Baird	961.000	13,594	XXX		L
54338V 10 1	LONZA GROUP AG-UNSPON ADR	R	07/23/2013	RW Baird	1,892.000	15,189	XXX		U
57636Q 10 4	MASTERCARD INC-CLASS A		09/12/2013	RW Baird	100.000	64,805	XXX		L
61166W 10 1	MONSANTO CO		08/01/2013	RW Baird	113.000	11,138	XXX		L
611740 10 1	MONSTER BEVERAGE CORP		08/09/2013	RW Baird	112.000	7,280	XXX		L
64110W 10 2	NETEASE INC-ADR	R	07/16/2013	RW Baird	134.000	8,752	XXX		L
65249B 10 9	NEWS CORP - CLASS A		07/17/2013	RW Baird	1,840.000	28,124	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
654624 10 5	NIPPON TELEGRAPH & TELE-ADR	R	09/06/2013	RW Baird	198.000	5,140	XXX		L
674001 20 1	OAKTREE CAPITAL GROUP LLC		08/22/2013	RW Baird	110.000	5,867	XXX		L
686330 10 1	ORIX - SPONSORED ADR	R	08/26/2013	RW Baird	137.000	9,468	XXX		L
707569 10 9	PENN NATIONAL GAMING INC		07/17/2013	RW Baird	390.000	20,935	XXX		L
74005P 10 4	PRAXAIR INC		07/24/2013	RW Baird	78.000	9,217	XXX		L
740189 10 5	PRECISION CASTPARTS CORP		08/22/2013	RW Baird	115.000	25,324	XXX		L
771195 10 4	ROCHE HOLDINGS LTD-SPONS ADR	R	07/16/2013	RW Baird	109.000	6,893	XXX		U
775781 20 6	ROLLS-ROYCE HOLDINGS-SP ADR	R	09/27/2013	RW Baird	396.000	35,868	XXX		U
780087 10 2	ROYAL BANK OF CANADA	I	09/11/2013	RW Baird	67.000	4,291	XXX		L
78440P 10 8	SK TELECOM CO LTD-ADR	R	09/11/2013	RW Baird	212.000	4,655	XXX		L
83364L 10 9	SOCIETE GENERALE-SPONS ADR	R	09/26/2013	RW Baird	1,004.000	10,080	XXX		U
83408W 10 3	SOHU.COM INC	R	09/11/2013	RW Baird	109.000	7,150	XXX		L
84265V 10 5	SOUTHERN COPPER CORP		09/11/2013	RW Baird	249.000	7,063	XXX		L
874039 10 0	TAIWAN SEMICONDUCTOR-SP ADR	R	09/11/2013	RW Baird	209.000	3,650	XXX		L
87873R 10 1	TECHTRONIC INDUSTRIES-SP ADR	R	09/17/2013	RW Baird	1,042.000	13,647	XXX		U
887317 30 3	TIME WARNER INC		09/25/2013	RW Baird	124.000	7,921	XXX		L
896047 50 3	TRIBUNE CO/NEW		08/22/2013	RW Baird	350.000	21,628	XXX		U
90460M 20 4	UNICHARM CORP - SPN ADR	R	09/06/2013	RW Baird	552.000	5,677	XXX		U
904784 70 9	UNILEVER N V -NY SHARES	R	07/16/2013	RW Baird	308.000	12,753	XXX		L
907818 10 8	UNION PACIFIC CORP		09/06/2013	RW Baird	49.000	7,640	XXX		L
911363 10 9	UNITED RENTALS INC		09/20/2013	RW Baird	410.000	23,306	XXX		L
983134 10 7	WYNN RESORTS LTD		07/11/2013	RW Baird	28.000	3,600	XXX		L
G7945E 10 5	SEADRILL LTD	R	09/11/2013	RW Baird	148.000	6,915	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					650,472	XXX	0	XXX
Common Stocks - Mutual Funds									
97717W 85 1	WISDOMTREE JAPAN HEDGED EQ		08/09/2013	RW Baird	338.000	15,371	XXX		L
97717W 86 9	WISDOMTREE EUR S/C DIVIDEND		09/23/2013	RW Baird	314.000	15,826	XXX		L
9299999.	Total - Common Stocks - Mutual Funds					31,197	XXX	0	XXX
Common Stocks - Money Market Mutual Funds									
000000 00 0	GENERAL MONEY MARKET		09/30/2013	RW Baird	70,978.700	70,979	XXX		V
000000 00 0	Internal Sweep		09/30/2013	Wells Fargo Bank	1,008.320	1,008	XXX		V
009999 76 4	INSURED DEPOSIT US BANK		09/30/2013	RW Baird	279,876.450	279,876	XXX		V
94975H 43 7	WFA INVEST MONEY MARKET-I		09/30/2013	WELLS FARGO SECURITIES LLC	1,020,808.720	1,020,809	XXX		L
9399999.	Total - Common Stocks - Money Market Mutual Funds					1,372,672	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					2,054,341	XXX	0	XXX
9799999.	Total - Common Stocks					2,054,341	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					2,084,253	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					3,715,402	XXX	276	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions																					
882722 LH 2	TX WTR FNL ASSIST-E		08/01/2013	Maturity		250,000	250,000	271,000	254,629		(4,629)		(4,629)		250,000			0	10,000	08/01/2013	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					250,000	250,000	271,000	254,629	0	(4,629)	0	(4,629)	0	250,000	0	0	0	10,000	XXX	XXX
Bonds - Industrial and Miscellaneous																					
1912EQ AC 6	COCA-COLA HBC FINANCE BV	R	09/17/2013	Maturity		355,000	355,000	391,843	363,873		(8,873)		(8,873)		355,000			0	18,194	09/17/2013	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					355,000	355,000	391,843	363,873	0	(8,873)	0	(8,873)	0	355,000	0	0	0	18,194	XXX	XXX
8399997.	Total - Bonds - Part 4					605,000	605,000	662,843	618,502	0	(13,502)	0	(13,502)	0	605,000	0	0	0	28,194	XXX	XXX
8399999.	Total - Bonds					605,000	605,000	662,843	618,502	0	(13,502)	0	(13,502)	0	605,000	0	0	0	28,194	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
00206R 10 2	AT&T INC		08/01/2013	RW Baird	280.000	9,955	XXX	10,278					0		10,278		(324)	(324)	252	XXX	L
015351 10 9	ALEXION PHARMACEUTICALS INC		08/01/2013	RW Baird	132.000	15,067	XXX	11,531					0		11,531		3,535	3,535		XXX	L
030420 10 3	AMERICAN WATER WORKS CO INC		07/17/2013	RW Baird	340.000	14,362	XXX	10,667	12,624	(1,957)			(1,957)		10,667		3,694	3,694	95	XXX	L
03076C 10 6	AMERIPRISE FINANCIAL INC		07/17/2013	RW Baird	80.000	6,867	XXX	3,422	5,010	(1,588)			(1,588)		3,422		3,445	3,445	78	XXX	L
044209 10 4	ASHLAND INC		09/20/2013	RW Baird	70.000	6,469	XXX	3,206	5,629	(2,423)			(2,423)		3,206		3,263	3,263	63	XXX	L
05545E 20 9	BHP BILLITON PLC-ADR	R	07/12/2013	RW Baird	93.000	5,033	XXX	6,857	6,544	312			312		6,857		(1,823)	(1,823)	106	XXX	L
064149 10 7	BANK OF NOVA SCOTIA	I	09/10/2013	RW Baird	151.000	8,724	XXX	8,724					0		8,724		(0)	(0)	164	XXX	L
073730 10 3	BEAM INC		09/30/2013	RW Baird	220.000	14,150	XXX	13,495					0		13,495		655	655	99	XXX	L
110448 10 7	BRITISH AMERICAN TOB-SP ADR	R	09/10/2013	RW Baird	29.000	3,034	XXX	2,322	2,936	(614)			(614)		2,322		712	712	83	XXX	U
11133T 10 3	BROADRIDGE FINANCIAL SOLUTIO		07/01/2013	RW Baird			XXX						0					0	162	XXX	L
13645T 10 0	CANADIAN PACIFIC RAILWAY LTD	I	08/08/2013	RW Baird	190.000	23,617	XXX	11,500	19,308	(7,808)			(7,808)		11,500		12,117	12,117	167	XXX	U
151020 10 4	CELGENE CORP		09/05/2013	RW Baird	135.000	19,718	XXX	8,724	10,593	(1,870)			(1,870)		8,724		10,994	10,994		XXX	L
166744 20 1	CHEUNG KONG HLDGS-UNSPON ADR	R	07/16/2013	RW Baird	798.000	10,787	XXX	9,854	12,252	(2,398)			(2,398)		9,854		933	933	243	XXX	U
20441A 10 2	CIA SANEAMENTO BASICO DE-ADR	R	09/10/2013	RW Baird	1,050.000	10,180	XXX	10,060	14,625	(4,565)			(4,565)		10,060		120	120	301	XXX	L
25243Q 20 5	DIAGEO PLC-SPONSORED ADR	R	08/01/2013	RW Baird	191.000	24,040	XXX	22,725					0		22,725		1,316	1,316		XXX	L
256677 10 5	DOLLAR GENERAL CORP		07/29/2013	RW Baird	297.000	15,895	XXX	11,841	13,095	(1,253)			(1,253)		11,841		4,053	4,053		XXX	L
278865 10 0	ECOLAB INC		07/31/2013	RW Baird	201.000	18,682	XXX	12,270	14,452	(2,182)			(2,182)		12,270		6,412	6,412	92	XXX	L
307000 10 9	FAMILY DOLLAR STORES		08/23/2013	RW Baird	534.000	38,365	XXX	30,397	33,861	(3,464)			(3,464)		30,397		7,968	7,968	278	XXX	L
369604 10 3	GENERAL ELECTRIC CO		09/20/2013	RW Baird	1,851.000	44,385	XXX	31,793	38,852	(7,060)			(7,060)		31,793		12,592	12,592	1,055	XXX	L
38388F 10 8	WR GRACE & CO		09/20/2013	RW Baird	90.000	7,975	XXX	3,562	6,051	(2,489)			(2,489)		3,562		4,413	4,413		XXX	L
404280 40 6	HSBC HOLDINGS PLC-SPONS ADR	R	09/10/2013	RW Baird	170.000	9,429	XXX	6,402	9,022	(2,619)			(2,619)		6,402		3,027	3,027	238	XXX	L
410345 10 2	HANESBRANDS INC		09/03/2013	RW Baird	200.000	12,238	XXX	5,440	7,164	(1,724)			(1,724)		5,440		6,798	6,798	80	XXX	L
471122 20 0	JARDINE STRATEGIC-UNSPON ADR	R	09/11/2013	RW Baird	1,240.000	21,411	XXX	18,479	22,022	(3,544)			(3,544)		18,479		2,933	2,933	93	XXX	U
485537 30 2	KAO CORP-SPONSORED ADR	R	09/10/2013	RW Baird	479.000	15,586	XXX	13,584	12,459	1,125			1,125		13,584		2,002	2,002	266	XXX	U
485785 10 9	KASIKORNBANK PCL-UNSPON ADR	R	09/06/2013	RW Baird	279.000	5,696	XXX	6,166	7,059	(894)			(894)		6,166		(469)	(469)	77	XXX	U
494368 10 3	KIMBERLY-CLARK CORP		07/02/2013	RW Baird			XXX						0					0	73	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	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
49989A 10 9	KOC HOLDING AS-UNSPON ADR	R	09/06/2013	RW Baird	241.000	4,668	XXX	4,452	6,252	(1,800)			(1,800)		4,452		216	216	99	XXX	U
526057 10 4	LENNAR CORP-A		08/22/2013	RW Baird	490.000	16,353	XXX	18,447	11,988	(766)			(766)		18,447		(2,094)	(2,094)	59	XXX	L
606769 30 5	MITSUBISHI CORP-SPONS ADR	R	07/16/2013	RW Baird	176.000	6,454	XXX	7,448	6,705	743			743		7,448		(993)	(993)	95	XXX	U
606827 20 2	MITSUI & CO LTD-SPONS ADR	R	07/16/2013	RW Baird	24.000	6,376	XXX	7,791	7,122	669			669		7,791		(1,416)	(1,416)	94	XXX	U
61945C 10 3	MOSAIC CO/THE		09/27/2013	RW Baird	213.000	9,264	XXX	11,242	12,062	(820)			(820)		11,242		(1,978)	(1,978)	160	XXX	L
626188 10 6	MUENCHENER RUECK-UNSPON ADR	R	09/26/2013	RW Baird	513.000	9,955	XXX	7,471	9,198	(1,727)			(1,727)		7,471		2,483	2,483	318	XXX	U
654445 30 3	NINTENDO CO LTD-UNSPONS ADR	R	07/17/2013	RW Baird	1,103.000	18,643	XXX	14,968					0		14,968		3,675	3,675		XXX	U
683715 10 6	OPEN TEXT CORP	I	09/20/2013	RW Baird	134.000	9,578	XXX	7,098	7,489	(391)			(391)		7,098		2,480	2,480	68	XXX	L
69367U 10 5	BANK MANDIRI TBK-UNSPON ADR	R	09/10/2013	RW Baird	724.000	4,179	XXX	6,166	6,085	81			81		6,166		(1,986)	(1,986)	107	XXX	U
71646E 10 0	PETROCHINA CO LTD -ADR	R	08/01/2013	RW Baird	340.000	40,328	XXX	41,850	48,885	(7,036)			(7,036)		41,850		(1,522)	(1,522)	641	XXX	L
718172 10 9	PHILIP MORRIS INTERNATIONAL		09/10/2013	RW Baird	60.000	5,065	XXX	4,496	5,018	(523)			(523)		4,496		569	569	153	XXX	L
739197 20 0	POWER ASSETS HLDGS-SPON ADR	R	09/26/2013	RW Baird	1,296.000	11,111	XXX	10,559	7,328	(982)			(982)		10,559		551	551	272	XXX	U
740189 10 5	PRECISION CASTPARTS CORP		07/12/2013	RW Baird	84.000	19,430	XXX	13,396	15,911	(2,515)			(2,515)		13,396		6,035	6,035	7	XXX	L
761655 50 5	REXAM PLC-SPONSORED ADR	R	09/23/2013	RW Baird	333.000	12,418	XXX	12,865					0		12,865		(446)	(446)	256	XXX	U
78572M 10 5	SABMILLER PLC-SPONS ADR	R	09/27/2013	RW Baird	776.000	39,663	XXX	28,900	33,659	(6,846)			(6,846)		28,900		10,763	10,763	590	XXX	U
80004C 10 1	SANDISK CORP		07/08/2013	RW Baird	130.000	7,865	XXX	6,937					0		6,937		928	928		XXX	L
80007R 10 5	SANDS CHINA LTD-UNSPONS ADR	R	08/26/2013	RW Baird	340.000	18,907	XXX	11,504	14,893	(3,388)			(3,388)		11,504		7,403	7,403	549	XXX	U
80105N 10 5	SANOFI-ADR	R	09/30/2013	RW Baird	161.000	8,141	XXX	5,936	7,628	(1,693)			(1,693)		5,936		2,205	2,205	204	XXX	L
803054 20 4	SAP AG-SPONSORED ADR	R	09/10/2013	RW Baird	86.000	6,219	XXX	4,227	6,913	(2,686)			(2,686)		4,227		1,992	1,992	69	XXX	L
806857 10 8	SCHLUMBERGER LTD		07/12/2013	RW Baird			XXX						0					0	198	XXX	L
82929R 30 4	SINGAPORE TELECOMMUNICAT-ADR	R	09/06/2013	RW Baird	155.000	4,192	XXX	3,720	4,187	(467)			(467)		3,720		472	472	201	XXX	U
855244 10 9	STARBUCKS CORP		09/25/2013	RW Baird	428.000	31,376	XXX	18,909	22,954	(4,045)			(4,045)		18,909		12,467	12,467	230	XXX	L
865613 10 3	SUMITOMO CORP-SPON ADR	R	07/16/2013	RW Baird	743.000	9,728	XXX	10,058	9,452	606			606		10,058		(330)	(330)	130	XXX	U
872540 10 9	TJX COMPANIES INC		09/10/2013	RW Baird	177.000	9,505	XXX	7,674	7,514	161			161		7,674		1,830	1,830	72	XXX	L
88032Q 10 9	TENCENT HOLDINGS LTD-UNS ADR	R	09/26/2013	RW Baird	166.000	8,721	XXX	4,859	5,333	(474)			(474)		4,859		3,863	3,863	19	XXX	U
904784 70 9	UNILEVER N V -NY SHARES	R	09/11/2013	RW Baird	328.000	12,570	XXX	12,942					0		12,942		(372)	(372)	173	XXX	L
98310W 10 8	WYNDHAM WORLDWIDE CORP		09/20/2013	RW Baird	130.000	8,110	XXX	3,386	6,917	(3,531)			(3,531)		3,386		4,724	4,724	113	XXX	L
989825 10 4	ZURICH INSURANCE GROUP-ADR	R	09/23/2013	RW Baird	480.000	12,345	XXX	11,309	12,764	(1,454)			(1,454)		11,309		1,036	1,036	865	XXX	U
9099999.	Total - Common Stocks - Industrial & Miscellaneous					712,829	XXX	571,908	529,818	(85,900)	0	0	(85,900)	0	571,908	0	140,921	140,921	9,807	XXX	XXX
Common Stocks - Money Market Mutual Funds																					
000000 00 0	GENERAL MONEY MARKET	E	07/31/2013	RW Baird	155,412.020	155,412	XXX	155,412					0		155,412			0	3	XXX	V
009999 76 4	INSURED DEPOSIT US BANK	E	09/30/2013	RW Baird	305,583.620	305,584	XXX	305,584					0		305,584			0	16	XXX	V
94975H 43 7	WFA INVEST MONEY MARKET-I		09/30/2013	Wells Fargo Securities LLC	801,425.140	801,425	XXX	801,425					0		801,425			0	16	XXX	L
9399999.	Total - Common Stocks - Money Market Mutual Funds					1,262,421	XXX	1,262,421	0	0	0	0	0	0	1,262,421	0	0	0	35	XXX	XXX
9799997	Total - Common Stocks - Part 4					1,975,250	XXX	1,834,329	529,818	(85,900)	0	0	(85,900)	0	1,834,329	0	140,921	140,921	9,842	XXX	XXX

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	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
9799999.	Total - Common Stocks					1,975,250	XXX	1,834,329	529,818	(85,900)	0	0	(85,900)	0	1,834,329	0	140,921	140,921	9,842	XXX	XXX
9899999.	Total - Preferred and Common Stocks					1,975,250	XXX	1,834,329	529,818	(85,900)	0	0	(85,900)	0	1,834,329	0	140,921	140,921	9,842	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					2,580,250	XXX	2,497,172	1,148,319	(85,900)	(13,502)	0	(99,401)	0	2,439,329	0	140,921	140,921	38,036	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 20.

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					1,102,068	(2,747,994)	2,249,324	XXX
BAIRD - Money Market	Folsom, CA						1,319	52	XXX
0199999. Total Open Depositories		XXX	XXX	0	0	1,102,068	(2,746,675)	2,249,376	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	1,102,068	(2,746,675)	2,249,376	XXX
0599999. Total Cash		XXX	XXX	0	0	1,102,068	(2,746,675)	2,249,376	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE