



HEALTH QUARTERLY STATEMENT

As of March 31, 2015
of the Condition and Affairs of the

Vision Service Plan

NAIC Group Code.....1189, 1189 (Current Period) (Prior Period) NAIC Company Code..... 54380 Employer's ID Number..... 31-0725743

Organized under the Laws of Ohio State of Domicile or Port of Entry Ohio Country of Domicile US

Licensed as Business Type Vision Service Corporation Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... November 4, 1966 Commenced Business..... March 29, 1967

Statutory Home Office 3400 Morse Crossing P.O. Box 2487..... Columbus OH US 43215
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 3333 Quality Drive..... Rancho Cordova CA US 95670 916-851-5000
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 3333 Quality Drive..... Rancho Cordova CA US 95670
(Street and Number) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 3333 Quality Drive..... Rancho Cordova CA US 95670 916-851-5000
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.vsp.com

Statutory Statement Contact Laura Olson 916-851-5000
(Name) (Area Code) (Telephone Number) (Extension)
laurol@vsp.com 916-463-9040
(E-Mail Address) (Fax Number)

OFFICERS

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

OTHER

DIRECTORS OR TRUSTEES

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

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

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

_____ (Signature) James Robinson Lynch 1. (Printed Name) President (Title)	_____ (Signature) James Michael McGrann 2. (Printed Name) Secretary (Title)	_____ (Signature) Lester Earl Passuello 3. (Printed Name) Treasurer (Title)
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Subscribed and sworn to before me a. Is this an original filing? Yes [X] No []

This _____ day of b. If no: 1. State the amendment number _____

By: James Robinson Lynch , James Michael McGrann, 2. Date filed _____

Lester Earl Passuello 3. Number of pages attached _____

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	14,901,953		14,901,953	16,163,436
2. Stocks:				
2.1 Preferred stocks.....	23,658		23,658	21,463
2.2 Common stocks.....	15,868,914		15,868,914	15,571,187
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
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 (\$.....10,383,178), cash equivalents (\$.....0) and short-term investments (\$.....8,579,068).....	18,962,246		18,962,246	17,403,961
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....	3,057,001	3,057,001	.0	
9. Receivables for securities.....	21,445		21,445	19,917
10. Securities lending reinvested collateral assets.....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	52,835,217	3,057,001	49,778,216	49,179,964
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	111,283		111,283	88,899
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,107,117	26,697	2,080,420	1,900,666
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.....	3,449,185	129	3,449,056	3,153,721
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	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....	127,176		127,176	
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	.0	.0	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	58,629,978	3,083,827	55,546,151	54,323,250
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	58,629,978	3,083,827	55,546,151	54,323,250

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.....			.0	
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	.0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	4,766,518		4,766,518	4,536,199
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	53,544		53,544	50,956
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.....	585,637		585,637	586,221
9. General expenses due or accrued.....	40,958		40,958	58,612
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	1,385,325		1,385,325	1,128,698
10.2 Net deferred tax liability.....	669,824		669,824	651,787
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....	382,656		382,656	35
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....			0	1,182,315
16. Derivatives.....			0	
17. Payable for securities.....	55,751		55,751	75,682
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
22. Liability for amounts held under uninsured plans.....	585,391		585,391	581,429
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	3,169,203	0	3,169,203	1,017,908
24. Total liabilities (Lines 1 to 23).....	11,694,807	0	11,694,807	9,869,842
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	498,722	1,901,411
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	42,852,622	42,051,997
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	43,851,344	44,453,408
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	55,546,151	54,323,250

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued.....	3,107,028		3,107,028	955,529
2302. Escheatable checks.....	62,175		62,175	62,379
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).....	3,169,203	0	3,169,203	1,017,908
2501. Health insurer assessment.....	XXX	XXX	498,722	1,901,411
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	498,722	1,901,411
3001. Statutory Reserve.....	XXX	XXX	500,000	500,000
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	500,000	500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX	4,106,001	3,986,568	15,860,602
2. Net premium income (including \$.....0 non-health premium income).....	XXX	24,812,017	23,428,836	94,597,559
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$.....4,343,074 medical expenses).....	XXX	896,104	857,225	2,971,327
5. Risk revenue.....	XXX	4,762	76,769	330,709
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	25,712,883	24,362,830	97,899,595
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		22,097,341	21,019,938	75,489,530
11. Outside referrals.....				
12. Emergency room and out-of-area.....				
13. Prescription drugs.....				
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....	0	22,097,341	21,019,938	75,489,530
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	22,097,341	21,019,938	75,489,530
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		280,297	256,198	1,014,270
21. General administrative expenses.....		4,704,729	4,053,079	12,191,067
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	27,082,367	25,329,215	88,694,867
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(1,369,484)	(966,385)	9,204,728
25. Net investment income earned.....		142,079	232,576	670,768
26. Net realized capital gains (losses) less capital gains tax of \$.....23,920.....		44,422	180,445	374,860
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	186,501	413,021	1,045,628
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....1,082)].....		(1,082)	(630)	(5,549)
29. Aggregate write-ins for other income or expenses.....	0	0	(797,904)	(4,117,810)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	(1,184,065)	(1,351,898)	6,126,997
31. Federal and foreign income taxes incurred.....	XXX	232,708	157,055	3,665,997
32. Net income (loss) (Lines 30 minus 31).....	XXX	(1,416,773)	(1,508,953)	2,461,000

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901. Lab expenses.....			(14,510,116)	(49,632,437)
2902. Lab Revenue.....			13,712,212	45,514,627
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0	(797,904)	(4,117,810)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	44,453,408	39,861,455	39,861,455
34. Net income or (loss) from Line 32.....	(1,416,773)	(1,508,953)	2,461,000
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....28,080.....	52,149	(174,588)	28,186
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	10,043	123,016	(2,219,020)
39. Change in nonadmitted assets.....	752,517	914,457	11,121,787
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)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	(602,064)	(646,068)	4,591,953
49. Capital and surplus end of reporting period (Line 33 plus 48).....	43,851,344	39,215,387	44,453,408

DETAILS OF WRITE-INS

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

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	24,630,423	22,590,978	94,755,750
2. Net investment income.....	139,388	295,937	881,550
3. Miscellaneous income.....	900,866	933,994	3,302,036
4. Total (Lines 1 through 3).....	25,670,677	23,820,909	98,939,336
5. Benefit and loss related payments.....	21,867,022	20,873,640	75,403,758
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	3,130,515	3,235,769	20,867,126
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	1	1	2,923,348
10. Total (Lines 5 through 9).....	24,997,538	24,109,410	99,194,232
11. Net cash from operations (Line 4 minus Line 10).....	673,139	(288,501)	(254,896)
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	1,400,000	950,000	5,070,000
12.2 Stocks.....	674,954	944,038	5,004,383
12.3 Mortgage loans.....			
12.4 Real estate.....			2,781,250
12.5 Other invested assets.....	743,036	710,400	2,890,096
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			66,256
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	2,817,990	2,604,438	15,811,985
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	157,125	2,482,775	6,719,665
13.2 Stocks.....	827,389	944,787	6,492,920
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	21,459	6,280	13,968
13.7 Total investments acquired (Lines 13.1 to 13.6).....	1,005,973	3,433,842	13,226,553
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	1,812,016	(829,404)	2,585,432
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
16.6 Other cash provided (applied).....	(926,870)	(4,520,489)	5,543,817
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(926,870)	(4,520,489)	(1,256,183)
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).....	1,558,285	(5,638,394)	1,074,353
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	17,403,961	16,329,607	16,329,607
19.2 End of period (Line 18 plus Line 19.1).....	18,962,246	10,691,214	17,403,961

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

20.0001			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	1,321,581				1,321,581					
2. First Quarter.....	1,371,613				1,371,613					
3. Second Quarter.....	0									
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	4,106,001				4,106,001					
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	123,559				123,559					
9. Total.....	123,559	0	0	0	123,559	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	24,812,017				24,812,017					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	24,812,017				24,812,017					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	21,867,022				21,867,022					
18. Amount Incurred for Provision of Health Care Services.....	22,097,341				22,097,341					

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing claims.....	994,200					994,200
0199999. Individually Listed Claims Unpaid.....	994,200	0	0	0	0	994,200
0499999. Subtotals.....	994,200	0	0	0	0	994,200
0599999. Unreported Claims and Other Claim Reserves.....						3,772,318
0799999. Total Claims Unpaid.....						4,766,518

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	4,020,097	17,846,925	113,920	4,652,598	4,134,017	4,536,199
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).....	4,020,097	17,846,925	113,920	4,652,598	4,134,017	4,536,199
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).....	4,020,097	17,846,925	113,920	4,652,598	4,134,017	4,536,199

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

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

	State of Domicile	2015	2014
NET INCOME			
(1) Vision Service Plan state basis (Page 4, Line 32, Columns 2 & 3)	OH	(1,416,773)	2,461,000
(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	(1,416,773)	2,461,000
SURPLUS			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	43,851,344	44,453,408
(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	43,851,344	44,453,408

NOTE 2 – ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

No significant change.

NOTE 3 – BUSINESS COMBINATIONS AND GOODWILL

No significant change.

NOTE 4 – DISCONTINUED OPERATIONS

No significant change.

NOTE 5 – INVESTMENTS

D. Loan-Backed Securities

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.
- (4) Not applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

- (3) Not applicable.

I. Working Capital Finance Investments

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

NOTE 6 – JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No significant change.

NOTE 7 – INVESTMENT INCOME

No significant change.

NOTE 8 – DERIVATIVE INSTRUMENTS

No significant change.

NOTE 9 – INCOME TAXES

No significant change.

NOTE 10 – INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES

No significant change.

NOTES TO FINANCIAL STATEMENTS

NOTE 11 – DEBT

B. FHLB (Federal Home Loan Bank) Agreements

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.
- (4) Not applicable.

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

A. Defined Benefit Plan – Not applicable.

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

No significant change.

NOTE 14 – CONTINGENCIES

No significant change.

NOTE 15 – LEASES

No significant change.

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

No significant change.

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

B. Transfer and Servicing of Financial Assets – Not applicable.

C. Wash Sales – Not applicable.

NOTE 18 – GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE PORTION OF PARTIALLY INSURED PLANS

No significant change.

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

No significant change.

NOTE 20 – FAIR VALUE MEASUREMENTS

A. (1) Fair Value Measurements at Reporting Date

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Equities	13,415,539	2,477,033		15,892,572
Total	13,415,539	2,477,033		15,892,572

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 2015	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 2015
Total										

b. Liabilities	Beginning Balance at 2015	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 2015
Total										

NOTES TO FINANCIAL STATEMENTS

(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	8,579,068	8,579,068	8,579,068			
Bonds	14,988,972	14,901,953	158,942	14,830,030		
Equities	15,892,572	15,892,572	13,415,539	2,477,033		

D. Not applicable.

NOTE 21 – OTHER ITEMS

C. On January 1, 2015, the Company was subject to an annual fee under section 9010 of the Affordable Care Act (ACA). This annual fee is allocated to individual health insurers as defined in the guidance, based on the ratio of the amount of the entity's net premiums written during the preceding calendar year to the amount of health insurance for any U.S health risk that is written during the preceding calendar year. A health insurance entity's portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1, 2015. In accordance with SSAP 35R, Guaranty Fund and Other Assessments, the Company recognized the entire annual fee on January 1, 2015.

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

J. Risk Sharing Provisions of the Affordable Care Act – Not applicable.

NOTE 22 – EVENTS SUBSEQUENT

No significant change.

NOTE 23 – REINSURANCE

No significant change.

NOTE 24 – RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDTERMINATION

Not applicable.

NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

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

	2015	2014
BALANCE—January 1	<u>\$ 4,587,155</u>	<u>\$ 4,505,293</u>
Incurred related to:		
Current year	23,240,031	77,361,265
Prior years	<u>(567,058)</u>	<u>(709,473)</u>
Total incurred	22,672,973	76,651,792
Paid related to:		
Current year	(18,314,619)	(72,715,405)
Prior years	<u>(4,125,447)</u>	<u>(3,854,525)</u>
Total paid	<u>(22,440,066)</u>	<u>(76,569,930)</u>
BALANCE—March 31/December 31	<u>\$ 4,820,062</u>	<u>\$ 4,587,155</u>

NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS

No significant change.

NOTE 27 – STRUCTURED SETTLEMENTS

Not Applicable

NOTES TO FINANCIAL STATEMENTS

NOTE 28 – HEALTH CARE RECEIVABLES

No significant change.

NOTE 29 – PARTICIPATING POLICIES

No significant change.

NOTE 30 – PREMIUM DEFICIENCY RESERVES

No significant change.

NOTE 31 – ANTICIPATED SALVAGE AND SUBROGATION

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change: _____

- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? If yes, complete Schedule Y, Parts 1 and 1A. Yes [X] No []
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation. Yes [] No [X] N/A []

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2011
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 02/19/2013

6.4 By what department or departments?
Ohio Department of Insurance

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with the Department? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:

- 8.1 Is the company a subsidiary of a bank holding company regulated with the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

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

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

- 9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 127,176

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
13. Amount of real estate and mortgages held in short-term investments: \$ 0

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

14.2 If yes, please complete the following:

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

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
- If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:

- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$ 0
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$ 0
- 16.3 Total payable for securities lending reported on the liability page: \$ 0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [X] No []

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

1 Name of Custodian(s)	2 Custodian Address
Wells Fargo Advisors	2295 Iron Point Rd., Folsom, CA 95630
Wells Fargo Institutional Securities, LLC	400 Capitol Mall, Sacramento, CA 95814

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Robert W. Baird & Co.	1400 Rocky Ridge Dr., Roseville, CA 95661	The Company is working with the bank to obtain an agreement that is in compliance with the NAIC requirements.

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

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

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

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

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

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Securities Valuation Office* been followed? Yes [X] No []

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:		
1.1 A&H loss percent		<u>89.0 %</u>
1.2 A&H cost containment percent		<u>0.0 %</u>
1.3 A&H expense percent excluding cost containment expenses		<u>19.0 %</u>
2.1 Do you act as a custodian for health savings accounts?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		<u>0</u>
2.3 Do you act as an administrator for health savings accounts?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		<u>0</u>

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL	N								.0
2. Alaska.....AK	N								.0
3. Arizona.....AZ	N								.0
4. Arkansas.....AR	N								.0
5. California.....CA	N								.0
6. Colorado.....CO	N								.0
7. Connecticut.....CT	N								.0
8. Delaware.....DE	N								.0
9. District of Columbia.....DC	N								.0
10. Florida.....FL	N								.0
11. Georgia.....GA	N								.0
12. Hawaii.....HI	N								.0
13. Idaho.....ID	N								.0
14. Illinois.....IL	N								.0
15. Indiana.....IN	N								.0
16. Iowa.....IA	N								.0
17. Kansas.....KS	N								.0
18. Kentucky.....KY	N								.0
19. Louisiana.....LA	N								.0
20. Maine.....ME	N								.0
21. Maryland.....MD	N								.0
22. Massachusetts.....MA	N								.0
23. Michigan.....MI	N								.0
24. Minnesota.....MN	N								.0
25. Mississippi.....MS	N								.0
26. Missouri.....MO	N								.0
27. Montana.....MT	N								.0
28. Nebraska.....NE	N								.0
29. Nevada.....NV	N								.0
30. New Hampshire.....NH	N								.0
31. New Jersey.....NJ	N								.0
32. New Mexico.....NM	N								.0
33. New York.....NY	N								.0
34. North Carolina.....NC	N								.0
35. North Dakota.....ND	N								.0
36. Ohio.....OH	L	24,812,017							24,812,017
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		24,812,017	.0	.0	.0	.0	.0	24,812,017	.0
60. Reporting entity contributions for Employee Benefit Plans.....XXX								.0	
61. Total (Direct Business).....(a)	1	24,812,017	.0	.0	.0	.0	.0	24,812,017	.0

DETAILS OF WRITE-INS

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

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

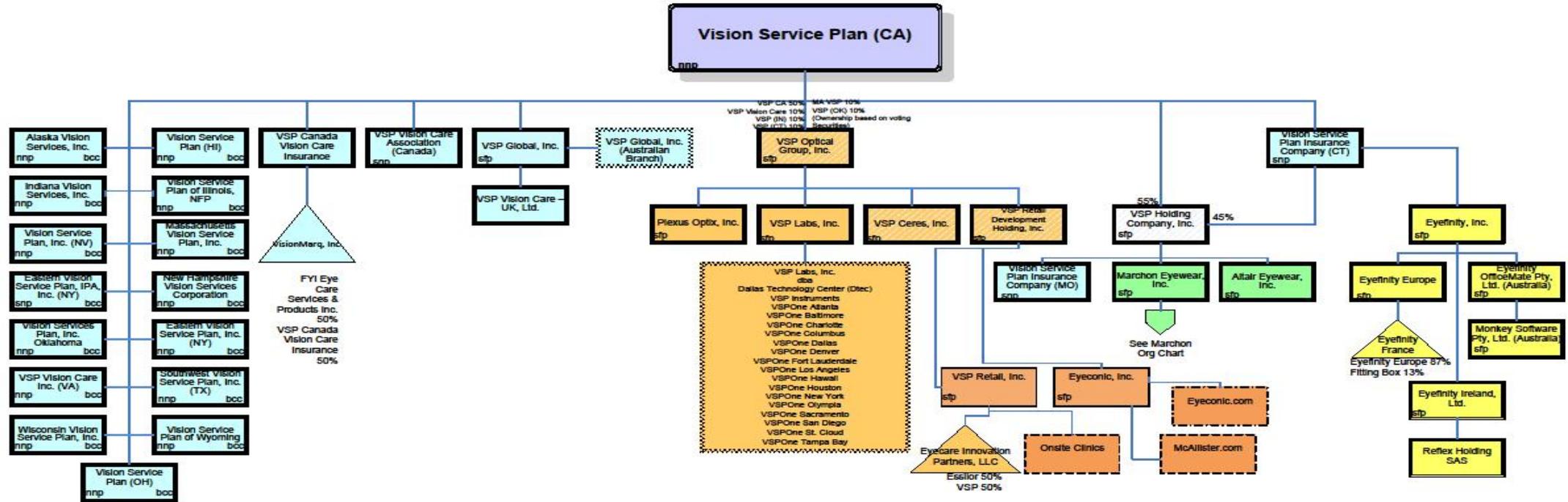
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



Q15

Legend

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

Corporate Ownership Key

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

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

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Alaska Vision Services, Inc.	92-0078509	47201	Altair Eyewear, Inc.	68-0295156
Eastern Vision Service Plan, Inc.	22-2777159	47029	Eyeconic, Inc.	27-3107295
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyefinity, Inc.	68-0450459
Indiana Vision Services, Inc.	35-6062367	52050	Marchon Eyewear, Inc.	11-2617364
Massachusetts Vision Service Plan, Inc.	04-2718308	47093	Plexus Optix, Inc.	27-0621213
New Hampshire Vision Services Corporation	23-7375685	None	VSP Ceres, Inc.	27-5016913
Southwest Vision Service Plan, Inc.	75-1769288	None	VSP Global, Inc.	27-0933693
Vision Service Plan (CA)	94-1632821	None	VSP Holding Company, Inc.	26-1995746
Vision Service Plan (HI)	99-0247573	None	VSP Labs, Inc.	27-0621143
Vision Service Plan (OH)	31-0725743	54380	VSP Optical Group, Inc.	27-0621064
Vision Service Plan, Inc.	94-3034073	48321	VSP Retail Development Holding, Inc.	48-5300037
Vision Service Plan Insurance Company (CT)	06-1227840	39616	VSP Retail, Inc.	46-5406960
Vision Service Plan Insurance Company (MO)	36-3560825	32395		
Vision Service Plan of Illinois, NFP	20-0891619	12516		
Vision Services Plan, Inc., Oklahoma	73-1004909	47097		
Wisconsin Vision Service Plan, Inc.	39-1249540	54682		
Vision Service Plan of Wyoming	83-0212963	None		
VSP Vision Care, Inc.	23-7089668	53031		

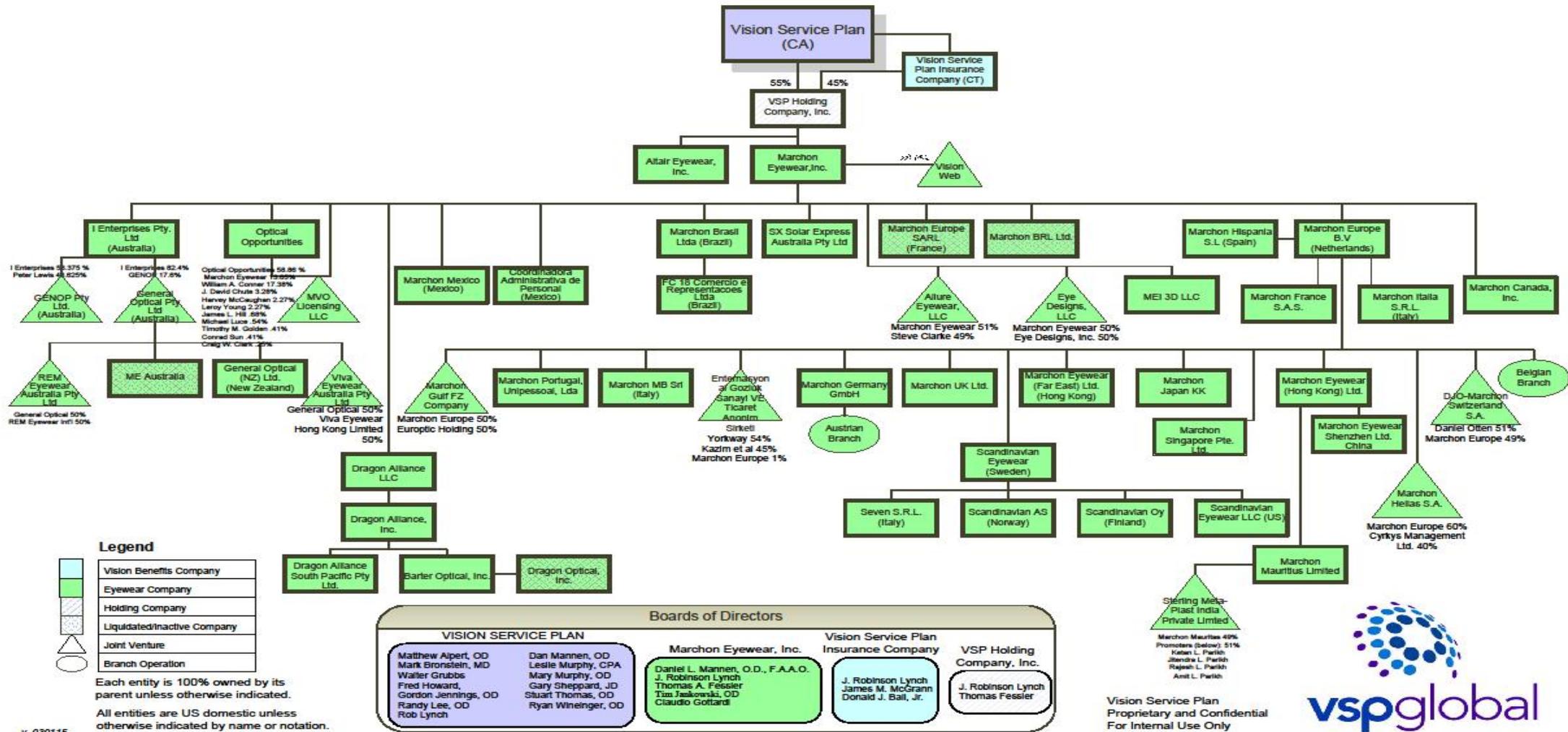


Vision Service Plan
Proprietary and Confidential
For Internal Use Only

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Marchon Eyewear, Inc.



Q15.1

Legend

	Vision Benefits Company
	Eyewear Company
	Holding Company
	Liquidated/Inactive Company
	Joint Venture
	Branch Operation

Each entity is 100% owned by its parent unless otherwise indicated.
All entities are US domestic unless otherwise indicated by name or notation.

Boards of Directors

VISION SERVICE PLAN		Marchon Eyewear, Inc.	Vision Service Plan Insurance Company	VSP Holding Company, Inc.
Matthew Alpert, OD	Dan Mannen, OD	Daniel L. Mannen, O.D., F.A.A.O.	J. Robinson Lynch	J. Robinson Lynch
Mark Bronstein, MD	Leslie Murphy, CPA	J. Robinson Lynch	James M. McGrann	Thomas Fessler
Walker Grubbs	Mary Murphy, OD	Thomas A. Fessler	Donald J. Ball, Jr.	
Fred Howard	Gary Sheppard, JD	Tim Jankowski, OD		
Gordon Jennings, OD	Stuart Thomas, OD	Claudio Gottardi		
Randy Lee, OD	Ryan Wineinger, OD			
Rob Lynch				

Vision Service Plan
Proprietary and Confidential
For Internal Use Only



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	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					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	Ownership	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)	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000..					Marchon Eyewear Australia Pty Ltd.....	AUS.....	NIA.....	General Optical Pty Ltd.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	11-2617364..				Marchon Eyewear, Inc.....	USA.....	NIA.....	VSP Holding Company, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	98-0542016..				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..					Monkey Software Pty. Ltd.....	AUS.....	NIA.....	Eyefinity/Officemate Pty (Australia).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	27-1700596..				MVO Licensing, LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	13.650	Vision Service Plan (California).....	
		00000..	27-1700596..				MVO Licensing, LLC.....	USA.....	NIA.....	Optical Opportunities, LLC.....	Ownership.....	58.860	Vision Service Plan (California).....	
		00000..	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..					Reflex Holding SAS.....	IRL.....	NIA.....	Eyefinity, Ireland.....	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..					VisionMarq, Inc.....	CAN.....	NIA.....	VSP Canada Vision Care Insurance.....	Ownership.....	50.000	Vision Service Plan (California).....	
		00000..	94-1632821..				Vision Service Plan (California).....	USA.....	UDP.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	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	00000..54380..	99-0247673..31-0725743..				Vision Service Plan (Hawaii)..... Vision Service Plan (Ohio).....	USA..... USA.....	IA..... RE.....	Vision Service Plan (California)..... Vision Service Plan (California).....	Board..... Board.....		Vision Service Plan (California)..... 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).....	

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

NO

Explanation:

1.

Bar Code:



Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	2,861,763
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		2,781,250
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....		80,513
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	3,800,037	6,690,133
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....	743,036	2,890,096
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	3,057,001	3,800,037
12. Deduct total nonadmitted amounts.....	3,057,001	3,800,037
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	31,756,085	28,103,150
2. Cost of bonds and stocks acquired.....	984,514	13,212,585
3. Accrual of discount.....	2,749	7,737
4. Unrealized valuation increase (decrease).....	80,230	43,360
5. Total gain (loss) on disposals.....	68,342	576,708
6. Deduct consideration for bonds and stocks disposed of.....	2,074,954	10,074,383
7. Deduct amortization of premium.....	22,442	113,072
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	30,794,525	31,756,085
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	30,794,525	31,756,085

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
NAIC Designation	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	23,200,649	31,267,713	30,967,648	(272,608)	23,228,106			23,200,649
2. NAIC 2 (a).....				252,915	252,915			
3. NAIC 3 (a).....								
4. NAIC 4 (a).....								
5. NAIC 5 (a).....								
6. NAIC 6 (a).....								
7. Total Bonds.....	23,200,649	31,267,713	30,967,648	(19,693)	23,481,021	0	0	23,200,649
PREFERRED STOCK								
8. NAIC 1.....	21,463			2,195	23,658			21,463
9. NAIC 2.....								
10. NAIC 3.....								
11. NAIC 4.....								
12. NAIC 5.....								
13. NAIC 6.....								
14. Total Preferred Stock.....	21,463	0	0	2,195	23,658	0	0	21,463
15. Total Bonds and Preferred Stock.....	23,222,112	31,267,713	30,967,648	(17,498)	23,504,679	0	0	23,222,112

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(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....	8,579,068	XXX.....	8,579,068	.....20	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	7,037,214	14,801,742
2. Cost of short-term investments acquired.....	31,110,588	111,589,998
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	29,568,734	119,354,525
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	8,579,068	7,037,214
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	8,579,068	7,037,214

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

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

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. DB-Verification
NONE**

**Sch. E-Verification
NONE**

**Sch. A-Pt 2
NONE**

**Sch. A-Pt 3
NONE**

**Sch. B-Pt 2
NONE**

**Sch. B-Pt 3
NONE**

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 NT 3	US TREASURY N/B.....		03/12/2015	RW Baird.....		157,125	150,000	.272	L.....
0599999	Total Bonds - U.S Government.....					157,125	150,000	.272	XXX
8399997	Total Bonds - Part 3.....					157,125	150,000	.272	XXX
8399999	Total Bonds.....					157,125	150,000	.272	XXX
Common Stocks - Industrial and Miscellaneous									
00289R 20 1	ABENGOA SA.....	R.....	02/24/2015	RW Baird.....	946,000	16,536	XXX		L.....
008252 10 8	AFFILIATED MANAGERS GROUP.....		03/06/2015	RW Baird.....	74,000	15,990	XXX		L.....
00846U 10 1	AGILENT TECHNOLOGIES INC.....		01/23/2015	RW Baird.....	640,000	25,609	XXX		L.....
01609W 10 2	ALIBABA GROUP HOLDING-SP ADR.....	R.....	01/29/2015	RW Baird.....	141,000	12,597	XXX		L.....
02263T 10 4	AMADEUS IT HOLDING-UNSP ADR.....	R.....	03/26/2015	RW Baird.....	388,000	16,416	XXX		U.....
030420 10 3	AMERICAN WATER WORKS CO INC.....		01/09/2015	RW Baird.....	290,000	15,790	XXX		L.....
037833 10 0	APPLE INC.....		03/09/2015	RW Baird.....	610,000	77,810	XXX		L.....
04316A 10 8	ARTISAN PARTNERS ASSET MA - A.....		02/19/2015	RW Baird.....	194,000	9,154	XXX		L.....
043393 20 6	ASAHI GLASS CO LTD-UNSP ADR.....	R.....	03/26/2015	RW Baird.....	2,574,000	17,143	XXX		U.....
062540 10 9	BANK OF HAWAII CORP.....		01/27/2015	RW Baird.....	187,000	10,697	XXX		L.....
163072 10 1	CHEESECAKE FACTORY INC/THE.....		02/20/2015	RW Baird.....	290,000	14,178	XXX		L.....
169409 10 9	CHINA SOUTHERN AIR-SPONS ADR.....	R.....	01/26/2015	RW Baird.....	574,000	15,887	XXX		L.....
192446 10 2	COGNIZANT TECH SOLUTIONS-A.....		02/04/2015	RW Baird.....	155,000	8,903	XXX		L.....
253393 10 2	DICK'S SPORTING GOODS INC.....		02/20/2015	RW Baird.....	340,000	18,621	XXX		L.....
256677 10 5	DOLLAR GENERAL CORP.....		03/06/2015	RW Baird.....	203,000	14,510	XXX		L.....
256746 10 8	DOLLAR TREE INC.....		01/12/2015	RW Baird.....	204,000	14,080	XXX		L.....
38259P 50 8	GOOGLE INC-CL A.....		03/25/2015	RW Baird.....	31,000	17,838	XXX		L.....
438128 30 8	HONDA MOTOR CO LTD-SPONS ADR.....	R.....	01/14/2015	RW Baird.....	564,000	17,093	XXX		L.....
448415 20 8	HUTCHISON WHAMPOA -UNSP ADR.....	R.....	01/26/2015	RW Baird.....	612,000	16,071	XXX		U.....
450737 10 1	IBERDROLA SA-SPONSORED ADR.....	R.....	01/26/2015	RW Baird.....	369,000	10,232	XXX		U.....
46284V 10 1	IRON MOUNTAIN INC.....		01/16/2015	Unknown.....	817,000	24,295	XXX		L.....
485785 10 9	KASIKORNBANK PCL-UNSPON ADR.....	R.....	03/06/2015	RW Baird.....	132,000	3,729	XXX		U.....
49926D 10 9	KNOWLES CORP.....		01/23/2015	RW Baird.....	390,000	8,247	XXX		L.....
500467 10 5	KONINKLIJKE AHOLD-SP ADR.....	R.....	03/09/2015	RW Baird.....	1,092,000	21,393	XXX		U.....
50540R 40 9	LABORATORY CRP OF AMER HLDGS.....		01/23/2015	RW Baird.....	140,000	16,452	XXX		L.....
626188 10 6	MUENCHENER RUECK-UNSPON ADR.....	R.....	03/04/2015	RW Baird.....	504,000	10,336	XXX		U.....
656531 60 5	NORSK HYDRO AS-SPONS ADR.....	R.....	03/09/2015	RW Baird.....	2,566,000	13,516	XXX		U.....
69366X 10 0	BANK RAKYAT INDONESIA-UN ADR.....	R.....	03/06/2015	RW Baird.....	217,000	4,336	XXX		U.....
69367U 10 5	BANK MANDIRI TBK-UNSPON ADR.....	R.....	03/06/2015	RW Baird.....	552,000	5,067	XXX		U.....
741503 40 3	PRICELINE GROUP INC/THE.....		02/19/2015	RW Baird.....	13,000	15,762	XXX		L.....
743476 20 2	PROSIEBEN SAT.1-UNSP ADR.....	R.....	03/26/2015	RW Baird.....	1,363,000	16,451	XXX		U.....
758204 20 0	REED ELSEVIER NV-SPONS ADR.....	R.....	03/04/2015	RW Baird.....	207,000	10,346	XXX		L.....
758750 10 3	REGAL-BELOIT CORP.....		01/23/2015	RW Baird.....	60,000	4,243	XXX		L.....
775781 20 6	ROLLS-ROYCE HOLDINGS-SP ADR.....	R.....	01/20/2015	RW Baird.....	151,000	100	XXX		U.....
82481R 10 6	SHIRE PLC-ADR.....	R.....	03/27/2015	RW Baird.....	352,000	84,373	XXX		L.....

QE04

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
855244 10 9	STARBUCKS CORP.....		..01/23/2015	RW Baird.....	.....154,000	.....13,504	XXX	.....	L.....
87265H 10 9	TRI POINTE HOMES INC.....		..01/09/2015	RW Baird.....	.....990,000	.....15,928	XXX	.....	L.....
887317 30 3	TIME WARNER INC.....		..02/11/2015	RW Baird.....	.....169,000	.....13,733	XXX	.....	L.....
949746 10 1	WELLS FARGO & CO.....		..03/20/2015	RW Baird.....	.....1,485,000	.....83,344	XXX	.....	L.....
G0083B 10 8	ACTAVIS PLC.....	R.....	..02/25/2015	RW Baird.....	.....395,000	.....107,484	XXX	.....	L.....
G491BT 10 8	INVESCO LTD.....	R.....	..03/09/2015	RW Baird.....	.....230,000	.....9,312	XXX	.....	L.....
N07059 21 0	ASML HOLDING NV-NY REG SHS.....	R.....	..03/04/2015	RW Baird.....	.....136,000	.....14,762	XXX	.....	L.....
N22717 10 7	CORE LABORATORIES N.V.....	R.....	..03/16/2015	RW Baird.....	.....205,000	.....20,570	XXX	.....	L.....
N6596X 10 9	NXP SEMICONDUCTORS NV.....	R.....	..03/12/2015	RW Baird.....	.....273,000	.....23,950	XXX	.....	U.....
V7780T 10 3	ROYAL CARIBBEAN CRUISES LTD.....		..03/31/2015	RW Baird.....	.....363,000	.....29,690	XXX	.....	L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....						.....936,081	XXX	.....0	XXX
Common Stocks - Mutual Funds									
464287 40 8	ISHARES S&P 500 VALUE ETF.....		..03/31/2015	RW Baird.....	.....512,458	.....47,178	XXX	.....	L.....
464287 59 8	ISHARES RUSSELL 1000 VALUE E.....		..03/31/2015	RW Baird.....	.....426,295	.....43,717	XXX	.....	L.....
9299999. Total Common Stocks - Mutual Funds.....						.....90,894	XXX	.....0	XXX
Common Stocks - Money Market Mutual Funds									
000000 00 0	GENERAL MONEY MARKET.....		..02/27/2015	Direct.....	.....49,926,790	.....49,927	XXX	.....	V.....
009999 76 4	INSURED DEPOSIT US BANK.....		..02/01/2015	VARIOUS.....	.....(249,512,940)	.....(249,513)	XXX	.....	.....
9399999. Total Common Stocks - Money Market Mutual Funds.....						.....(199,586)	XXX	.....0	XXX
9799997. Total Common Stocks - Part 3.....						.....827,389	XXX	.....0	XXX
9799999. Total Common Stocks.....						.....827,389	XXX	.....0	XXX
9899999. Total Preferred and Common Stocks.....						.....827,389	XXX	.....0	XXX
9999999. Total Bonds, Preferred and Common Stocks.....						.....984,514	XXX	.....272	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....13.

QE04.1

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828	DM 9		03/01/2015	VARIOUS		150,000	150,000	151,714	150,026		(26)		(26)		150,000			0	3,000	02/15/2015	1
0599999. Total Bonds - U.S. Government						150,000	150,000	151,714	150,026	0	(26)	0	(26)	0	150,000	0	0	0	3,000	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3130A3	AT 1		01/27/2015	Redemption		250,000	250,000	250,000	250,000				0	250,000			0	625	04/27/2018	1	
3133ED	AS 1		02/06/2015	Redemption		500,000	500,000	498,595	498,887		28		28	498,914		1,086	1,086	1,653	11/26/2018	1	
3134G4	ZZ 7		03/27/2015	Redemption		500,000	500,000	500,000	500,000				0	500,000			0	3,000	12/27/2017	1	
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						1,250,000	1,250,000	1,248,595	1,248,887	0	28	0	28	1,248,914	0	1,086	1,086	5,278	XXX	XXX	
8399997. Total Bonds - Part 4						1,400,000	1,400,000	1,400,309	1,398,913	0	2	0	2	1,398,914	0	1,086	1,086	8,278	XXX	XXX	
8399999. Total Bonds						1,400,000	1,400,000	1,400,309	1,398,913	0	2	0	2	1,398,914	0	1,086	1,086	8,278	XXX	XXX	
Common Stocks - Industrial and Miscellaneous																					
002824	10 0		02/19/2015	RW Baird		240,000	11,086	XXX	9,157	10,805	(1,648)		(1,648)	9,157		1,929	1,929	58	XXX	L	
015351	10 9		01/13/2015	RW Baird		145,000	26,483	XXX	12,658	26,829	(14,172)		(14,172)	12,658		13,825	13,825		XXX	L	
037833	10 0		02/20/2015	RW Baird		110,000	14,149	XXX	6,195	12,142	(5,947)		(5,947)	6,195		7,954	7,954	52	XXX	L	
044209	10 4		01/09/2015	RW Baird		100,000	12,013	XXX	4,939	11,976	(7,037)		(7,037)	4,939		7,074	7,074		XXX	L	
055262	50 5	R	01/26/2015	RW Baird		200,000	17,540	XXX	17,020	16,678	342		342	17,020		520	520		XXX	U	
05565A	20 2	R	02/01/2015	Adjustment				XXX			0		0				0	1	XXX	U	
059520	10 6	R	03/04/2015	RW Baird		124,000	8,625	XXX	8,735	8,549	187		187	8,735		(111)	(111)		XXX	L	
09062X	10 3		03/25/2015	RW Baird		48,000	20,973	XXX	11,592	16,294	(4,702)		(4,702)	11,592		9,382	9,382		XXX	L	
09247X	10 1		01/08/2015	RW Baird		24,000	8,457	XXX	6,504	8,581	(2,078)		(2,078)	6,504		1,953	1,953		XXX	L	
136375	10 2		03/04/2015	RW Baird		173,000	11,837	XXX	12,563	11,921	642		642	12,563		(726)	(726)		XXX	L	
151020	10 4		02/12/2015	RW Baird		269,000	31,756	XXX	8,691	30,090	(21,399)		(21,399)	8,691		23,065	23,065		XXX	L	
179895	10 7		01/16/2015	RW Baird		290,000	18,159	XXX	19,489	19,326	164		164	19,489		(1,330)	(1,330)	58	XXX	L	
25470F	10 4		02/13/2015	RW Baird		904,000	27,744	XXX	25,589	31,143	(5,554)		(5,554)	25,589		2,155	2,155		XXX	L	
25470F	30 2		02/13/2015	RW Baird		904,000	27,106	XXX	24,503	30,483	(5,980)		(5,980)	24,503		2,603	2,603		XXX	L	
256746	10 8		01/09/2015	RW Baird		80,000	5,564	XXX	1,502	5,630	(4,128)		(4,128)	1,502		4,062	4,062		XXX	L	
260003	10 8		01/09/2015	RW Baird		360,000	25,109	XXX	25,724	25,819	(95)		(95)	25,724		(614)	(614)		XXX	L	
29265N	10 8		01/23/2015	RW Baird		220,000	14,057	XXX	12,129	14,027	(1,899)		(1,899)	12,129		1,929	1,929		XXX	L	
38500T	10 1		01/22/2015	RW Baird		2,242,000	5,313	XXX	16,627	8,632	7,995		7,995	16,627		(11,314)	(11,314)		XXX	L	
40650V	10 0		03/16/2015	RW Baird		108,000	5,005	XXX	2,536	4,911	(2,375)		(2,375)	2,536		2,470	2,470		XXX	L	
438128	30 8		03/26/2015	RW Baird		572,000	19,187	XXX	19,979	16,885	3,093		3,093	19,979		(792)	(792)	87	XXX	L	
462846	10 6		01/16/2015	Unknown		817,000	24,295	XXX	24,295	31,585	(7,290)		(7,290)	24,295			0		XXX	L	
505861	40 1		02/23/2015	RW Baird		950,000	17,822	XXX	15,405	16,568	(1,163)		(1,163)	15,405		2,417	2,417		XXX	U	
517834	10 7		03/09/2015	RW Baird		925,000	50,487	XXX	41,395	53,798	(12,403)		(12,403)	41,395		9,092	9,092		XXX	L	
611740	10 1		01/12/2015	RW Baird		335,000	38,423	XXX	20,782	36,297	(15,515)		(15,515)	20,782		17,641	17,641		XXX	L	
654744	40 8		03/04/2015	RW Baird		813,000	16,660	XXX	16,224	14,203	2,021		2,021	16,224		436	436		XXX	U	
674599	10 5		01/15/2015	RW Baird				XXX			0		0				0	190	XXX	L	

QE05

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
69367X 10 9	ASTRA INTERNATIONAL-UNSP ADR.....	R.	03/06/2015	RW Baird.....	867.000	10,612	XXX	10,282	10,335	(52)			(52)		10,282		330	330			XXX	U.....
71654V 40 8	PETROLEO BRASILEIRO-SPON ADR.....	R.	03/04/2015	RW Baird.....	1,788.000	10,971	XXX	23,484	13,052	10,432			10,432		23,484		(12,513)	(12,513)			XXX	L.....
740189 10 5	PRECISION CASTPARTS CORP.....		02/19/2015	RW Baird.....	471.000	98,782	XXX	107,707	113,454	(5,747)			(5,747)		107,707		(8,926)	(8,926)			XXX	L.....
75886F 10 7	REGENERON PHARMACEUTICALS.....		03/24/2015	RW Baird.....	41.000	19,745	XXX	11,168	16,820	(5,652)			(5,652)		11,168		8,577	8,577			XXX	L.....
775781 20 6	ROLLS-ROYCE HOLDINGS-SP ADR.....	R.	01/21/2015	RW Baird.....	151.000	100	XXX	13,916	10,146	3,770			3,770		13,916		(13,816)	(13,816)	100		XXX	U.....
786584 10 2	SAFRAN SA-UNSPON ADR.....	R.	03/30/2015	RW Baird.....	3,441.000	60,198	XXX	58,019	52,510	5,509			5,509		58,019		2,179	2,179	438		XXX	U.....
80007R 10 5	SANDS CHINA LTD-UNSPONS ADR.....		03/13/2015	RW Baird.....	272.000	10,975	XXX	16,445	13,395	3,050			3,050		16,445		(5,470)	(5,470)	334		XXX	U.....
803054 20 4	SAP SE-SPONSORED ADR.....	R.	01/26/2015	RW Baird.....	195.000	12,868	XXX	11,652	13,582	(1,929)			(1,929)		11,652		1,215	1,215			XXX	L.....
803866 30 0	SASOL LTD-SPONSORED ADR.....	R.	03/04/2015	RW Baird.....	163.000	5,743	XXX	7,869	6,189	1,680			1,680		7,869		(2,126)	(2,126)			XXX	L.....
81783H 10 5	SEVEN & I HOLDINGS-UNSPN ADR.....	R.	01/14/2015	RW Baird.....	948.000	16,767	XXX	16,083	17,092	(1,010)			(1,010)		16,083		684	684			XXX	U.....
929236 10 7	WD-40 CO.....		02/11/2015	RW Baird.....	231.000	19,094	XXX	17,847	19,653	(1,807)			(1,807)		17,847		1,247	1,247	88		XXX	L.....
983134 10 7	WYNN RESORTS LTD.....		02/26/2015	RW Baird.....	365.000	52,492	XXX	52,198	54,297	(2,099)			(2,099)		52,198		294	294	548		XXX	L.....
G45667 10 5	HOLLYSYS AUTOMATION TECHNOLO.....	R.	03/16/2015	RW Baird.....	650.000	11,837	XXX	14,546	15,880	(1,334)			(1,334)		14,546		(2,709)	(2,709)	260		XXX	L.....
G7500T 10 4	PENTAIR PLC.....	R.	01/23/2015	RW Baird.....	470.000	30,258	XXX	21,685	31,217	(9,532)			(9,532)		21,685		8,573	8,573			XXX	L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....						818,294	XXX	747,133	850,796	(103,662)	0	0	(103,662)	0	747,133	0	71,160	71,160	2,213		XXX	XXX
Common Stocks - Mutual Funds																						
78463X 75 6	SPDR S&P EMERGING MKTS SMALL.....		03/26/2015	RW Baird.....	702.000	30,889	XXX	34,793	31,127	3,666			3,666		34,793		(3,904)	(3,904)	642		XXX	L.....
9299999. Total Common Stocks - Mutual Funds.....						30,889	XXX	34,793	31,127	3,666	0	0	3,666	0	34,793	0	(3,904)	(3,904)	642		XXX	XXX
Common Stocks - Money Market Mutual Funds																						
000000 00 0	GENERAL MONEY MARKET.....		03/31/2015	Direct.....	49,926.790	49,927	XXX	49,927					0		49,927			0			XXX	V.....
009999 76 4	INSURED DEPOSIT US BANK.....		02/18/2015	VARIOUS.....	(224,155.970)	(224,156)	XXX	(224,156)	25,357				0		(224,156)			0			XXX	L.....
9399999. Total Common Stocks - Money Market Mutual Funds.....						(174,229)	XXX	(174,229)	25,357	0	0	0	0	0	(174,229)	0	0	0	0	0	XXX	XXX
9799997 Total Common Stocks - Part 4.....						674,954	XXX	607,697	907,279	(99,996)	0	0	(99,996)	0	607,697	0	67,257	67,257	2,855		XXX	XXX
9799999. Total Common Stocks.....						674,954	XXX	607,697	907,279	(99,996)	0	0	(99,996)	0	607,697	0	67,257	67,257	2,855		XXX	XXX
9899999. Total Preferred and Common Stocks.....						674,954	XXX	607,697	907,279	(99,996)	0	0	(99,996)	0	607,697	0	67,257	67,257	2,855		XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks.....						2,074,954	XXX	2,008,006	2,306,192	(99,996)	2	0	(99,995)	0	2,006,611	0	68,342	68,342	11,133		XXX	XXX

QE05.1

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....9.

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

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

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

**Sch. DB-Pt D-Sn 2
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
Bank of America - Checking..... Sacramento, CA.....					6,122,685	6,100,355	10,134,674	XXX
Robert Baird & Co..... Roseville, CA.....					199,657	238,159	238,519	XXX
Wells Fargo Advisors..... Folsom, CA.....					9,339	9,678	9,985	XXX
0199999. Total Open Depositories.....	XXX	XXX	0	0	6,331,681	6,348,192	10,383,178	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	0	0	6,331,681	6,348,192	10,383,178	XXX
0599999. Total Cash.....	XXX	XXX	0	0	6,331,681	6,348,192	10,383,178	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
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NONE