



ANNUAL STATEMENT

For the Year Ended December 31, 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 or P. O. Box) (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 (E-Mail Address)	916-851-5000 (Area Code) (Telephone Number) (Extension) 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) James Robinson Lynch	(Signature) James Michael McGrann	(Signature) Lester Earl Passuello
1. (Printed Name) President	2. (Printed Name) Secretary	3. (Printed Name) Treasurer
(Title)	(Title)	(Title)
Subscribed and sworn to before me This _____ day of _____ 2014 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 _____	

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
A&H Premiums Due and Unpaid						
OWENS-ILLINOIS INC.....	3,352	3,407	3,404			10,163
ONLINE COMPUTER LIBRARY CENTER.....	11,046					11,046
EXPRESS.....	11,604					11,604
OLYMPIC STEEL INC.....	5,996	6,068				12,064
SCHOTTENSTEIN STORES CORP.....	6,110	6,147				12,257
APPLE AMERICAN GROUP LLC.....	6,486	6,383				12,869
COMPREHENSIVE HEALTHCARE OF OH.....	13,120					13,120
HOLZER HEALTH SYSTEM.....	13,241					13,241
GCA SERVICES GROUP INC.....	14,409					14,409
LIEBERT CORP.....	7,250	7,199	12			14,461
KAISER PERMANENTE OHIO-MEDICAR.....	14,544					14,544
INFINITY TRUST.....	14,618					14,618
INFINITY TRUST.....	15,771					15,771
DAYTON CHILDRENS HOSPITAL.....	15,812					15,812
THE SCOTTS CO.....	16,486					16,486
OWENS-ILLINOIS INC.....	5,578	5,555	5,611			16,744
CASE WESTERN RESERVE UNIVERSIT.....	18,833					18,833
DPWN HOLDINGS, USA INC.....	22,255					22,255
STANDARD REGISTER CO.....	22,522					22,522
DPWN HOLDINGS, USA INC.....	23,516					23,516
WORTHINGTON INDUSTRIES INC.....	23,795					23,795
EMPLOYEE BENEFIT MGT CORP.....	26,250					26,250
SOUTHERN OHIO MEDICAL CENTER.....	13,430	13,142				26,572
UNIV. OF AKRON, THE.....	26,791					26,791
EMPLOYEE BENEFIT MGT CORP.....	28,373					28,373
ADENA HEALTH SYSTEM.....	28,629					28,629
CBIZ, INC.....	29,002					29,002
STATE AUTOMOBILE MUTUAL INSURA.....	29,789					29,789
OHIO FARMERS INSURANCE COMPANY.....	29,946					29,946
GOOD SAMARITAN HOSPITAL.....	18,277	18,779				37,056
GENESIS HEALTHCARE SYSTEM.....	38,543					38,543
SOUTHERN OHIO MEDICAL CENTER.....	26,836	12,985				39,821
THE SCOTTS CO.....	41,219					41,219
APPLIED INDUSTRIAL TECH, INC.....	46,843					46,843
SUMMA HEALTH SYSTEM.....	50,475					50,475
WENDY'S INTERNATIONAL, INC.....	55,855					55,855
KETTERING HEALTH NETWORK.....	65,317					65,317
NATIONWIDE CHILDREN'S HOSPITAL.....	35,834	35,977				71,811
BIG LOTS.....	125,788					125,788
HUNTINGTON BANCSHARES INC.....	129,607					129,607
0299997. Group subscribers subtotal.....	1,133,148	115,642	9,027	0	0	1,257,817
0299998. Premiums due and unpaid not individually listed.....	488,484	95,576	11,252	1,530	3,948	592,894
0299999. Total group.....	1,621,632	211,218	20,279	1,530	3,948	1,850,711
0599999. Accident and health premiums due and unpaid (Page 2, Line 15).....	1,621,632	211,218	20,279	1,530	3,948	1,850,711

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted

NONE

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
Pricing Claims.....	1,029,447					1,029,447
0199999. Individually listed claims unpaid.....	1,029,447	0	0	0	0	1,029,447
0499999. Subtotals.....	1,029,447	0	0	0	0	1,029,447
0599999. Unreported claim and other claim reserves.....						3,420,980
0799999. Total claims unpaid.....						4,450,427

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current

NONE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Payable to VSP.....		5,424,544	5,424,544	
0199999. Individually listed payables.....		5,424,544	5,424,544	0
0399999. Total gross payables.....		5,424,544	5,424,544	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups.....	0	0.0	.....	.....	.....	.....
2. Intermediaries.....	0	0.0	.....	.....	.....	.....
3. All other providers.....	0	0.0	.....	.....	.....	.....
4. Total capitation payments.....	0	0.0	0	.....	.....0	0
Other Payments:						
5. Fee-for-service.....	5,804,984	8.0	XXX	XXX	.....	.....5,804,984
6. Contractual fee payments.....	66,757,319	92.0	XXX	XXX	66,757,319	.....
7. Bonus/withhold arrangements - fee-for-service.....	0	0.0	XXX	XXX	.....	.....
8. Bonus/withhold arrangements - contractual fee payments.....	0	0.0	XXX	XXX	.....	.....
9. Non-contingent salaries.....	0	0.0	XXX	XXX	.....	.....
10. Aggregate cost arrangements.....	0	0.0	XXX	XXX	.....	.....
11. All other payments.....	0	0.0	XXX	XXX	.....	.....
12. Total other payments.....	72,562,303	100.0	XXX	XXX	66,757,319	5,804,984
13. Total (Line 4 plus Line 12).....	72,562,303	100.0	XXX	XXX	66,757,319	5,804,984

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
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NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment.....						0
2. Medical furniture, equipment and fixtures.....						0
3. Pharmaceuticals and surgical supplies.....						0
4. Durable medical equipment.....	755,371			755,371		755,371
5. Other property and equipment.....	10,671,094		4,382,856	6,288,238	6,288,238	0
6. Total.....	11,426,465	0	4,382,856	7,043,609	6,288,238	755,371



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION....Vision Service Plan 2. Columbus, OH

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code....54380

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits 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.....	1,255,567				1,255,567					
5. Current year.....	1,264,709				1,264,709					
6. Current year member months.....	15,139,969				15,139,969					
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	435,753				435,753					
9. Totals.....	435,753	0	0	0	435,753	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	90,534,630				90,534,630					
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	90,534,630				90,534,630					
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	72,562,303				72,562,303					
18. Amount incurred for provision of health care services.....	72,422,560				72,422,560					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$......0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION....Vision Service Plan 2. Columbus, OH

BUSINESS IN THE STATE OF OHIO DURING THE YEAR

(Location)

NAIC Group Code.....1189

NAIC Company Code....54380

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits 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.....	1,255,567				1,255,567					
5. Current year.....	1,264,709				1,264,709					
6. Current year member months.....	15,139,969				15,139,969					
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	435,753				435,753					
9. Totals.....	435,753	0	0	0	435,753	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	90,534,630				90,534,630					
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	90,534,630				90,534,630					
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	72,562,303				72,562,303					
18. Amount incurred for provision of health care services.....	72,422,560				72,422,560					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

Sch. S-Pt. 1-Sn. 2
NONE

Sch. S-Pt. 2
NONE

Sch. S-Pt. 3-Sn. 2
NONE

Sch. S-Pt. 4
NONE

Sch. S-Pt. 5
NONE

Sch. S-Pt. 6
NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

	1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12).....	47,300,468		47,300,468
2. Accident and health premiums due and unpaid (Line 15).....	1,850,712		1,850,712
3. Amounts recoverable from reinsurers (Line 16.1).....			0
4. Net credit for ceded reinsurance.....	XXX		0
5. All other admitted assets (balance).....	6,708,049		6,708,049
6. Totals assets (Line 28).....	55,859,229	0	55,859,229
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	4,450,427		4,450,427
8. Accrued medical incentive pool and bonus payments (Line 2).....			0
9. Premiums received in advance (Line 8).....	356,583		356,583
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount).....			0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount).....			0
12. Reinsurance with certified reinsurers (Line 20 inset amount).....			0
13. Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount).....			0
14. All other liabilities (balance).....	11,190,764		11,190,764
15. Total liabilities (Line 24).....	15,997,774	0	15,997,774
16. Total capital and surplus (Line 33).....	39,861,455	XXX	39,861,455
17. Total liabilities, capital and surplus (Line 34).....	55,859,229	0	55,859,229
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	0		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance.....	0		
21. Reinsurance recoverable on paid losses.....	0		
22. Other ceded reinsurance recoverables.....	0		
23. Total ceded reinsurance recoverables.....	0		
24. Premiums receivable.....	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers.....	0		
26. Unauthorized reinsurance.....	0		
27. Reinsurance with certified reinsurers.....	0		
28. Funds held under reinsurance treaties with certified reinsurers.....	0		
29. Other ceded reinsurance payables/offsets.....	0		
30. Total ceded reinsurance payables/offsets.....	0		
31. Total net credit for ceded reinsurance.....	0		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
Allocated by States and Territories

States, Etc.		Direct Business Only					
		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1.	Alabama.....AL						0
2.	Alaska.....AK						0
3.	Arizona.....AZ						0
4.	Arkansas.....AR						0
5.	California.....CA						0
6.	Colorado.....CO						0
7.	Connecticut.....CT						0
8.	Delaware.....DE						0
9.	District of Columbia.....DC						0
10.	Florida.....FL						0
11.	Georgia.....GA						0
12.	Hawaii.....HI						0
13.	Idaho.....ID						0
14.	Illinois.....IL						0
15.	Indiana.....IN						0
16.	Iowa.....IA						0
17.	Kansas.....KS						0
18.	Kentucky.....KY						0
19.	Louisiana.....LA						0
20.	Maine.....ME						0
21.	Maryland.....MD						0
22.	Massachusetts.....MA						0
23.	Michigan.....MI						0
24.	Minnesota.....MN						0
25.	Mississippi.....MS						0
26.	Missouri.....MO						0
27.	Montana.....MT						0
28.	Nebraska.....NE						0
29.	Nevada.....NV						0
30.	New Hampshire.....NH						0
31.	New Jersey.....NJ						0
32.	New Mexico.....NM						0
33.	New York.....NY						0
34.	North Carolina.....NC						0
35.	North Dakota.....ND						0
36.	Ohio.....OH						0
37.	Oklahoma.....OK						0
38.	Oregon.....OR						0
39.	Pennsylvania.....PA						0
40.	Rhode Island.....RI						0
41.	South Carolina.....SC						0
42.	South Dakota.....SD						0
43.	Tennessee.....TN						0
44.	Texas.....TX						0
45.	Utah.....UT						0
46.	Vermont.....VT						0
47.	Virginia.....VA						0
48.	Washington.....WA						0
49.	West Virginia.....WV						0
50.	Wisconsin.....WI						0
51.	Wyoming.....WY						0
52.	American Samoa.....AS						0
53.	Guam.....GU						0
54.	Puerto Rico.....PR						0
55.	US Virgin Islands.....VI						0
56.	Northern Mariana Islands.....MP						0
57.	Canada.....CAN						0
58.	Aggregate Other Alien.....OT						0
59.	Totals.....	0	0	0	0	0	0

NONE

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)	*
41	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.....	RE.....	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).....	
										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

41.1

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 LLC.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	..80.630	Vision Service Plan (California).....	
		00000.....	26-2448948				Perfect Vision LLC.....	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.....	..100.000	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 Eyewear, Inc.....	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 Europe BV.....	Ownership.....	..100.000	Vision Service Plan (California).....	
		00000.....					Marchon Gulf FZ Company.....	ARE.....	NIA.....	Marchon Europe BV.....	Ownership.....	..50.000	Vision Service Plan (California).....	
		00000.....	83-4627457				Marchon Canada, Inc.....	CAN.....	NIA.....	Marchon International Ltd.....	Ownership.....	..100.000	Vision Service Plan (California).....	
		00000.....	11-3435695				Marchon BRL Ltd.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	..100.000	Vision Service Plan (California).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

41.2

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.....					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.....					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 Eyewear, Inc.....	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 BV.....	Ownership.....	...60.000	Vision Service Plan (California).....	
		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).....	
		00000.....					Canada Inc.....	CAN.....	NIA.....	VSP Canada Vision Care Insurance.....	Ownership.....	...50.000	Vision Service Plan (California).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....		00000.....	.....	.....	.....	.....	Marchon Mauritius.....	MUS.....	NIA.....	Marchon Sports (Shenzhen) Ltd China.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
.....		00000.....	.....	.....	.....	.....	Sterling Meta-Plant India Private Ltd.....	IND.....	NIA.....	Marchon Mauritius.....	Ownership.....	49.000	Vision Service Plan (California).....	.....
.....		00000.....	.....	.....	.....	.....	GENOP Pty Ltd (Australia).....	AUS.....	NIA.....	I Enterprise Pty Ltd.....	Ownreship.....	0.534	Vision Service Plan (California).....	.....

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
39616.....	06-1227840.....	Vision Service Plan Insurance Company (a Connecticut stock	43,000,000	.....	.....	.....	.....136,005,782	.....	.....	.....	.....179,005,782	.....
47029.....	22-2777159.....	Eastern Vision Service Plan, Inc. (New York).....	.....	.....	.....	.....	.....21,503,674	.....	.....	.....	.....21,503,674	.....
32395.....	36-3560825.....	Vision Service Plan Insurance Company (a Missouri stock cor	7,400,000	.....	.....	.....	.....30,742,425	.....	.....	.....	.....38,142,425	.....
48321.....	94-3034073.....	Vision Service Plan, Inc. (Nevada).....	.....	.....	.....	.....	.....2,977,000	.....	.....	.....	.....2,977,000	.....
.....	99-0247673.....	Vision Service Plan (Hawaii).....	.....	.....	.....	.....	.....3,955,593	.....	.....	.....	.....3,955,593	.....
54682.....	39-1249640.....	Wisconsin Vision Service Plan, Inc. (Wisconsin).....	.....	.....	.....	.....	.....3,561,651	.....	.....	.....	.....3,561,651	.....
53031.....	23-7089668.....	Mid-Atlantic Vision Service Plan, Inc. (Virginia).....	10,000,000	.....	.....	.....	.....15,393,094	.....	.....	.....	.....25,393,094	.....
47317.....	91-6056925.....	Vision Service Plan (Washington).....	5,100,000	.....	.....	.....	.....13,100,403	.....	.....	.....	.....18,200,403	.....
47783.....	82-0339119.....	Vision Service Plan of Idaho, Inc. (Idaho).....	.....	.....	.....	.....	.....2,978,685	.....	.....	.....	.....2,978,685	.....
47201.....	92-0078509.....	Alaska Vision Services, Inc. (Alaska).....	.....	.....	.....	.....	.....1,392,056	.....	.....	.....	.....1,392,056	.....
52050.....	35-6062367.....	Indiana Vision Services, Inc. (Indiana).....	4,400,000	.....	.....	.....	.....6,231,742	.....	.....	.....	.....10,631,742	.....
95478.....	75-1004909.....	Vision Services Plan Inc., Oklahoma (Oklahoma).....	.....	.....	.....	.....	.....5,362,805	.....	.....	.....	.....5,362,805	.....
47093.....	04-2718308.....	Massachusetts Vision Service Plan (Massachusetts).....	.....	.....	.....	.....	.....7,243,741	.....	.....	.....	.....7,243,741	.....
54380.....	31-0725743.....	Vision Service Plan (Ohio).....	4,200,000	.....	.....	.....	.....16,731,314	.....	.....	.....	.....20,931,314	.....
.....	75-1769288.....	Southwest Vision Service Plan, Inc. (Texas).....	.....	.....	.....	.....	.....3,598,168	.....	.....	.....	.....3,598,168	.....
.....	83-0212963.....	Vision Service Plan of Wyoming (Wyoming).....	.....	.....	.....	.....	.....1,165,597	.....	.....	.....	.....1,165,597	.....
.....	20-1949500.....	Eastern Vision Service Plan IPA, Inc. ....	.....	.....	.....	.....	.....125,815	.....	.....	.....	.....125,815	.....
12516.....	20-0891619.....	Vision Service Plan of Illinois, NFP.....	.....	.....	.....	.....	.....14,022,549	.....	.....	.....	.....14,022,549	.....
.....	94-1632821.....	Vision Service Plan (California).....	(69,700,000)	.....	.....	.....	.....(286,092,094)	.....	.....	.....	.....(355,792,094)	.....
.....	26-1998746.....	VSP Holding Company, Inc.	(7,400,000)	.....	.....	.....	.....	.....	.....	.....	.....(7,400,000)	.....
.....	26-1998746.....	VSP Holding Company, Inc.	3,000,000	.....	.....	.....	.....	.....	.....	.....	.....3,000,000	.....
9999999.....	Control Totals.....	.....	.....0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES

APRIL FILING		
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES

JUNE FILING		
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES

AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

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.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO

APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	NO
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO

AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	NO

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

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