



HEALTH QUARTERLY STATEMENT

As of June 30, 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 (Street and Number) (City or Town, State, Country and Zip Code)	916-851-5000 (Area Code) (Telephone Number)
Mail Address	3333 Quality Drive..... Rancho Cordova CA US 95670 (Street and Number) (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	3333 Quality Drive..... Rancho Cordova CA US 95670 (Street and Number) (City or Town, State, Country and Zip Code)	916-851-5000 (Area Code) (Telephone Number)
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson (Name) laurol@vsp.com (E-Mail Address)	916-851-5000 (Area Code) (Telephone Number) (Extension) 916-858-5388 (Fax Number)

OFFICERS

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

OTHER

DIRECTORS OR TRUSTEES

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

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

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

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

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This day of	b. If no:	
By: James Robinson Lynch , James Michael McGrann,	1. State the amendment number	
Lester Earl Passuello	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.....	16,259,807		16,259,807	14,619,105
2. Stocks:				
2.1 Preferred stocks.....	25,026		25,026	29,463
2.2 Common stocks.....	13,952,056		13,952,056	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).....	2,817,847		2,817,847	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 (\$.....1,977,384), cash equivalents (\$.....0) and short-term investments (\$.....8,660,229).....	10,637,613		10,637,613	16,329,607
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....	5,261,311	5,261,311	0	
9. Receivables for securities.....	12,557		12,557	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).....	48,966,217	5,261,311	43,704,906	47,300,468
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	107,929		107,929	113,832
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,594,892	25,976	2,568,916	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.....	3,189,441	3,997	3,185,444	3,005,729
18.1 Current federal and foreign income tax recoverable and interest thereon.....	1,849,473		1,849,473	
18.2 Net deferred tax asset.....	651,615	651,615	0	
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....	6,950,111	6,133,988	816,123	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.....	4,657,508	136,058	4,521,450	2,833,117
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	68,967,186	12,212,945	56,754,241	55,859,229
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	68,967,186	12,212,945	56,754,241	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.....	120,414	120,414	0	
2502. Other Receivables.....	4,537,094	15,644	4,521,450	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).....	4,657,508	136,058	4,521,450	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).....	4,555,108		4,555,108	4,450,427
2. Accrued medical incentive pool and bonus amounts.....			.0	
3. Unpaid claims adjustment expenses.....	56,157		56,157	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.....	302,264		302,264	356,583
9. General expenses due or accrued.....	4,773,811		4,773,811	3,450,847
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....			.0	184,201
10.2 Net deferred tax liability.....	287,783		287,783	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.....	161,359		161,359	232,903
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.0	
15. Amounts due to parent, subsidiaries and affiliates.....	3,211,223		3,211,223	5,424,544
16. Derivatives.....			.0	
17. Payable for securities.....	19,688		19,688	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.....	601,016		601,016	593,066
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	550,493	.0	550,493	990,074
24. Total liabilities (Lines 1 to 23).....	14,518,902	.0	14,518,902	15,997,774
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	673,630	.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	41,061,709	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	42,235,339	39,861,455
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	56,754,241	55,859,229

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued.....	489,271		489,271	934,258
2302. Escheatable checks.....	61,222		61,222	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).....	550,493	.0	550,493	990,074
2501. Section 9010 ACA Fee.....	XXX	XXX	673,630	
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	673,630	.0
3001. Statutory Reserve.....	XXX	XXX	500,000	500,000
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	.0	.0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	500,000	500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX.....	7,949,072	7,582,283	15,139,969
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	47,107,027	45,283,884	90,534,630
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$.....7,810,478 medical expenses).....	XXX.....	1,601,350	1,014,861	2,419,158
5. Risk revenue.....	XXX.....	149,167	59,073	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.....	48,857,544	46,357,818	93,092,128
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		39,632,824	38,489,216	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	39,632,824	38,489,216	72,422,560
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	39,632,824	38,489,216	72,422,560
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		501,019	405,508	912,688
21. General administrative expenses.....		6,099,333	4,199,222	9,168,130
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....			(276,108)	
23. Total underwriting deductions (Lines 18 through 22).....	0	46,233,176	42,817,838	82,503,378
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	2,624,368	3,539,980	10,588,750
25. Net investment income earned.....		388,640	351,795	663,728
26. Net realized capital gains (losses) less capital gains tax of \$.....150,777.....		280,014	350,512	536,901
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	668,654	702,307	1,200,629
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....1,086)].....		(1,086)	(4,917)	(7,023)
29. Aggregate write-ins for other income or expenses.....	0	(1,530,887)	(467,728)	(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.....	1,761,049	3,769,642	9,892,048
31. Federal and foreign income taxes incurred.....	XXX.....	1,072,235	1,140,015	2,174,101
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	688,814	2,629,627	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.....		(26,938,845)	(18,078,057)	(36,431,387)
2902. Lab Revenue.....		25,407,958	17,610,329	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	(1,530,887)	(467,728)	(1,890,308)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	39,861,455	33,892,404	33,892,404
34. Net income or (loss) from Line 32.....	688,814	2,629,627	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 \$.....55,461.....	103,000	324,349	1,309,980
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(1,163,116)	33,032	984,083
39. Change in nonadmitted assets.....	2,745,186	1,128,912	(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).....	2,373,884	4,115,920	5,969,051
49. Capital and surplus end of reporting period (Line 33 plus 48).....	42,235,339	38,008,324	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
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	46,312,476	44,833,927	91,180,599
2. Net investment income	502,631	482,207	949,356
3. Miscellaneous income	1,750,517	1,073,934	2,557,498
4. Total (Lines 1 through 3)	48,565,624	46,390,068	94,687,453
5. Benefit and loss related payments	39,528,143	38,533,340	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	7,423,037	5,950,227	10,757,648
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	3,256,686	1,939,953	4,218,953
10. Total (Lines 5 through 9)	50,207,866	46,423,520	87,538,904
11. Net cash from operations (Line 4 minus Line 10)	(1,642,242)	(33,452)	7,148,549
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	2,270,000		1,662,152
12.2 Stocks	2,000,818	4,351,118	8,716,655
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	1,428,822	1,366,065	2,763,157
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	10,262	195,076	771
12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,709,902	5,912,259	13,142,735
13. Cost of investments acquired (long-term only):			
13.1 Bonds	3,974,875	1,260,700	4,397,384
13.2 Stocks	1,904,604	4,687,221	9,099,992
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	6,608	50,009	12,458
13.7 Total investments acquired (Lines 13.1 to 13.6)	5,886,087	5,997,930	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)	(176,184)	(85,671)	(367,099)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			4,200,000
16.6 Other cash provided (applied)	(3,873,568)	2,180,344	891,635
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(3,873,568)	2,180,344	(3,308,365)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(5,691,994)	2,061,221	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)	10,637,613	14,917,743	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							
Total Members at End of:										
1. Prior Year.....	1,264,709				1,264,709					
2. First Quarter.....	1,325,135				1,325,135					
3. Second Quarter.....	1,314,781				1,314,781					
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	7,949,072				7,949,072					
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	228,430				228,430					
9. Total.....	228,430	0	0	0	228,430	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	47,107,027				47,107,027					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	47,107,027				47,107,027					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	39,528,143				39,528,143					
18. Amount Incurred for Provision of Health Care Services.....	39,632,824				39,632,824					

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

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

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
Pricing Claims.....	590,129					590,129
0199999. Individually Listed Claims Unpaid.....	590,129	0	0	0	0	590,129
0499999. Subtotals.....	590,129	0	0	0	0	590,129
0599999. Unreported Claims and Other Claim Reserves.....						3,964,979
0799999. Total Claims Unpaid.....						4,555,108

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.....	3,780,973	35,747,170	23,231	4,531,877	3,804,204	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).....	3,780,973	35,747,170	23,231	4,531,877	3,804,204	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).....	3,780,973	35,747,170	23,231	4,531,877	3,804,204	4,450,427

(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
NET INCOME			
(1) Vision Service Plan state basis (Page 4, Line 32, Columns 2 & 4)	OH	688,814	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)	OH	688,814	7,717,947
SURPLUS			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	42,235,339	39,861,455
(6) State Prescribed Practices that increase/decrease NAIC SAP			
(7) State Permitted Practices that increase/decrease NAIC SAP			
(8) NAIC SAP (5 – 6 – 7 = 8)	OH	42,235,339	39,861,455

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)	11,602,747	2,374,335		13,977,082
Total	11,602,747	2,374,335		13,977,082

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
- (5) Not applicable

NOTES TO FINANCIAL STATEMENTS

B. Not applicable

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short-term Investments	8,660,229	8,660,229	8,660,229			
Bonds	16,323,760	16,259,807	153,651	16,170,109		
Preferred Stock	25,026	25,026		25,026		
Common Stock	13,952,056	13,952,056	11,602,747	2,349,309		
Total	38,961,071	38,897,118	20,416,627	18,544,444		

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 SSAP 35R, Guaranty Fund and Other Assessments, the Company recognized the entire annual fee on January 1, 2014.

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

J. Not applicable

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

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

	2014	2013
BALANCE—January 1	\$ 4,505,293	\$ 4,644,099
Incurred related to:		
Current year	41,037,877	74,164,333
Prior years	(724,320)	(769,011)
Total incurred	40,313,557	73,395,322
Paid related to:		
Current year	(36,361,622)	(69,607,141)
Prior years	(3,845,963)	(3,926,987)
Total paid	(40,207,585)	(73,534,128)
BALANCE—June 30/December 31	\$ 4,611,265	\$ 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.

NOTES TO FINANCIAL STATEMENTS

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? If yes, complete Schedule Y, Parts 1 and 1A.

Yes [☒ X]

No [☐]

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	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation.

Yes [☐]

No [☒ X]

N/A [☐]

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

.....12/31/2013.....

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

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes [☒ 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).

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....5,261,311

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

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

14.2 If yes, please complete the following:

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

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

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []

If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as 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 [] No [X]

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

1	2
Name of Custodian(s)	Custodian Address
Wells Fargo Advisors	620 Coolidge Drive, Suite 300 Folsom, CA 95630
Wells Fargo Institutional Securities, LLC	400 Capitol Mall Sacramento, CA 95814
Robert W. Baird & Co.	1400 Rocky Ridge Dr. Suite 250 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)
Bank of America Merrill Lynch	315 Montgomery St. 14th Floor	The Company is working with the bank to obtain agreements that
	San Francisco, CA 94104	comply with NAIC requirements.

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

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

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

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

1	2	3
Central Registration Depository	Name(s)	Address
0547	Robert W. Baird & Co.	1400 Rocky Ridge Dr., Suite 250
		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 ☒ X]

No ☐]

18.2

If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
1.1	A&H loss percent		84.0 %
1.2	A&H cost containment percent		0.0 %
1.3	A&H expense percent excluding cost containment expenses		13.0 %
2.1	Do you act as a custodian for health savings accounts?	Yes []	No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3	Do you act as an administrator for health savings accounts?	Yes []	No [X]
2.4	If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1	2	3	4	5	6	7	8	9
NAIC Company Code	ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Type of Reinsurer	Certified Reinsurer Rating (1 through 6)	Effective Date of Certified Reinsuer Rating

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...	47,107,027						47,107,027	
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...	47,107,027	0	0	0	0	0	47,107,027	0
60. Reporting entity contributions for Employee Benefit Plans.....	...XXX...							0	
61. Total (Direct Business).....	(a).....1	47,107,027	0	0	0	0	0	47,107,027	0

DETAILS OF WRITE-INS

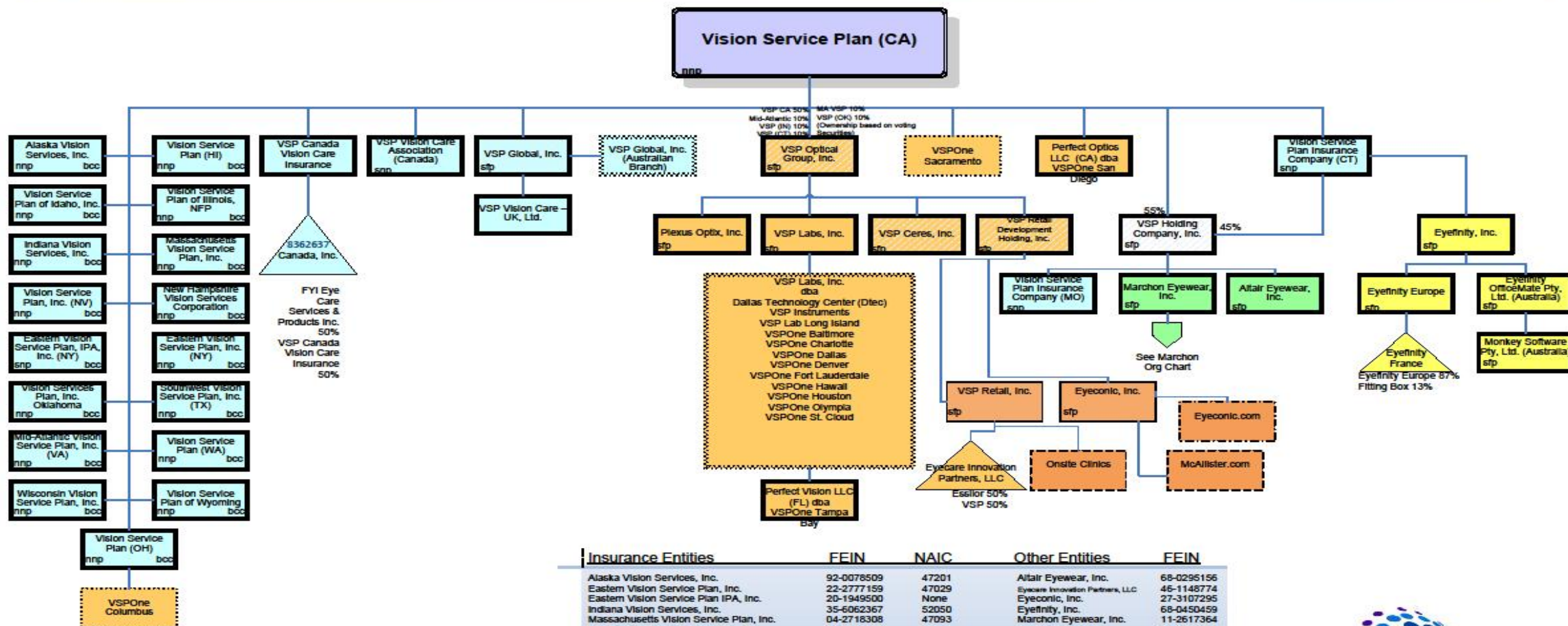
58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page.....		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....		0	0	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



Legend

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

Corporate Ownership Key

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

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

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Alaska Vision Services, Inc.	92-0078509	47201	Altair Eyewear, Inc.	68-0295156
Eastern Vision Service Plan, Inc.	22-2777159	47029	Eyecare 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	Marchion Eyewear, Inc.	11-2517364
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	VSP Retail Development Holding, Inc.	46-5303037
Vision Service Plan Insurance Company (MO)	36-3560825	32395	VSP Retail, Inc.	46-5406960
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		

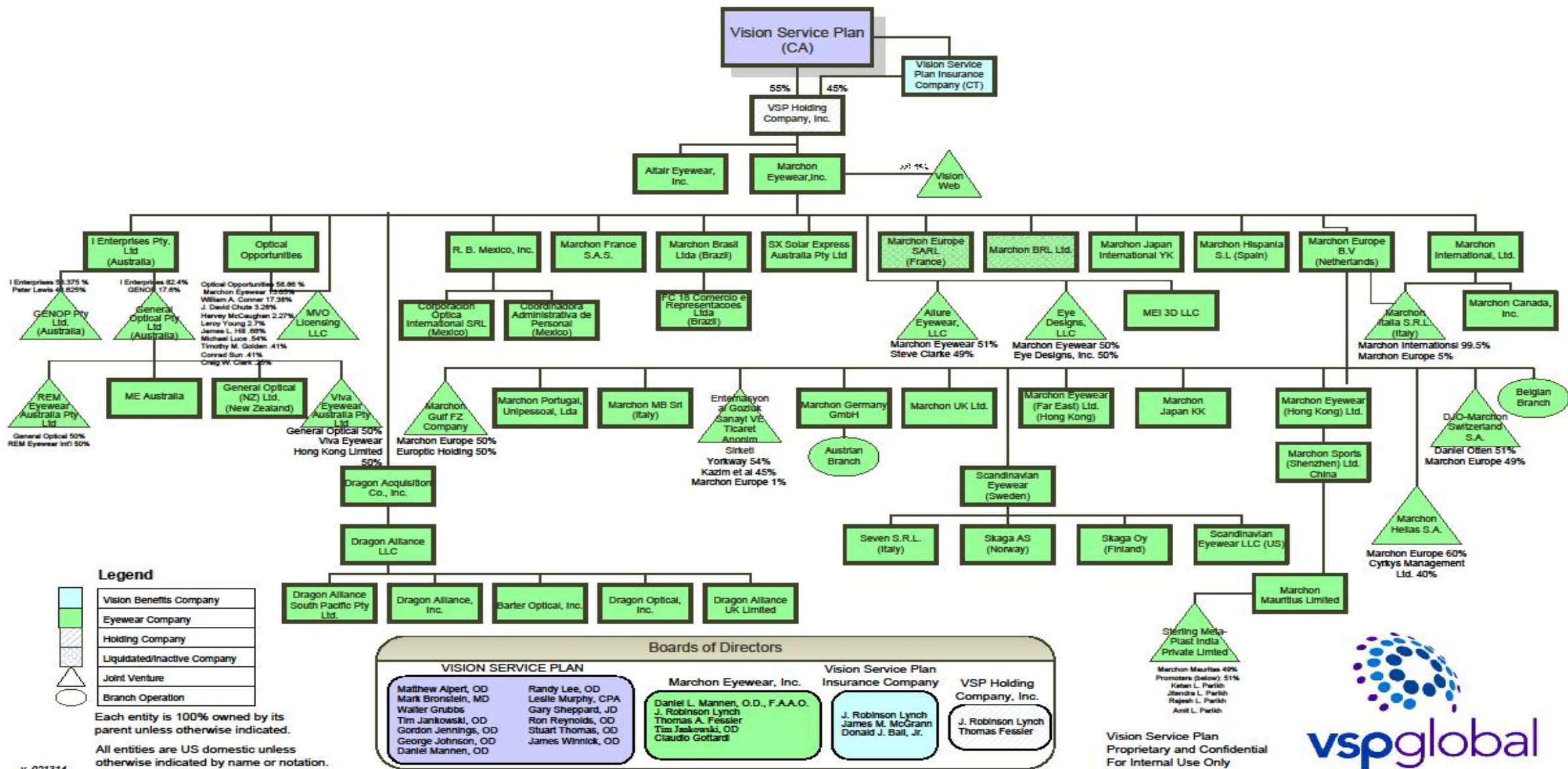


Vision Service Plan
Proprietary and Confidential
For Internal Use Only

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Marchon Eyewear, Inc.

Q15.1



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q16.1

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Q16.1		00000.....	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.....	...100.000	Vision Service Plan (California).....	
		00000.....	26-2448948				Perfect Vision LLC.....	USA.....	NIA.....	VSP Labs, Inc.....	Ownership.....	...100.000	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 (Australia).....	AUS.....	NIA.....	Eyefinity Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Monkey Software Pty. Ltd.....	AUS.....	NIA.....	Eyefinity/Officemate Pty (Australia).....	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).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q16.2

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000.....	11-3435695				Marchon BRL Ltd.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Brasil Ltda.....	BRA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					FC 18 Comerico e Representacoes Ltda.....	BRA.....	NIA.....	Marchon Brasil Ltda.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Corporation Optica Internacional Srl.....	MEX.....	NIA.....	R.B. Mexico, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Coordinadora Administrativa de Personal.....	MEX.....	NIA.....	R.B. Mexico, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	
		00000.....					Marchon Europe Sarl.....	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.....	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.....	46-1148774				Eyecare Innovation Partners, LLC.....	USA.....	NIA.....	VSP Retail, 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).....	
		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).....	

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.....	.....	.....	.....	.....	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).....	.....
.....		00000.....	46-5406960	.....	.....	.....	VSP Retail, Inc.....	USA.....	NIA.....	VSP Retail Development Holding, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
.....		00000.....	46-5393037	.....	.....	.....	VSP Retail Development Holding, Inc.....	USA.....	NIA.....	VSP Optical Group.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....

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	2
	Year to Date	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.....	43,916	87,833
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	2,817,847	2,861,763
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	2,817,847	2,861,763

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	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.....	1,428,822	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).....	5,261,311	6,690,133
12. Deduct total nonadmitted amounts.....	5,261,311	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	2
	Year to Date	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.....	5,879,479	13,497,375
3. Accrual of discount.....	2,607	575
4. Unrealized valuation increase (decrease).....	158,461	2,015,353
5. Total gain (loss) on disposals.....	430,791	826,001
6. Deduct consideration for bonds and stocks disposed of.....	4,270,818	10,378,807
7. Deduct amortization of premium.....	66,779	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).....	30,236,890	28,103,150
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	30,236,890	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

QSI02

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	24,804,571	29,430,783	29,286,501	(28,815)	24,804,571	24,920,037		28,917,846
2. NAIC 2 (a).....								503,001
3. NAIC 3 (a).....								
4. NAIC 4 (a).....								
5. NAIC 5 (a).....								
6. NAIC 6 (a).....								
7. Total Bonds.....	24,804,571	29,430,783	29,286,501	(28,815)	24,804,571	24,920,037	0	29,420,847
PREFERRED STOCK								
8. NAIC 1.....								
9. NAIC 2.....	26,182			(1,157)	26,182	25,026		29,463
10. NAIC 3.....								
11. NAIC 4.....								
12. NAIC 5.....								
13. NAIC 6.....								
14. Total Preferred Stock.....	26,182	0	0	(1,157)	26,182	25,026	0	29,463
15. Total Bonds and Preferred Stock.....	24,830,753	29,430,783	29,286,501	(29,972)	24,830,753	24,945,063	0	29,450,310

(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.....	8,660,229	XXX.....	8,660,229	27	.....

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.....	53,702,738	499,994,777
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	59,844,250	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).....	8,660,229	14,801,742
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	8,660,229	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 BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Design- nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership

NONE

SCHEDULE BA - PART 3

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

1	2	Location		5	6	7	8	Changes in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income

Non-Collateral Loans - Affiliated

	Promissory Note.....	Rancho Cordova.....	CA...	Principal payments.....	03/29/2011	06/30/2014	.....	.....	.....	.....	.....	.....0	.....	.....1,428,822	.....	.....	.....	.....0	.....
2899999.	Total - Non-Collateral Loans - Affiliated.....						0	0	0	0	0	0	0	1,428,822	0	0	0	0	0
4599999.	Subtotal - Affiliated.....						0	0	0	0	0	0	0	1,428,822	0	0	0	0	0
4699999.	Totals.....						0	0	0	0	0	0	0	1,428,822	0	0	0	0	0

QE03

SCHEDULE D - PART 3

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

1	2			3	4	5			6	7	8	9	10
CUSIP Identification	Description			Foreign	Date Acquired	Name of Vendor			Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions													
13063C	KL	3	CALIFORNIA ST-TXBL.....		...06/04/2014	WELLS FARGO SECURITIES LLC.....				503,465	500,000	1,188	1FE.....
1799999. Total Bonds - U.S. States, Territories and Possessions.....										503,465	500,000	1,188	XXX.....
Bonds - U.S. Special Revenue and Special Assessment													
3133ED	LW	0	FEDERAL FARM CREDIT BANK.....		...06/03/2014	WELLS FARGO SECURITIES LLC.....				500,000	500,000	256	1.....
3199999. Total Bonds - U.S. Special Revenue and Special Assessment.....										500,000	500,000	256	XXX.....
Bonds - Industrial and Miscellaneous													
037833	AJ	9	APPLE INC.....		...04/21/2014	WELLS FARGO SECURITIES LLC.....				488,635	500,000	2,375	1FE.....
3899999. Total Bonds - Industrial and Miscellaneous.....										488,635	500,000	2,375	XXX.....
8399997. Total Bonds - Part 3.....										1,492,100	1,500,000	3,819	XXX.....
8399999. Total Bonds.....										1,492,100	1,500,000	3,819	XXX.....
Common Stocks - Industrial and Miscellaneous													
002824	10	0	ABBOTT LABORATORIES.....		...06/18/2014	RW Baird.....			1,578.000	62,021	XXX.....		L.....
007924	10	3	AEGON N.V.-NY REG SHR.....	R.....	...05/20/2014	RW Baird.....			1,979.000	17,098	XXX.....		L.....
015351	10	9	ALEXION PHARMACEUTICALS INC.....		...04/24/2014	RW Baird.....			89.000	13,373	XXX.....		L.....
04338X	10	2	ARYZTA AG-UNSPON ADR.....	R.....	...05/14/2014	RW Baird.....			324.000	15,114	XXX.....		U.....
055622	10	4	BP PLC-SPONS ADR.....	R.....	...06/19/2014	RW Baird.....			107.000	5,637	XXX.....		L.....
09062X	10	3	BIOGEN IDEC INC.....		...04/09/2014	RW Baird.....			59.000	17,408	XXX.....		L.....
110448	10	7	BRITISH AMERICAN TOB-SP ADR.....	R.....	...05/06/2014	RW Baird.....			43.000	4,935	XXX.....		U.....
142795	20	2	CARLSBERG AS-B-SPON ADR.....	R.....	...06/19/2014	RW Baird.....			973.000	20,842	XXX.....		U.....
178787	10	7	CIVEO CORP.....		...06/03/2014	VARIOUS.....			1,060.000	23,063	XXX.....		L.....
20030N	10	1	COMCAST CORP-CLASS A.....		...04/22/2014	RW Baird.....			1,132.000	56,271	XXX.....		L.....
20825C	10	4	CONOCOPHILLIPS.....		...06/13/2014	RW Baird.....			60.000	4,984	XXX.....		L.....
25490A	30	9	DIRECTV.....		...05/27/2014	RW Baird.....			310.000	25,710	XXX.....		L.....
D17698	10	7	DEUTSCHE BANK AG-RTS.....	R.....	...06/11/2014	RW Baird.....			683.000		XXX.....		U.....
278642	10	3	EBAY INC.....		...06/13/2014	RW Baird.....			290.000	14,279	XXX.....		L.....
29082A	10	7	EMBRAER SA-ADR.....	R.....	...05/06/2014	RW Baird.....			289.000	10,072	XXX.....		L.....
38259P	50	8	GOOGLE INC-CL A.....		...04/03/2014	Unknown.....			97.000	31,249	XXX.....		L.....
38259P	70	6	GOOGLE INC-CL C.....		...04/03/2014	Unknown.....			97.000	31,171	XXX.....		L.....
43731T	10	2	HOME RETAIL GROUP-SPON ADR.....	R.....	...05/07/2014	RW Baird.....			1,260.000	17,010	XXX.....		U.....
46115H	10	7	INTESA SANPAOLO-SPON ADR.....	R.....	...06/19/2014	VARIOUS.....			1,267.000	25,168	XXX.....		U.....
46146L	10	1	INVESTORS BANCORP INC.....		...05/19/2014	RW Baird.....			1,530.000	15,951	XXX.....		L.....
46625H	10	0	JPMORGAN CHASE & CO.....		...06/06/2014	RW Baird.....			465.000	26,512	XXX.....		L.....
49989A	10	9	KOC HOLDING AS-UNSPON ADR.....	R.....	...06/19/2014	RW Baird.....			343.000	8,496	XXX.....		U.....
611740	10	1	MONSTER BEVERAGE CORP.....		...05/09/2014	RW Baird.....			233.000	15,318	XXX.....		L.....
63938C	10	8	NAVIENT CORP.....		...05/01/2014	Unknown.....			990.000	15,258	XXX.....		L.....
654744	40	8	NISSAN MOTOR CO LTD-SPON ADR.....	R.....	...05/02/2014	RW Baird.....			575.000	9,967	XXX.....		L.....
65535H	20	8	NOMURA HOLDINGS INC-ADR.....	R.....	...06/20/2014	RW Baird.....			3,372.000	23,823	XXX.....		L.....
678026	10	5	OIL STATES INTERNATIONAL INC.....		...06/03/2014	VARIOUS.....			390.000	22,284	XXX.....		L.....
69366X	10	0	BANK RAKYAT INDONESIA-UN ADR.....	R.....	...05/07/2014	RW Baird.....			349.000	6,088	XXX.....		U.....

SCHEDULE D - PART 3

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

1	2			3	4	5	6	7	8	9	10
CUSIP Identification	Description			Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
69367U 10 5	BANK MANDIRI TBK-UNSPON ADR.....			R.....	...05/07/2014	RW Baird.....	682.000	5,851	XXX.....	.....	U.....
69367X 10 9	ASTRA INTERNATIONAL-UNSP ADR.....			R.....	...06/19/2014	RW Baird.....	586.000	7,062	XXX.....	.....	U.....
698341 10 4	PANDORA A/S-UNSP ADR.....			R.....	...05/02/2014	RW Baird.....	604.000	10,228	XXX.....	.....	U.....
71654V 40 8	PETROLEO BRASILEIRO S.A.-ADR.....			R.....	...05/06/2014	RW Baird.....	703.000	10,860	XXX.....	.....	L.....
717081 10 3	PFIZER INC.....			.....	...06/13/2014	RW Baird.....	2,740.000	80,519	XXX.....	.....	L.....
740189 10 5	PRECISION CASTPARTS CORP.....			.....	...05/29/2014	RW Baird.....	76.000	19,122	XXX.....	.....	L.....
741503 40 3	PRICELINE GROUP INC/THE.....			.....	...06/27/2014	RW Baird.....	6.000	7,295	XXX.....	.....	L.....
75886F 10 7	REGENERON PHARMACEUTICALS.....			.....	...04/07/2014	RW Baird.....	22.000	6,376	XXX.....	.....	L.....
78442P 10 6	SLM CORP.....			.....	...05/30/2014	VARIOUS.....	3,450.000	29,658	XXX.....	.....	L.....
82481R 10 6	SHIRE PLC-ADR.....			R.....	...05/20/2014	RW Baird.....	106.000	17,787	XXX.....	.....	L.....
833792 10 4	SODEXO-SPONSORED ADR.....			R.....	...05/02/2014	RW Baird.....	117.000	12,788	XXX.....	.....	U.....
85771P 10 2	STATOIL ASA-SPON ADR.....			R.....	...06/19/2014	RW Baird.....	142.000	4,490	XXX.....	.....	L.....
867224 10 7	SUNCOR ENERGY INC.....			L.....	...06/16/2014	RW Baird.....	385.000	16,613	XXX.....	.....	L.....
872540 10 9	TJX COMPANIES INC.....			.....	...05/20/2014	RW Baird.....	198.000	10,841	XXX.....	.....	L.....
887228 10 4	TIME INC.....			.....	...06/09/2014	Unknown.....	173.000	3,284	XXX.....	.....	L.....
887317 30 3	TIME WARNER INC.....			.....	...06/09/2014	Unknown.....	1,384.000	76,238	XXX.....	.....	L.....
929352 10 2	WUXI PHARMATECH CAYMAN-ADR.....			R.....	...06/19/2014	RW Baird.....	232.000	7,671	XXX.....	.....	L.....
G45667 10 5	HOLLYSYS AUTOMATION TECHNOLO.....			R.....	...05/07/2014	RW Baird.....	444.000	9,365	XXX.....	.....	L.....
G97822 10 3	PERRIGO CO PLC.....			R.....	...06/26/2014	RW Baird.....	345.000	49,876	XXX.....	.....	L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....								925,024	XXX.....	0	XXX.....

Common Stocks - Mutual Funds											
78463X	75	6	SPDR S&P EMERGING MKTS SMALL.....		...06/23/2014	RW Baird.....	702.000	34,793	XXX		L.....
9299999. Total Common Stocks - Mutual Funds.....							34,793	XXX		0	XXX.....
9799997. Total Common Stocks - Part 3.....							959,817	XXX		0	XXX.....
9799999. Total Common Stocks.....							959,817	XXX		0	XXX.....
9899999. Total Preferred and Common Stocks.....							959,817	XXX		0	XXX.....
9999999. Total Bonds, Preferred and Common Stocks.....							2,451,917	XXX		3,819	XXX.....

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

QE04.1

SCHEDULE D - PART 4

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

1	2		3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
											11	12	13	14	15							
CUSIP Identification	Description		F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)
594918 10 4	MICROSOFT CORP.....		.....	06/13/2014	RW Baird.....	130.000	5,367	XXX.....	3,587	4,866	(1,279)	.....	.....	.....(1,279)	.....	.....3,587	.....	.....1,780	1,780	73	XXX...	L.....
63938C 10 8	NAVIENT CORP.....		.....	05/19/2014	RW Baird.....	990.000	15,694	XXX.....	15,258	.....	.....	.....	.....	.....0	.....	.....15,258	.....	.....436	436	.....	.....XXX...	L.....
678026 10 5	OIL STATES INTERNATIONAL INC.....		.....	06/02/2014	Unknown.....	220.000	20,478	XXX.....	20,478	22,378	(1,901)	.....	.....	.....(1,901)	.....	.....20,478	.....	.....	.....0	.....	.....XXX...	L.....
740189 10 5	PRECISION CASTPARTS CORP.....		.....	04/24/2014	RW Baird.....	37.000	9,539	XXX.....	6,473	9,964	(3,491)	.....	.....	.....(3,491)	.....	.....6,473	.....	.....3,066	3,066	1	XXX...	L.....
780087 10 2	ROYAL BANK OF CANADA.....		I.....	06/19/2014	RW Baird.....	141.000	9,767	XXX.....	7,346	9,479	(2,133)	.....	.....	.....(2,133)	.....	.....7,346	.....	.....2,421	2,421	151	XXX...	L.....
78442P 10 6	SLM CORP.....		.....	05/01/2014	Unknown.....	990.000	23,740	XXX.....	23,740	.....	.....	.....	.....	.....0	.....	.....23,740	.....	.....	.....0	149	XXX...	L.....
80585Y 30 8	SBERBANK-SPONSORED ADR.....		R.....	05/07/2014	RW Baird.....	2,010.000	18,496	XXX.....	26,313	25,266	1,047	.....	.....	.....1,047	.....	.....26,313	.....	.....(7,817)	(7,817)	.....	.....XXX...	U.....
82481R 10 6	SHIRE PLC-ADR.....		R.....	04/08/2014	.....	.....	.....	.....XXX.....	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....	.....0	5	XXX...	L.....
83175M 20 5	SMITH & NEPHEW PLC -SPON ADR.....		R.....	06/19/2014	RW Baird.....	101.000	9,148	XXX.....	7,462	.....	.....	.....	.....	.....0	.....	.....7,462	.....	.....1,686	1,686	84	XXX...	L.....
84265V 10 5	SOUTHERN COPPER CORP.....		R.....	06/19/2014	RW Baird.....	249.000	7,382	XXX.....	7,063	7,149	(85)	.....	.....	.....(85)	.....	.....7,063	.....	.....318	318	55	XXX...	L.....
870123 10 6	SWATCH GROUP AG/THE-UNSP ADR.....		R.....	06/06/2014	RW Baird.....	411.000	12,080	XXX.....	13,555	13,645	(91)	.....	.....	.....(91)	.....	.....13,555	.....	.....(1,474)	(1,474)	102	XXX...	U.....
887228 10 4	TIME INC.....		.....	06/11/2014	RW Baird.....	173.000	3,921	XXX.....	3,284	.....	.....	.....	.....	.....0	.....	.....3,284	.....	.....638	638	.....	.....XXX...	L.....
887317 30 3	TIME WARNER INC.....		.....	06/09/2014	Unknown.....	1,384.000	79,521	XXX.....	79,521	96,492	(16,971)	.....	.....	.....(16,971)	.....	.....79,521	.....	.....	.....0	879	XXX...	L.....
892331 30 7	TOYOTA MOTOR CORP -SPON ADR.....		R.....	06/30/2014	RW Baird.....	147.000	16,006	XXX.....	14,020	17,922	(3,902)	.....	.....	.....(3,902)	.....	.....14,020	.....	.....1,985	1,985	243	XXX...	L.....
91913Y 10 0	VALERO ENERGY CORP.....		.....	06/18/2014	RW Baird.....	280.000	15,577	XXX.....	11,391	14,112	(2,721)	.....	.....	.....(2,721)	.....	.....11,391	.....	.....4,186	4,186	140	XXX...	L.....
92343V 10 4	VERIZON COMMUNICATIONS INC.....		.....	05/01/2014	RW Baird.....	1.001	47	XXX.....	48	.....	.....	.....	.....	.....0	.....	.....48	.....	.....(1)	(1)	1	XXX...	L.....
92857W 30 8	VODAFONE GROUP PLC-SP ADR.....		F.....	06/16/2014	RW Baird.....	624.996	20,549	XXX.....	31,772	45,042	(13,270)	.....	.....	.....(13,270)	.....	.....31,772	.....	.....(11,223)	(11,223)	20,821	XXX...	L.....
94876Q 10 6	WEIR GROUP PLC/THE -UNSP ADR.....		R.....	06/16/2014	RW Baird.....	485.000	10,791	XXX.....	9,070	8,736	334	.....	.....	.....334	.....	.....9,070	.....	.....1,721	1,721	121	XXX...	U.....
988498 10 1	YUM! BRANDS INC.....		.....	05/02/2014	RW Baird.....	88.000	6,719	XXX.....	5,604	6,654	(1,049)	.....	.....	.....(1,049)	.....	.....5,604	.....	.....1,114	1,114	65	XXX...	L.....
H8817H 10 0	TRANSOCEAN LTD.....		R.....	05/20/2014	RW Baird.....	307.000	12,673	XXX.....	12,875	15,172	(2,297)	.....	.....	.....(2,297)	.....	.....12,875	.....	.....(202)	(202)	172	XXX...	L.....
H89231 33 8	UBS AG-REG.....		R.....	05/06/2014	RW Baird.....	450.000	9,413	XXX.....	8,859	8,663	197	.....	.....	.....197	.....	.....8,859	.....	.....554	554	.....	.....XXX...	U.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....							1,010,440	XXX.....	859,135	1,023,784	(242,244)	0	0	(242,244)	0	859,135	0	151,305	151,305	30,191	XXX...	XXX...
Common Stocks - Mutual Funds																						
97717W 85 1	WISDOMTREE JAPAN HEDGED EQ.....		.....	06/27/2014	RW Baird.....	936.000	46,340	XXX.....	44,462	47,586	(3,124)	.....	.....	.....(3,124)	.....	.....44,462	.....	.....1,879	1,879	511	XXX...	L.....
9299999. Total Common Stocks - Mutual Funds.....							46,340	XXX.....	44,462	47,586	(3,124)	0	0	(3,124)	0	44,462	0	1,879	1,879	511	XXX...	XXX...
9799997 Total Common Stocks - Part 4.....							1,056,780	XXX.....	903,597	1,071,371	(245,368)	0	0	(245,368)	0	903,597	0	153,184	153,184	30,701	XXX...	XXX...
9799999. Total Common Stocks.....							1,056,780	XXX.....	903,597	1,071,371	(245,368)	0	0	(245,368)	0	903,597	0	153,184	153,184	30,701	XXX...	XXX...
9899999. Total Preferred and Common Stocks.....							1,056,780	XXX.....	903,597	1,071,371	(245,368)	0	0	(245,368)	0	903,597	0	153,184	153,184	30,701	XXX...	XXX...
9999999. Total Bonds, Preferred and Common Stocks.....							2,376,780	XXX.....	2,282,543	1,898,442	(245,368)	(7,072)	0	(252,440)	0	2,223,597	0	153,184	153,184	44,958	XXX...	XXX...

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....10.

QE05.1

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	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Bank of America - Checking..... Sacramento, CA.....					1,182,677	(1,797,037)	1,745,574	XXX..
Robert Baird & Co. Roseville, CA.....					140,045	189,646	224,817	XXX..
Wells Fargo Advisors Folsom, CA.....						6,653	6,993	XXX..
Wells Fargo Institutional..... Sacramento, CA.....								XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	0	0	1,322,722	(1,600,738)	1,977,384	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	0	0	1,322,722	(1,600,738)	1,977,384	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	0	0	1,322,722	(1,600,738)	1,977,384	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE