

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	16,163,436		16,163,436	14,619,105
2. Stocks (Schedule D):				
2.1 Preferred stocks.....	.21,463		.21,463	29,463
2.2 Common stocks.....	15,571,187		15,571,187	13,454,582
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	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 (\$....10,366,747, Schedule E-Part 1), cash equivalents (\$.....0, Schedule E-Part 2) and short-term investments (\$....7,037,214, Schedule DA).....	17,403,961		17,403,961	16,329,607
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives (Schedule DB).....			0	
8. Other invested assets (Schedule BA).....	.3,800,037	.3,800,037	0	
9. Receivables for securities.....	.19,917		.19,917	.5,949
10. Securities lending reinvested collateral assets (Schedule DL).....			0	
11. Aggregate write-ins for invested assets.....	.0	.0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	52,980,001	.3,800,037	.49,179,964	.47,300,468
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	.88,899		.88,899	.113,832
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	.1,926,107	.25,441	.1,900,666	.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.....	.3,164,587	.10,866	.3,153,721	.3,005,729
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....			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).....			0	.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.....	.0	.0	0	.2,833,117
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	.58,159,594	.3,836,344	.54,323,250	.55,859,229
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. TOTALS (Lines 26 and 27).....	.58,159,594	.3,836,344	.54,323,250	.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. Other Receivables.....			0	.2,833,117
2502.			0	
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).....	.0	.0	0	.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).....	4,536,199		4,536,199	4,450,427
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	50,956		50,956	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.....	586,221		586,221	356,583
9. General expenses due or accrued.....	58,612		58,612	3,450,847
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)).....	1,128,698		1,128,698	184,201
10.2 Net deferred tax liability.....	651,787		651,787	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.....	35		35	232,903
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	1,182,315		1,182,315	5,424,544
16. Derivatives.....			0	
17. Payable for securities.....	75,682		75,682	9,426
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized and \$.....0 certified 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.....	581,429		581,429	593,066
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	1,017,908	0	1,017,908	990,074
24. Total liabilities (Lines 1 to 23).....	9,869,842	0	9,869,842	15,997,774
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	1,901,411	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	42,051,997	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	44,453,408	39,861,455
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	54,323,250	55,859,229

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued.....	.955,529		955,529	.934,258
2302. Escheatable checks.....	62,379		62,379	.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).....	1,017,908	0	1,017,908	990,074
2501. Section 9010 ACA Fee.....	XXX	XXX	1,901,411	
2502.	XXX	XXX		
2503.	XXX	XXX		
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	1,901,411	.0
3001. Statutory Reserve.....	XXX	XXX	500,000	.500,000
3002.	XXX	XXX		
3003.	XXX	XXX		
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		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months.....	XXX.....	15,860,602	15,139,969
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	94,597,559	90,534,630
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....		
4. Fee-for-service (net of \$....14,809,163 medical expenses).....	XXX.....	2,971,327	2,419,158
5. Risk revenue.....	XXX.....	330,709	138,340
6. Aggregate write-ins for other health care related revenues.....	XXX.....	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	97,899,595	93,092,128
Hospital and Medical:			
9. Hospital/medical benefits.....			
10. Other professional services.....		75,489,530	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
15. Incentive pool, withhold adjustments and bonus amounts.....			
16. Subtotal (Lines 9 to 15).....	0	75,489,530	72,422,560
Less:			
17. Net reinsurance recoveries.....			
18. Total hospital and medical (Lines 16 minus 17).....	0	75,489,530	72,422,560
19. Non-health claims (net).....			
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		1,014,270	912,688
21. General administrative expenses.....		12,191,067	9,168,130
22. Increase in reserves for life and accident and health contracts including \$.....0 increase in reserves for life only).....			
23. Total underwriting deductions (Lines 18 through 22).....	0	88,694,867	82,503,378
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	9,204,728	10,588,750
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		670,768	663,728
26. Net realized capital gains or (losses) less capital gains tax of \$....201,848.....		374,860	536,901
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	1,045,628	1,200,629
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$....5,549)].		(5,549)	(7,023)
29. Aggregate write-ins for other income or expenses.....	0	(4,117,810)	(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.....	6,126,997	9,892,048
31. Federal and foreign income taxes incurred.....	XXX.....	3,665,997	2,986,255
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	2,461,000	6,905,793

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
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX.....	0	0
0701.....	XXX.....		
0702.....	XXX.....		
0703.....	XXX.....		
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX.....	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX.....	0	0
1401.....			
1402.....			
1403.....			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0
2901. Lab expenses.....		(49,632,437)	(36,431,387)
2902. Lab Revenue.....		45,514,627	34,541,079
2903.....			
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	(4,117,810)	(1,890,308)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year	2 Prior Year
33. Capital and surplus prior reporting period.....	39,861,455	33,892,404
34. Net income or (loss) from Line 32.....	2,461,000	6,905,793
35. Change in valuation basis of aggregate policy and claim reserves.....		1,508,285
36. Change in net unrealized capital gains and (losses) less capital gains tax of \$....15,176.....	28,186	1,309,980
37. Change in net unrealized foreign exchange capital gain or (loss).....		
38. Change in net deferred income tax.....	(2,219,020)	1,796,237
39. Change in nonadmitted assets.....	11,121,787	(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.....	(6,800,000)	(4,200,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	4,591,953	5,969,051
49. Capital and surplus end of reporting period (Line 33 plus 48).....	44,453,408	39,861,455

DETAILS OF WRITE-INS

4701.		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	94,755,750	91,180,599
2. Net investment income.....	881,550	949,356
3. Miscellaneous income.....	3,302,036	2,557,498
4. Total (Lines 1 through 3).....	98,939,336	94,687,453
5. Benefit and loss related payments.....	75,403,758	72,562,303
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	20,867,126	10,757,648
7. Commissions, expenses paid and aggregate write-ins for deductions.....	.....	.....
8. Dividends paid to policyholders.....	.....	.....
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	2,923,348	5,031,107
10. Total (Lines 5 through 9).....	99,194,232	88,351,058
11. Net cash from operations (Line 4 minus Line 10).....	(254,896)	6,336,395
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:	.....	.....
12.1 Bonds.....	5,070,000	1,662,152
12.2 Stocks.....	5,004,383	8,716,655
12.3 Mortgage loans.....	.....	.....
12.4 Real estate.....	2,781,250	.....
12.5 Other invested assets.....	2,890,096	2,763,157
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	.....	.....
12.7 Miscellaneous proceeds.....	66,256	771
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	15,811,985	13,142,735
13. Cost of investments acquired (long-term only):	.....	.....
13.1 Bonds.....	6,719,665	4,397,384
13.2 Stocks.....	6,492,920	9,099,992
13.3 Mortgage loans.....	.....	.....
13.4 Real estate.....	.....	.....
13.5 Other invested assets.....	.....	.....
13.6 Miscellaneous applications.....	13,968	12,458
13.7 Total investments acquired (Lines 13.1 to 13.6).....	13,226,553	13,509,833
14. Net increase (decrease) in contract loans and premium notes.....	.....	.....
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	2,585,432	(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.....	6,800,000	4,200,000
16.6 Other cash provided (applied).....	5,543,817	1,703,789
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(1,256,183)	(2,496,211)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	1,074,353	3,473,085
19. Cash, cash equivalents and short-term investments:	.....	.....
19.1 Beginning of year.....	16,329,607	12,856,522
19.2 End of year (Line 18 plus Line 19.1).....	17,403,961	16,329,607

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

20,0001
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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	2 Comprehensive (Hospital and Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plans	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Net premium income.....	94,597,559				94,597,559					
2. Change in unearned premium reserves and reserve for rate credit.....	0									
3. Fee-for-service (net of \$....14,809,163 medical expenses).....	2,971,327				2,971,327					XXX.
4. Risk revenue.....	330,709				330,709					XXX.
5. Aggregate write-ins for other health care related revenues.....	0	0	0	0	0	0	0	0	0	XXX.
6. Aggregate write-ins for other non-health care related revenues	0	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	0
7. Total revenues (Lines 1 to 6).....	97,899,595	0	0	0	97,899,595	0	0	0	0	0
8. Hospital/medical benefits.....	0									XXX.
9. Other professional services.....	75,489,530				75,489,530					XXX.
10. Outside referrals.....	0									XXX.
11. Emergency room and out-of-area.....	0									XXX.
12. Prescription drugs.....	0									XXX.
13. Aggregate write-ins for other hospital and medical.....	0	0	0	0	0	0	0	0	0	XXX.
14. Incentive pool, withhold adjustments and bonus amounts.....	0									XXX.
15. Subtotal (Lines 8 to 14).....	75,489,530	0	0	0	75,489,530	0	0	0	0	XXX.
16. Net reinsurance recoveries.....	0									XXX.
17. Total hospital and medical (Lines 15 minus 16).....	75,489,530	0	0	0	75,489,530	0	0	0	0	XXX.
18. Non-health claims (net).....	0	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	
19. Claims adjustment expenses including \$....0 cost containment expenses.....	1,014,270				929,482				84,788	
20. General administrative expenses.....	12,191,067				11,174,849				1,016,218	
21. Increase in reserves for accident and health contracts.....	0									XXX.
22. Increase in reserve for life contracts.....	0	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	XXX.	
23. Total underwriting deductions (Lines 17 to 22).....	88,694,867	0	0	0	87,593,861	0	0	0	1,101,006	
24. Net underwriting gain or (loss) (Line 7 minus Line 23).....	9,204,728	0	0	0	10,305,734	0	0	0	(1,101,006)	0

DETAILS OF WRITE-INS

UNDERWRITING AND INVESTMENT EXHIBIT**PART 1 - PREMIUMS**

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical).....				0
2. Medicare supplement.....				0
3. Dental only.....				0
4. Vision only.....	94,597,559			94,597,559
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 through 8).....	94,597,559	0	0	94,597,559
10. Life.....				0
11. Property/casualty.....				0
12. Totals (Lines 9 to 11).....	94,597,559	0	0	94,597,559

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2 - CLAIMS INCURRED DURING THE YEAR**

	1 Total	2 Comprehensive (Hospital and Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct	75,403,758					75,403,758				
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	0									
1.4 Net	75,403,758	0	0	0	75,403,758	0	0	0	0	0
2. Paid medical incentive pools and bonuses	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	4,536,199					4,536,199				
3.2 Reinsurance assumed	0									
3.3 Reinsurance ceded	0									
3.4 Net	4,536,199	0	0	0	4,536,199	0	0	0	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	0									
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0									
4.4 Net	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	0									
6. Net healthcare receivables (a)	0									
7. Amounts recoverable from reinsurers December 31, current year	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	4,450,427					4,450,427				
8.2 Reinsurance assumed	0									
8.3 Reinsurance ceded	0									
8.4 Net	4,450,427	0	0	0	4,450,427	0	0	0	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	0									
9.2 Reinsurance assumed	0									
9.3 Reinsurance ceded	0									
9.4 Net	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	0									
11. Amounts recoverable from reinsurers December 31, prior year	0									
12. Incurred benefits:										
12.1 Direct	75,489,530	0	0	0	75,489,530	0	0	0	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
12.4 Net	75,489,530	0	0	0	75,489,530	0	0	0	0	0
13. Incurred medical incentive pools and bonuses	0	0	0	0	0	0	0	0	0	0

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Medical and Hospital)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in process of adjustment:										
1.1 Direct.....	944,631					944,631				
1.2 Reinsurance assumed.....	0									
1.3 Reinsurance ceded.....	0									
1.4 Net.....	944,631	0	0	0	944,631	0	0	0	0	0
2. Incurred but unreported:										
2.1 Direct.....	3,591,568					3,591,568				
2.2 Reinsurance assumed.....	0									
2.3 Reinsurance ceded.....	0									
2.4 Net.....	3,591,568	0	0	0	3,591,568	0	0	0	0	0
3. Amounts withheld from paid claims and capitations:										
3.1 Direct.....	0									
3.2 Reinsurance assumed.....	0									
3.3 Reinsurance ceded.....	0									
3.4 Net.....	0	0	0	0	0	0	0	0	0	0
4. Totals:										
4.1 Direct.....	4,536,199	0	0	0	4,536,199	0	0	0	0	0
4.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
4.4 Net.....	4,536,199	0	0	0	4,536,199	0	0	0	0	0

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE**

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		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.....	3,795,820	71,607,938		4,536,199	3,795,820	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).....	3,795,820	71,607,938	0	4,536,199	3,795,820	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).....	3,795,820	71,607,938	0	4,536,199	3,795,820	4,450,427

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

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS**

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	66,604	66,604	66,604	66,604	66,604
2. 2010.....	62,826	66,694	66,694	66,694	66,694
3. 2011.....	XXX	64,348	68,275	68,275	68,275
4. 2012.....	XXX	XXX	68,046	71,921	71,921
5. 2013.....	XXX	XXX	XXX	68,687	72,483
6. 2014.....	XXX	XXX	XXX	XXX	71,608

SECTION B - INCURRED HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	66,604	66,604	66,604	66,604	66,604
2. 2010.....	66,761	66,694	66,694	66,694	66,694
3. 2011.....	XXX	68,743	68,275	68,275	68,275
4. 2012.....	XXX	XXX	72,636	71,921	71,921
5. 2013.....	XXX	XXX	XXX	73,138	72,483
6. 2014.....	XXX	XXX	XXX	XXX	76,144

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - GRAND TOTAL

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expense	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2010.....	.77,598	66,694	.122	.0.2	66,816	.86.1			66,816	.86.1
2. 2011.....	.81,906	68,275	.823	.1.2	69,098	.84.4			69,098	.84.4
3. 2012.....	.87,674	71,921	.721	.1.0	72,642	.82.9			72,642	.82.9
4. 2013.....	.90,535	72,483	.979	.1.4	73,462	.81.1			73,462	.81.1
5. 2014.....	.94,598	71,608	.1,107	.1.5	72,715	.76.9	4,536	51	77,302	.81.7

12.GT

U & I Ex.-Pt.2C-Sn A-Paid Claims-Hospital & Medical
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Hospital & Medical
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Hospital & Medical
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare Supp.
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare Supp.
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare Supp.
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Dental
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Dental
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Dental
NONE

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS**

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - VISION ONLY

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	66,604	66,604	66,604	66,604	66,604
2. 2010.....	62,826	66,694	66,694	66,694	66,694
3. 2011.....	XXX.....	64,348	68,275	68,275	68,275
4. 2012.....	XXX.....	XXX.....	68,046	71,921	71,921
5. 2013.....	XXX.....	XXX.....	XXX.....	68,687	72,483
6. 2014.....	XXX.....	XXX.....	XXX.....	XXX.....	71,608

SECTION B - INCURRED HEALTH CLAIMS - VISION ONLY

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior.....	66,604	66,604	66,604	66,604	66,604
2. 2010.....	66,761	66,694	66,694	66,694	66,694
3. 2011.....	XXX.....	68,743	68,275	68,275	68,275
4. 2012.....	XXX.....	XXX.....	72,636	71,921	71,921
5. 2013.....	XXX.....	XXX.....	XXX.....	73,138	72,483
6. 2014.....	XXX.....	XXX.....	XXX.....	XXX.....	76,144

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - VISION ONLY

Years in Which Premiums were Earned and Claims were Incurred	1	2	3	4	5	6	7	8	9	10
	Premiums Earned	Claim Payments	Claim Adjustment Expense Payments	Percent (Col. 3/2)	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	Percent (Col. 5/1)	Claims Unpaid	Unpaid Claim Adjustment Expenses	Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	Percent (Col. 9/1)
1. 2010.....	77,598	66,694	122	0.2	66,816	86.1			66,816	86.1
2. 2011.....	81,906	68,275	823	1.2	69,098	84.4			69,098	84.4
3. 2012.....	87,674	71,921	721	1.0	72,642	82.9			72,642	82.9
4. 2013.....	90,535	72,483	979	1.4	73,462	81.1			73,462	81.1
5. 2014.....	94,598	71,608	1,107	1.5	72,715	76.9	4,536	51	77,302	81.7

12.VO

U & I Ex.-Pt.2C-Sn A-Paid Claims-Fed Emp Health
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Fed Emp Health
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Fed Emp Health
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicaid
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicaid
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicaid
NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Other
NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Other
NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Other
NONE

U & I Ex.-Pt.2D
NONE

UNDERWRITING AND INVESTMENT EXHIBIT**PART 3 - ANALYSIS OF EXPENSES**

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building).....		52,530	472,769		525,299
2. Salaries, wages and other benefits.....		837,062	7,523,724	9,832	8,370,618
3. Commissions (less \$.....0 ceded plus \$.....0 assumed).....			1,737,769		1,737,769
4. Legal fees and expenses.....					0
5. Certifications and accreditation fees.....					0
6. Auditing, actuarial and other consulting services.....		32,626	299,404		332,030
7. Traveling expenses.....		27,413	246,718		274,131
8. Marketing and advertising.....		88,701	798,311		887,012
9. Postage, express and telephone.....		24,491	220,420		244,911
10. Printing and office supplies.....		10,400	93,599		103,999
11. Occupancy, depreciation and amortization.....		69,864	628,778	3,270	701,912
12. Equipment.....		64,628	578,385		643,013
13. Cost or depreciation of EDP equipment and software.....					0
14. Outsourced services including EDP, claims, and other services.....		79,377	714,392		793,769
15. Boards, bureaus and association fees.....		13,230	119,068		132,298
16. Insurance, except on real estate.....		5,325	47,929		53,254
17. Collection and bank service charges.....					0
18. Group service and administration fees.....					0
19. Reimbursements by uninsured plans.....					0
20. Reimbursements from fiscal intermediaries.....		(321,584)	(3,869,454)		(4,191,038)
21. Real estate expenses.....					0
22. Real estate taxes.....					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....					0
23.2 State premium taxes.....			954,943		954,943
23.3 Regulatory authority licenses and fees.....			53,737		53,737
23.4 Payroll taxes.....					0
23.5 Other (excluding federal income and real estate taxes).....			1,298,719		1,298,719
24. Investment expenses not included elsewhere.....					0
25. Aggregate write-ins for expenses.....	0	30,206	271,856	0	302,062
26. Total expenses incurred (Lines 1 to 25).....	0	1,014,269	12,191,067	13,102	(a).....13,218,438
27. Less expenses unpaid December 31, current year.....		50,956	58,612		109,568
28. Add expenses unpaid December 31, prior year.....		54,866	3,450,846		3,505,712
29. Amounts receivable relating to uninsured plans, prior year.....		3,006,105			3,006,105
30. Amounts receivable relating to uninsured plans, current year.....		3,164,587			3,164,587
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30).....	0	1,176,661	15,583,301	13,102	16,773,064

DETAILS OF WRITE-INS

2501. Other expenses.....		30,206	271,856		302,062
2502.					0
2503.					0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. TOTALS (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	30,206	271,856	0	302,062

(a) Includes management fees of \$....13,358,538 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....5,791	.....5,791
1.1 Bonds exempt from U.S. tax.....	(a).....	.....
1.2 Other bonds (unaffiliated).....	(a).....233,641	.....208,140
1.3 Bonds of affiliates.....	(a).....	.....
2.1 Preferred stocks (unaffiliated).....	(b).....686	.....686
2.11 Preferred stocks of affiliates.....	.....	.....
2.2 Common stocks (unaffiliated).....	.....402,649	.....403,300
2.21 Common stocks of affiliates.....	.....	.....
3. Mortgage loans.....	(c).....	.....
4. Real estate.....	(d).....	.....
5. Contract loans.....	.....	.....
6. Cash, cash equivalents and short-term investments.....	(e).....1,496	.....1,421
7. Derivative instruments.....	(f).....	.....
8. Other invested assets.....	.....	.....
9. Aggregate write-ins for investment income.....	.....266,851	.....266,852
10. Total gross investment income.....	.....911,113	.....886,190
11. Investment expenses.....	(g).....13,102	.....
12. Investment taxes, licenses and fees, excluding federal income taxes.....	(g).....	.....
13. Interest expense.....	(h).....	.....
14. Depreciation on real estate and other invested assets.....	(i).....80,514	.....
15. Aggregate write-ins for deductions from investment income.....	.....	.....121,806
16. Total deductions (Lines 11 through 15).....	.....	.....215,422
17. Net investment income (Line 10 minus Line 16).....	.....	.....670,768

DETAILS OF WRITE-INS

0901. Interest on Intercompany Loans.....	.....266,851	.....266,852
0902. ....	.....	.....
0903. ....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....266,851	.....266,852
1501. Equity Management fee.....	.....	.....121,806
1502. ....	.....	.....
1503. ....	.....	.....
1598. Summary of remaining write-ins for Line 15 from overflow page.....	.....0	.....0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above).....	.....	.....121,806

(a) Includes \$....7,731 accrual of discount less \$....113,066 amortization of premium and less \$....10,402 paid for accrued interest on purchases.

(b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.

(c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.

(d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.

(e) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.

(f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.

(g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.

(h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.

(i) Includes \$....80,514 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....	.....	.....	.....0	.....	.....
1.1 Bonds exempt from U.S. tax.....	.....	.....	.....0	.....	.....
1.2 Other bonds (unaffiliated).....	.....	.....	.....0	.....	.....
1.3 Bonds of affiliates.....	.....	.....	.....0	.....	.....
2.1 Preferred stocks (unaffiliated).....	.....(4,604)	.....	.....(4,604)	.....(235)	.....
2.11 Preferred stocks of affiliates.....	.....	.....	.....0	.....	.....
2.2 Common stocks (unaffiliated).....	.....581,312	.....	.....581,312	.....43,596	.....
2.21 Common stocks of affiliates.....	.....	.....	.....0	.....	.....
3. Mortgage loans.....	.....	.....	.....0	.....	.....
4. Real estate.....	.....	.....	.....0	.....	.....
5. Contract loans.....	.....	.....	.....0	.....	.....
6. Cash, cash equivalents and short-term investments.....	.....	.....	.....0	.....	.....
7. Derivative instruments.....	.....	.....	.....0	.....	.....
8. Other invested assets.....	.....	.....	.....0	.....	.....
9. Aggregate write-ins for capital gains (losses).....	.....0	.....0	.....0	.....0	.....0
10. Total capital gains (losses).....	.....576,708	.....0	.....576,708	.....43,360	.....0

DETAILS OF WRITE-INS

0901. ....	.....	.....	.....0	.....	.....
0902. ....	.....	.....	.....0	.....	.....
0903. ....	.....	.....	.....0	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0	.....0	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0	.....0	.....0	.....0

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....			0
2. Stocks (Schedule D):			0
2.1 Preferred stocks.....			0
2.2 Common stocks.....			0
3. Mortgage loans on real estate (Schedule B):			0
3.1 First liens.....			0
3.2 Other than first liens.....			0
4. Real estate (Schedule A):			0
4.1 Properties occupied by the company.....			0
4.2 Properties held for the production of income.....			0
4.3 Properties held for sale.....			0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			0
6. Contract loans.....			0
7. Derivatives (Schedule DB).....			0
8. Other invested assets (Schedule BA).....	3,800,037	6,690,133	2,890,096
9. Receivables for securities.....			0
10. Securities lending reinvested collateral assets (Schedule DL).....			0
11. Aggregate write-ins for invested assets.....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	3,800,037	6,690,133	2,890,096
13. Title plants (for Title insurers only).....			0
14. Investment income due and accrued.....			0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	.25,441	3,948	(21,493)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			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.....	10,866	.376	(10,490)
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0
18.2 Net deferred tax asset.....		1,833,246	1,833,246
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.....		6,288,238	6,288,238
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0
23. Receivables from parent, subsidiaries and affiliates.....			0
24. Health care and other amounts receivable.....			0
25. Aggregate write-ins for other than invested assets.....	0	142,190	142,190
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	3,836,344	14,958,131	11,121,787
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0
28. TOTALS (Lines 26 and 27).....	3,836,344	14,958,131	11,121,787

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
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0
2501. Prepaid Expenses.....		.70,089	.70,089
2502. Other Receivables.....		.72,101	.72,101
2503.			0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	142,190	142,190

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health maintenance organizations.....						
2. Provider service organizations.....						
3. Preferred provider organizations.....						
4. Point of service.....						
5. Indemnity only.....						
6. Aggregate write-ins for other lines of business.....	1,264,709	1,325,135	1,314,781	1,315,820	1,321,581	15,860,602
7. Total.....	1,264,709	1,325,135	1,314,781	1,315,820	1,321,581	15,860,602

DETAILS OF WRITE-INS

0601. Vision only.....	1,264,709	1,325,135	1,314,781	1,315,820	1,321,581	15,860,602
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	0	0	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	1,264,709	1,325,135	1,314,781	1,315,820	1,321,581	15,860,602

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 & 3)	OH	2,461,000	6,905,793
(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	2,461,000	6,905,793
SURPLUS			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	44,453,408	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	44,453,408	39,861,455

B. Use of Estimates in the Preparation of the Financial Statement

The preparation of financial statements in conformity with the Annual Statement Instructions and Accounting Practices and Procedures manual requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

C. Accounting Policy

Premiums are recognized over the period of coverage and are generally based on the number of eligible participants. Receivables and related premiums are estimated based on the most recent eligibility received from clients under the program. Net revenue relating to uninsured plans is recorded as an offset to claims adjustment expenses and general administrative expenses. In addition, the Company uses the following accounting policies:

1. Short-term Investments: Short-term investments are stated at amortized cost.
2. Bonds: Bonds are stated at amortized cost using the interest method.
3. Stocks: Stocks are stated at market value.
4. Preferred Stock: Preferred stocks are stated at market value.
5. Mortgage Loans: The Company has no mortgaged loans.
6. Loan-backed Securities: The Company has no loan-backed securities.
7. Investments in Subsidiaries: The Company has no investments in subsidiaries.
8. Investments in Joint Ventures, Partnerships and Limited Liability Companies: The Company has no investments in Joint Ventures, Partnerships and Limited Liability Companies.
9. Derivatives: The Company has no derivatives.
10. Premium Deficiency Calculation: The Company does not utilize anticipated investment income as a factor in the calculation of premium deficiency.
11. Liabilities for Claims Unpaid and Related Expenses: Claims unpaid and related expenses represent the estimated liability for claims reported to the Company, claims incurred but not yet reported and unpaid claims adjustment expenses.
12. The Company has not modified its capitalization policy from the prior period.
13. The Company has no pharmaceutical rebate receivables.

NOTE 2 – ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

There were no material changes in accounting principles and/or correction of errors.

NOTE 3 – BUSINESS COMBINATIONS AND GOODWILL

The Company has no business combinations or goodwill.

NOTE 4 – DISCONTINUED OPERATIONS

The Company has no discontinued operations.

NOTES TO FINANCIAL STATEMENTS**NOTE 5 – INVESTMENTS**

- A. Mortgage Loans, including Mezzanine Real Estate Loans - The Company has no mortgaged loans.
- B. Debt Restructuring - The Company has no restructured debt.
- C. Reverse Mortgages - The Company has no reverse mortgages.
- D. Loan-Backed Securities - The Company does not hold any loan-backed securities.
- E. Repurchase Agreements and/or Securities Lending Transactions - The Company has no repurchase agreements or securities lending transactions.
- F. Real Estate - The Company owns no real estate.
- G. Investments in Low-Income Housing Trade Credits (LIHTC) - The Company has no LIHTC
- H. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	1	2	3	4	5	6
	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Additional Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown					0.000	0.000
b. Collateral held under security lending arrangements					0.000	0.000
c. Subject to repurchase agreements					0.000	0.000
d. Subject to reverse repurchase agreements					0.000	0.000
e. Subject to dollar repurchase agreements					0.000	0.000
f. Subject to dollar reverse repurchase agreements					0.000	0.000
g. Placed under option contracts					0.000	0.000
h. Letter stock or securities restricted as to sale-excluding FHLB capital stock					0.000	0.000
i. LFHLB capital stock					0.000	0.000
j. On deposit with states	150,026	150,235	(209)	150,026	0.258	0.276
k. On deposit with other regulatory bodies					0.000	0.000
l. Pledged as collateral to FHLB (including assets backing funding agreements)					0.000	0.000
m. Pledged as collateral not captured in other categories					0.000	0.000
n. Other restricted assets					0.000	0.000
o. Total Restricted Assets	150,026	150,235	(209)	150,026	0.258	0.276

- (a) Subset of column 1
- (b) Subset of column 3

(2) Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, are Reported in the Aggregate)

Not applicable.

(3) Detail of Other Restricted Assets (Contracts that Share Similar Characteristics, such as Reinsurance and Derivatives, are Reported in the Aggregate)

Not applicable.

- I. Working Capital Finance Investments - The Company has no working capital finance investments.

- J. Offsetting and Netting of Assets and Liabilities - The Company does not offset derivative, repurchase and reverse repurchase and securities borrowing and lending assets and liabilities.

- K. Structured Notes - The Company has no structured notes.

NOTE 6 – JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

The Company has no joint ventures, partnerships or limited liability companies.

NOTE 7 – INVESTMENT INCOME

The Company has not excluded any investment income.

NOTE 8 – DERIVATIVE INSTRUMENTS

The Company has no derivative instruments.

NOTES TO FINANCIAL STATEMENTS**NOTE 9 – INCOME TAXES**

A. Deferred Tax Assets/(Liabilities)

1. Components of Net Deferred Tax Asset/(Liability)

	2014			2013			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Gross deferred tax assets	512,470	50,781	563,251	2,730,476	51,795	2,782,271	(2,218,006)	(1,014)	(2,219,020)
b. Statutory valuation allowance adjustment									
c. Adjusted gross deferred tax assets (1a-1b)	512,470	50,781	563,251	2,730,476	51,795	2,782,271	(2,218,006)	(1,014)	(2,219,020)
d. Deferred tax assets nonadmitted				1,833,246		1,833,246	(1,833,246)		(1,833,246)
e. Subtotal net admitted deferred tax asset (1c-1d)	512,470	50,781	563,251	897,230	51,795	949,025	(384,760)	(1,014)	(385,774)
f. Deferred tax liabilities		1,215,038	1,215,038		1,199,862	1,199,862		15,176	15,176
g. Net admitted deferred tax assets/(net deferred tax liability) (1e-1f)	512,470	(1,164,257)	(651,787)	897,230	(1,148,067)	(250,837)	(384,760)	(16,190)	(400,950)

2. Admission Calculation Components

	2014			2013			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	512,470	50,781	563,251	897,230		897,230	(384,760)	50,781	(333,979)
b. Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation. (The lesser of 2(b)1 and 2(b)2 below:									
Adjusted gross deferred tax assets expected to be realized following the balance sheet date									
Adjusted gross deferred tax assets allowed per limitation threshold			6,668,011			5,979,218			688,793
c. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities					51,795	51,795		(51,795)	(51,795)
d. Deferred tax assets admitted as the result of application of SSAP 101.									
Total (2(a)+2(b)+2(c))	512,470	50,781	563,251	897,230	51,795	949,025	(384,760)	(1,014)	(385,774)

3. Other Admissibility Criteria

		2014	2013
a. Ratio percentage used to determine recovery period and threshold limitation amount		1,533,000	1,425,000
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above		44,453,408	39,861,455

4. Impact of Tax Planning Strategies

(a) Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage.

	12/31/14		12/31/13		Change	
	1 Ordinary	2 Capital	3 Ordinary	4 Capital	5 (Col. 1-3) Ordinary	6 (Col. 2-4) Capital
1. Adjusted gross DTAs amount from Note 9A1(c)	512,470	50,781	2,730,476	51,795	(2,218,006)	(1,014)
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0.000	0.000	0.000	0.000	0.000	0.000
3. Net Admitted Adjusted Gross DTAs amount from Note 9A1(e)	512,470	50,781	897,230	51,795	(384,760)	(1,014)
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0.000	0.000	0.000	0.000	0.000	0.000

(b) Does the company's tax planning strategies include the use of reinsurance?

B. Deferred Tax Liabilities Not Recognized - There are no temporary differences for which a DTL has not been established.

NOTES TO FINANCIAL STATEMENTS

C. Current and Deferred Income Taxes

1. Current Income Tax

	1 2014	2 2013	3 (Col 1-2) Change
a. Federal	2,480,536	2,861,415	(380,879)
b. Foreign			
c. Subtotal	2,480,536	2,861,415	(380,879)
d. Federal income tax on net capital gains	201,848	289,100	(87,252)
e. Utilization of capital loss carry-forwards		106,172	(106,172)
f. Other	1,185,461	18,668	1,166,793
g. Federal and Foreign income taxes incurred	3,867,845	3,275,355	592,490

2. Deferred Tax Assets

	1 2014	2 2013	3 (Col 1-2) Change
a. Ordinary:			
1. Discounting of unpaid losses	281,895	272,032	9,863
2. Unearned premium reserve	209,858	129,484	80,374
3. Policyholder reserves			
4. Investments			
5. Deferred acquisition costs			
6. Policyholder dividends accrual			
7. Fixed assets			
8. Compensation and benefits accrual			
9. Pension accrual			
10. Receivables - nonadmitted	12,707	2,252,163	(2,239,456)
11. Net operating loss carry-forward			
12. Tax credit carry-forward			
13. Other (including items <5% of total ordinary tax assets)	8,010	76,797	(68,787)
99. Subtotal	512,470	2,730,476	(2,218,006)
b. Statutory valuation allowance adjustment			
c. Nonadmitted		1,833,246	(1,833,246)
d. Admitted ordinary deferred tax assets (2a99-2b-2c)	512,470	897,230	(384,760)
e. Capital:			
1. Investments	50,781	51,795	(1,014)
2. Net capital loss carry-forward			
3. Real estate			
4. Other (including items <5% of total capital tax assets)			
99. Subtotal	50,781	51,795	(1,014)
f. Statutory valuation allowance adjustment			
g. Nonadmitted			
h. Admitted capital deferred tax assets (2e99-2f-2g)	50,781	51,795	(1,014)
i. Admitted deferred tax assets (2d+2h)	563,251	949,025	(385,774)

3. Deferred Tax Liabilities

	1 2014	2 2013	3 (Col 1-2) Change
a. Ordinary:			
1. Investments			
2. Fixed assets			
3. Deferred and uncollected premium			
4. Policyholder reserves			
5. Other (including items <5% of total ordinary tax assets)			
99. Subtotal			
b. Capital:			
1. Investments	1,215,038	1,199,862	15,176
2. Real estate			
3. Other (including items <5% of total capital tax assets)			
99. Subtotal	1,215,038	1,199,862	15,176
c. Deferred tax liabilities (3a99+3b99)	1,215,038	1,199,862	15,176

4. Net Deferred Tax Assets (2i – 3c)	(651,787)	(250,837)	(400,950)
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NOTES TO FINANCIAL STATEMENTS**D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate**

Among the more significant book to tax adjustments were the following:

	2014	
	Amount	Effective Tax Rate (%)
Permanent Differences:		
Provision computed at statutory rate	\$2,215,096	35.0%
Proration of tax exempt investment income		
Tax exempt income deduction	(10,549)	(0.2%)
Dividends received deduction	(54,154)	(0.9%)
Change in non-admitted assets	3,892,625	61.5%
ACA fee	454,552	7.2%
Temporary Differences:		
Total ordinary DTAs		
Total ordinary DTLs		
Total capital DTAs		
Total capital DTLs		
Other:		
Statutory valuation allowance adjustment		
Accrual adjustment – prior year		
Other	(410,706)	(6.5%)
Totals	6,086,864	
Federal and foreign income taxes incurred	3,665,997	
Realized capital gains (losses) tax	201,848	
Change in net deferred income taxes	2,219.019	
Total statutory income taxes	\$6,086,864	96.1%

E. Operating Loss and Tax Credit Carryforwards and Protective Tax Deposits

At December 31, 2014, the Company did not have any unused operating loss or tax credit carryforwards available to offset against future taxable income.

The following is income tax expense for 2014, 2013 and 2012 that is available for recoupment in the event of future net losses:

Year	Ordinary	Capital	Amount
2014	2,105,676	201,848	2,682,384
2013	3,087,724	227,323	3,315,046
2012	0	42,421	42,421

The Company did not have any protective tax deposits under Section 6603 of the Internal Revenue Code.

F. Consolidated Federal Income Tax Return

The Company's federal income tax return is consolidated with the following entities:

The Company's federal income tax return is consolidated with the following entities:

Vision Service Plan (CA), Altair Eyewear, Inc., Eyefinity, Inc., Vision Service Plan, Inc. (NV), Eastern Vision Service Plan, Inc., Vision Services Plan, Inc., Oklahoma, Vision Service Plan of Illinois, NFP, Massachusetts Vision Service Plan, Inc., Vision Service Plan (OH), Vision Service Plan Insurance Company (CT), Eastern Vision Service Plan IPA, Inc., Vision Service Plan Insurance Company (MO), VSP Holding Company, Inc., Marchon Eyewear, Inc., Marchon International Ltd., Marchon BRL Ltd., Alaska Vision Services, Inc., Indiana Vision Services, Inc., Mid-Atlantic Vision Service Plan, Inc. (VA), Southwest Vision Service Plan, Inc., Vision Service Plan (HI), Vision Service Plan (WA), Vision Service Plan of Idaho, Inc., Vision Service Plan of Wyoming, Wisconsin Vision Service Plan, Inc., Marchon France SAS, Marchon Hispana S.L., SX Holdings, LLC, VSP Optical Group, Inc., Plexus Optix, Inc., VSP Labs, Inc., VSP Ceres, Inc., Eyeconic, Inc., VSP Global, Inc., Optical Opportunities, Eyefinity Europe, Dragon Acquisition Co., Inc., R.B. Mexico, VSP Retail Development Holding, Inc, VSP Retail, Inc.

- The method of allocation among companies is subject to a written agreement, approved by the Board of Directors, whereby allocation is made primarily on a separate return basis with current credit for any net operating losses or other items utilized in the consolidated tax return.

G. Federal or Foreign Federal Income Tax Loss Contingencies

The Company does not have any tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

NOTES TO FINANCIAL STATEMENTS**NOTE 10 – INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES**

- A. The Company is a wholly owned subsidiary of Vision Service Plan (a California non-profit corporation).
- B. The Company entered into a promissory note on March 29, 2011 with parent, Vision Service Plan. The \$14,000,000 note receivable maturing in March 2016 requires Vision Service Plan to pay the Company sixty equal monthly installments of principal and interest commencing in April 2011. The interest rate is 4.5%.
- C. The Company incurred expenses during 2014 and 2013 of \$13,358,538 and \$11,700,206 respectively, for such services.
- D. The amount due to Vision Service Plan as of December 31, 2014 and 2013 is \$1,182,315 and \$5,424,544, respectively.
- E. There are no guarantees or undertakings in place between the Company and any related party.
- F. Vision Service Plan provides the Company with data processing, employee related services and other administrative services for an agreed upon fee under the Administrative and Marketing Agreement.
- G. Not applicable.
- H. Not applicable.
- I. Not applicable.
- J. Not applicable.
- K. Not applicable.
- L. Not applicable.

NOTE 11 – DEBT

The Company has no capital notes, obligations or FHLB agreements.

NOTE 12 – RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

The Company has no retirement plans, deferred compensation, postemployment benefits or compensated balances and postretirement benefit plans.

NOTE 13 – CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.
- (4) The Company declared a distribution in the amount of \$6.8M to its parent company, Vision Service Plan (California) on October 14, 2014. The dividend was paid on December 12, 2014 and consisted of approximately \$5.5M in cash and \$1.3 M in net lab assets. The net lab loss of \$4.1M reflects the lab's year-to-date operations through December 1, 2014. Fluctuations in certain balance sheet items are due to the lab transfer.
- (5) Not applicable.
- (6) Not applicable.
- (7) Not applicable.
- (8) Not applicable.
- (9) Not applicable.
- (10) The portion of unassigned funds (surplus) represented or reduced by unrealized gains and losses is: \$3,471,538. (11) Not applicable.
- (12) Not applicable.
- (13) Not applicable.

NOTE 14 – CONTINGENCIES

The Company has no contingencies to disclose.

NOTE 15 – LEASES

The Company has no leases.

NOTES TO FINANCIAL STATEMENTS**NOTE 16 – INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK**

Not applicable.

NOTE 17 – SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

The Company does not sell, transfer or service financial instruments or extinguishments of liabilities. The Company has no wash sales.

NOTE 18 – GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE PORTION OF PARTIALLY INSURED PLANS**B. ASC Plans**

The loss from operations from Administrative Services Contract (ASC) uninsured plans and the uninsured portion of partially insured plans was as follows during 2014:

		ASC Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a.	Gross reimbursement for medical cost incurred	33,837,598		33,837,598
b.	Gross administrative fees accrued	3,510,683		3,510,683
c.	Other income or expenses (including interest paid to or received from plans)	(5,293,732)		(5,293,732)
d.	Gross expenses incurred (claims and administrative)	33,157,243		33,157,243
e.	Total net gain or loss from operations	(1,102,694)		(1,102,694)

NOTE 19 – DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

The Company has no premiums written by managing general agents or third party administrators.

NOTE 20 – FAIR VALUE MEASUREMENTS**A.****(1) Fair Value Measurements at Reporting Date**

Assets at Fair Value		Level 1	Level 2	Level 3	Total
Equities		13,148,315	2,444,335		15,592,650
Total		13,148,315	2,444,335		15,592,650

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 1/1/2014	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 12/31/2014
Total										

b. Liabilities	Beginning Balance at 1/1/2014	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 12/31/2014
Total										

(3) Not applicable.**(4) Not applicable.****(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)
Short-term Investments	7,037,214	7,037,214	7,037,214			
Bonds	16,180,657	16,163,436	150,704	16,029,953		
Preferred Stock	21,463	21,463		21,463		
Common Stock	15,571,187	15,571,187	13,148,315	2,422,872		
Total	38,810,521	38,793,300	20,336,233	18,474,288		

NOTES TO FINANCIAL STATEMENTS

D. Not Practicable to Estimate Fair Value

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

21. OTHER ITEMS

- A. Extraordinary Items - The Company has had no extraordinary events.
- B. Troubled Debt Restructuring Debtors - The Company has no troubled debt restructuring.
- C. Other Disclosures and Unusual Items - The Company has no other unusual items.
- D. Business Interruption Insurance Recoveries - The Company has no business interruption insurance recoveries.
- E. State Transferable and Non-Transferable Tax Credits - The Company has no state transferable or non-transferable tax credits.
- F. Subprime Mortgage Related Risk Exposure - The Company has no sub-prime mortgage related risk exposure.
- G. Retained Assets - The Company has no retained asset accounts.

NOTE 22 – EVENTS SUBSEQUENT**Type I - Recognized Subsequent Events:**

No events have occurred subsequent to the close of the books or accounts for this statement that may have a material effect on the financial condition of the Company.

Type II - Nonrecognized Subsequent Events:

On January 1, 2015, the Company will be subject to an annual fee under section 9010 of the Affordable Care Act (ACA). This annual fee will be 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 of the year the fee is due. As of December 31, 2014, the Company has written health insurance subject to the ACA assessment, expects to conduct health insurance business in 2015, and estimates their portion of the annual health insurance industry fee to be payable on September 30, 2015 to be \$1,901,411. This amount is reflected in special surplus. This assessment is expected to impact risk based capital by (4.3%). Reporting the ACA assessment as of December 31, 2014 would not have triggered an RBC action level.

	Current Year	Prior Year
A. ACA fee assessment payable for the upcoming year	1,901,411	1,810,693
B. ACA fee assessment paid	1,298,719	
C. Premium written subject to ACA 9010 assessment	94,597,559	90,534,630
D. Total adjusted capital before surplus adjustment	44,453,408	
E. Authorized control level before surplus adjustment	2,900,470	
F. Total adjusted capital after surplus adjustment	42,551,997	
G. Authorized control level after surplus adjustment	2,900,470	
H. Would reporting the ACA assessment as of December 31, 2014 have triggered an RBC action level (YES/NO)?		NO

NOTE 23 – REINSURANCE

The Company does not reinsure its business.

NOTE 24 – RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDTERMINATION

The Company has no retrospectively rated contracts.

E. Risk Sharing Provisions of the Affordable Care Act

- (1) The Company did not write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions.
- (2) Not applicable.
- (3) Not applicable.

NOTES TO FINANCIAL STATEMENTS**NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES**

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

	<u>2014</u>	<u>2013</u>
BALANCE—January 1	<u>\$ 4,505,293</u>	<u>\$ 4,644,099</u>
Incurred related to:		
Current year	77,361,265	74,164,333
Prior years	<u>(709,473)</u>	<u>(769,011)</u>
Total incurred	76,651,792	73,395,322
Paid related to:		
Current year	(72,715,405)	(69,607,141)
Prior years	<u>(3,854,525)</u>	<u>(3,926,987)</u>
Total paid	<u>(76,569,930)</u>	<u>(73,534,128)</u>
BALANCE—December 31	<u>\$ 4,587,155</u>	<u>\$4,505,293</u>

NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS

The Company has no intercompany pooling arrangements.

NOTE 27 – STRUCTURED SETTLEMENTS

The Company has no structured settlements.

NOTE 28 – HEALTH CARE RECEIVABLES

The Company has no health care receivables.

NOTE 29 – PARTICIPATING POLICIES

The Company has no participating policies.

NOTE 30 – PREMIUM DEFICIENCY RESERVES

1. Liability carried for premium deficiency reserve: \$0
2. Date of most recent evaluation of this liability: January 23, 2015
3. Was anticipated investment income utilized in the calculation? NO

NOTE 31 – ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

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

1.1 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, 1A and 2.

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []

1.3 State regulating? OHIO

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 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013

3.2 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

3.3 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). 02/19/2013

3.4 By what department or departments?
OHIO DEPARTMENT OF INSURANCE

3.5 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]

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A [X]

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes [] No [X]
4.12 renewals? Yes [] No [X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes [] No [X]
4.22 renewals? Yes [] No [X]

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

5.2 If yes, provide the name of the 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 Co. Code	3 State of Domicile
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6.1 Has the 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]

6.2 If yes, give full information:

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]

7.2 If yes,
7.21 State the percentage of foreign control%
7.22 State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity
------------------	---------------------

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 response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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
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9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Deloitte & Touche 555 Mission Street San Francisco, CA 94105

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]

10.2 If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]

10.4 If the response to 10.3 is yes, provide information related to this exemption:

Vision Service Plan**GENERAL INTERROGATORIES****PART 1 - COMMON INTERROGATORIES - GENERAL**

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []

10.6 If the answer to 10.5 is no or n/a, please explain.

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Frederick Kilbourne, 16231 Oak Creek Trail, Poway, CA 92064 (independent actuary)

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]

12.11 Name of real estate holding company

12.12 Number of parcels involved
12.13 Total book/adjusted carrying value

12.2 If yes, provide explanation.

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []

13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []

14.1 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.

14.11 If the response to 14.1 is no, please explain.

14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
14.21 If the response to 14.2 is yes, provide information related to amendment(s).

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

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [] No [X]

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

PART 1 - COMMON INTERROGATORIES - BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No []
17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No []
18. Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

PART 1 - COMMON INTERROGATORIES - FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
20.11 To directors or other officers
20.12 To stockholders not officers
20.13 Trustees, supreme or grand (Fraternal only)

20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
20.21 To directors or other officers
20.22 To stockholders not officers
20.23 Trustees, supreme or grand (Fraternal only)

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
21.2 If yes, state the amount thereof at December 31 of the current year:
21.21 Rented from others
21.22 Borrowed from others
21.23 Leased from others
21.24 Other

Vision Service Plan**PART 1 - COMMON INTERROGATORIES - FINANCIAL**

22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]

22.2 If answer is yes:

22.21 Amount paid as losses or risk adjustment
22.22 Amount paid as expenses
22.23 Other amounts paid

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

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

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.03)? Yes [] No [X]

24.02 If no, give full and complete information relating thereto.
Securities are held by banks or brokers pursuant to safekeeping custodial agreements.

24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).

24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] N/A [X]

24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs.

24.06 If answer to 24.04 is no, report amount of collateral for other programs.

24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] N/A [X]

24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] N/A [X]

24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [] No [] N/A [X]

24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.
24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.
24.103 Total payable for securities lending reported on the liability page.

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03) Yes [X] No []

25.2 If yes, state the amount thereof at December 31 of the current year:
25.21 Subject to repurchase agreements \$.....0
25.22 Subject to reverse repurchase agreements \$.....0
25.23 Subject to dollar repurchase agreements \$.....0
25.24 Subject to reverse dollar repurchase agreements \$.....0
25.25 Placed under option agreements \$.....0
25.26 Letter stock or securities restricted as to sale - excluding FHLB Capital Stock \$.....0
25.27 FHLB Capital Stock \$.....0
25.28 On deposit with states \$.....150,026
25.29 On deposit with other regulatory bodies \$.....0
25.30 Pledged as collateral - excluding collateral pledged to an FHLB \$.....0
25.31 Pledged as collateral to FHLB - including assets backing funding agreements \$.....0
25.32 Other \$.....0

25.3 For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

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

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year:

28. 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 []

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

1 Name of Custodian(s)	2 Custodian's Address
Wells Fargo Advisors	2295 Iron Point Rd., Suite 280, 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

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

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

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [] No [X]

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

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

Vision Service Plan**PART 1 - COMMON INTERROGATORIES - INVESTMENT**

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

1 Central Registration Depository Number(s)	2 Name	3 Address
0547	Robert W. Baird & Co.	1400 Rocky Ridge Dr., Suite 250 Roseville, CA 95661

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?

Yes [] No [X]

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999. TOTAL		0

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from the above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	23,200,650	23,217,871	17,221
30.2 Preferred stocks.....	21,463	21,463	0
30.3 Totals.....	23,222,113	23,239,334	17,221

30.4 Describe the sources or methods utilized in determining the fair values:

The fair values were obtained from McGraw Hill - S&P Capital, a pricing service, or from other reliable independent sources when not available from S&P Capital IQ.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [X] No []

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [X] No []

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D.

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

Yes [X] No []

32.2 If no, list exceptions:

PART 1 - COMMON INTERROGATORIES - OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$.....0

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
	0

34.1 Amount of payments for legal expenses, if any?

\$.....0

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
	0

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$.....0

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
	0

NONE

GENERAL INTERROGATORIES**PART 2 - HEALTH INTERROGATORIES**

1.1	Does the reporting entity have any direct Medicare Supplement Insurance in force?	Yes []	No [X]														
1.2	If yes, indicate premium earned on U.S. business only	\$.....0															
1.3	What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?															
1.31	Reason for excluding															
1.4	Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.															
1.5	Indicate total incurred claims on all Medicare Supplement insurance.	\$.....0															
1.6	Individual policies:															
	Most current three years:															
1.61	Total premium earned															
1.62	Total incurred claims															
1.63	Number of covered lives															
	All years prior to most current three years:															
1.64	Total premium earned															
1.65	Total incurred claims															
1.66	Number of covered lives															
1.7	Group policies:															
	Most current three years:															
1.71	Total premium earned															
1.72	Total incurred claims															
1.73	Number of covered lives															
	All years prior to most current three years:															
1.74	Total premium earned															
1.75	Total incurred claims															
1.76	Number of covered lives															
2.	Health test:	<table border="1"> <thead> <tr> <th>1 Current Year</th> <th>2 Prior Year</th> </tr> </thead> <tbody> <tr> <td>2.1 Premium Numerator.....</td> <td>94,597,559</td> </tr> <tr> <td>2.2 Premium Denominator.....</td> <td>90,534,630</td> </tr> <tr> <td>2.3 Premium Ratio (2.1/2.2).....</td> <td>100.0</td> </tr> <tr> <td>2.4 Reserve Numerator.....</td> <td>4,536,199</td> </tr> <tr> <td>2.5 Reserve Denominator.....</td> <td>4,450,427</td> </tr> <tr> <td>2.6 Reserve Ratio (2.4/2.5).....</td> <td>100.0</td> </tr> </tbody> </table>		1 Current Year	2 Prior Year	2.1 Premium Numerator.....	94,597,559	2.2 Premium Denominator.....	90,534,630	2.3 Premium Ratio (2.1/2.2).....	100.0	2.4 Reserve Numerator.....	4,536,199	2.5 Reserve Denominator.....	4,450,427	2.6 Reserve Ratio (2.4/2.5).....	100.0
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2.4 Reserve Numerator.....	4,536,199																
2.5 Reserve Denominator.....	4,450,427																
2.6 Reserve Ratio (2.4/2.5).....	100.0																
3.1	Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, and if the earnings of the reporting entity permits?	Yes []	No [X]														
3.2	If yes, give particulars:															
4.1	Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?	Yes [X]	No []														
4.2	If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?	Yes []	No [X]														
5.1	Does the reporting entity have stop-loss reinsurance?	Yes []	No [X]														
5.2	If no, explain:															
5.3	Maximum retained risk (see instructions):	<table border="0"> <tr> <td>5.31 Comprehensive medical</td> <td>\$.....0</td> </tr> <tr> <td>5.32 Medical only</td> <td>\$.....0</td> </tr> <tr> <td>5.33 Medicare supplement</td> <td>\$.....0</td> </tr> <tr> <td>5.34 Dental and vision</td> <td>\$.....200</td> </tr> <tr> <td>5.35 Other limited benefit plan</td> <td>\$.....0</td> </tr> <tr> <td>5.36 Other</td> <td>\$.....0</td> </tr> </table>		5.31 Comprehensive medical	\$.....0	5.32 Medical only	\$.....0	5.33 Medicare supplement	\$.....0	5.34 Dental and vision	\$.....200	5.35 Other limited benefit plan	\$.....0	5.36 Other	\$.....0		
5.31 Comprehensive medical	\$.....0																
5.32 Medical only	\$.....0																
5.33 Medicare supplement	\$.....0																
5.34 Dental and vision	\$.....200																
5.35 Other limited benefit plan	\$.....0																
5.36 Other	\$.....0																
6.	Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:	<p>The Company's agreements with its member Doctors prohibits them from seeking payment (except for copayment, if any) from, or bringing any legalaction against the Company's subscribers or their dependents for the Company's covered services. The Company maintains other arrangements of this type to the extent required by law.</p>															
7.1	Does the reporting entity set up its claim liability for provider services on a service date basis?	Yes [X]	No []														
7.2	If no, give details:															
8.	Provide the following information regarding participating providers:	<table border="0"> <tr> <td>8.1 Number of providers at start of reporting year</td> <td>.....,1352</td> </tr> <tr> <td>8.2 Number of providers at end of reporting year</td> <td>.....,1,406</td> </tr> </table>		8.1 Number of providers at start of reporting year,1352	8.2 Number of providers at end of reporting year,1,406										
8.1 Number of providers at start of reporting year,1352																
8.2 Number of providers at end of reporting year,1,406																
9.1	Does the reporting entity have business subject to premium rate guarantees?	Yes []	No [X]														
9.2	If yes, direct premium earned:	<table border="0"> <tr> <td>9.21 Business with rate guarantees between 15-36 months</td> <td>.....</td> </tr> <tr> <td>9.22 Business with rate guarantees over 36 months</td> <td>.....</td> </tr> </table>		9.21 Business with rate guarantees between 15-36 months	9.22 Business with rate guarantees over 36 months										
9.21 Business with rate guarantees between 15-36 months																
9.22 Business with rate guarantees over 36 months																
10.1	Does the reporting entity have Incentive Pool, Withhold or Bonus arrangements in its provider contracts?	Yes []	No [X]														
10.2	If yes:	<table border="0"> <tr> <td>10.21 Maximum amount payable bonuses</td> <td>.....</td> </tr> <tr> <td>10.22 Amount actually paid for year bonuses</td> <td>.....</td> </tr> <tr> <td>10.23 Maximum amount payable withhold</td> <td>.....</td> </tr> <tr> <td>10.24 Amount actually paid for year withhold</td> <td>.....</td> </tr> </table>		10.21 Maximum amount payable bonuses	10.22 Amount actually paid for year bonuses	10.23 Maximum amount payable withhold	10.24 Amount actually paid for year withhold						
10.21 Maximum amount payable bonuses																
10.22 Amount actually paid for year bonuses																
10.23 Maximum amount payable withhold																
10.24 Amount actually paid for year withhold																

GENERAL INTERROGATORIES**PART 2 - HEALTH INTERROGATORIES**

11.1. Is the reporting entity organized as:

11.12 A Medical Group/Staff Model, Yes [] No [X]
 11.13 An Individual Practice Association (IPA), or Yes [] No [X]
 11.14 A Mixed Model (combination of above)? Yes [] No [X]

11.2. Is the reporting entity subject to Minimum Net Worth Requirements?

11.3. If yes, show the name of the state requiring such net worth. Ohio \$.....500,000

11.4. If yes, show the amount required.

11.5. Is this amount included as part of a contingency reserve in stockholder's equity? Yes [] No [X]

11.6. If the amount is calculated, show the calculation:

12. List service areas in which reporting entity is licensed to operate:

1
Name of Service Area
Ohio

13.1. Do you act as a custodian for health savings account? Yes [] No [X]

13.2. If yes, please provide the amount of custodial funds held as of the reporting date.

13.3. Do you act as an administrator for health savings accounts? Yes [] No [X]

13.4. If yes, please provide the balance of the funds administered as of the reporting date.

14.1 Are any of the captive affiliates reported on Schedule S, Part 3, authorized reinsurers? Yes [] No [] N/A [X]

14.2 If the answer to 14.1 is yes, please provide the following:

1 Company Name	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other

15. Provide the following for Individual Ordinary Life insurance* policies (U.S. business only) for the current year (prior to reinsurance assumed or ceded):

15.1 Direct written premium.....\$.....0

15.2 Total incurred claims.....\$.....0

15.3 Number of covered lives.....

*Ordinary Life Insurance Includes:
Term (whether full underwriting, limited underwriting, jet issue, "short form app")
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")
Variable Life (with or without secondary guarantee)
Universal Life (with or without secondary guarantee)
Variable Universal Life (with or without secondary guarantee)

FIVE-YEAR HISTORICAL DATA

	1 2014	2 2013	3 2012	4 2011	5 2010
Balance Sheet Items (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28).....	54,323,250	55,859,229	48,076,366	57,912,362	74,305,658
2. Total liabilities (Page 3, Line 24).....	9,869,842	15,997,774	14,183,962	12,600,699	12,296,470
3. Statutory surplus.....	500,000	500,000	500,000	500,000	500,000
4. Total capital and surplus (Page 3, Line 33).....	44,453,408	39,861,455	33,892,404	45,311,655	62,009,187
Income Statement Items (Page 4)					
5. Total revenues (Line 8).....	97,899,595	93,092,128	118,993,355	101,685,667	94,544,912
6. Total medical and hospital expenses (Line 18).....	75,489,530	72,422,560	72,168,510	68,674,928	66,730,424
7. Claims adjustment expenses (Line 20).....	1,014,270	912,688	842,306	606,522	575,386
8. Total administrative expenses (Line 21).....	12,191,067	9,168,130	8,580,141	7,662,970	7,257,831
9. Net underwriting gain (loss) (Line 24).....	9,204,728	10,588,750	36,576,020	25,089,171	20,321,490
10. Net investment gain (loss) (Line 27).....	1,045,628	1,200,629	882,147	1,613,675	1,124,194
11. Total other income (Lines 28 plus 29).....	(4,123,359)	(1,897,331)	(30,782,792)	(18,504,992)	(14,993,048)
12. Net income or (loss) (Line 32).....	2,461,000	6,905,793	4,222,470	6,118,674	4,627,831
Cash Flow (Page 6)					
13. Net cash from operations (Line 11).....	(254,896)	6,336,395	5,825,379	8,791,396	5,047,904
Risk-Based Capital Analysis					
14. Total adjusted capital.....	44,453,408	39,861,455	33,892,404	45,311,655	62,009,187
15. Authorized control level risk-based capital.....	2,900,470	2,796,835	2,645,099	2,483,730	2,392,902
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7).....	1,321,581	1,264,709	1,231,878	1,095,665	1,113,245
17. Total member months (Column 6, Line 7).....	15,860,602	15,139,969	15,931,692	13,453,190	13,412,488
Operating Percentage (Page 4) (Item divided by Page 4, sum of Lines 2, 3, and 5) x 100 .0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5).....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Line 18 plus Line 19).....	79.5	79.9	82.1	83.6	85.7
20. Cost containment expenses.....					
21. Other claims adjustment expenses.....	1.1	1.0	1.0	0.7	0.7
22. Total underwriting deductions (Line 23).....	93.4	91.0	93.8	93.2	95.4
23. Total underwriting gain (loss) (Line 24).....	9.7	11.7	41.6	30.5	26.1
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13 Col. 5).....	3,795,820	3,875,088	3,926,931	3,867,186	3,349,488
25. Estimated liability of unpaid claims - [prior year (Line 13, Col. 6)].....	4,450,427	4,590,170	4,394,449	3,934,943	3,380,458
Investments in Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1).....					
27. Affiliated preferred stocks (Sch D. Summary, Line 18, Col. 1).....					
28. Affiliated common stocks (Sch D. Summary, Line 24, Col. 1).....					
29. Affiliated short-term investments (subtotal included in Sch. DA, Verification, Column 5, Line 10).....					
30. Affiliated mortgage loans on real estate.....					
31. All other affiliated.....					
32. Total of above Lines 26 to 31.....	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above.....					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure

requirements of SSAP No. 3, Accounting Changes and Correction of Errors?

Yes [] No []

If no, please explain:

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Plan Premiums	6 Life & Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
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.	94,597,559						94,597,559	
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	94,597,559	0	0	0	0	0	94,597,559	0
60. Reporting entity contributions for Employee Benefit Plans.....	XXX							.....0	
61. Total (Direct Business).....	(a) 1	94,597,559	0	0	0	0	0	94,597,559	0

DETAILS OF WRITE-INS

58001.....								0	
58002.....								0	
58003.....								0	
58998. Summary of remaining write-ins for line 58.....	0	0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 + 58998).....	0	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.

Explanation of basis of allocation by states, premiums by state, etc.

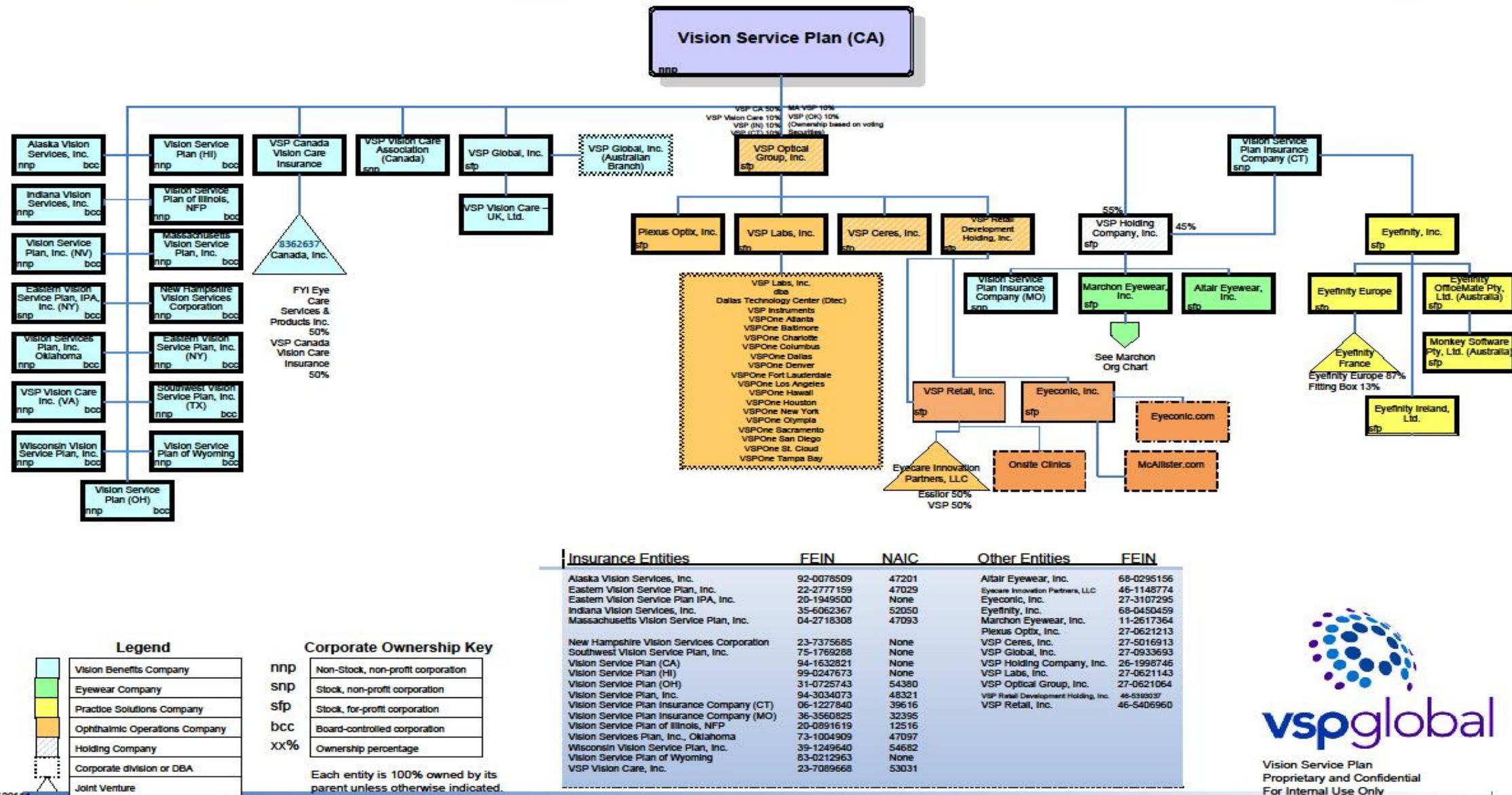
The Company allocates based on the situs of the contract

(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

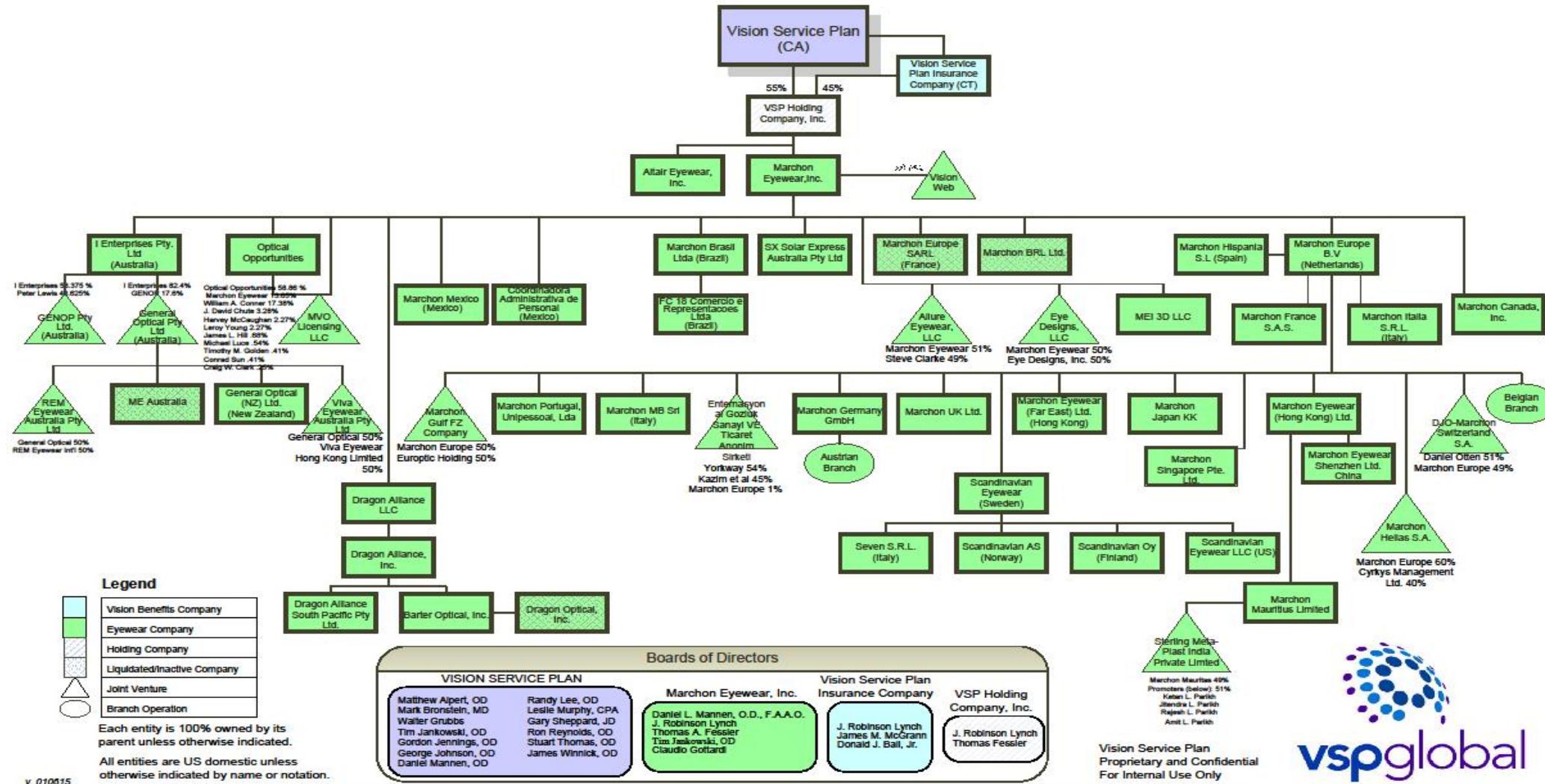
PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



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

Organizational Chart, Marchon Eyewear, Inc.



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