



# HEALTH QUARTERLY STATEMENT

As of March 31, 2014  
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 916-851-5000  
(Street and Number) (City or Town, State, Country and Zip Code) (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 916-851-5000  
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.vsp.com

Statutory Statement Contact Laura Olson 916-851-5000  
(Name) (Area Code) (Telephone Number) (Extension)  
laurol@vsp.com 916-858-5388  
(E-Mail Address) (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 1. (Printed Name) President (Title)	_____ (Signature) James Michael McGrann 2. (Printed Name) Secretary (Title)	_____ (Signature) Lester Earl Passuello 3. (Printed Name) Treasurer (Title)
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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			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	16,116,523		16,116,523	14,619,105
2. Stocks:				
2.1 Preferred stocks.....	26,182		26,182	29,463
2.2 Common stocks.....	13,467,621		13,467,621	13,454,582
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).....	2,839,804		2,839,804	2,861,762
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 (\$.....2,003,166), cash equivalents (\$.....0) and short-term investments (\$.....8,688,048).....	10,691,214		10,691,214	16,329,607
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....	5,979,733	5,979,733	0	
9. Receivables for securities.....	11,483		11,483	5,949
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).....	49,132,560	5,979,733	43,152,827	47,300,468
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	107,786		107,786	113,832
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,659,510	22,280	2,637,230	1,850,712
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.....	3,717,842	2	3,717,840	3,005,729
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	1,799,433	1,782,416	17,017	
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).....	7,044,374	6,143,011	901,363	755,371
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.....	5,714,344	116,232	5,598,112	2,833,117
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	70,175,849	14,043,674	56,132,175	55,859,229
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	70,175,849	14,043,674	56,132,175	55,859,229

### 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.....	98,336	98,336	0	
2502. Other Receivables.....	5,616,008	17,896	5,598,112	2,833,117
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).....	5,714,344	116,232	5,598,112	2,833,117

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	4,596,725		4,596,725	4,450,427
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	56,670		56,670	54,866
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....			0	
5. Aggregate life policy reserves.....			0	
6. Property/casualty unearned premium reserve.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....	323,575		323,575	356,583
9. General expenses due or accrued.....	5,795,330		5,795,330	3,450,847
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	438,417		438,417	184,201
10.2 Net deferred tax liability.....			0	250,837
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....	550,017		550,017	232,903
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	3,326,743		3,326,743	5,424,544
16. Derivatives.....			0	
17. Payable for securities.....	8,680		8,680	9,426
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
22. Liability for amounts held under uninsured plans.....	599,725		599,725	593,066
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	1,220,906	0	1,220,906	990,074
24. Total liabilities (Lines 1 to 23).....	16,916,788	0	16,916,788	15,997,774
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	38,715,387	39,361,455
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	39,215,387	39,861,455
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	56,132,175	55,859,229

**DETAILS OF WRITE-INS**

2301. Taxes, licenses and fees due or accrued.....	1,165,606		1,165,606	934,258
2302. Escheatable checks.....	55,300		55,300	55,816
2303. ....			0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	1,220,906	0	1,220,906	990,074
2501. ....				
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	0	0
3001. Statutory Reserve.....	XXX	XXX	500,000	500,000
3002. ....				
3003. ....				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	500,000	500,000

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX	3,986,568	3,807,757	15,139,969
2. Net premium income (including \$.....0 non-health premium income).....	XXX	23,428,836	22,615,374	90,534,630
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$.....4,041,111 medical expenses).....	XXX	857,225	576,610	2,419,158
5. Risk revenue.....	XXX	76,769	33,561	138,340
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	24,362,830	23,225,545	93,092,128
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits.....				
10. Other professional services.....		21,019,938	20,843,458	72,422,560
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	21,019,938	20,843,458	72,422,560
<b>Less:</b>				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	21,019,938	20,843,458	72,422,560
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		256,198	204,848	912,688
21. General administrative expenses.....		4,053,079	2,123,623	9,168,130
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....			(138,055)	
23. Total underwriting deductions (Lines 18 through 22).....	0	25,329,215	23,033,874	82,503,378
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(966,385)	191,671	10,588,750
25. Net investment income earned.....		232,576	177,312	663,728
26. Net realized capital gains (losses) less capital gains tax of \$....97,162.....		180,445	264,774	536,901
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	413,021	442,086	1,200,629
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$....630)].....		(630)	(1,268)	(7,023)
29. Aggregate write-ins for other income or expenses.....	0	(797,904)	66,565	(1,890,308)
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	(1,351,898)	699,054	9,892,048
31. Federal and foreign income taxes incurred.....	XXX	157,055	130,471	2,174,101
32. Net income (loss) (Lines 30 minus 31).....	XXX	(1,508,953)	568,583	7,717,947

**DETAILS OF WRITE-INS**

0601. ....	XXX			
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	0	0
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.....		(14,510,116)	(9,228,485)	(36,431,387)
2902. Lab Revenue.....		13,712,212	9,295,050	34,541,079
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	(797,904)	66,565	(1,890,308)

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

<b>CAPITAL AND SURPLUS ACCOUNT</b>	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	39,861,455	33,892,404	33,892,404
34. Net income or (loss) from Line 32.....	(1,508,953)	568,583	7,717,947
35. Change in valuation basis of aggregate policy and claim reserves.....			1,508,285
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....94,009.....	(174,588)	353,897	1,309,980
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	123,016	11,854	984,083
39. Change in nonadmitted assets.....	914,457	593,407	(1,351,244)
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)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	(646,068)	1,527,741	5,969,051
49. Capital and surplus end of reporting period (Line 33 plus 48).....	39,215,387	35,420,145	39,861,455

**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
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....	22,590,978	22,169,838	91,180,599
2. Net investment income.....	295,937	233,857	949,356
3. Miscellaneous income.....	933,994	610,171	2,557,498
4. Total (Lines 1 through 3).....	23,820,909	23,013,866	94,687,453
5. Benefit and loss related payments.....	20,873,640	20,938,969	72,562,303
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	3,235,769	2,323,669	10,757,648
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	1	1,939,952	4,218,953
10. Total (Lines 5 through 9).....	24,109,410	25,202,590	87,538,904
11. Net cash from operations (Line 4 minus Line 10).....	(288,501)	(2,188,724)	7,148,549
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	950,000		1,662,152
12.2 Stocks.....	944,038	3,472,648	8,716,655
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....	710,400	679,197	2,763,157
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....		6,720	771
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	2,604,438	4,158,565	13,142,735
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	2,482,775	1,260,700	4,397,384
13.2 Stocks.....	944,787	3,742,827	9,099,992
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	6,280	21,884	12,458
13.7 Total investments acquired (Lines 13.1 to 13.6).....	3,433,842	5,025,411	13,509,833
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(829,404)	(866,846)	(367,099)
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
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
16.6 Other cash provided (applied).....	(4,520,489)	1,484,444	891,635
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(4,520,489)	1,484,444	(3,308,365)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(5,638,394)	(1,571,126)	3,473,085
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	16,329,607	12,856,522	12,856,522
19.2 End of period (Line 18 plus Line 19.1).....	10,691,214	11,285,396	16,329,607

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

20.0001 .....			
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**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at End of:</b>										
1. Prior Year.....	1,264,709				1,264,709					
2. First Quarter.....	1,325,135				1,325,135					
3. Second Quarter.....	0									
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	3,986,568				3,986,568					
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician.....	0									
8. Non-Physician.....	117,550				117,550					
9. Total.....	117,550	0	0	0	117,550	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	23,428,836				23,428,836					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	23,428,836				23,428,836					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	20,873,640				20,873,640					
18. Amount Incurred for Provision of Health Care Services.....	21,019,938				21,019,938					

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(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees \$.000000.

## 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
<b>Claims Unpaid (Reported)</b>						
Pricing claims.....	1,035,467					1,035,467
0199999. Individually Listed Claims Unpaid.....	1,035,467	0	0	0	0	1,035,467
0499999. Subtotals.....	1,035,467	0	0	0	0	1,035,467
0599999. Unreported Claims and Other Claim Reserves.....						3,561,258
0799999. Total Claims Unpaid.....						4,596,725

## UNDERWRITING AND INVESTMENT EXHIBIT

### Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	3,704,959	17,168,681	116,757	4,479,968	3,821,716	4,450,427
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).....	3,704,959	17,168,681	116,757	4,479,968	3,821,716	4,450,427
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).....	3,704,959	17,168,681	116,757	4,479,968	3,821,716	4,450,427

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

**NOTES TO FINANCIAL STATEMENTS****Note 1 - Summary of Significant Accounting Policies**

## A. Accounting Practices

	State of Domicile	2014	2013
<b>NET INCOME</b>			
(1) Vision Service Plan state basis (Page 4, Line 32, Columns 2 & 3)		(1,508,953)	7,717,947
(2) State Prescribed Practices that increase/decrease NAIC SAP			
(3) State Permitted Practices that increase/decrease NAIC SAP			
(4) NAIC SAP (1 - 2 - 3 = 4)		(1,508,953)	7,717,947
<b>SURPLUS</b>			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)		39,215,387	39,861,455
(6) State Prescribed Practices that increase/decrease NAIC SAP			
Non-admit intercompany loan		(5,979,733)	(6,690,133)
(7) State Permitted Practices that increase/decrease NAIC SAP			
(8) NAIC SAP (5 - 6 - 7 = 8)		45,195,120	46,551,588

**Note 2 - Accounting Changes and Corrections of Errors**

No significant change.

**Note 3 - Business Combinations and Goodwill**

No significant change.

**Note 4 - Discontinued Operations**

No significant change.

**Note 5 - Investments**

## D. Loan-Backed Securities

(1) Not applicable

(2) Not applicable

(3) Not applicable

(4) Not applicable

## E. Repurchase Agreements and/or Securities Lending Transactions

(3) Not applicable.

## I. Working Capital Finance Investments

(2) Aggregate Maturity Distribution on the Underlying Working Capital Finance Programs - Not applicable

(3) Not applicable

**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.

**NOTES TO FINANCIAL STATEMENTS**

**Note 11 - Debt**

- B. FHLB (Federal Home Loan Bank) Agreements
  - (1) Not applicable
  - (2) Not applicable
  - (3) Not applicable
  - (4) Not applicable

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

- A. Defined Benefit Plan - Not applicable

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

No significant change.

**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**

- B. Transfer and Servicing of Financial Assets - Not applicable
- C. Wash Sales - Not applicable

**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.
  - (1) Fair Value Measurements at Reporting Date

Assets at Fair Value		Level 1	Level 2	Level 3	Total
Equities (unaffiliated)		11,204,519	2,289,284		13,493,803
Total		11,204,519	2,289,284		13,493,803

Liabilities at Fair Value		Level 1	Level 2	Level 3	Total
Total					

- (2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

a. Assets	Beginning Balance at Period	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at Period
Total										

b. Liabilities	Beginning Balance at Period	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at Period
Total										

- (3) Not applicable
- (4) Not applicable

**NOTES TO FINANCIAL STATEMENTS**

(5) Not applicable

B. Not applicable

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	16,159,635	16,116,523	155,081	16,004,554		
Preferred Stock	26,182	26,182		26,182		
Common Stock	13,467,621	13,467,621	11,204,519	2,263,102		
Total	29,653,438	29,610,326	11,359,600	18,293,838		

D. Not Practicable to Estimate Fair Value

Type of Class or Financial Instrument	Carrying Value	Effective Interest Rate	Maturity Date	Explanation
		0.000		
Total				

**Note 21 - Other Items**

C. On January 1, 2014, the Company was subject to an annual fee under section 9010 of the Affordable Care Act (ACA). This annual fee is allocated to individual health insurers as defined in the guidance, based on the ratio of the amount of the entity's net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that is written during the preceding calendar year. A health insurance entity's portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1, 2014. In accordance with statutory accounting guidance, the Company recognized the entire annual fee in the first quarter of 2014. This resulted in an increase of \$1,810,800 to General Administrative Expenses as well as General Expenses Due or Accrued.

H. Offsetting and Netting of Assets and Liabilities - Not applicable

**Note 22 - Events Subsequent**

No significant change.

**Note 23 - Reinsurance**

No significant change.

**Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination**

E. Risk Sharing Provisions of the Affordable Care Act - Not applicable

**Note 25 - Change in Incurred Claims and Claim Adjustment Expenses**

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

	2014	2013
BALANCE—January 1	\$ 4,505,293	\$ 4,644,099
Incurred related to:		
Current year	22,788,582	74,164,333
Prior years	(800,334)	(769,011)
Total incurred	21,988,248	73,395,322
Paid related to:		
Current year	(17,963,637)	(69,607,141)
Prior years	(3,876,509)	(3,926,987)
Total paid	(21,840,146)	(73,534,128)
BALANCE—March 31/December 31	\$ 4,653,395	\$ 4,505,293

**Note 26 - Intercompany Pooling Arrangements**

No significant change.

**Note 27 - Structured Settlements**

Not applicable.

**Note 28 - Health Care Receivables**

No significant change.

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## NOTES TO FINANCIAL STATEMENTS

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**Note 29 - Participating Policies**

No significant change.

**Note 30 - Premium Deficiency Reserves**

No significant change.

**Note 31 - Anticipated Salvage and Subrogation**

No significant change.

**GENERAL INTERROGATORIES**

**PART 1 - COMMON INTERROGATORIES - GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [ X ]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [ X ]
- 2.2 If yes, date of change: .....
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [ X ] No [ ]  
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [ X ]
- 3.3 If the response to 3.2 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. .....12/31/2013.....
- 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 ]

**GENERAL INTERROGATORIES**  
**PART 1 - COMMON INTERROGATORIES - GENERAL**

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

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**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:

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12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....5,979,733

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

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

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	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.

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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 reported 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 [X] No [ ]

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

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

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

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

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

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

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

**PART 1 - INVESTMENT**

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

Yes [] No []

18.2 If no, list exceptions:

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**GENERAL INTERROGATORIES (continued)**

**PART 2 - HEALTH**

1. Operating Percentages:		
1.1 A&H loss percent		<u>90.0 %</u>
1.2 A&H cost containment percent		<u>0.0 %</u>
1.3 A&H expense percent excluding cost containment expenses		<u>17.0 %</u>
2.1 Do you act as a custodian for health savings accounts?	Yes [ <input type="checkbox"/> ]	No [ <input checked="" type="checkbox"/> ]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		<u>0</u>
2.3 Do you act as an administrator for health savings accounts?	Yes [ <input type="checkbox"/> ]	No [ <input checked="" type="checkbox"/> ]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		<u>0</u>

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
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**NONE**

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL	N								.0
2. Alaska.....AK	N								.0
3. Arizona.....AZ	N								.0
4. Arkansas.....AR	N								.0
5. California.....CA	N								.0
6. Colorado.....CO	N								.0
7. Connecticut.....CT	N								.0
8. Delaware.....DE	N								.0
9. District of Columbia.....DC	N								.0
10. Florida.....FL	N								.0
11. Georgia.....GA	N								.0
12. Hawaii.....HI	N								.0
13. Idaho.....ID	N								.0
14. Illinois.....IL	N								.0
15. Indiana.....IN	N								.0
16. Iowa.....IA	N								.0
17. Kansas.....KS	N								.0
18. Kentucky.....KY	N								.0
19. Louisiana.....LA	N								.0
20. Maine.....ME	N								.0
21. Maryland.....MD	N								.0
22. Massachusetts.....MA	N								.0
23. Michigan.....MI	N								.0
24. Minnesota.....MN	N								.0
25. Mississippi.....MS	N								.0
26. Missouri.....MO	N								.0
27. Montana.....MT	N								.0
28. Nebraska.....NE	N								.0
29. Nevada.....NV	N								.0
30. New Hampshire.....NH	N								.0
31. New Jersey.....NJ	N								.0
32. New Mexico.....NM	N								.0
33. New York.....NY	N								.0
34. North Carolina.....NC	N								.0
35. North Dakota.....ND	N								.0
36. Ohio.....OH	L	23,428,836							23,428,836
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		23,428,836	.0	.0	.0	.0	.0	23,428,836	.0
60. Reporting entity contributions for Employee Benefit Plans.....XXX								.0	
61. Total (Direct Business).....(a)	1	23,428,836	.0	.0	.0	.0	.0	23,428,836	.0

**DETAILS OF WRITE-INS**

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

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

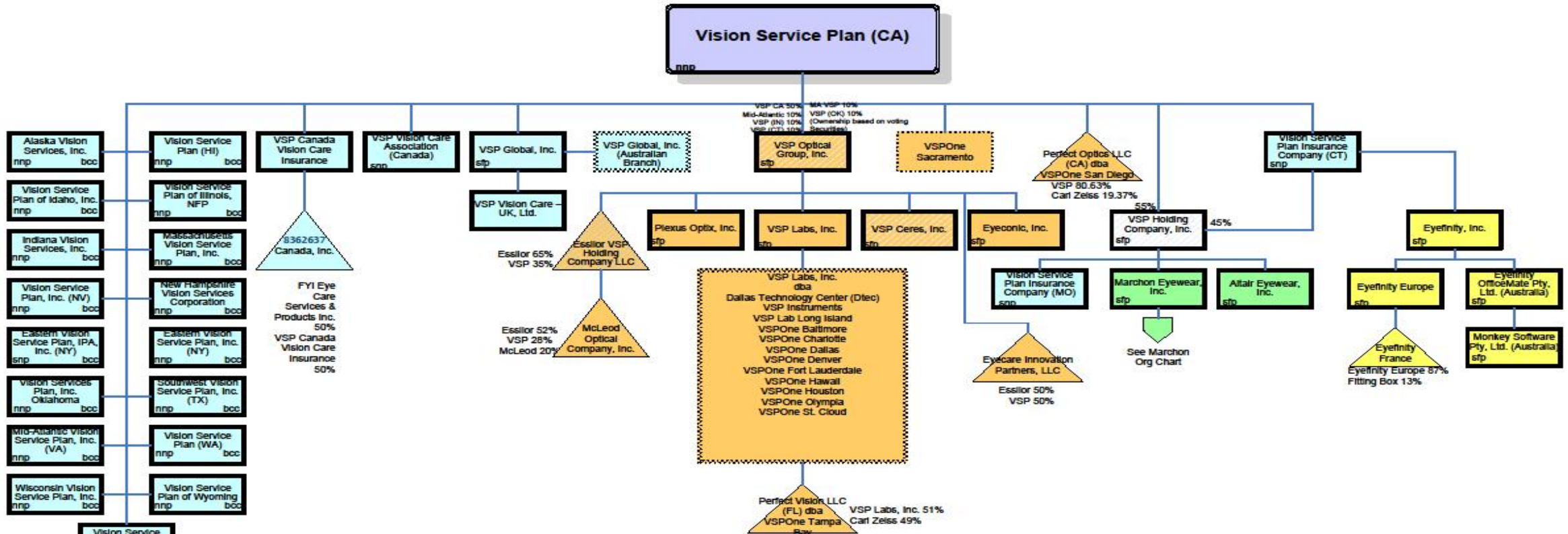
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

**PART 1 – ORGANIZATIONAL CHART**

**Organizational Chart, Vision Service Plan**



Q15

**Legend**

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

**Corporate Ownership Key**

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

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

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Alaska Vision Services, Inc.	92-0078509	47201	Altair Eyewear, Inc.	66-0296156
Eastern Vision Service Plan, Inc.	22-2777159	47029	Sybase Innovation Partners, LLC	46-1148774
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyeconic, Inc.	27-3107295
Indiana Vision Services, Inc.	35-6062367	52050	Eyefinity, Inc.	68-0450459
Massachusetts Vision Service Plan, Inc.	04-2718308	47093	Marchon Eyewear, Inc.	11-2617364
Mid-Atlantic Vision Service Plan, Inc.	23-7089668	53031	Perfect Optics, LLC	26-4044711
New Hampshire Vision Services Corporation			Perfect Vision, LLC	26-2448948
Southwest Vision Service Plan, Inc.	75-1769288	None	Plexus Optix, Inc.	27-0621213
Vision Service Plan (CA)	94-1632821	None	VSP Ceres, Inc.	27-5016913
Vision Service Plan (HI)	99-0247673	None	VSP Global, Inc.	27-0933693
Vision Service Plan (OH)	31-0725743	54380	VSP Holding Company, Inc.	26-1998746
Vision Service Plan (WA)	91-6056925	47317	VSP Labs, Inc.	27-0621143
Vision Service Plan, Inc.	94-3034073	48321	VSP Optical Group, Inc.	27-0621064
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		

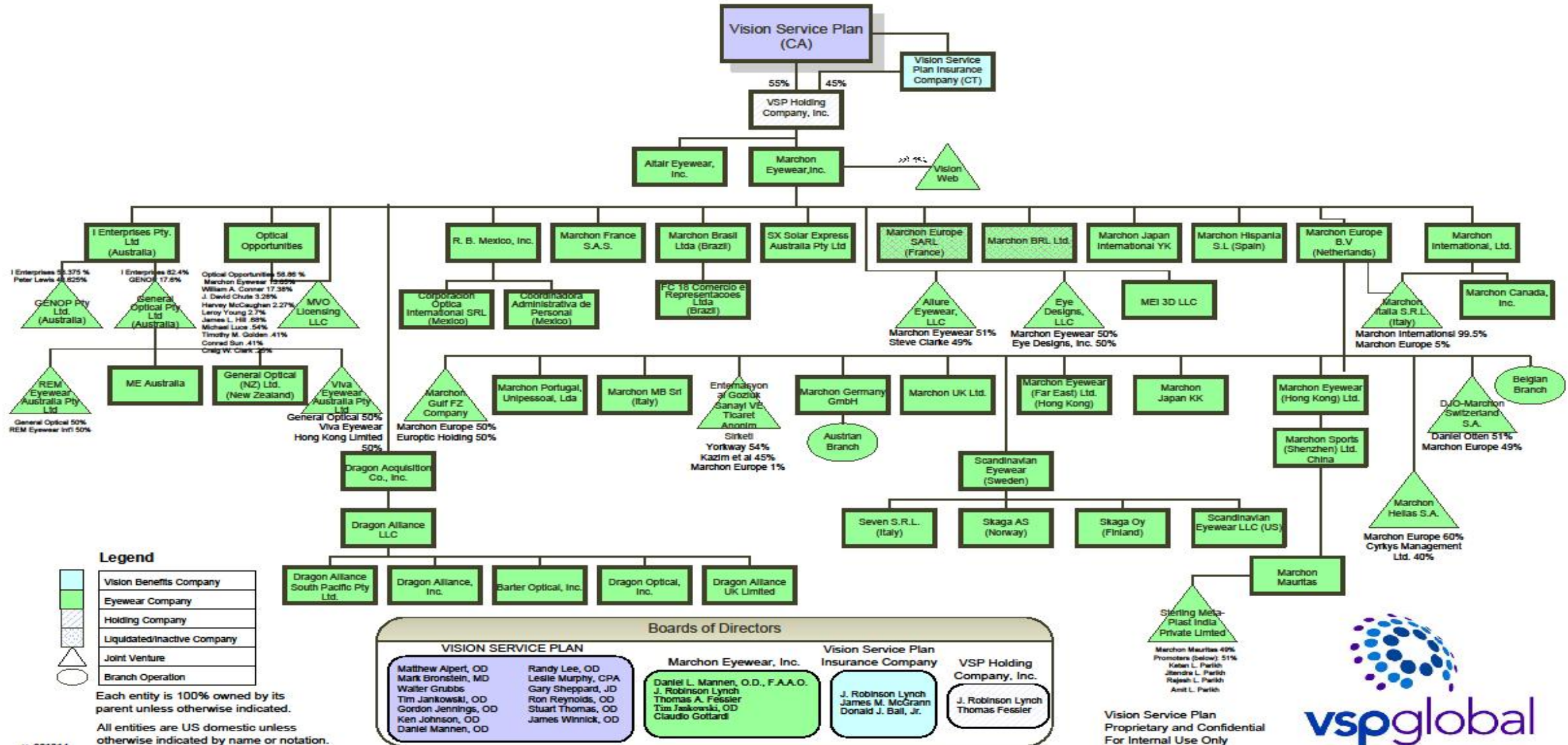


**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

PART 1 – ORGANIZATIONAL CHART

**Organizational Chart, Marchon Eyewear, Inc.**

Q15.1



**Legend**



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

All entities are US domestic unless otherwise indicated by name or notation.

Boards of Directors				
<b>VISION SERVICE PLAN</b> Matthew Alpert, OD Mark Bronstein, MD Walter Grubbs Tim Jankowski, OD Gordon Jennings, OD Ken Johnson, OD Daniel Mannen, OD		<b>Marchon Eyewear, Inc.</b> Daniel L. Mannen, O.D., F.A.A.O. J. Robinson Lynch Thomas A. Fessler Tim Jaskowski, OD Claudio Gottardi		<b>Vision Service Plan Insurance Company</b> J. Robinson Lynch James M. McGrann Donald J. Bail, Jr.
<b>VSP Holding Company, Inc.</b> J. Robinson Lynch Thomas Fessler				

Vision Service Plan  
Proprietary and Confidential  
For Internal Use Only



# 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)	*
<b>Members</b>														
1189.....	Vision Serv Plan Group.....	39616.....	06-1227840.....				Vision Service Plan Insurance Company (Connecticut)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	47029.....	22-2777159.....				Eastern Vision Service Plan, Inc.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	32395.....	36-3560825.....				Vision Service Plan Insurance Company (Missouri)	USA.....	IA.....	VSP Holding Company, Inc.....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	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).....	
1189.....	Vision Serv Plan Group.....	54682.....	39-1249640.....				Wisconsin Vision Service Plan, Inc. (Wisconsin)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	53031.....	23-7089668.....				Mid-Atlantic Vision Service Plan, Inc. (Virginia)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	47317.....	91-6056925.....				Vision Service Plan (Washington)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	47783.....	82-0339119.....				Vision Service Plan of Idaho, Inc. (Idaho)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	47201.....	92-0078509.....				Alaska Vision Services, Inc. (Alaska)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	52050.....	35-6062367.....				Indiana Vision Services, Inc. (Indiana)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	47097.....	73-1004909.....				Vision Services Plan Inc., Oklahoma (Oklahoma)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	47093.....	04-2718308.....				Massachusetts Vision Service Plan (Massachusetts)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	54380.....	31-0725743.....				Vision Service Plan (Ohio)	USA.....	RE.....	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).....	
1189.....	Vision Serv Plan Group.....	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).....	
		00000.....	27-0621064.....				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).....	
		00000.....	27-0621064.....				VSP Optical Group, Inc.	USA.....	NIA.....	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).....	

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## 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.....	27-0621143				VSP Labs, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	27-0933693				VSP Global, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....					VSP Vision Care - UK, Ltd.....	GBR.....	NIA.....	VSP Global, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....					VSP Canada Vision Care Insurance.....	CAN.....	IA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....					VSP Vision Care Association (Canada).....	CAN.....	IA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000.....	26-1998746				VSP Holding Company, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	55.000	Vision Service Plan (California).....	
		00000.....	26-1998746				VSP Holding Company, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	45.000	Vision Service Plan (California).....	
		00000.....	68-0450459				Eyefinity, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	100.000	Vision Service Plan (California).....	
		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).....	

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# 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.....	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.....	FRA.....	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.....	82.400	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.....	Marchon Eyewear.....	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 BV.....	Ownership.....	1.000	Vision Service Plan (California).....	

Q16.2

## 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					Canada Inc.....	CAN.....	NIA.....	VSP Canada Vision Care Insurance.....	Ownership.....	.....50.000	Vision Service Plan (California).....	
		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.....	.....53.375	Vision Service Plan (California).....	

Q16.3

Asterisk	Explanation

NONE

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

**Response**

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

**Explanation:**

1.

**Bar Code:**



**Overflow Page for Write-Ins**

**NONE**

**SCHEDULE A - VERIFICATION**

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	2,861,763	2,949,596
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....	21,958	87,833
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	2,839,805	2,861,763
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	2,839,805	2,861,763

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	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

**NONE**

**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.....	6,690,133	9,453,290
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.....	710,400	2,763,157
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).....	5,979,733	6,690,133
12. Deduct total nonadmitted amounts.....	5,979,733	6,690,133
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.....	28,103,150	22,329,771
2. Cost of bonds and stocks acquired.....	3,427,562	13,497,375
3. Accrual of discount.....	384	575
4. Unrealized valuation increase (decrease).....	(268,597)	2,015,353
5. Total gain (loss) on disposals.....	277,607	826,001
6. Deduct consideration for bonds and stocks disposed of.....	1,894,038	10,378,807
7. Deduct amortization of premium.....	35,742	187,117
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).....	29,610,326	28,103,150
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	29,610,326	28,103,150

## SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
NAIC Designation	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a).....	28,917,846	28,246,830	32,327,749	(32,356)	24,804,571			28,917,846
2. NAIC 2 (a).....	503,001		500,000	(3,001)				503,001
3. NAIC 3 (a).....								
4. NAIC 4 (a).....								
5. NAIC 5 (a).....								
6. NAIC 6 (a).....								
7. Total Bonds.....	29,420,847	28,246,830	32,827,749	(35,357)	24,804,571	0	0	29,420,847
<b>PREFERRED STOCK</b>								
8. NAIC 1.....								
9. NAIC 2.....	29,463			(3,281)	26,182			29,463
10. NAIC 3.....								
11. NAIC 4.....								
12. NAIC 5.....								
13. NAIC 6.....								
14. Total Preferred Stock.....	29,463	0	0	(3,281)	26,182	0	0	29,463
15. Total Bonds and Preferred Stock.....	29,450,310	28,246,830	32,827,749	(38,638)	24,830,753	0	0	29,450,310

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(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.....	8,688,048	XXX.....	8,688,048	16	

## 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.....	14,801,742	11,525,070
2. Cost of short-term investments acquired.....	25,764,055	499,994,777
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	31,877,749	496,718,105
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).....	8,688,048	14,801,742
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	8,688,048	14,801,742

**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 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)
<b>Bonds - U.S. Special Revenue and Special Assessment</b>									
3130A0 RC 6	FEDERAL HOME LOAN BANK.....		...01/16/2014	WELLS FARGO SECURITIES LLC.....		.....500,000	.....500,000		1.....
3130A1 CX 4	FEDERAL HOME LOAN BANK.....		...03/13/2014	WELLS FARGO SECURITIES LLC.....		.....500,000	.....500,000		1.....
3133ED FZ 0	FEDERAL FARM CREDIT BANK.....		...02/19/2014	WELLS FARGO SECURITIES LLC.....		.....500,000	.....500,000		1.....
3134G4 Z2 7	FREDDIE MAC.....		...03/17/2014	WELLS FARGO SECURITIES LLC.....		.....500,000	.....500,000		1.....
31359M EL 3	FANNIE MAE.....		...03/28/2014	WELLS FARGO SECURITIES LLC.....		.....482,775	.....500,000		1.....
3199999	Total Bonds - U.S. Special Revenue and Special Assessment.....					.....2,482,775	.....2,500,000	.....0	XXX.....
8399997	Total Bonds - Part 3.....					.....2,482,775	.....2,500,000	.....0	XXX.....
8399999	Total Bonds.....					.....2,482,775	.....2,500,000	.....0	XXX.....
<b>Common Stocks - Industrial and Miscellaneous</b>									
00101J 10 6	ADT CORP/THE.....		...01/24/2014	RW Baird.....	.....290,000	.....11,287	.....XXX		L.....
00751Y 10 6	ADVANCE AUTO PARTS INC.....		...03/21/2014	RW Baird.....	.....260,000	.....32,750	.....XXX		L.....
007924 10 3	AEGON N.V.-NY REG SHR.....	R.....	...03/11/2014	RW Baird.....	.....1,900,000	.....16,770	.....XXX		L.....
043400 10 0	ASAHI KASEI CORP-UNSPON ADR.....	R.....	...01/24/2014	RW Baird.....	.....626,000	.....9,730	.....XXX		U.....
05561Q 20 1	BOK FINANCIAL CORPORATION.....		...01/24/2014	RW Baird.....	.....140,000	.....9,182	.....XXX		L.....
192446 10 2	COGNIZANT TECH SOLUTIONS-A.....		...02/05/2014	RW Baird.....	.....278,000	.....26,903	.....XXX		L.....
219350 10 5	CORNING INC.....		...01/28/2014	RW Baird.....	.....2,175,000	.....36,975	.....XXX		L.....
254709 10 8	DISCOVER FINANCIAL SERVICES.....		...03/26/2014	RW Baird.....	.....590,000	.....33,647	.....XXX		L.....
25470F 10 4	DISCOVERY COMMUNICATIONS-A.....		...03/13/2014	RW Baird.....	.....129,000	.....10,892	.....XXX		L.....
256677 10 5	DOLLAR GENERAL CORP.....		...03/13/2014	RW Baird.....	.....168,000	.....9,718	.....XXX		L.....
260003 10 8	DOVER CORP.....		...03/03/2014	VARIOUS.....	.....1,020,000	.....73,193	.....XXX		L.....
278865 10 0	ECOLAB INC.....		...02/21/2014	RW Baird.....	.....123,000	.....12,563	.....XXX		L.....
343498 10 1	FLOWERS FOODS INC.....		...01/17/2014	RW Baird.....	.....300,000	.....6,573	.....XXX		L.....
36467J 10 8	GAMING AND LEISURE PROPERTIE.....		...02/20/2014	RW Baird.....	.....120,000	.....4,586	.....XXX		L.....
37247D 10 6	GENWORTH FINANCIAL INC-CL A.....		...03/26/2014	RW Baird.....	.....1,560,000	.....27,452	.....XXX		L.....
433578 50 7	HITACHI LTD -ADR.....	R.....	...01/24/2014	RW Baird.....	.....121,000	.....9,614	.....XXX		U.....
456788 10 8	INFOSYS LTD-SP ADR.....	R.....	...01/23/2014	RW Baird.....	.....138,000	.....8,431	.....XXX		L.....
456837 10 3	ING GROEP N.V.-SPONSORED ADR.....	R.....	...03/11/2014	RW Baird.....	.....1,148,000	.....16,594	.....XXX		L.....
458140 10 0	INTEL CORP.....		...03/26/2014	RW Baird.....	.....255,000	.....6,548	.....XXX		U.....
46120E 60 2	INTUITIVE SURGICAL INC.....		...03/28/2014	RW Baird.....	.....35,000	.....15,239	.....XXX		L.....
49926D 10 9	KNOWLES CORP.....		...03/26/2014	VARIOUS.....	.....985,000	.....29,509	.....XXX		L.....
559222 40 1	MAGNA INTERNATIONAL INC.....	I.....	...03/03/2014	RW Baird.....	.....267,000	.....24,805	.....XXX		U.....
58502B 10 6	MEDNAX INC.....		...03/12/2014	RW Baird.....	.....280,000	.....17,504	.....XXX		L.....
59410T 10 6	MICHELIN (CGDE)-UNSPON ADR.....	R.....	...01/24/2014	RW Baird.....	.....450,000	.....9,695	.....XXX		U.....
684060 10 6	ORANGE-SPON ADR.....	R.....	...03/26/2014	RW Baird.....	.....1,151,000	.....16,280	.....XXX		L.....
686330 10 1	ORIX - SPONSORED ADR.....	R.....	...01/24/2014	RW Baird.....	.....118,000	.....9,637	.....XXX		L.....
74762E 10 2	QUANTA SERVICES INC.....		...03/21/2014	RW Baird.....	.....190,000	.....7,064	.....XXX		L.....
75886F 10 7	REGENERON PHARMACEUTICALS.....		...02/11/2014	RW Baird.....	.....66,000	.....18,727	.....XXX		L.....
765658 30 7	RICOH CO LTD-SPONSORED ADR.....	R.....	...01/22/2014	RW Baird.....	.....164,000	.....9,576	.....XXX		U.....
78442P 10 6	SLM CORP.....		...02/19/2014	RW Baird.....	.....990,000	.....23,740	.....XXX		L.....

QE04

### 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)
786584 10 2	SAFRAN SA-UNSPON ADR.....	R.....	...03/26/2014	VARIOUS.....	.....2,861.000	.....49,047	.....XXX.....	.....	U.....
803866 30 0	SASOL LTD-SPONSORED ADR.....	R.....	...02/06/2014	RW Baird.....	.....101.000	.....4,887	.....XXX.....	.....	L.....
815794 10 2	SEGA SAMMY HOLDING-SPONS ADR.....	R.....	...01/22/2014	RW Baird.....	.....1,555.000	.....9,651	.....XXX.....	.....	U.....
816078 30 7	SEKISUI HOUSE-SPONS ADR.....	R.....	...01/22/2014	RW Baird.....	.....661.000	.....9,855	.....XXX.....	.....	U.....
82481R 10 6	SHIRE PLC-ADR.....	R.....	...01/23/2014	RW Baird.....	.....106.000	.....15,869	.....XXX.....	.....	L.....
83175M 20 5	SMITH & NEPHEW PLC -SPON ADR.....	R.....	...01/22/2014	RW Baird.....	.....218.000	.....16,106	.....XXX.....	.....	L.....
855244 10 9	STARBUCKS CORP.....	R.....	...03/19/2014	RW Baird.....	.....1,310.000	.....96,668	.....XXX.....	.....	L.....
870123 10 6	SWATCH GROUP AG/THE-UNSP ADR.....	R.....	...02/10/2014	RW Baird.....	.....572.000	.....18,300	.....XXX.....	.....	U.....
871503 10 8	SYMANTEC CORP.....	R.....	...03/13/2014	RW Baird.....	.....2,780.000	.....55,856	.....XXX.....	.....	L.....
872351 40 8	TDK CORP-SPONSORED ADR.....	R.....	...01/22/2014	RW Baird.....	.....205.000	.....10,216	.....XXX.....	.....	U.....
872540 10 9	TJX COMPANIES INC.....	R.....	...02/26/2014	RW Baird.....	.....208.000	.....12,793	.....XXX.....	.....	L.....
87873R 10 1	TECHTRONIC INDUSTRIES-SP ADR.....	R.....	...01/30/2014	RW Baird.....	.....934.000	.....12,142	.....XXX.....	.....	U.....
887389 10 4	TIMKEN CO.....	R.....	...01/24/2014	RW Baird.....	.....130.000	.....7,028	.....XXX.....	.....	L.....
92343V 10 4	VERIZON COMMUNICATIONS INC.....	R.....	...03/01/2014	VARIOUS.....	.....1,248.461	.....60,070	.....XXX.....	.....	L.....
988498 10 1	YUM! BRANDS INC.....	R.....	...02/04/2014	RW Baird.....	.....193.000	.....13,836	.....XXX.....	.....	L.....
G491BT 10 8	INVESCO LTD.....	R.....	...01/06/2014	RW Baird.....	.....200.000	.....7,280	.....XXX.....	.....	L.....
9099999	Total Common Stocks - Industrial and Miscellaneous.....					.....944,787	.....XXX.....	.....0	.....XXX.....
9799997	Total Common Stocks - Part 3.....					.....944,787	.....XXX.....	.....0	.....XXX.....
9799999	Total Common Stocks.....					.....944,787	.....XXX.....	.....0	.....XXX.....
9899999	Total Preferred and Common Stocks.....					.....944,787	.....XXX.....	.....0	.....XXX.....
9999999	Total Bonds, Preferred and Common Stocks.....					.....3,427,562	.....XXX.....	.....0	.....XXX.....

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(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....12.

## SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
<b>Bonds - U.S. Special Revenue and Special Assessment</b>																					
3136G1	TR 0		03/13/2014	Redemption		250,000	250,000	250,000	250,000						250,000			0	2,500	09/13/2018	1
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						250,000	250,000	250,000	250,000	0	0	0	0	0	250,000	0	0	0	2,500	XXX	XXX
<b>Bonds - Industrial and Miscellaneous</b>																					
381426	M9 3		03/04/2014	Maturity		200,000	200,000	211,176	200,735		(735)		(735)		200,000			0	3,471	03/04/2014	1
959802	AJ 8		02/26/2014	Maturity		500,000	500,000	568,435	503,001		(3,001)		(3,001)		500,000			0	16,250	02/26/2014	2FE
3899999. Total Bonds - Industrial and Miscellaneous						700,000	700,000	779,611	703,736	0	(3,736)	0	(3,736)	0	700,000	0	0	0	19,721	XXX	XXX
8399997. Total Bonds - Part 4						950,000	950,000	1,029,611	953,736	0	(3,736)	0	(3,736)	0	950,000	0	0	0	22,221	XXX	XXX
8399999. Total Bonds						950,000	950,000	1,029,611	953,736	0	(3,736)	0	(3,736)	0	950,000	0	0	0	22,221	XXX	XXX
<b>Common Stocks - Industrial and Miscellaneous</b>																					
00101J	10 6		02/19/2014	RW Baird		810,000	24,761	XXX	31,645	21,044	(686)		(686)		31,645		(6,883)	(6,883)	162	XXX	L
00164V	10 3		03/26/2014	RW Baird		40,000	2,928	XXX	1,740	2,724	(984)		(984)		1,740		1,187	1,187		XXX	L
015351	10 9		03/21/2014	RW Baird		123,000	18,456	XXX	10,738	16,366	(5,628)		(5,628)		10,738		7,718	7,718		XXX	L
025816	10 9		03/26/2014	RW Baird		170,000	15,323	XXX	11,128	15,424	(4,296)		(4,296)		11,128		4,195	4,195	39	XXX	L
03076C	10 6		01/17/2014	RW Baird		90,000	10,256	XXX	3,850	10,355	(6,504)		(6,504)		3,850		6,406	6,406		XXX	L
05577E	10 1	R	03/11/2014	RW Baird		30,000	2,008	XXX	785	1,894	(1,109)		(1,109)		785		1,224	1,224	16	XXX	L
073730	10 3		01/24/2014	RW Baird		320,000	26,723	XXX	18,835	21,779	(2,944)		(2,944)		18,835		7,888	7,888		XXX	L
09062X	10 3		03/20/2014	RW Baird		86,000	28,616	XXX	20,871	24,059	(3,188)		(3,188)		20,871		7,746	7,746		XXX	L
097023	10 5		03/07/2014	RW Baird		760,000	99,053	XXX	32,924	103,732	(70,808)		(70,808)		32,924		66,129	66,129	555	XXX	L
168919	10 8	R	03/11/2014	RW Baird		854,000	11,247	XXX	14,492	12,964	1,529		1,529		14,492		(3,245)	(3,245)		XXX	U
25470F	10 4		01/08/2014	RW Baird		103,000	8,750	XXX	4,463	9,313	(4,850)		(4,850)		4,463		4,288	4,288		XXX	L
260003	10 8		03/03/2014	Unknown		690,000	54,375	XXX	54,375	34,754	(8,466)		(8,466)		54,375			0		XXX	L
278642	10 3		03/04/2014	RW Baird		651,000	37,349	XXX	31,207	35,733	(4,526)		(4,526)		31,207		6,142	6,142		XXX	L
278865	10 0		03/28/2014	RW Baird		188,000	20,168	XXX	11,749	19,603	(7,854)		(7,854)		11,749		8,419	8,419	52	XXX	L
29265N	10 8		03/03/2014	RW Baird		50,000	3,793	XXX	2,756	3,538	(781)		(781)		2,756		1,037	1,037	8	XXX	L
358029	10 6	R	01/22/2014	RW Baird		313,000	11,409	XXX	10,860	11,137	(276)		(276)		10,860		549	549		XXX	L
38388F	10 8		03/26/2014	RW Baird		170,000	17,039	XXX	6,809	16,808	(9,999)		(9,999)		6,809		10,230	10,230		XXX	L
450911	20 1		01/17/2014	RW Baird		130,000	5,681	XXX	2,632	5,645	(3,012)		(3,012)		2,632		3,049	3,049		XXX	L
455807	10 7	R	03/12/2014	RW Baird		532,000	6,023	XXX	7,592	7,225	367		367		7,592		(1,569)	(1,569)		XXX	U
485170	30 2		02/12/2014	RW Baird		220,000	22,316	XXX	10,200	27,243	(17,043)		(17,043)		10,200		12,116	12,116	47	XXX	U
492051	30 5	R	01/30/2014	RW Baird		1,382,000	22,408	XXX	20,698	24,572	(3,874)		(3,874)		20,698		1,711	1,711		XXX	U
49926D	10 9		03/26/2014	RW Baird		180,000	5,739	XXX	4,481						4,481		1,258	1,258		XXX	L
49989A	10 9	R	01/22/2014	RW Baird		442,000	7,968	XXX	10,923	9,110	1,813		1,813		10,923		(2,955)	(2,955)		XXX	U
50076Q	10 6		01/28/2014	RW Baird		883,000	46,587	XXX	281	47,611	(47,331)		(47,331)		281		46,306	46,306	464	XXX	L
517834	10 7		01/22/2014	RW Baird		173,000	13,818	XXX	7,959	13,645	(5,686)		(5,686)		7,959		5,859	5,859		XXX	L
518439	10 4		02/10/2014	RW Baird		975,000	64,898	XXX	59,229	73,437	(14,208)		(14,208)		59,229		5,669	5,669		XXX	L

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## SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Contractual Maturity Date	NAIC Designation or Market Indicator (a)
525327 10 2	LEIDOS HOLDINGS INC.....		02/19/2014	RW Baird.....	480.000	21,932	XXX	22,302	22,315	(13)			(13)		22,302		(370)	(370)	154	XXX	U.....
526250 10 5	LENOVO GROUP LTD-ADR.....	R..	01/22/2014	RW Baird.....	307.000	8,155	XXX	4,867	7,500	(2,633)			(2,633)		4,867		3,288	3,288		XXX	U.....
611740 10 1	MONSTER BEVERAGE CORP.....		03/13/2014	RW Baird.....	136.000	9,565	XXX	8,179	9,217	(1,037)			(1,037)		8,179		1,385	1,385		XXX	L.....
64110W 10 2	NETEASE INC-ADR.....	R..	01/23/2014	RW Baird.....	72.000	5,620	XXX	4,702	5,659	(957)			(957)		4,702		917	917		XXX	L.....
654624 10 5	NIPPON TELEGRAPH & TELE-ADR.....	R..	01/23/2014	RW Baird.....	378.000	10,427	XXX	8,379	10,221	(1,842)			(1,842)		8,379		2,048	2,048		XXX	L.....
654744 40 8	NISSAN MOTOR CO LTD-SPON ADR.....	R..	01/23/2014	RW Baird.....	219.000	3,897	XXX	4,570	3,679	891			891		4,570		(673)	(673)		XXX	L.....
69364V 10 6	PTT EXPLORATION & PR-SP ADR.....	R..	02/06/2014	RW Baird.....	541.000	5,124	XXX	5,236	5,951	(715)			(715)		5,236		(113)	(113)		XXX	U.....
718172 10 9	PHILIP MORRIS INTERNATIONAL.....		01/23/2014	RW Baird.....	104.000	8,704	XXX	9,428	9,062	367			367		9,428		(724)	(724)	98	XXX	L.....
74005P 10 4	PRAXAIR INC.....		02/03/2014	RW Baird.....	311.000	39,006	XXX	35,494	40,439	(4,946)			(4,946)		35,494		3,512	3,512		XXX	L.....
774415 10 3	ROCKWOOD HOLDINGS INC.....		03/18/2014	RW Baird.....	430.000	33,613	XXX	18,183	30,926	(12,742)			(12,742)		18,183		15,430	15,430	194	XXX	L.....
775781 20 6	ROLLS-ROYCE HOLDINGS-SP ADR.....	R..	01/16/2014	RW Baird.....			XXX						0					0	267	XXX	U.....
80105N 10 5	SANOFI-ADR.....	R..	01/23/2014	RW Baird.....	425.000	21,794	XXX	19,960	22,793	(2,833)			(2,833)		19,960		1,834	1,834		XXX	L.....
82481R 10 6	SHIRE PLC-ADR.....	R..	03/11/2014	RW Baird.....	10.000	1,645	XXX	943	1,413	(470)			(470)		943		702	702		XXX	L.....
82929R 30 4	SINGAPORE TELECOMMUNICAT-ADR.....	R..	01/22/2014	RW Baird.....	284.000	7,773	XXX	6,864	8,264	(1,401)			(1,401)		6,864		909	909	146	XXX	U.....
86562M 20 9	SUMITOMO MITSUI-SPONS ADR.....	R..	03/11/2014	RW Baird.....	191.000	1,714	XXX	1,781	2,004	(223)			(223)		1,781		(67)	(67)		XXX	U.....
874039 10 0	TAIWAN SEMICONDUCTOR-SP ADR.....	R..	01/23/2014	RW Baird.....	336.000	5,976	XXX	4,729	5,860	(1,131)			(1,131)		4,729		1,247	1,247		XXX	L.....
88032Q 10 9	TENCENT HOLDINGS LTD-UNS ADR.....	R..	03/13/2014	RW Baird.....	855.000	59,089	XXX	19,284	55,079	(35,795)			(35,795)		19,284		39,806	39,806		XXX	U.....
892331 30 7	TOYOTA MOTOR CORP -SPON ADR.....	R..	01/23/2014	RW Baird.....	38.000	4,552	XXX	3,624	4,633	(1,009)			(1,009)		3,624		927	927		XXX	L.....
90460M 20 4	UNICHARM CORP - SPN ADR.....	R..	01/22/2014	RW Baird.....	1,082.000	11,598	XXX	11,546	12,248	(703)			(703)		11,546		52	52		XXX	U.....
919134 30 4	VALEO SA-SPON ADR.....	R..	03/11/2014	RW Baird.....	26.000	1,824	XXX	666	1,446	(780)			(780)		666		1,158	1,158		XXX	U.....
92343V 10 4	VERIZON COMMUNICATIONS INC.....		03/26/2014	VARIOUS.....	1,247.460	57,920	XXX	60,022					0		60,022		(2,102)	(2,102)		XXX	L.....
92857W 30 8	VODAFONE GROUP PLC-SP ADR.....	F..	02/27/2014	RW Baird.....	1.280	53	XXX	59	71	(25)			(25)		59		(7)	(7)		XXX	U.....
983134 10 7	WYNN RESORTS LTD.....		03/19/2014	RW Baird.....	115.000	25,264	XXX	15,943	22,334	(6,391)			(6,391)		15,943		9,321	9,321	65	XXX	L.....
P31076 10 5	COPA HOLDINGS SA-CLASS A.....	R..	03/17/2014	RW Baird.....	83.000	11,103	XXX	6,448	13,289	(6,841)			(6,841)		6,448		4,654	4,654	80	XXX	L.....
9099999	Total Common Stocks - Industrial and Miscellaneous.....					944,038	XXX	666,431	864,117	(301,574)	0	0	(301,574)	0	666,431	0	277,607	277,607	2,344	XXX	XXX
9799997	Total Common Stocks - Part 4.....					944,038	XXX	666,431	864,117	(301,574)	0	0	(301,574)	0	666,431	0	277,607	277,607	2,344	XXX	XXX
9799999	Total Common Stocks.....					944,038	XXX	666,431	864,117	(301,574)	0	0	(301,574)	0	666,431	0	277,607	277,607	2,344	XXX	XXX
9899999	Total Preferred and Common Stocks.....					944,038	XXX	666,431	864,117	(301,574)	0	0	(301,574)	0	666,431	0	277,607	277,607	2,344	XXX	XXX
9999999	Total Bonds, Preferred and Common Stocks.....					1,894,038	XXX	1,696,042	1,817,853	(301,574)	(3,736)	0	(305,310)	0	1,616,431	0	277,607	277,607	24,566	XXX	XXX

QE05.1

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....14.

**Sch. DB-Pt A-Sn 1  
NONE**

**Sch. DB-Pt A-Sn 1-Footernote A  
NONE**

**Sch. DB-Pt A-Sn 1-Footernote B  
NONE**

**Sch. DB-Pt B-Sn 1  
NONE**

**Sch. DB-Pt B-Sn 1-Footernote A  
NONE**

**Sch. DB-Pt B-Sn 1-Footernote B  
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 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
<b>Open Depositories</b>								
Bank of America - Checking..... Sacramento, CA.....					.....637,448	.....1,600,341	.....1,858,770	XXX..
Robert Baird & Co..... Roseville, CA.....					.....137,638	.....161,241	.....136,187	XXX..
Wells Fargo Advisors..... Folsom, CA.....					.....5,338	.....5,678	.....5,984	XXX..
Wells Fargo Institutional..... Sacramento, CA.....							.....2,225	XXX..
0199999. Total Open Depositories.....	...XXX...	...XXX...	.....0	.....0	.....780,424	.....1,767,260	.....2,003,166	XXX..
0399999. Total Cash on Deposit.....	...XXX...	...XXX...	.....0	.....0	.....780,424	.....1,767,260	.....2,003,166	XXX..
0599999. Total Cash.....	...XXX...	...XXX...	.....0	.....0	.....780,424	.....1,767,260	.....2,003,166	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
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**NONE**