



ANNUAL STATEMENT

For the Year Ended December 31, 2014
of the Condition and Affairs of the

Vision Service Plan

NAIC Group Code.....1189, 1189 (Current Period) (Prior Period)	NAIC Company Code..... 54380	Employer's ID Number..... 31-0725743
Organized under the Laws of Ohio	State of Domicile or Port of Entry Ohio	Country of Domicile US
Licensed as Business Type.....Vision Service Corporation	Is HMO Federally Qualified? Yes [] No [X]	
Incorporated/Organized..... November 4, 1966	Commenced Business..... March 29, 1967	
Statutory Home Office	3400 Morse Crossing P.O. Box 2487..... Columbus OH US 43215 (Street and Number) (City or Town, State, Country and Zip Code)	
Main Administrative Office	3333 Quality Drive..... Rancho Cordova CA US 95670 (Street and Number) (City or Town, State, Country and Zip Code)	916-851-5000 (Area Code) (Telephone Number)
Mail Address	3333 Quality Drive..... Rancho Cordova CA US 95670 (Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	3333 Quality Drive..... Rancho Cordova CA US 95670 (Street and Number) (City or Town, State, Country and Zip Code)	916-851-5000 (Area Code) (Telephone Number)
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson (Name) laurol@vsp.com (E-Mail Address)	916-851-5000 (Area Code) (Telephone Number) (Extension) 916-463-9040 (Fax Number)

OFFICERS

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

OTHER

DIRECTORS OR TRUSTEES

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

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

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

(Signature) James Robinson Lynch	(Signature) James Michael McGrann	(Signature) Lester Earl Passuello
1. (Printed Name) President	2. (Printed Name) Secretary	3. (Printed Name) Treasurer
(Title)	(Title)	(Title)
Subscribed and sworn to before me This _____ day of _____ 2015 By: James Robinson Lynch , James Michael McGrann, Lester Earl Passuello	a. Is this an original filing? b. If no 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes [X] No [] _____ _____ _____

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
A&H Premiums Due and Unpaid						
OHIOHEALTH.....	232,250				-	232,250
HUNTINGTON BANCSHARES INC.....	134,870				-	134,870
BIG LOTS.....	128,392				-	128,392
NATIONWIDE CHILDREN'S HOSPITAL.....	52,636				-	52,636
SUMMA HEALTH SYSTEM.....	49,841				-	49,841
THE WENDY'S COMPANY.....	45,298				-	45,298
SWAGELOK CO.....	39,102				-	39,102
GENESIS HEALTHCARE SYSTEM.....	38,874				-	38,874
HEALTHSPAN INTEGRATED CARE MED.....	18,059	18,054			-	36,113
OHIO FARMERS INSURANCE COMPANY.....	31,916				-	31,916
MICRO ELECTRONICS, INC.....	10,497	10,414	10,770		-	31,681
INFINITY TRUST.....	15,992	15,609			-	31,602
CBIZ, INC.....	29,740				-	29,740
INFINITY TRUST.....	14,038	13,970			-	28,008
EMPLOYEE BENEFIT MGT CORP.....	25,724				-	25,724
LIEBERT CORP.....	12,651	12,682			-	25,332
DPWN HOLDINGS, USA INC.....	24,803				-	24,803
DPWN HOLDINGS, USA INC.....	22,538				-	22,538
MOEN INC.....	19,903	229			-	20,131
NATIONWIDE CHILDREN'S HOSPITAL.....	18,609				-	18,609
GOOD SAMARITAN HOSPITAL.....	16,619				-	16,619
EMERSON CLIMATE TECHNOLOGIES.....	15,404				-	15,404
HEALTHSPAN INTEGRATED CARE COM.....	8,181	6,018			-	14,199
OLYMPIC STEEL INC.....	6,946	6,902			-	13,848
OWENS-ILLINOIS INC.....	6,541	6,514			-	13,055
THE WENDY'S COMPANY.....	12,909				-	12,909
LICKING MEMORIAL HEALTH SYSTEM.....	12,868				-	12,868
CBIZ, INC.....	12,858				-	12,858
EXPRESS.....	12,825				-	12,825
FORTUNE BRANDS WINDOWS, INC.....	11,719				-	11,719
LAKE HEALTH, INC.....	11,104				-	11,104
SCHOTTENSTEIN STORES CORP.....	5,339	5,341			-	10,679
0299997. Group subscribers subtotal.....	1,099,043	95,733	10,770	0	0	1,205,546
0299998. Premiums due and unpaid not individually listed.....	582,811	124,495	7,454	5,802	25,441	695,121
0299999. Total group.....	1,681,854	220,228	18,224	5,802	25,441	1,900,667
0599999. Accident and health premiums due and unpaid (Page 2, Line 15).....	1,681,854	220,228	18,224	5,802	25,441	1,900,667

Ex. 3
NONE

Ex. 3A
NONE

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

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
Pricing Claims.....	944,631					944,631
0199999. Individually listed claims unpaid.....	944,631	0	0	0	0	944,631
0499999. Subtotals.....	944,631	0	0	0	0	944,631
0599999. Unreported claim and other claim reserves.....						3,591,568
0799999. Total claims unpaid.....						4,536,199

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

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

NONE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Payable to VSP.....		1,182,315	1,182,315	
0199999. Individually listed payables.....		1,182,315	1,182,315	0
0399999. Total gross payables.....		1,182,315	1,182,315	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups.....	0	0.0	.....	.....	.....	.....
2. Intermediaries.....	0	0.0	.....	.....	.....	.....
3. All other providers.....	0	0.0	.....	.....	.....	.....
4. Total capitation payments.....	0	0.0	0	.....	.....0	0
Other Payments:						
5. Fee-for-service.....	7,540,376	10.0	XXX	XXX	.....	.....7,540,376
6. Contractual fee payments.....	67,863,382	90.0	XXX	XXX	67,863,382	.....
7. Bonus/withhold arrangements - fee-for-service.....	0	0.0	XXX	XXX	.....	.....
8. Bonus/withhold arrangements - contractual fee payments.....	0	0.0	XXX	XXX	.....	.....
9. Non-contingent salaries.....	0	0.0	XXX	XXX	.....	.....
10. Aggregate cost arrangements.....	0	0.0	XXX	XXX	.....	.....
11. All other payments.....	0	0.0	XXX	XXX	.....	.....
12. Total other payments.....	75,403,758	100.0	XXX	XXX	67,863,382	7,540,376
13. Total (Line 4 plus Line 12).....	75,403,758	100.0	XXX	XXX	67,863,382	7,540,376

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

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

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment.....	NONE					0
2. Medical furniture, equipment and fixtures.....						0
3. Pharmaceuticals and surgical supplies.....						0
4. Durable medical equipment.....						0
5. Other property and equipment.....						0
6. Total.....	0	0	0	0	0	0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code....54380

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	1,264,709				1,264,709					
2. First quarter.....	1,325,135				1,325,135					
3. Second quarter.....	1,314,781				1,314,781					
4. Third quarter.....	1,315,820				1,315,820					
5. Current year.....	1,321,581				1,321,581					
6. Current year member months.....	15,860,602				15,860,602					
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	448,484				448,484					
9. Totals.....	448,484	0	0	0	448,484	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	94,597,559				94,597,559					
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	94,597,559				94,597,559					
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	75,403,758				75,403,758					
18. Amount incurred for provision of health care services.....	75,489,530				75,489,530					

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



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF OHIO DURING THE YEAR

(Location)

NAIC Group Code.....1189

NAIC Company Code....54380

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	1,264,709				1,264,709					
2. First quarter.....	1,325,135				1,325,135					
3. Second quarter.....	1,314,781				1,314,781					
4. Third quarter.....	1,315,820				1,315,820					
5. Current year.....	1,321,581				1,321,581					
6. Current year member months.....	15,860,602				15,860,602					
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	448,484				448,484					
9. Totals.....	448,484	0	0	0	448,484	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	94,597,559				94,597,559					
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	94,597,559				94,597,559					
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	75,403,758				75,403,758					
18. Amount incurred for provision of health care services.....	75,489,530				75,489,530					

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

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

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

Sch. S-Pt. 2
NONE

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

Sch. S-Pt. 4
NONE

Sch. S-Pt. 5
NONE

Sch. S-Pt. 6
NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

	1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12).....	49,179,964		49,179,964
2. Accident and health premiums due and unpaid (Line 15).....	1,900,666		1,900,666
3. Amounts recoverable from reinsurers (Line 16.1).....			0
4. Net credit for ceded reinsurance.....	XXX		0
5. All other admitted assets (balance).....	3,242,620		3,242,620
6. Totals assets (Line 28).....	54,323,250	0	54,323,250
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	4,536,199		4,536,199
8. Accrued medical incentive pool and bonus payments (Line 2).....			0
9. Premiums received in advance (Line 8).....	586,221		586,221
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount).....			0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount).....			0
12. Reinsurance with certified reinsurers (Line 20 inset amount).....			0
13. Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount).....			0
14. All other liabilities (balance).....	4,747,422		4,747,422
15. Total liabilities (Line 24).....	9,869,842	0	9,869,842
16. Total capital and surplus (Line 33).....	44,453,408	XXX	44,453,408
17. Total liabilities, capital and surplus (Line 34).....	54,323,250	0	54,323,250
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	0		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance.....	0		
21. Reinsurance recoverable on paid losses.....	0		
22. Other ceded reinsurance recoverables.....	0		
23. Total ceded reinsurance recoverables.....	0		
24. Premiums receivable.....	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers.....	0		
26. Unauthorized reinsurance.....	0		
27. Reinsurance with certified reinsurers.....	0		
28. Funds held under reinsurance treaties with certified reinsurers.....	0		
29. Other ceded reinsurance payables/offsets.....	0		
30. Total ceded reinsurance payables/offsets.....	0		
31. Total net credit for ceded reinsurance.....	0		

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

States, Etc.			Direct Business Only				6 Totals	
			1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)		5 Deposit-Type Contracts
1.	Alabama.....	AL	NONE					0
2.	Alaska.....	AK						0
3.	Arizona.....	AZ						0
4.	Arkansas.....	AR						0
5.	California.....	CA						0
6.	Colorado.....	CO						0
7.	Connecticut.....	CT						0
8.	Delaware.....	DE						0
9.	District of Columbia.....	DC						0
10.	Florida.....	FL						0
11.	Georgia.....	GA						0
12.	Hawaii.....	HI						0
13.	Idaho.....	ID						0
14.	Illinois.....	IL						0
15.	Indiana.....	IN						0
16.	Iowa.....	IA						0
17.	Kansas.....	KS						0
18.	Kentucky.....	KY						0
19.	Louisiana.....	LA						0
20.	Maine.....	ME						0
21.	Maryland.....	MD						0
22.	Massachusetts.....	MA						0
23.	Michigan.....	MI						0
24.	Minnesota.....	MN						0
25.	Mississippi.....	MS						0
26.	Missouri.....	MO						0
27.	Montana.....	MT						0
28.	Nebraska.....	NE						0
29.	Nevada.....	NV						0
30.	New Hampshire.....	NH						0
31.	New Jersey.....	NJ						0
32.	New Mexico.....	NM						0
33.	New York.....	NY						0
34.	North Carolina.....	NC						0
35.	North Dakota.....	ND						0
36.	Ohio.....	OH						0
37.	Oklahoma.....	OK						0
38.	Oregon.....	OR						0
39.	Pennsylvania.....	PA						0
40.	Rhode Island.....	RI						0
41.	South Carolina.....	SC						0
42.	South Dakota.....	SD						0
43.	Tennessee.....	TN						0
44.	Texas.....	TX						0
45.	Utah.....	UT						0
46.	Vermont.....	VT						0
47.	Virginia.....	VA						0
48.	Washington.....	WA						0
49.	West Virginia.....	WV						0
50.	Wisconsin.....	WI						0
51.	Wyoming.....	WY						0
52.	American Samoa.....	AS						0
53.	Guam.....	GU						0
54.	Puerto Rico.....	PR						0
55.	US Virgin Islands.....	VI						0
56.	Northern Mariana Islands.....	MP						0
57.	Canada.....	CAN						0
58.	Aggregate Other Alien.....	OT						0
59.	Totals.....			0	0	0	0	0

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
1189.....	Vision Serv Plan Group.....	47201...	92-0078509..	.....	.....	.....	Alaska Vision Services, Inc. (Alaska).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
		00000...	56-2355483..	.....	.....	.....	Allure Eyewear LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...51.000	Vision Service Plan (California).....	.....
		00000...	68-0295156..	.....	.....	.....	Altair Eyewear, Inc.....	USA.....	NIA.....	VSP Holding Company, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	33-0549048..	.....	.....	.....	Barter Optical, Inc.....	USA.....	NIA.....	Dragon Alliance Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Canada Inc.....	CAN.....	NIA.....	VSP Canada Vision Care Insurance.....	Ownership.....	...50.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Coordinadora Administrativa de Personal.....	MEX.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	DJO-Marchon Switzerland SA.....	CHE.....	NIA.....	Marchon Europe BV.....	Ownership.....	...49.000	Vision Service Plan (California).....	.....
		00000...	26-2696876..	.....	.....	.....	Dragon Alliance Inc.....	USA.....	NIA.....	Dragon Alliance LLC.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Dragon Alliance South Pacific Pty Ltd.....	AUS.....	NIA.....	Dragon Alliance Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	26-2691541..	.....	.....	.....	Dragon Alliance, LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	Applied For.....	.....	.....	.....	Dragon Optical, Inc.....	USA.....	NIA.....	Dragon Alliance Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	20-1949500..	.....	.....	.....	Eastern Vision Service Plan IPA, Inc.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	47029...	22-2777159..	.....	.....	.....	Eastern Vision Service Plan, Inc.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Entemasyon al Gozluk Sanayi vd Ticaret AS.....	TUR.....	NIA.....	Marchon Europe BV.....	Ownership.....	...1.000	Vision Service Plan (California).....	.....
		00000...	23-2941185..	.....	.....	.....	Eye Designs LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...50.000	Vision Service Plan (California).....	.....
		00000...	46-1148774..	.....	.....	.....	Eyecare Innovation Partners, LLC.....	USA.....	NIA.....	VSP Retail, Inc.....	Ownership.....	...50.000	Vision Service Plan (California).....	.....
		00000...	27-3107295..	.....	.....	.....	Eyeconic, Inc.....	USA.....	NIA.....	VSP Retail Development Holding, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	98-1024150..	.....	.....	.....	Eyefinity Europe.....	FRA.....	NIA.....	Eyefinity Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	99-0370707..	.....	.....	.....	Eyefinity France.....	FRA.....	NIA.....	Eyefinity Europe.....	Ownership.....	...87.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Eyefinity Ireland, Ltd.....	IRL.....	NIA.....	Eyefinity, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	68-0450459..	.....	.....	.....	Eyefinity, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Eyefinity/Officemate Pty (Australia).....	AUS.....	NIA.....	Eyefinity Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	FC 18 Comerico e Representacoes Ltda.....	BRA.....	NIA.....	Marchon Brasil Ltda.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	General Optical (NZ) Ltd.....	NZL.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	General Optical Pty Ltd.....	AUS.....	NIA.....	I Enterprises (Pty) Ltd.....	Ownership.....	...82.400	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	GENOP Pty Ltd (Australia).....	AUS.....	NIA.....	I Enterprise Pty Ltd.....	Ownreship.....	...53.375	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	I Enterprises Pty, Ltd.....	AUS.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	52050...	35-6062367..	.....	.....	.....	Indiana Vision Services, Inc. (Indiana).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Marchon Brasil Ltda.....	BRA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	11-3435695..	.....	.....	.....	Marchon BRL Ltd.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	83-4627457..	.....	.....	.....	Marchon Canada, Inc.....	CAN.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	98-0201338..	.....	.....	.....	Marchon Europe BV.....	NLD.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Marchon Europe Sarl.....	FRA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Marchon Eyewear (Far East) Ltd.....	HKG.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Marchon Eyewear (Hong Kong) Ltd.....	HKG.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....
		00000...	.....	.....	.....	.....	Marchon Eyewear (Shenzhen) Ltd.....	CHN.....	NIA.....	Marchon Eyewear (Hong Kong) Ltd.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

41.1

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15					
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*					
		00000...	11-2617364.. 98-0542016..				Marchon Eyewear Australia Pty Ltd.....	AUS.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Eyewear, Inc.....	USA.....	NIA.....	VSP Holding Company, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon France SAS.....	FRA.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Germany GmbH.....	DEU.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Gulf FZ Company.....	ARE.....	NIA.....	Marchon Europe BV.....	Ownership.....	...50.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Hellas SA.....	GRC.....	NIA.....	Marchon Europe BV.....	Ownership.....	...60.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Hispania SL.....	ESP.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Italia SRL.....	ITA.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Japan KK.....	JPN.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Mauritius Ltd.....	MUS.....	NIA.....	Marchon Eyewear (Shenzhen) Ltd China.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon MB SRL.....	ITA.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Mexico.....	MEX.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Portugal, Unipessoal, Lda.....	PRT.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon Singapore Pte. Ltd.....	SGP.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		00000...					Marchon UK Ltd.....	GBR.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....					
		1189.....					Vision Serv Plan Group.....	47093...	04-2718308..			Massachusetts Vision Service Plan (Massachusetts)	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000...					27-3493284..	MEI 3D, LLC.....	USA.....			NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....			
		00000...					27-1700596..	Monkey Software Pty. Ltd.....	AUS.....			NIA.....	Eyefinity/Officemate Pty (Australia).....	Ownership.....	...100.000	Vision Service Plan (California).....			
		00000...						MVO Licensing, LLC.....	USA.....			NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...13.650	Vision Service Plan (California).....			
		00000...					27-1700596..	MVO Licensing, LLC.....	USA.....			NIA.....	Optical Opportunities, LLC.....	Ownership.....	...58.860	Vision Service Plan (California).....			
		00000...					23-7375685..	New Hampshire Vision Services Corporation (New Hampshire)	USA.....			IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....			
		00000...					88-0465774..	Optical Opportunities, LLC.....	USA.....			NIA.....	Marchon Eyewear, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....			
		00000...					27-0621213..	Plexus Optix, Inc.....	USA.....			NIA.....	VSP Optical Group, Inc.....	Ownership.....	...100.000	Vision Service Plan (California).....			
		00000...					REM Eyewear Australia Pty Ltd.....	AUS.....	NIA.....			General Optical Pty Ltd.....	Ownership.....	...50.000	Vision Service Plan (California).....				
00000...	Scandinavian AS.....	NOR.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....											
00000...	Scandinavian Eyewear.....	SWE.....	NIA.....	Marchon Europe BV.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....											
00000...	Scandinavian Eyewear LLC.....	USA.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....											
00000...	Scandinavian Oy.....	FIN.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....											
00000...	Seven SRL.....	ITA.....	NIA.....	Scandinavian Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....											
00000...	75-1769288..	Southwest Vision Service Plan, Inc. (Texas).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....										
00000...	Sterling Meta-Plast India Private Ltd.....	IND.....	NIA.....	Marchon Mauritius.....	Ownership.....	...49.000	Vision Service Plan (California).....	.....											
00000...	SX Solar Express Australia Pty Ltd.....	AUS.....	NIA.....	Marchon Eyewear.....	Ownership.....	...100.000	Vision Service Plan (California).....	.....											
00000...	94-1632821..	Vision Service Plan (California).....	USA.....	UDP.....	Vision Service Plan (California).....	Ownership.....	...100.000	Vision Service Plan (California).....	.....										
00000...	99-0247673..	Vision Service Plan (Hawaii).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....										

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
1189.....	Vision Serv Plan Group.....	54380...	31-0725743..	.....	.....	.....	Vision Service Plan (Ohio).....	USA.....	RE.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	39616...	06-1227840..	.....	.....	.....	Vision Service Plan Insurance Company (Connecticut)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	32395...	36-3560825..	.....	.....	.....	Vision Service Plan Insurance Company (Missouri)	USA.....	IA.....	VSP Holding Company, Inc.....	Board.....	.....	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	12516...	20-0891619..	.....	.....	.....	Vision Service Plan of Illinois, NFP	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
.....	.....	00000...	83-0212963..	.....	.....	.....	Vision Service Plan of Wyoming (Wyoming)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	48321...	94-3034073..	.....	.....	.....	Vision Service Plan, Inc. (Nevada)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	47097...	73-1004909..	.....	.....	.....	Vision Services Plan Inc., Oklahoma (Oklahoma)...	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
.....	.....	00000...	.....	.....	.....	.....	Viva Eyewear Australia.....	AUS.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	50.000	Vision Service Plan (California).....	.....
.....	.....	00000...	.....	.....	.....	.....	VSP Canada Vision Care Insurance.....	CAN.....	IA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-5016913..	.....	.....	.....	VSP Ceres Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0933693..	.....	.....	.....	VSP Global, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	.....
.....	.....	00000...	26-1998746..	.....	.....	.....	VSP Holding Company, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	55.000	Vision Service Plan (California).....	.....
.....	.....	00000...	26-1998746..	.....	.....	.....	VSP Holding Company, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	45.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0621143..	.....	.....	.....	VSP Labs, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.....	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	50.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.....	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	10.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.....	USA.....	NIA.....	Indiana Vision Services, Inc. (Indiana).....	Ownership.....	10.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.....	USA.....	NIA.....	Mid-Atlantic Vision Service Plan, Inc. (Virginia)...	Ownership.....	10.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.....	USA.....	NIA.....	Vision Services Plan Inc., Oklahoma (Oklahoma)	Ownership.....	10.000	Vision Service Plan (California).....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.	USA.....	NIA.....	Massachusetts Vision Service Plan (Massachusetts)	Ownership.....	10.000	Vision Service Plan (California).....	.....
.....	.....	00000...	46-5393037..	.....	.....	.....	VSP Retail Development Holding, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	.....
.....	.....	00000...	46-5406960..	.....	.....	.....	VSP Retail, Inc.....	USA.....	NIA.....	VSP Retail Development Holding, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	.....
.....	.....	00000...	.....	.....	.....	.....	VSP Vision Care - UK, Ltd.....	GBR.....	NIA.....	VSP Global, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	.....
.....	.....	00000...	.....	.....	.....	.....	VSP Vision Care Association (Canada)	CAN.....	IA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	53031...	23-7089668..	.....	.....	.....	VSP Vision Care, Inc. (Virginia).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
1189.....	Vision Serv Plan Group.....	54682...	39-1249640..	.....	.....	.....	Wisconsin Vision Service Plan, Inc. (Wisconsin)....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
39616.....	06-1227840.....	Vision Service Plan Insurance Company (a Connecticut stock	35,500,000	.....	.....	.....	.....150,119,637	.....	.....	.....	.....185,619,637	.....
47029.....	22-2777159.....	Eastern Vision Service Plan, Inc. (New York).....	.....	.....	.....	.....	.....27,471,916	.....	.....	.....	.....27,471,916	.....
32395.....	36-3560825.....	Vision Service Plan Insurance Company (a Missouri stock cor	7,300,000	.....	.....	.....	.....29,730,414	.....	.....	.....	.....37,030,414	.....
48321.....	94-3034073.....	Vision Service Plan, Inc. (Nevada).....	.....	.....	.....	.....	.....2,861,132	.....	.....	.....	.....2,861,132	.....
.....	99-0247673.....	Vision Service Plan (Hawaii).....	.....	.....	.....	.....	.....2,161,015	.....	.....	.....	.....2,161,015	.....
54682.....	39-1249640.....	Wisconsin Vision Service Plan, Inc. (Wisconsin).....	.....	.....	.....	.....	.....3,846,555	.....	.....	.....	.....3,846,555	.....
53031.....	23-7089668.....	VSP Vision Care, Inc. (Virginia).....	6,400,000	.....	.....	.....	.....30,976,904	.....	.....	.....	.....37,376,904	.....
47201.....	92-0078509.....	Alaska Vision Services, Inc. (Alaska).....	.....	.....	.....	.....	.....1,309,513	.....	.....	.....	.....1,309,513	.....
52050.....	35-6062367.....	Indiana Vision Services, Inc. (Indiana).....	2,000,000	.....	.....	.....	.....6,046,656	.....	.....	.....	.....8,046,656	.....
95478.....	75-1004909.....	Vision Services Plan Inc., Oklahoma (Oklahoma).....	.....	.....	.....	.....	.....5,261,665	.....	.....	.....	.....5,261,665	.....
47093.....	04-2718308.....	Massachusetts Vision Service Plan (Massachusetts).....	.....	.....	.....	.....	.....6,691,019	.....	.....	.....	.....6,691,019	.....
54380.....	31-0725743.....	Vision Service Plan (Ohio).....	6,800,000	.....	.....	.....	.....16,615,225	.....	.....	.....	.....23,415,225	.....
.....	75-1769288.....	Southwest Vision Service Plan, Inc. (Texas).....	.....	.....	.....	.....	.....12,687,389	.....	.....	.....	.....12,687,389	.....
.....	83-0212963.....	Vision Service Plan of Wyoming (Wyoming).....	.....	.....	.....	.....	.....1,020,810	.....	.....	.....	.....1,020,810	.....
.....	20-1949500.....	Eastern Vision Service Plan IPA, Inc.....	.....	.....	.....	.....	.....169,725	.....	.....	.....	.....169,725	.....
12516.....	20-0891619.....	Vision Service Plan of Illinois, NFP.....	.....	.....	.....	.....	.....18,502,456	.....	.....	.....	.....18,502,456	.....
.....	94-1632821.....	Vision Service Plan (California).....	(53,700,000)	.....	.....	.....	.....(315,472,031)	.....	.....	.....	.....(369,172,031)	.....
.....	26-1998746.....	VSP Holding Company, Inc.....	(7,300,000)	.....	.....	.....	.....	.....	.....	.....	.....(7,300,000)	.....
.....	26-1998746.....	VSP Holding Company, Inc.....	3,000,000	.....	.....0	0	0	0	0	0	3,000,000	0
9999999.....	Control Totals.....	.....	.....0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
APRIL FILING		
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
JUNE FILING		
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

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

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO
APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	YES
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO
AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	NO

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

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