54380201520100102

HEALTH QUARTERLY STATEMENT

As of June 30, 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 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive….. Rancho Cordova ..... CA ..... US ..... 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive….. Rancho Cordova ..... CA ..... US ..... 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson *(Name)* laurol@vsp.com *(E-Mail Address)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)* 916-463-9040 *(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)	(Signature)	(Signature)
James Robinson Lynch	James Michael McGrann	Lester Earl Passuello
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This day of

By: James Robinson Lynch , James Michael McGrann,

Lester Earl Passuello

a. Is this an original filing? Yes [X] No [ ]

b. If no: 1. State the amendment number

2. Date filed

3. Number of pages attached

ASSETS

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
1. Bonds	14,267,122		14,267,122	16,163,436
2. Stocks:				
2.1 Preferred stocks	22,687		22,687	21,463
2.2 Common stocks	16,152,056		16,152,056	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 $.....0 encumbrances)			0	
5. Cash ($.....10,644,116), cash equivalents ($.....0) and short-term investments ($.....11,557,878)	22,201,994		22,201,994	17,403,961
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	2,305,575	2,305,575	0	
9. Receivables for securities			0	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)	54,949,434	2,305,575	52,643,859	49,179,964
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	79,822		79,822	88,899
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,954,985	6,116	1,948,869	1,900,666
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	3,323,611	4,868	3,318,743	3,153,721
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset			0	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates			0	
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)	60,307,852	2,316,559	57,991,293	54,323,250
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	60,307,852	2,316,559	57,991,293	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)	4,987,081		4,987,081	4,536,199
2.	Accrued medical incentive pool and bonus amounts			0	
3.	Unpaid claims adjustment expenses	58,568		58,568	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	637,024		637,024	586,221
9.	General expenses due or accrued	1,962,974		1,962,974	58,612
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	1,822,305		1,822,305	1,128,698
10.2	Net deferred tax liability	167,833		167,833	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	106,856		106,856	35
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15.	Amounts due to parent, subsidiaries and affiliates	445,476		445,476	1,182,315
16.	Derivatives			0	
17.	Payable for securities	37,836		37,836	75,682
18.	Payable for securities lending			0	
19.	Funds held under reinsurance treaties with ($.....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	575,948		575,948	581,429
23.	Aggregate write-ins for other liabilities (including $.....0 current)	564,996	0	564,996	1,017,908
24.	Total liabilities (Lines 1 to 23)	11,366,897	0	11,366,897	9,869,842
25.	Aggregate write-ins for special surplus funds	XXX	XXX	998,923	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	45,125,473	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	46,624,396	44,453,408
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	57,991,293	54,323,250

DETAILS OF WRITE-INS

2301.	Taxes, licenses and fees due or accrued	501,048		501,048	955,529
2302.	Escheatable checks	63,948		63,948	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)	564,996	0	564,996	1,017,908
2501.	Health Insurer Assessment	XXX	XXX	998,923	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	998,923	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	8,214,100	7,949,072	15,860,602
2. Net premium income (including $.....0 non-health premium income)	XXX	49,697,674	47,107,027	94,597,559
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....8,343,759 medical expenses)	XXX	1,673,383	1,601,350	2,971,327
5. Risk revenue	XXX	19,746	149,167	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	51,390,803	48,857,544	97,899,595
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		41,614,424	39,632,824	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	41,614,424	39,632,824	75,489,530
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	41,614,424	39,632,824	75,489,530
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....0 cost containment expenses		545,487	501,019	1,014,270
21. General administrative expenses		7,572,177	6,099,333	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	49,732,088	46,233,176	88,694,867
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,658,715	2,624,368	9,204,728
25. Net investment income earned		263,530	388,640	670,768
26. Net realized capital gains (losses) less capital gains tax of $.....477,985		887,684	280,014	374,860
27. Net investment gains or (losses) (Lines 25 plus 26)	0	1,151,214	668,654	1,045,628
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....7,058)]		(7,058)	(1,086)	(5,549)
29. Aggregate write-ins for other income or expenses	0	0	(1,530,887)	(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	2,802,871	1,761,049	6,126,997
31. Federal and foreign income taxes incurred	XXX	1,344,321	1,072,235	3,665,997
32. Net income (loss) (Lines 30 minus 31)	XXX	1,458,550	688,814	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			(26,938,845)	(49,632,437)
2902. Lab Revenue			25,407,958	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	(1,530,887)	(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	1,458,550	688,814	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 $.....451,956	(839,346)	103,000	28,186
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	31,999	(1,163,116)	(2,219,020)
39. Change in nonadmitted assets	1,519,785	2,745,186	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)	2,170,988	2,373,884	4,591,953
49. Capital and surplus end of reporting period (Line 33 plus 48)	46,624,396	42,235,339	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	49,719,599	46,312,476	94,755,750
2.	Net investment income	312,130	502,631	881,550
3.	Miscellaneous income	1,693,129	1,750,517	3,302,036
4.	Total (Lines 1 through 3)	51,724,858	48,565,624	98,939,336
5.	Benefit and loss related payments	41,163,542	39,528,143	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	6,830,165	7,423,037	20,867,126
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	1,128,699	3,256,686	2,923,348
10.	Total (Lines 5 through 9)	49,122,406	50,207,866	99,194,232
11.	Net cash from operations (Line 4 minus Line 10)	2,602,452	(1,642,242)	(254,896)
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	2,015,000	2,270,000	5,070,000
	12.2 Stocks	10,429,590	2,000,818	5,004,383
	12.3 Mortgage loans			
	12.4 Real estate			2,781,250
	12.5 Other invested assets	1,494,464	1,428,822	2,890,096
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds	19,917	10,262	66,256
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	13,958,971	5,709,902	15,811,985
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	157,125	3,974,875	6,719,665
	13.2 Stocks	10,938,400	1,904,604	6,492,920
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	37,846	6,608	13,968
	13.7 Total investments acquired (Lines 13.1 to 13.6)	11,133,371	5,886,087	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)	2,825,600	(176,184)	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)	(630,018)	(3,873,568)	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)	(630,018)	(3,873,568)	(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)	4,798,033	(5,691,994)	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)	22,201,994	10,637,613	17,403,961

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

20.0001				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
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	1,368,814				1,368,814					
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	8,214,100				8,214,100					
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	238,806				238,806					
9. Total	238,806	0	0	0	238,806	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	49,697,674				49,697,674					
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	49,697,674				49,697,674					
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	41,163,542				41,163,542					
18. Amount Incurred for Provision of Health Care Services	41,614,424				41,614,424					

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

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

Aging Analysis of Unpaid Claims

1 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	642,737					642,737
0199999. Individually Listed Claims Unpaid	642,737	0	0	0	0	642,737
0499999. Subtotals	642,737	0	0	0	0	642,737
0599999. Unreported Claims and Other Claim Reserves						4,344,344
0799999. Total Claims Unpaid						4,987,081

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	6
	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	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only	4,101,858	37,061,684	19,450	4,967,631	4,121,308	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)	4,101,858	37,061,684	19,450	4,967,631	4,121,308	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)	4,101,858	37,061,684	19,450	4,967,631	4,121,308	4,536,199

(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	1,458,550	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	1,458,550	2,461,000
SURPLUS			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	46,624,396	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	46,624,396	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	9,740,706	6,434,037		16,174,743
Total	9,740,706	6,434,037		16,174,743

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

NOTES TO FINANCIAL STATEMENTS

Total										

(3) Not applicable.

(4) Not applicable.

(5) Not applicable.

B. Not applicable.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short-term Investments	11,557,878	11,557,878	11,557,878			
Bonds	14,309,263	14,267,122	156,738	14,152,525		
Equities	16,174,743	16,174,743	9,740,706	6,434,037		

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	$ 4,587,155	$ 4,505,293
Incurred related to:		
Current year	42,810,230	77,361,265
Prior years	(485,297)	(709,473)
Total incurred	42,324,933	76,651,792
Paid related to:		
Current year	(37,694,539)	(72,715,405)
Prior years	(4,171,900)	(3,854,525)
Total paid	(41,866,439)	(76,569,930)
BALANCE—June 30/December 31	$ 5,045,649	$ 4,587,155

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
	0	

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. 12/31/2013

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). 05/13/2015

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 [X] No [ ] N/A [ ]

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 [ ] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

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 [ ] No [X]

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 Captiol 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		84.0 %
	1.2 A&H cost containment percent		0.0 %
	1.3 A&H expense percent excluding cost containment expenses		15.0 %
2.1	Do you act as a custodian for health savings accounts?	Yes [ ]	No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3	Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4	If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 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 Reinsuer Rating

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only 2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	N							0	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	N							0	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	L	49,697,674						49,697,674	
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	49,697,674	0	0	0	0	0	49,697,674	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	49,697,674	0	0	0	0	0	49,697,674	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.

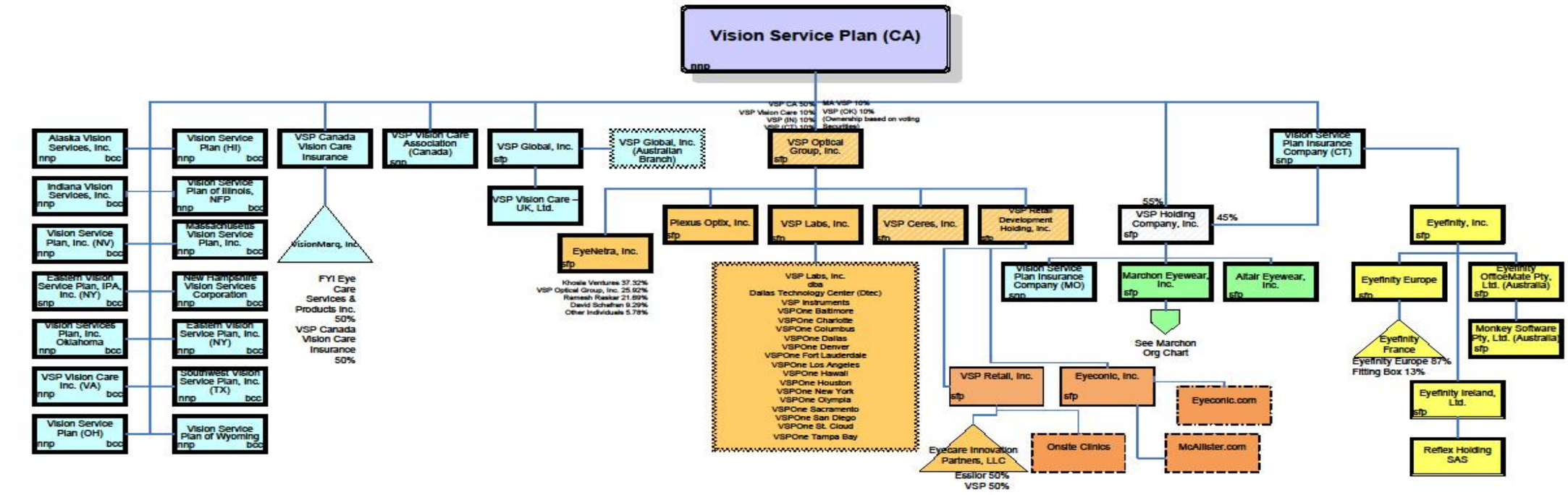
(a) Insert the number of L responses except for Canada and Other Alien.

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

PART 1 – ORGANIZATIONAL CHART

Q15

Organizational Chart, Vision Service Plan



Insurance Entities	FEIN	NAIC
Alaska Vision Services, Inc.	92-0078509	47201
Eastern Vision Service Plan, Inc.	22-2777159	47029
Eastern Vision Service Plan IPA, Inc.	20-1949500	None
Indiana Vision Services, Inc.	35-6062367	52050
Massachusetts Vision Service Plan, Inc.	04-2718308	47093
New Hampshire Vision Services Corporation	23-7375685	None
Southwest Vision Service Plan, Inc.	75-1769288	None
Vision Service Plan (CA)	94-1632821	None
Vision Service Plan (HI)	99-0247673	None
Vision Service Plan (OH)	31-0725743	54380
Vision Service Plan, Inc.	94-3034073	48321
Vision Service Plan Insurance Company (CT)	06-1227840	39616
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
Vision Service Plan of Wyoming	83-0212963	None
VSP Vision Care, Inc.	23-7089668	53031

Other Entities	FEIN
Altair Eyewear, Inc.	68-0295156
Eyecare Innovation Partners, LLC	46-1148774
Eyeconic, Inc.	27-3107295
Eyefinity, Inc.	68-0450459
Marchon Eyewear, Inc.	11-2617364
Plexus Optix, Inc.	27-0621213
VSP Ceres, Inc.	27-5016913
VSP Global, Inc.	27-0933693
VSP Holding Company, Inc.	26-1998746
VSP Labs, Inc.	27-0621143
VSP Optical Group, Inc.	27-0621064
VSP Retail Development Holding, Inc.	46-5390037
VSP Retail, Inc.	46-5406960

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.

v. 080615

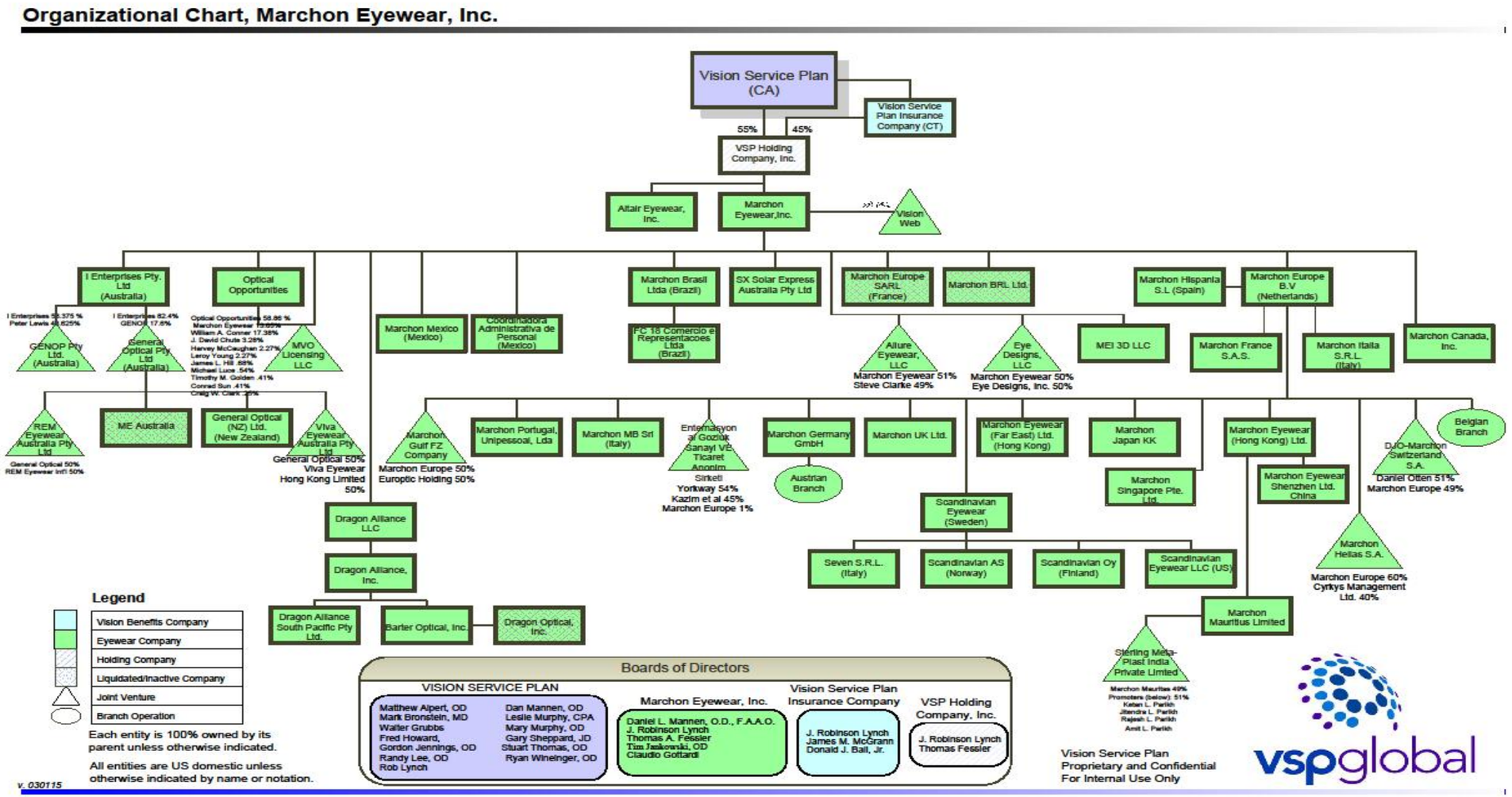
vspglobal

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

Q15.1



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
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...	45-3675739..	.....	.....	.....	EyeNeta, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	.....25.920	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).....	.....

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

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

NONE

		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

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	1,494,464	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)	2,305,573	3,800,037
12.	Deduct total nonadmitted amounts	2,305,573	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	11,095,525	13,212,585
3.	Accrual of discount	5,485	7,737
4.	Unrealized valuation increase (decrease)	(1,291,302)	43,360
5.	Total gain (loss) on disposals	1,365,669	576,708
6.	Deduct consideration for bonds and stocks disposed of	12,444,590	10,074,383
7.	Deduct amortization of premium	45,008	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)	30,441,865	31,756,085
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	30,441,865	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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	23,228,106	28,079,079	25,715,269	(16,915)	23,228,106	25,575,001		23,200,649
2. NAIC 2 (a)	252,915			(2,915)	252,915	250,000		
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	23,481,021	28,079,079	25,715,269	(19,830)	23,481,021	25,825,001	0	23,200,649
PREFERRED STOCK								
8. NAIC 1	23,658			(971)	23,658	22,687		21,463
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock	23,658	0	0	(971)	23,658	22,687	0	21,463
15. Total Bonds and Preferred Stock	23,504,679	28,079,079	25,715,269	(20,801)	23,504,679	25,847,688	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	11,557,878	XXX	11,557,878	3	

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	59,189,666	111,589,998
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	54,669,003	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)	11,557,878	7,037,214
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	11,557,878	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

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Common Stocks - Industrial and Miscellaneous									
001317 20 5	AIA GROUP LTD-SP ADR	R	05/15/2015	RW Baird	583.000	15,510	XXX		U
00289R 20 1	ABENGOA SA	R	04/14/2015	RW Baird	641.000	11,052	XXX		L
008252 10 8	AFFILIATED MANAGERS GROUP		04/30/2015	RW Baird	31.000	7,026	XXX		L
00846U 10 1	AGILENT TECHNOLOGIES INC		06/11/2015	RW Baird	230.000	9,284	XXX		L
009279 10 0	AIRBUS GROUP NV - UNSP ADR	R	05/15/2015	RW Baird	1,326.000	23,213	XXX		L
015351 10 9	ALEXION PHARMACEUTICALS INC		05/07/2015	RW Baird	176.000	29,359	XXX		L
01609W 10 2	ALIBABA GROUP HOLDING-SP ADR	R	05/20/2015	RW Baird	693.000	60,342	XXX		L
030420 10 3	AMERICAN WATER WORKS CO INC		05/05/2015	RW Baird	320.000	17,115	XXX		L
037833 10 0	APPLE INC		05/08/2015	RW Baird	86.000	10,928	XXX		L
055622 10 4	BP PLC-SPONS ADR	R	05/19/2015	RW Baird	245.000	10,291	XXX		L
084423 10 2	WR BERKLEY CORP		06/10/2015	RW Baird	190.000	9,557	XXX		L
09062X 10 3	BIOGEN INC		04/24/2015	RW Baird	30.000	12,110	XXX		L
139098 10 7	CAPGEMINI SA - UNSPONSOR ADR	R	05/27/2015	RW Baird	734.000	32,977	XXX		U
15135B 10 1	CENTENE CORP		05/28/2015	RW Baird	300.000	21,673	XXX		L
156782 10 4	CERNER CORP		06/24/2015	RW Baird	1,086.000	74,224	XXX		L
29081P 30 3	EMBOTELLADORA ANDINA-ADR B	R	05/15/2015	RW Baird	850.000	17,916	XXX		L
29265N 10 8	ENERGEN CORP		05/05/2015	RW Baird	50.000	3,465	XXX		L
302491 30 3	FMC CORP		06/10/2015	RW Baird	180.000	9,919	XXX		L
30303M 10 2	FACEBOOK INC-A		06/19/2015	RW Baird	1,439.000	118,183	XXX		L
359556 20 6	FUJI HEAVY INDUS-UNSPONS ADR	R	05/27/2015	RW Baird	239.000	18,372	XXX		U
447011 10 7	HUNTSMAN CORP		05/05/2015	RW Baird	470.000	10,883	XXX		L
44970B 10 9	IMS HEALTH HOLDINGS INC		06/22/2015	RW Baird	1,435.000	43,372	XXX		L
48241F 10 4	KBC GROEP NV-UNSP ADR	R	04/14/2015	RW Baird	545.000	17,162	XXX		U
50540R 40 9	LABORATORY CRP OF AMER HLDGS		05/05/2015	RW Baird	140.000	16,506	XXX		L
515098 10 1	LANDSTAR SYSTEM INC		05/15/2015	RW Baird	86.000	5,413	XXX		L
61166W 10 1	MONSANTO CO		04/27/2015	RW Baird	147.000	17,223	XXX		L
611740 10 1	MONSTER BEVERAGE CORP		06/04/2015	RW Baird	237.000	30,515	XXX		L
654624 10 5	NIPPON TELEGRAPH & TELE-ADR	R	05/19/2015	RW Baird	676.000	23,796	XXX		L
65535H 20 8	NOMURA HOLDINGS INC-SPON ADR	R	06/10/2015	RW Baird	2,751.000	18,681	XXX		L
686330 10 1	ORIX - SPONSORED ADR	R	06/11/2015	RW Baird	225.000	17,283	XXX		L
698341 10 4	PANDORA A/S-UNSP ADR	R	06/23/2015	RW Baird	156.000	4,235	XXX		U
743476 20 2	PROSIEBEN SAT.1-UNSP ADR	R	06/26/2015	RW Baird	1,402.000	17,932	XXX		U
74762E 10 2	QUANTA SERVICES INC		06/11/2015	RW Baird	290.000	8,546	XXX		L
748356 10 2	QUESTAR CORP		06/15/2015	RW Baird	549.000	11,644	XXX		L
75524B 10 4	RBC BEARINGS INC		06/29/2015	RW Baird	104.000	7,436	XXX		L
783513 10 4	RYANAIR HOLDINGS PLC-SP ADR	R	05/19/2015	RW Baird	105.000	6,910	XXX		L
82481R 10 6	SHIRE PLC-ADR	R	04/07/2015	RW Baird	39.000	9,368	XXX		L
85771P 10 2	STATOIL ASA-SPON ADR	R	05/19/2015	RW Baird	189.000	3,710	XXX		L
866942 10 5	SUN HYDRAULICS CORP		06/04/2015	RW Baird	229.000	8,718	XXX		L
872351 40 8	TDK CORP-SPONSORED ADR	R	05/12/2015	RW Baird	194.000	14,366	XXX		U

SCHEDULE D - PART 3

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

1 Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
876568 50 2	TATA MOTORS LTD-SPON ADR	R	05/19/2015	RW Baird	16.000	573	XXX		L
880277 10 8	TENAGA NASIONAL-SPONS ADR	R	05/18/2015	RW Baird	536.000	8,517	XXX		U
92345Y 10 6	VERISK ANALYTICS INC-CLASS A		06/04/2015	RW Baird	402.000	29,600	XXX		L
988498 10 1	YUM! BRANDS INC		04/23/2015	RW Baird	354.000	29,772	XXX		L
G0083B 10 8	ACTAVIS PLC	R	04/13/2015	RW Baird	50.000	14,796	XXX		L
G491BT 10 8	INVESCO LTD		04/30/2015	RW Baird	195.000	8,090	XXX		L
N63218 10 6	NIELSEN NV	R	04/22/2015	RW Baird	1,735.000	78,677	XXX		L
N6596X 10 9	NXP SEMICONDUCTORS NV	R	04/24/2015	RW Baird	112.000	10,555	XXX		U
V7780T 10 3	ROYAL CARIBBEAN CRUISES LTD		05/22/2015	RW Baird	621.000	48,807	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						1,035,601	XXX	0	XXX
Common Stocks - Mutual Funds									
464287 40 8	ISHARES S&P 500 VALUE ETF		06/30/2015	RW Baird	68.814	6,400	XXX		L
78464A 50 8	SPDR S&P 500 VALUE ETF		04/10/2015	RW Baird	9,850.000	1,005,531	XXX		L
808524 40 9	SCHWAB US LARGE-CAP VALUE		04/10/2015	RW Baird	22,900.000	1,007,107	XXX		L
92206C 71 4	VANGUARD RUSSELL 1000 VALUE		04/10/2015	RW Baird	11,000.000	1,005,804	XXX		L
922908 74 4	VANGUARD VALUE ETF		06/26/2015	RW Baird	11,971.257	1,015,412	XXX		L
9299999. Total Common Stocks - Mutual Funds						4,040,255	XXX	0	XXX
Common Stocks - Money Market Mutual Funds									
000000 00 0	GENERAL MONEY MARKET		06/30/2015	Direct	4,028,324.700	4,028,325	XXX		V
009999 76 4	INSURED DEPOSIT US BANK		06/29/2015	Direct	1,006,830.520	1,006,831	XXX		V
9399999. Total Common Stocks - Money Market Mutual Funds						5,035,155	XXX	0	XXX
9799997. Total Common Stocks - Part 3						10,111,011	XXX	0	XXX
9799999. Total Common Stocks						10,111,011	XXX	0	XXX
9899999. Total Preferred and Common Stocks						10,111,011	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						10,111,011	XXX	0	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions																					
13062R LR 7	CALIFORNIA-REF		06/01/2015	Redemption		115,000	115,000	127,476	116,875		(1,875)		(1,875)		115,000			0	2,875	06/01/2016	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						115,000	115,000	127,476	116,875	0	(1,875)	0	(1,875)	0	115,000	0	0	0	2,875	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3133ED LW 0	FEDERAL FARM CREDIT BANK		05/21/2015	Redemption		500,000	500,000	500,000	500,000				0		500,000			0	3,550	05/21/2018	1
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						500,000	500,000	500,000	500,000	0	0	0	0	0	500,000	0	0	0	3,550	XXX	XXX
8399997. Total Bonds - Part 4						615,000	615,000	627,476	616,875	0	(1,875)	0	(1,875)	0	615,000	0	0	0	6,425	XXX	XXX
8399999. Total Bonds						615,000	615,000	627,476	616,875	0	(1,875)	0	(1,875)	0	615,000	0	0	0	6,425	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
00206R 10 2	AT&T INC		04/01/2015	RW Baird	2,390.000	78,369	XXX	66,992	80,280	(13,288)			(13,288)		66,992		11,378	11,378	1,123	XXX	L
002824 10 0	ABBOTT LABORATORIES		06/19/2015	RW Baird	147.000	7,350	XXX	5,609	6,618	(1,009)			(1,009)		5,609		1,741	1,741	71	XXX	L
00289R 20 1	ABENGOA SA	R	05/27/2015	RW Baird	87.000	1,419	XXX	1,495					0		1,495		(76)	(76)	40	XXX	L
018805 10 1	ALLIANZ SE-SPON ADR	R	05/27/2015	RW Baird	70.000	1,130	XXX	1,013	1,160	(147)			(147)		1,013		118	118	40	XXX	U
02209S 10 3	ALTRIA GROUP INC		04/10/2015	RW Baird	2,750.000	137,885	XXX	71,294	135,493	(64,199)			(64,199)		71,294		66,592	66,592	2,860	XXX	L
03073E 10 5	AMERISOURCEBERGEN CORP		05/05/2015	RW Baird	150.000	17,213	XXX	4,190	13,524	(9,335)			(9,335)		4,190		13,023	13,023	44	XXX	L
03524A 10 8	ANHEUSER-BUSCH INBEV-SPN ADR	R	05/27/2015	RW Baird	8.000	964	XXX	498	899	(401)			(401)		498		466	466	13	XXX	L
037833 10 0	APPLE INC		06/19/2015	RW Baird	69.000	8,753	XXX	8,714					0		8,714		40	40	36	XXX	L
04338X 10 2	ARYZTA AG-UNSPON ADR	R	06/09/2015	RW Baird	651.000	19,448	XXX	29,116	25,064	4,052			4,052		29,116		(9,668)	(9,668)	235	XXX	U
046353 10 8	ASTRAZENECA PLC-SPONS ADR	R	04/01/2015	RW Baird	1,100.000	75,616	XXX	48,005	77,418	(29,413)			(29,413)		48,005		27,611	27,611	2,068	XXX	L
049255 80 5	ATLAS COPCO AB-SPON ADR B SH	R	06/23/2015	RW Baird	40.000	1,074	XXX	562	1,019	(457)			(457)		562		512	512	31	XXX	U
05534B 76 0	BCE INC	I	04/15/2015	RW Baird	2,290.000	97,235	XXX	104,595	105,019	(425)			(425)		104,595		(7,360)	(7,360)	2,026	XXX	L
056752 10 8	BAIDU INC - SPON ADR	R	05/15/2015	RW Baird	321.000	61,771	XXX	76,950	73,178	3,772			3,772		76,950		(15,180)	(15,180)		XXX	L
057665 20 0	BALCHEM CORP		04/07/2015	RW Baird	330.000	18,330	XXX	21,123	21,991	(868)			(868)		21,123		(2,793)	(2,793)	99	XXX	L
059460 30 3	BANCO BRADESCO-ADR	R	05/11/2015	CASH IN LIEU OF FRACTIONS(CIL)	0.400	4	XXX	5	4	0			0		5		(1)	(1)	0	XXX	L
06426M 10 4	BANK OF CHINA-UNSPN ADR	R	05/15/2015	RW Baird	820.000	13,301	XXX	9,007	11,505	(2,497)			(2,497)		9,007		4,294	4,294		XXX	U
071813 10 9	BAXTER INTERNATIONAL INC		05/28/2015	RW Baird	371.000	24,875	XXX	21,405	27,191	(5,786)			(5,786)		21,405		3,470	3,470	386	XXX	L
072743 20 6	BMW-UNSPONSORED ADR	R	06/03/2015	RW Baird	504.000	19,740	XXX	14,578	17,952	(3,374)			(3,374)		14,578		5,162	5,162	383	XXX	U
09247X 10 1	BLACKROCK INC		06/23/2015	RW Baird	118.000	42,166	XXX	32,295	42,192	(9,897)			(9,897)		32,295		9,871	9,871	514	XXX	L
096813 20 9	BOC HONG KONG HLDS-SPONS ADR	R	05/27/2015	RW Baird	10.000	845	XXX	679	670	9			9		679		166	166		XXX	U
097023 10 5	BOEING CO/THE		04/01/2015	RW Baird	290.000	42,856	XXX	12,563	37,694	(25,131)			(25,131)		12,563		30,293	30,293	264	XXX	L
112585 10 4	BROOKFIELD ASSET MANAGE-CL A	I	05/19/2015	CASH IN LIEU OF FRACTIONS(CIL)	0.500	18	XXX	11	17	(6)			(6)		11		8	8	0	XXX	L
12562Y 10 0	CK HUTCHISON HOLDIN-UNSP ADR	R	06/19/2015	Unknown	0.960	23	XXX	16	17	(1)			(1)		16		7	7		XXX	U
126132 10 9	CNOOC LTD-SPON ADR	R	04/01/2015	RW Baird	465.000	67,223	XXX	81,909	62,980	18,929			18,929		81,909		(14,686)	(14,686)		XXX	L
136375 10 2	CANADIAN NATL RAILWAY CO	I	05/19/2015	RW Baird	70.000	4,293	XXX	4,760	4,824	(64)			(64)		4,760		(467)	(467)	15	XXX	L
151020 10 4	CELGENE CORP		06/10/2015	RW Baird	530.000	59,495	XXX	17,124	59,286	(42,162)			(42,162)		17,124		42,370	42,370		XXX	L
166764 10 0	CHEVRON CORP		04/01/2015	RW Baird	870.000	91,274	XXX	73,002	97,597	(24,594)			(24,594)		73,002		18,272	18,272	931	XXX	L
169409 10 9	CHINA SOUTHERN AIR-SPONS ADR	R	04/14/2015	RW Baird	574.000	26,822	XXX	15,887					0		15,887		10,934	10,934		XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)
17275R 10 2	CISCO SYSTEMS INC		04/22/2015	RW Baird	4,180.000	113,782	XXX	85,022	116,267	(31,245)			(31,245)		85,022		28,760	28,760	1,672	XXX	L
179895 10 7	CLARCOR INC		05/15/2015	RW Baird	234.000	14,567	XXX	15,726	15,594	132			132		15,726		(1,158)	(1,158)	94	XXX	L
192446 10 2	COGNIZANT TECH SOLUTIONS-A		04/07/2015	RW Baird	260.000	16,257	XXX	10,716	13,692	(2,976)			(2,976)		10,716		5,541	5,541		XXX	L
20030N 10 1	COMCAST CORP-CLASS A		06/17/2015	RW Baird	318.000	18,936	XXX	15,738	18,447	(2,709)			(2,709)		15,738		3,198	3,198	151	XXX	L
20825C 10 4	CONOCOPHILLIPS		04/01/2015	RW Baird	1,710.000	107,513	XXX	78,010	118,093	(40,083)			(40,083)		78,010		29,503	29,503	1,248	XXX	L
219350 10 5	CORNING INC		04/01/2015	RW Baird	2,175.000	48,395	XXX	36,975	49,873	(12,898)			(12,898)		36,975		11,420	11,420	261	XXX	L
25243Q 20 5	DIAGEO PLC-SPONSORED ADR	R	04/10/2015	RW Baird	920.000	102,087	XXX	77,785	104,963	(27,178)			(27,178)		77,785		24,303	24,303	1,175	XXX	L
25271C 10 2	DIAMOND OFFSHORE DRILLING		04/01/2015	RW Baird	1,870.000	50,376	XXX	124,359	68,648	55,711			55,711		124,359		(73,983)	(73,983)	234	XXX	L
256677 10 5	DOLLAR GENERAL CORP		06/19/2015	RW Baird	175.000	13,757	XXX	6,991	12,373	(5,381)			(5,381)		6,991		6,765	6,765	39	XXX	L
256746 10 8	DOLLAR TREE INC		06/19/2015	RW Baird	134.000	10,743	XXX	7,411	9,431	(2,020)			(2,020)		7,411		3,332	3,332		XXX	L
263534 10 9	DU PONT (E.I.) DE NEMOURS		04/01/2015	RW Baird	1,550.000	109,990	XXX	56,568	114,607	(58,039)			(58,039)		56,568		53,422	53,422	729	XXX	L
369604 10 3	GENERAL ELECTRIC CO		04/27/2015	RW Baird	4,400.000	109,255	XXX	74,565	111,188	(36,623)			(36,623)		74,565		34,690	34,690	2,024	XXX	L
372460 10 5	GENUINE PARTS CO		04/01/2015	RW Baird	1,055.000	95,956	XXX	40,048	112,431	(72,384)			(72,384)		40,048		55,909	55,909	1,255	XXX	L
38259P 70 6	GOOGLE INC-CL C		05/05/2015	Unknown	0.266	142	XXX	81	140	(59)			(59)		81		61	61		XXX	L
404132 10 2	HCC INSURANCE HOLDINGS INC		06/10/2015	RW Baird	190.000	14,672	XXX	5,382	10,169	(4,787)			(4,787)		5,382		9,291	9,291	112	XXX	L
40414L 10 9	HCP INC		04/01/2015	RW Baird	1,950.000	84,831	XXX	63,416	85,859	(22,442)			(22,442)		63,416		21,415	21,415	1,102	XXX	L
404280 40 6	HSBC HOLDINGS PLC-SPONS ADR	R	05/27/2015	RW Baird	1,719.000	73,858	XXX	76,422	81,188	(4,766)			(4,766)		76,422		(2,564)	(2,564)	1,719	XXX	L
42217K 10 6	HEALTH CARE REIT INC		04/01/2015	RW Baird	1,400.000	107,733	XXX	63,098	105,938	(42,840)			(42,840)		63,098		44,635	44,635	1,155	XXX	L
433578 50 7	HITACHI LTD -ADR	R	06/08/2015	RW Baird	460.000	31,486	XXX	30,386	34,298	(3,911)			(3,911)		30,386		1,100	1,100	176	XXX	U
43731T 10 2	HOME RETAIL GROUP-SPON ADR	R	05/07/2015	RW Baird	1,260.000	12,159	XXX	17,010	16,027	983			983		17,010		(4,851)	(4,851)	63	XXX	U
438128 30 8	HONDA MOTOR CO LTD-SPONS ADR	R	06/25/2015				XXX						0					0	84	XXX	L
448415 20 8	HUTCHISON WHAMPOA -UNSP ADR	R	06/26/2015				XXX						0					0	(105)	XXX	U
453038 40 8	IMPERIAL OIL LTD		05/19/2015	RW Baird	320.000	12,624	XXX	13,886	13,770	116			116		13,886		(1,262)	(1,262)	28	XXX	L
458140 10 0	INTEL CORP		04/01/2015	RW Baird	4,485.000	138,055	XXX	93,040	162,761	(69,721)			(69,721)		93,040		45,015	45,015	1,076	XXX	L
46115H 10 7	INTESA SANPAOLO-SPON ADR	R	06/08/2015	RW Baird	46.000	990	XXX	907	797	111			111		907		83	83	15	XXX	U
46625H 10 0	JPMORGAN CHASE & CO		04/29/2015	RW Baird	2,115.000	127,289	XXX	95,638	132,357	(36,718)			(36,718)		95,638		31,651	31,651	1,692	XXX	L
471105 20 5	JAPAN TOBACCO INC-UNSPON ADR	R	05/15/2015	RW Baird	511.000	9,320	XXX	7,827	7,016	811			811		7,827		1,493	1,493	77	XXX	L
471109 10 8	JARDEN CORP		06/11/2015	RW Baird	140.000	7,503	XXX	2,134	6,703	(4,570)			(4,570)		2,134		5,369	5,369		XXX	L
478160 10 4	JOHNSON & JOHNSON		04/01/2015	RW Baird	1,400.000	138,417	XXX	88,262	146,398	(58,136)			(58,136)		88,262		50,156	50,156	980	XXX	L
485785 10 9	KASIKORNBANK PCL-UNSPON ADR	R	05/15/2015	RW Baird	555.000	13,692	XXX	15,094	11,895	(530)			(530)		15,094		(1,401)	(1,401)	183	XXX	U
494368 10 3	KIMBERLY-CLARK CORP		04/02/2015	RW Baird	870.000	92,620	XXX	58,875	100,520	(41,645)			(41,645)		58,875		33,745	33,745	1,496	XXX	L
532457 10 8	ELI LILLY & CO		04/01/2015	RW Baird	2,400.000	171,143	XXX	85,704	165,576	(79,872)			(79,872)		85,704		85,439	85,439	1,200	XXX	L
54338V 10 1	LONZA GROUP AG-UNSPON ADR	R	05/27/2015	RW Baird	64.000	897	XXX	514	715	(201)			(201)		514		383	383	14	XXX	U
58933Y 10 5	MERCK & CO. INC		04/08/2015	RW Baird	2,550.000	144,458	XXX	81,947	144,815	(62,868)			(62,868)		81,947		62,511	62,511	2,295	XXX	L
59156R 10 8	METLIFE INC		04/01/2015	RW Baird	1,865.000	93,500	XXX	75,358	100,878	(25,520)			(25,520)		75,358		18,142	18,142	653	XXX	L
594918 10 4	MICROSOFT CORP		04/01/2015	RW Baird	2,870.000	116,262	XXX	72,044	133,312	(61,268)			(61,268)		72,044		44,218	44,218	890	XXX	L

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 For eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig-nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
61166W 10 1	MONSANTO CO		06/24/2015	RW Baird	178.000	19,673	XXX	12,247	21,266	(9,018)			(9,018)		12,247		7,426	7,426	174	XXX	L
65339F 10 1	NEXTERA ENERGY INC		04/01/2015	RW Baird	1,250.000	130,913	XXX	59,664	132,863	(73,198)			(73,198)		59,664		71,249	71,249	963	XXX	L
670100 20 5	NOVO-NORDISK A/S-SPONS ADR	R	05/27/2015	RW Baird	23.000	1,313	XXX	634	973	(339)			(339)		634		678	678	12	XXX	L
686330 10 1	ORIX - SPONSORED ADR	R	06/10/2015	RW Baird	16.000	1,260	XXX	696	1,000	(304)			(304)		696		564	564	20	XXX	L
717081 10 3	PFIZER INC		04/01/2015	RW Baird	2,740.000	94,199	XXX	80,519	85,351	(4,832)			(4,832)		80,519		13,680	13,680	767	XXX	L
718172 10 9	PHILIP MORRIS INTERNATIONAL		04/10/2015	RW Baird	900.000	68,147	XXX	56,034	73,305	(17,271)			(17,271)		56,034		12,114	12,114	1,800	XXX	L
755111 50 7	RAYTHEON COMPANY		04/29/2015	RW Baird	1,500.000	160,711	XXX	79,523	162,255	(82,732)			(82,732)		79,523		81,187	81,187	1,913	XXX	L
75886F 10 7	REGENERON PHARMACEUTICALS		06/08/2015	RW Baird	97.000	47,874	XXX	26,941	39,794	(12,854)			(12,854)		26,941		20,934	20,934		XXX	L
765658 30 7	RICOH CO LTD-SPONSORED ADR	R	05/12/2015	RW Baird	1,325.000	13,684	XXX	14,852	13,637	1,215			1,215		14,852		(1,168)	(1,168)		XXX	U
775781 20 6	ROLLS-ROYCE HOLDINGS-SP ADR	R	05/15/2015	RW Baird	217.000	17,272	XXX	4,681	4,435	147			147		4,681		12,591	12,591		XXX	U
780259 10 7	ROYAL DUTCH SHELL-SPON ADR-B	R	04/01/2015	RW Baird	1,535.000	97,581	XXX	108,203	106,775	1,429			1,429		108,203		(10,623)	(10,623)	1,443	XXX	L
78440P 10 8	SK TELECOM CO LTD-SPON ADR	R	05/19/2015	RW Baird	423.000	10,703	XXX	7,821	11,425	(3,605)			(3,605)		7,821		2,883	2,883	290	XXX	L
855244 10 9	STARBUCKS CORP		06/19/2015	RW Baird	678.000	48,161	XXX	36,134	40,163	(4,029)			(4,029)		36,134		12,027	12,027	217	XXX	L
867224 10 7	SUNCOR ENERGY INC	I	06/25/2015	RW Baird	406.000	11,734	XXX	11,599	12,903	(1,304)			(1,304)		11,599		135	135	156	XXX	L
870195 10 4	SWEDBANK AB-ADR	R	04/27/2015	RW Baird	1,021.000	24,383	XXX	25,718	25,430	287			287		25,718		(1,335)	(1,335)	908	XXX	U
871503 10 8	SYMANTEC CORP		04/01/2015	RW Baird	2,780.000	64,578	XXX	55,856	71,321	(15,465)			(15,465)		55,856		8,722	8,722	417	XXX	L
87162H 10 3	SYNTEL INC		04/23/2015	RW Baird	149.000	7,440	XXX	6,489	6,702	(213)			(213)		6,489		952	952		XXX	L
88579Y 10 1	3M CO		04/01/2015	RW Baird	820.000	133,126	XXX	47,569	134,742	(87,174)			(87,174)		47,569		85,557	85,557	841	XXX	L
887317 30 3	TIME WARNER INC		06/17/2015	RW Baird	664.000	56,900	XXX	36,239	56,719	(20,480)			(20,480)		36,239		20,661	20,661	305	XXX	L
89417E 10 9	TRAVELERS COS INC/THE		04/01/2015	RW Baird	1,300.000	139,104	XXX	51,296	137,605	(86,309)			(86,309)		51,296		87,808	87,808	715	XXX	L
904784 70 9	UNILEVER N V -NY SHARES	R	04/01/2015	RW Baird	2,700.000	113,348	XXX	83,936	105,408	(21,472)			(21,472)		83,936		29,412	29,412	758	XXX	L
919134 30 4	VALEO SA-SPON ADR	R	06/22/2015	RW Baird	354.000	27,265	XXX	9,071	21,923	(12,852)			(12,852)		9,071		18,193	18,193	352	XXX	U
92857W 30 8	VODAFONE GROUP PLC-SP ADR	F	04/01/2015	RW Baird	1,962.996	63,898	XXX	99,647	67,076	32,571			32,571		99,647		(35,748)	(35,748)	1,039	XXX	L
949746 10 1	WELLS FARGO & CO		04/01/2015	RW Baird	1,485.000	80,018	XXX	83,344					0		83,344		(3,327)	(3,327)		XXX	L
988498 10 1	YUM! BRANDS INC		05/28/2015	RW Baird	354.000	32,536	XXX	29,772					0		29,772		2,763	2,763		XXX	L
G6852T 10 5	PARTNERRE LTD	R	06/10/2015	RW Baird	100.000	13,065	XXX	7,180	11,413	(4,234)			(4,234)		7,180		5,885	5,885	140	XXX	L
G97822 10 3	PERRIGO CO PLC	R	04/24/2015	RW Baird	588.000	115,508	XXX	86,967	98,290	(11,323)			(11,323)		86,967		28,541	28,541	74	XXX	L
N6596X 10 9	NXP SEMICONDUCTORS NV	R	06/15/2015	RW Baird	94.000	9,706	XXX	6,737	7,182	(445)			(445)		6,737		2,970	2,970		XXX	U
9099999. Total Common Stocks - Industrial and Miscellaneous						4,726,861	XXX	3,429,701	4,680,279	(1,393,620)	0	0	(1,393,620)	0	3,429,701	0	1,297,160	1,297,160	48,267	XXX	XXX
Common Stocks - Mutual Funds																					
97717W 86 9	WISDOMTREE EUR S/C DIVIDEND		05/27/2015	RW Baird	18.000	1,074	XXX	907	926	(19)			(19)		907		167	167		XXX	L
9299999. Total Common Stocks - Mutual Funds						1,074	XXX	907	926	(19)	0	0	(19)	0	907	0	167	167	0	XXX	XXX
Common Stocks - Money Market Mutual Funds																					
000000 00 0	GENERAL MONEY MARKET		06/29/2015	Direct	4,019,870.570	4,019,871	XXX	4,019,871					0		4,019,871			0	5	XXX	V
009999 76 4	INSURED DEPOSIT US BANK		06/30/2015	VARIOUS	975,356.800	1,006,831	XXX	1,006,831					0		1,006,831			0	5	XXX	
9399999. Total Common Stocks - Money Market Mutual Funds						5,026,701	XXX	5,026,701	0	0	0	0	0	0	5,026,701	0	0	0	10	XXX	XXX

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)
9799997 Total Common Stocks - Part 4						9,754,636	XXX	8,457,309	4,681,206	(1,393,639)	0	0	(1,393,639)	0	8,457,309	0	1,297,327	1,297,327	48,277	XXX	XXX
9799999. Total Common Stocks						9,754,636	XXX	8,457,309	4,681,206	(1,393,639)	0	0	(1,393,639)	0	8,457,309	0	1,297,327	1,297,327	48,277	XXX	XXX
9899999. Total Preferred and Common Stocks						9,754,636	XXX	8,457,309	4,681,206	(1,393,639)	0	0	(1,393,639)	0	8,457,309	0	1,297,327	1,297,327	48,277	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						10,369,636	XXX	9,084,786	5,298,080	(1,393,639)	(1,875)	0	(1,395,514)	0	9,072,309	0	1,297,327	1,297,327	54,702	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....18.

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	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Bank of America - Checking					9,869,033	7,522,678	10,366,632	XXX
Robert Baird & Co					248,462	192,885	266,490	XXX
Wells Fargo Advisors					10,325	10,654	10,994	XXX
0199999. Total Open Depositories	XXX	XXX	0	0	10,127,820	7,726,217	10,644,116	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	10,127,820	7,726,217	10,644,116	XXX
0599999. Total Cash	XXX	XXX	0	0	10,127,820	7,726,217	10,644,116	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

NONE