



# HEALTH QUARTERLY STATEMENT

As of September 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 916-851-5000  
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

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

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

Internet Web Site Address www.vsp.com

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

### OFFICERS

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

### OTHER

### DIRECTORS OR TRUSTEES

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

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

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

_____ (Signature) James Robinson Lynch 1. (Printed Name) President (Title)	_____ (Signature) James Michael McGrann 2. (Printed Name) Secretary (Title)	_____ (Signature) Lester Earl Passuello 3. (Printed Name) Treasurer (Title)
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Subscribed and sworn to before me

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 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	3,425,614		3,425,614	16,163,436
2. Stocks:				
2.1 Preferred stocks.....	20,605		20,605	21,463
2.2 Common stocks.....	11,054,636		11,054,636	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 (\$.....7,833,835), cash equivalents (\$.....0) and short-term investments (\$.....10,770).....	7,844,605		7,844,605	17,403,961
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....	1,545,663	1,545,663	.0	
9. Receivables for securities.....	20,096		20,096	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).....	23,911,219	1,545,663	22,365,556	49,179,964
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	47,363		47,363	88,899
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,023,817	9,942	2,013,875	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.....	3,222,326	851	3,221,475	3,153,721
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
18.2 Net deferred tax asset.....	554,150		554,150	
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).....	29,758,875	1,556,456	28,202,419	54,323,250
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	29,758,875	1,556,456	28,202,419	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).....	4,693,431		4,693,431	4,536,199
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	55,119		55,119	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.....	651,225		651,225	586,221
9. General expenses due or accrued.....	52,485		52,485	58,612
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	874,402		874,402	1,128,698
10.2 Net deferred tax liability.....			0	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.....	494,416		494,416	35
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	279,339		279,339	1,182,315
16. Derivatives.....			0	
17. Payable for securities.....	34,629		34,629	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.....	577,253		577,253	581,429
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	812,893	0	812,893	1,017,908
24. Total liabilities (Lines 1 to 23).....	8,525,192	0	8,525,192	9,869,842
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	1,317,316	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	17,859,911	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	19,677,227	44,453,408
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	28,202,419	54,323,250

**DETAILS OF WRITE-INS**

2301. Taxes, licenses and fees due or accrued.....	751,677		751,677	955,529
2302. Escheatable checks.....	61,216		61,216	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).....	812,893	0	812,893	1,017,908
2501. Health Insurer Assessment.....	XXX	XXX	1,317,316	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	1,317,316	1,901,411
3001. Health Insurer Assessment.....	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	12,305,304	11,891,931	15,860,602
2. Net premium income (including \$.....0 non-health premium income).....	XXX	74,847,514	70,823,419	94,597,559
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$.....12,276,808 medical expenses).....	XXX	2,226,129	2,376,528	2,971,327
5. Risk revenue.....	XXX	34,219	233,648	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	77,107,862	73,433,595	97,899,595
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits.....				
10. Other professional services.....		59,862,179	57,656,818	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	59,862,179	57,656,818	75,489,530
<b>Less:</b>				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	59,862,179	57,656,818	75,489,530
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		816,402	756,828	1,014,270
21. General administrative expenses.....		10,429,276	8,661,135	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	71,107,857	67,074,781	88,694,867
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	6,000,005	6,358,814	9,204,728
25. Net investment income earned.....		367,746	525,711	670,768
26. Net realized capital gains (losses) less capital gains tax of \$.....866,593.....		1,609,388	373,789	374,860
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	1,977,134	899,500	1,045,628
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....11,267)].....		(11,267)	(1,155)	(5,549)
29. Aggregate write-ins for other income or expenses.....	0	0	(2,786,564)	(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	7,965,872	4,470,595	6,126,997
31. Federal and foreign income taxes incurred.....	XXX	2,818,973	2,001,044	3,665,997
32. Net income (loss) (Lines 30 minus 31).....	XXX	5,146,899	2,469,551	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.....			(40,294,169)	(49,632,437)
2902. Lab Revenue.....			37,507,605	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	(2,786,564)	(4,117,810)

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

<b>CAPITAL AND SURPLUS ACCOUNT</b>	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.....	5,146,899	2,469,551	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 \$.....1,193,116.....	(2,215,788)	(175,863)	28,186
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	12,820	(906,556)	(2,219,020)
39. Change in nonadmitted assets.....	2,279,888	2,735,593	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.....	(30,000,000)		(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).....	(24,776,181)	4,122,725	4,591,953
49. Capital and surplus end of reporting period (Line 33 plus 48).....	19,677,227	43,984,180	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
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....	74,814,808	70,380,521	94,755,750
2. Net investment income.....	457,703	685,989	881,550
3. Miscellaneous income.....	2,260,348	2,610,176	3,302,036
4. Total (Lines 1 through 3).....	77,532,859	73,676,686	98,939,336
5. Benefit and loss related payments.....	59,704,947	57,624,172	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.....	11,525,839	12,154,694	20,867,126
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	3,939,862	3,256,686	2,923,348
10. Total (Lines 5 through 9).....	75,170,648	73,035,552	99,194,232
11. Net cash from operations (Line 4 minus Line 10).....	2,362,211	641,134	(254,896)
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	12,860,917	3,718,718	5,070,000
12.2 Stocks.....	16,461,510	2,735,966	5,004,383
12.3 Mortgage loans.....			
12.4 Real estate.....			2,781,250
12.5 Other invested assets.....	2,254,376	2,155,357	2,890,096
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....		269,521	66,256
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	31,576,803	8,879,562	15,811,985
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	157,125	5,223,860	6,719,665
13.2 Stocks.....	12,891,418	2,778,570	6,492,920
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	41,232	41,876	13,968
13.7 Total investments acquired (Lines 13.1 to 13.6).....	13,089,775	8,044,306	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).....	18,487,028	835,256	2,585,432
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
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.....	30,000,000		6,800,000
16.6 Other cash provided (applied).....	(408,595)	(2,950,665)	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).....	(30,408,595)	(2,950,665)	(1,256,183)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(9,559,356)	(1,474,275)	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).....	7,844,605	14,855,333	17,403,961

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

20.0001 .....			
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**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at End of:</b>										
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.....	1,363,616				1,363,616					
5. Current Year.....	0									
6. Current Year Member Months.....	12,305,304				12,305,304					
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician.....	0									
8. Non-Physician.....	353,398				353,398					
9. Total.....	353,398	0	0	0	353,398	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	74,847,514				74,847,514					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	74,847,514				74,847,514					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	59,704,947				59,704,947					
18. Amount Incurred for Provision of Health Care Services.....	59,862,179				59,862,179					

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(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees \$.00.

## 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
<b>Claims Unpaid (Reported)</b>						
Pricing Claims.....	823,006					823,006
0199999. Individually Listed Claims Unpaid.....	823,006	0	0	0	0	823,006
0499999. Subtotals.....	823,006	0	0	0	0	823,006
0599999. Unreported Claims and Other Claim Reserves.....						3,870,425
0799999. Total Claims Unpaid.....						4,693,431

## UNDERWRITING AND INVESTMENT EXHIBIT

### Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	4,111,437	55,593,510	5,632	4,687,799	4,117,069	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).....	4,111,437	55,593,510	5,632	4,687,799	4,117,069	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).....	4,111,437	55,593,510	5,632	4,687,799	4,117,069	4,536,199

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

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**NOTES TO FINANCIAL STATEMENTS**


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**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

## A. Accounting Practices

	State of Domicile	2015	2014
<b>NET INCOME</b>			
(1) Vision Service Plan state basis (Page 4, Line 32, Columns 2 & 3)	OH	5,146,899	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	5,146,899	2,461,000
<b>SURPLUS</b>			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	19,677,227	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	19,677,227	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.

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## NOTES TO FINANCIAL STATEMENTS

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**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**

The Company approved an extraordinary distribution in the amount of \$30,000,000 on June 8, 2015 to its parent company, Vision Service Plan (CA). The distribution was paid on August 7, 2015.

**NOTE 14 – CONTINGENCIES**

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	5,191,515	5,883,726		11,075,241
Total	5,191,515	5,883,726		11,075,241

Liabilities at Fair Value	Level 1	Level 2	Level 3	Total
Total				

**NOTES TO FINANCIAL STATEMENTS**

## (2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

a. Assets	Beginning Balance at 2015	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at 2015
Total										

b. Liabilities	Beginning Balance at 2015	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at 2015
Total										

(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	10,770	10,770	10,770			
Bonds	3,436,505	3,425,614	158,754	3,277,751		
Equities	11,075,241	11,075,241	5,191,515	5,883,726		

D. Not applicable.

**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.

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**NOTES TO FINANCIAL STATEMENTS**


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**NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES**

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

	2015	2014
BALANCE—January 1	<u>\$4,587,155</u>	<u>\$ 4,505,293</u>
Incurred related to:		
Current year	61,222,053	77,361,265
Prior years	<u>(475,718)</u>	<u>(709,473)</u>
Total incurred	60,746,335	76,651,792
Paid related to:		
Current year	(56,412,905)	(72,715,405)
Prior years	<u>(4,172,036)</u>	<u>(3,854,525)</u>
Total paid	<u>(60,584,940)</u>	<u>(76,569,930)</u>
BALANCE— September 30/December 31	<u>\$ 4,748,550</u>	<u>\$ 4,587,155</u>

**NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS**

No significant change.

**NOTE 27 – STRUCTURED SETTLEMENTS**

Not Applicable

**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 [ X ] No [ ]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.  
Wisconsin Vision Service Plan, Inc. was merged into Vision Service Plan Insurance Company effective July 1, 2015.
- 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 [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
Wells Fargo Advisors	2295 Iron Point Rd., Folsom, CA 95630
Wells Fargo Institutional Securities, LLC	400 Capitol Mall, Sacramento, CA 95814
Robert W. Baird & Co.	1400 Rocky Ridge Dr. Ste. 250, Roseville, CA 95661

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

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

- 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
547	Robert W. Baird & Co.	1400 Rocky Ridge Dr., Roseville, CA 95661

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

18.2 If no, list exceptions:

**GENERAL INTERROGATORIES (continued)**

**PART 2 - HEALTH**

1. Operating Percentages:		
1.1 A&H loss percent		<u>80.0 %</u>
1.2 A&H cost containment percent		<u>0.0 %</u>
1.3 A&H expense percent excluding cost containment expenses		<u>14.0 %</u>
2.1 Do you act as a custodian for health savings accounts?	Yes [ <input type="checkbox"/> ]	No [ <input checked="" type="checkbox"/> ]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		<u>0</u>
2.3 Do you act as an administrator for health savings accounts?	Yes [ <input type="checkbox"/> ]	No [ <input checked="" type="checkbox"/> ]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		<u>0</u>

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

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

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL	N								.0
2. Alaska.....AK	N								.0
3. Arizona.....AZ	N								.0
4. Arkansas.....AR	N								.0
5. California.....CA	N								.0
6. Colorado.....CO	N								.0
7. Connecticut.....CT	N								.0
8. Delaware.....DE	N								.0
9. District of Columbia.....DC	N								.0
10. Florida.....FL	N								.0
11. Georgia.....GA	N								.0
12. Hawaii.....HI	N								.0
13. Idaho.....ID	N								.0
14. Illinois.....IL	N								.0
15. Indiana.....IN	N								.0
16. Iowa.....IA	N								.0
17. Kansas.....KS	N								.0
18. Kentucky.....KY	N								.0
19. Louisiana.....LA	N								.0
20. Maine.....ME	N								.0
21. Maryland.....MD	N								.0
22. Massachusetts.....MA	N								.0
23. Michigan.....MI	N								.0
24. Minnesota.....MN	N								.0
25. Mississippi.....MS	N								.0
26. Missouri.....MO	N								.0
27. Montana.....MT	N								.0
28. Nebraska.....NE	N								.0
29. Nevada.....NV	N								.0
30. New Hampshire.....NH	N								.0
31. New Jersey.....NJ	N								.0
32. New Mexico.....NM	N								.0
33. New York.....NY	N								.0
34. North Carolina.....NC	N								.0
35. North Dakota.....ND	N								.0
36. Ohio.....OH	L	74,847,514							74,847,514
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		74,847,514	.0	.0	.0	.0	.0	74,847,514	.0
60. Reporting entity contributions for Employee Benefit Plans.....XXX								.0	
61. Total (Direct Business).....(a)	1	74,847,514	.0	.0	.0	.0	.0	74,847,514	.0

**DETAILS OF WRITE-INS**

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

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

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

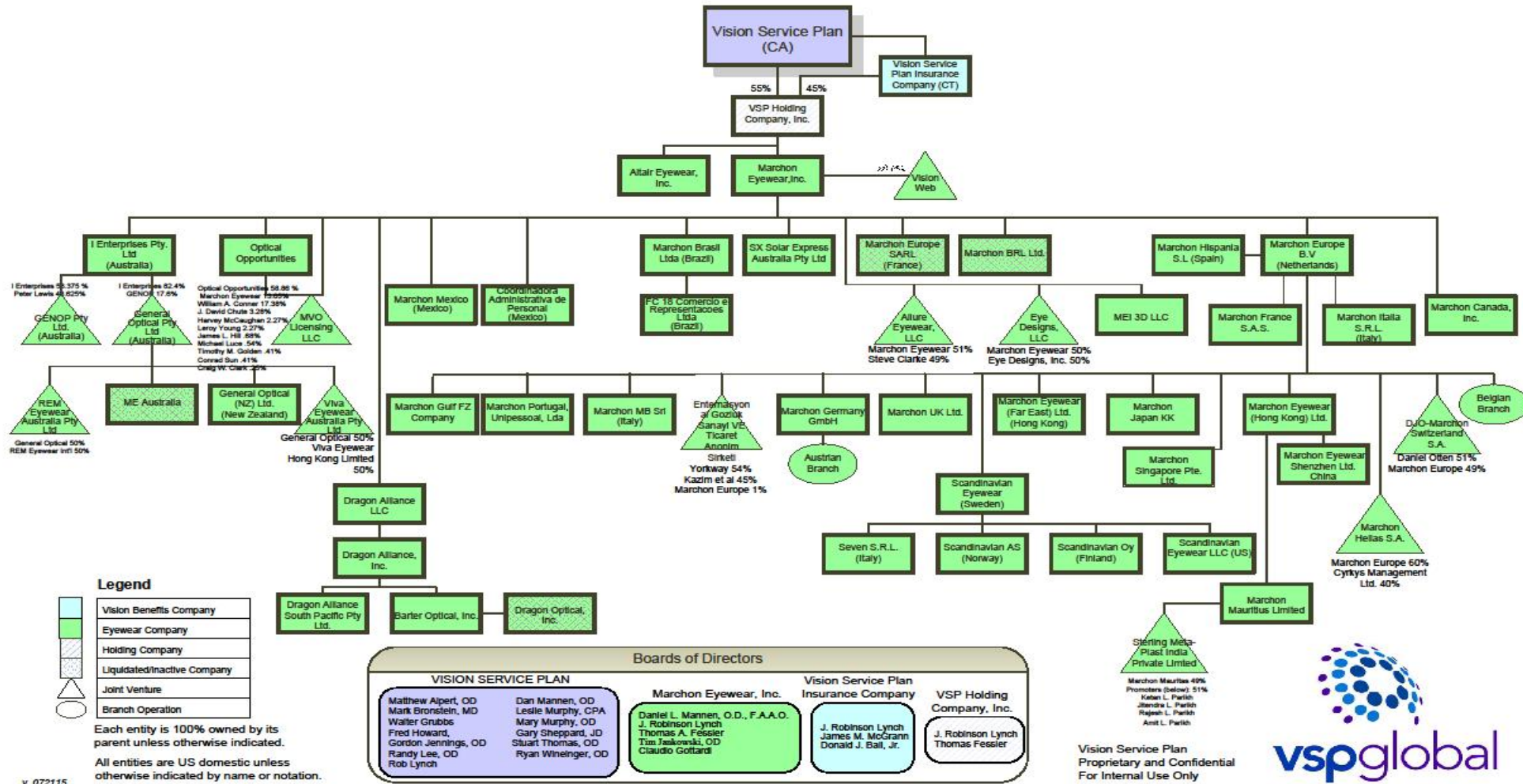
(a) Insert the number of L responses except for Canada and Other Alien.



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

PART 1 – ORGANIZATIONAL CHART

**Organizational Chart, Marchon Eyewear, Inc.**



Q15.1

# SCHEDULE Y

## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
<b>Members</b>														
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..				EyeNetra, 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.....	Ownership.....	53.375	Vision Service Plan (California).....	
		00000..					I Enterprises Pty, Ltd.....	AUS.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
1189.....	Vision Serv Plan Group.....	52050..	35-6062367..				Indiana Vision Services, Inc. (Indiana).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000..					Marchon Brasil Ltda.....	BRA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	11-3435695..				Marchon BRL Ltd.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	83-4627457..				Marchon Canada, Inc.....	CAN.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	98-0201338..				Marchon Europe BV.....	NLD.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..					Marchon Europe Sarl.....	FRA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..					Marchon Eyewear (Far East) Ltd.....	HKG.....	NIA.....	Marchon Europe BV.....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..					Marchon Eyewear (Hong Kong) Ltd.....	HKG.....	NIA.....	Marchon Europe BV.....	Ownership.....	100.000	Vision Service Plan (California).....	

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## SCHEDULE Y

### PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

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**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
1189	Vision Serv Plan Group	00000.. 00000.. 54380..	94-1632821.. 99-0247673.. 31-0725743..				Vision Service Plan (California)..... Vision Service Plan (Hawaii)..... Vision Service Plan (Ohio).....	USA..... USA..... USA.....	UDP..... IA..... RE.....	Vision Service Plan (California)..... Vision Service Plan (California)..... Vision Service Plan (California).....	Ownership..... Board..... Board.....	100.000 ..... .....	Vision Service Plan (California)..... Vision Service Plan (California)..... Vision Service Plan (California).....	
1189	Vision Serv Plan Group	39616..	06-1227840..				Vision Service Plan Insurance Company (Connecticut)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	
1189	Vision Serv Plan Group	32395..	36-3560825..				Vision Service Plan Insurance Company (Missouri)	USA.....	IA.....	VSP Holding Company, Inc.....	Board.....	.....	Vision Service Plan (California).....	
1189	Vision Serv Plan Group	12516..	20-0891619..				Vision Service Plan of Illinois, NFP	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	
		00000..	83-0212963..				Vision Service Plan of Wyoming (Wyoming)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	
1189	Vision Serv Plan Group	48321..	94-3034073..				Vision Service Plan, Inc. (Nevada)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	
1189	Vision Serv Plan Group	47097..	73-1004909..				Vision Services Plan Inc., Oklahoma (Oklahoma)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	
		00000..					Viva Eyewear Australia	AUS.....	NIA.....	General Optical Pty Ltd	Ownership.....	50.000	Vision Service Plan (California).....	
		00000..					VSP Canada Vision Care Insurance	CAN.....	IA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	27-5016913..				VSP Ceres Inc.	USA.....	NIA.....	VSP Optical Group, Inc.	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	27-0933693..				VSP Global, Inc.	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	26-1998746..				VSP Holding Company, Inc.	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	55.000	Vision Service Plan (California).....	
		00000..	26-1998746..				VSP Holding Company, Inc.	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	45.000	Vision Service Plan (California).....	
		00000..	27-0621143..				VSP Labs, Inc.	USA.....	NIA.....	VSP Optical Group, Inc.	Ownership.....	100.000	Vision Service Plan (California).....	
		00000..	27-0621064..				VSP Optical Group, Inc.	USA.....	NIA.....	Vision Service Plan (California).....	Ownership.....	50.000	Vision Service Plan (California).....	
		00000..	27-0621064..				VSP Optical Group, Inc.	USA.....	NIA.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	10.000	Vision Service Plan (California).....	
		00000..	27-0621064..				VSP Optical Group, Inc.	USA.....	NIA.....	Indiana Vision Services, Inc. (Indiana)	Ownership.....	10.000	Vision Service Plan (California).....	
		00000..	27-0621064..				VSP Optical Group, Inc.	USA.....	NIA.....	VSP Vision Care, 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).....	

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# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

**Response**

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

NO

**Explanation:**

1.

**Bar Code:**



**Overflow Page for Write-Ins**

**NONE**

**SCHEDULE A - VERIFICATION**

Real Estate

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

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**NONE**

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	3,800,037	6,690,133
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....	2,254,376	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).....	1,545,661	3,800,037
12. Deduct total nonadmitted amounts.....	1,545,661	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.....	13,048,543	13,212,585
3. Accrual of discount.....	6,016	7,737
4. Unrealized valuation increase (decrease).....	(3,408,904)	43,360
5. Total gain (loss) on disposals.....	2,475,981	576,708
6. Deduct consideration for bonds and stocks disposed of.....	29,322,427	10,074,383
7. Deduct amortization of premium.....	54,439	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).....	14,500,854	31,756,085
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	14,500,854	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
<b>BONDS</b>								
1. NAIC 1 (a).....	25,575,001	48,595,787	70,725,504	(8,901)	23,228,106	25,575,001	3,436,383	23,200,649
2. NAIC 2 (a).....	250,000		250,000		252,915	250,000	.0	
3. NAIC 3 (a).....							.0	
4. NAIC 4 (a).....							.0	
5. NAIC 5 (a).....							.0	
6. NAIC 6 (a).....							.0	
7. Total Bonds.....	25,825,001	48,595,787	70,975,504	(8,901)	23,481,021	25,825,001	3,436,383	23,200,649
<b>PREFERRED STOCK</b>								
8. NAIC 1.....	22,687			(2,082)	23,658	22,687	20,605	21,463
9. NAIC 2.....							.0	
10. NAIC 3.....							.0	
11. NAIC 4.....							.0	
12. NAIC 5.....							.0	
13. NAIC 6.....							.0	
14. Total Preferred Stock.....	22,687	.0	.0	(2,082)	23,658	22,687	20,605	21,463
15. Total Bonds and Preferred Stock.....	25,847,688	48,595,787	70,975,504	(10,983)	23,504,679	25,847,688	3,456,988	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.....	10,770	XXX.....	10,770	0	

## 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.....	107,785,454	111,589,998
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	114,811,899	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).....	10,770	7,037,214
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	10,770	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	2	3	4	5	6	7	8	9	10
Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Common Stocks - Industrial and Miscellaneous</b>									
00724F 10 1	ADOBE SYSTEMS INC.....		08/24/2015	RW Baird.....	672.000	53,884	XXX		L.....
00844W 20 8	AGEAS -SPON ADR.....	R.....	08/12/2015	RW Baird.....	403.000	17,269	XXX		U.....
015351 10 9	ALEXION PHARMACEUTICALS INC.....		08/24/2015	RW Baird.....	66.000	11,537	XXX		L.....
01609W 10 2	ALIBABA GROUP HOLDING-SP ADR.....	R.....	08/14/2015	RW Baird.....	72.000	5,399	XXX		L.....
041232 10 9	ARKEMA-SPONSORED ADR.....	R.....	08/12/2015	RW Baird.....	143.000	11,281	XXX		U.....
05565A 20 2	BNP PARIBAS-ADR.....	R.....	08/12/2015	RW Baird.....	437.000	14,289	XXX		U.....
096813 20 9	BOC HONG KONG HLDS-SPONS ADR.....	R.....	07/24/2015	RW Baird.....	193.000	15,830	XXX		U.....
110122 10 8	BRISTOL-MYERS SQUIBB CO.....		09/28/2015	RW Baird.....	542.000	33,059	XXX		L.....
12562Y 10 0	CK HUTCHISON HOLDIN-UNSP ADR.....	R.....	07/15/2015	RW Baird.....	954.000	13,788	XXX		U.....
12626K 20 3	CRH PLC-SPONSORED ADR.....	R.....	08/14/2015	RW Baird.....	471.000	14,404	XXX		L.....
139098 10 7	CAPGEMINI SA - UNSPONSOR ADR.....	R.....	09/16/2015	RW Baird.....	430.000	19,747	XXX		U.....
156782 10 4	CERNER CORP.....		08/14/2015	RW Baird.....	266.000	17,116	XXX		L.....
192446 10 2	COGNIZANT TECH SOLUTIONS-A.....		08/05/2015	RW Baird.....	324.000	20,015	XXX		L.....
256677 10 5	DOLLAR GENERAL CORP.....		08/20/2015	RW Baird.....	164.000	13,178	XXX		L.....
278642 10 3	EBAY INC.....		07/20/2015	Unknown.....	290.000	5,837	XXX		L.....
30303M 10 2	FACEBOOK INC-A.....		08/24/2015	RW Baird.....	63.000	5,270	XXX		L.....
314211 10 3	FEDERATED INVESTORS INC-CL B.....		07/13/2015	RW Baird.....	470.000	15,793	XXX		L.....
339041 10 5	FLEETCOR TECHNOLOGIES INC.....		08/06/2015	RW Baird.....	177.000	27,060	XXX		L.....
359556 20 6	FUJI HEAVY INDUS-UNSPONS ADR.....	R.....	09/25/2015	RW Baird.....	204.000	14,806	XXX		U.....
38259P 50 8	GOOGLE INC-CL A.....		08/11/2015	RW Baird.....	8.000	5,535	XXX		L.....
398438 40 8	GRIFOLS SA-ADR.....	R.....	08/17/2015	RW Baird.....	374.000	12,113	XXX		L.....
423012 30 1	HEINEKEN NV-SPN ADR.....	R.....	08/14/2015	RW Baird.....	508.000	21,544	XXX		L.....
44970B 10 9	IMS HEALTH HOLDINGS INC.....		08/06/2015	RW Baird.....	389.000	12,553	XXX		L.....
46120E 60 2	INTUITIVE SURGICAL INC.....		09/28/2015	RW Baird.....	72.000	34,839	XXX		L.....
471038 10 9	JAPAN AIRLINES CO-UNP ADR.....	R.....	09/25/2015	RW Baird.....	836.000	15,416	XXX		U.....
48241F 10 4	KBC GROEP NV-UNSP ADR.....	R.....	08/13/2015	RW Baird.....	467.000	16,017	XXX		U.....
606822 10 4	MITSUBISHI UFJ FINL-SPON ADR.....	R.....	08/14/2015	RW Baird.....	2,547.000	17,841	XXX		L.....
61174X 10 9	MONSTER BEVERAGE CORP.....		08/24/2015	RW Baird.....	33.000	4,456	XXX		L.....
626188 10 6	MUENCHENER RUECK-UNSPON ADR.....	R.....	08/12/2015	RW Baird.....	737.000	13,960	XXX		U.....
65535H 20 8	NOMURA HOLDINGS INC-SPON ADR.....	R.....	08/14/2015	RW Baird.....	2,177.000	15,017	XXX		L.....
70450Y 10 3	PAYPAL HOLDINGS INC.....		07/20/2015	Unknown.....	290.000	8,442	XXX		L.....
741503 40 3	PRICELINE GROUP INC/THE.....		08/05/2015	RW Baird.....	3.000	4,049	XXX		L.....
74164M 10 8	PRIMERICA INC.....		08/25/2015	RW Baird.....	177.000	7,425	XXX		L.....
75524W 10 8	RE/MAX HOLDINGS INC-CL A.....		08/14/2015	RW Baird.....	389.000	15,209	XXX		L.....
75955B 10 2	RELX NV - SPON ADR.....	R.....	08/14/2015	VARIOUS.....	1,077.732	17,416	XXX		L.....
783549 10 8	RYDER SYSTEM INC.....		07/01/2015	RW Baird.....	180.000	15,985	XXX		L.....
786584 10 2	SAFRAN SA-UNSPON ADR.....	R.....	08/12/2015	RW Baird.....	887.000	16,979	XXX		U.....
80105N 10 5	SANOFI-ADR.....	R.....	09/16/2015	RW Baird.....	287.000	14,515	XXX		L.....
82481R 10 6	SHIRE PLC-ADR.....	R.....	08/05/2015	RW Baird.....	68.000	17,740	XXX		L.....
855244 10 9	STARBUCKS CORP.....		08/25/2015	RW Baird.....	159.000	8,395	XXX		L.....

QE04

## SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
858912 10 8	STERICYCLE INC.....		.....07/29/2015	RW Baird.....	.....237.000	.....31,780	XXX	.....	L.....
87265H 10 9	TRI POINTE GROUP INC.....		.....07/01/2015	RW Baird.....	.....490.000	.....7,501	XXX	.....	L.....
87901J 10 5	TEGNA INC.....		.....07/01/2015	RW Baird.....	.....690.000	.....22,516	XXX	.....	L.....
88032Q 10 9	TENCENT HOLDINGS LTD-UNS ADR.....	R.....	.....08/14/2015	RW Baird.....	.....283.000	.....5,248	XXX	.....	U.....
889094 10 8	TOKIO MARINE HOLDINGS-ADR.....	R.....	.....08/12/2015	RW Baird.....	.....405.000	.....17,296	XXX	.....	U.....
89151E 10 9	TOTAL SA-SPON ADR.....	R.....	.....08/14/2015	RW Baird.....	.....560.000	.....27,274	XXX	.....	L.....
92345Y 10 6	VERISK ANALYTICS INC.....		.....08/19/2015	RW Baird.....	.....272.000	.....21,260	XXX	.....	L.....
92826C 83 9	VISA INC-CLASS A SHARES.....		.....07/24/2015	RW Baird.....	.....67.000	.....5,061	XXX	.....	L.....
96145D 10 5	WESTROCK CO.....		.....07/06/2015	Unknown.....	.....520.000	.....15,410	XXX	.....	L.....
G0177J 10 8	ALLERGAN PLC.....	R.....	.....07/27/2015	RW Baird.....	.....23.000	.....7,559	XXX	.....	L.....
G6518L 10 8	NIELSEN HOLDINGS PLC.....	R.....	.....08/31/2015	Unknown.....	.....1,012.000	.....46,148	XXX	.....	L.....
H42097 10 7	UBS GROUP AG-REG.....	R.....	.....08/14/2015	RW Baird.....	.....1,025.000	.....22,637	XXX	.....	L.....
N22717 10 7	CORE LABORATORIES N.V.....	R.....	.....09/29/2015	RW Baird.....	.....76.000	.....7,752	XXX	.....	L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....						.....862,451	XXX	.....0	XXX
<b>Common Stocks - Mutual Funds</b>									
464287 59 8	ISHARES RUSSELL 1000 VALUE E.....		.....07/09/2015	RW Baird.....	.....82.635	.....8,493	XXX	.....	L.....
922908 74 4	VANGUARD VALUE ETF.....		.....09/25/2015	RW Baird.....	.....81.060	.....6,285	XXX	.....	L.....
9299999. Total Common Stocks - Mutual Funds.....						.....14,778	XXX	.....0	XXX
<b>Common Stocks - Money Market Mutual Funds</b>									
000000 00 0	GENERAL MONEY MARKET.....		.....07/23/2015	Direct.....	.....1,075,788.080	.....1,075,788	XXX	.....	V.....
9399999. Total Common Stocks - Money Market Mutual Funds.....						.....1,075,788	XXX	.....0	XXX
9799997. Total Common Stocks - Part 3.....						.....1,953,017	XXX	.....0	XXX
9799999. Total Common Stocks.....						.....1,953,017	XXX	.....0	XXX
9899999. Total Preferred and Common Stocks.....						.....1,953,017	XXX	.....0	XXX
9999999. Total Bonds, Preferred and Common Stocks.....						.....1,953,017	XXX	.....0	XXX

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

QE04.1

# SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eig n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)
<b>Bonds - U.S. States, Territories and Possessions</b>																					
13063C	KL 3 CALIFORNIA ST-TXBL		07/16/2015	WELLS FARGO SECURITIES LLC		504,250	500,000	503,465	503,088				(378)		502,710		1,540	1,540	8,125	05/01/2019	1FE
93974D	AM 0 WASHINGTON ST-T-TXBL		07/16/2015	WELLS FARGO SECURITIES LLC		501,750	500,000	500,000	500,000				0		500,000		1,750	1,750	6,319	08/01/2017	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						1,006,000	1,000,000	1,003,465	1,003,088	0		0	(378)	0	1,002,710	0	3,290	3,290	14,444	XXX	XXX
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>																					
672411	K6 1 OAKLAND CO-WTR SUPPLY		07/16/2015	WELLS FARGO SECURITIES LLC		291,105	285,000	299,544	292,824				(1,551)		291,273		(168)	(168)	4,592	10/01/2017	1FE
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions						291,105	285,000	299,544	292,824	0		0	(1,551)	0	291,273	0	(168)	(168)	4,592	XXX	XXX
<b>Bonds - U.S. Special Revenue and Special Assessment</b>																					
13077C	ZV 9 CA ST UNIV-A		07/16/2015	WELLS FARGO SECURITIES LLC		131,275	125,000	134,044	131,100				(1,172)		129,928		1,347	1,347	2,708	11/01/2017	1FE
3130A0	B9 0 FEDERAL HOME LOAN BANK		07/16/2015	WELLS FARGO SECURITIES LLC		499,750	500,000	499,750	499,817				34		499,851		(101)	(101)	3,950	11/20/2017	1
313371	N2 8 FEDERAL HOME LOAN BANK		07/16/2015	WELLS FARGO SECURITIES LLC		1,026,270	1,000,000	1,065,392	1,036,112				(6,585)		1,029,526		(3,256)	(3,256)	12,927	12/08/2017	1
3133EC	W6 7 FEDERAL FARM CREDIT BANK		07/16/2015	WELLS FARGO SECURITIES LLC		503,930	500,000	501,355	500,886				(184)		500,702		3,228	3,228	6,007	08/01/2017	1
3133ED	FZ 0 FEDERAL FARM CREDIT BANK		07/16/2015	WELLS FARGO SECURITIES LLC		499,000	500,000	500,000	500,000				0		500,000		(1,000)	(1,000)	3,358	03/03/2017	1
3134G3	Y5 3 FREDDIE MAC		07/16/2015	WELLS FARGO SECURITIES LLC		498,250	500,000	500,000	500,000				0		500,000		(1,750)	(1,750)	2,703	11/28/2017	1
31359M	EL 3 FANNIE MAE		07/16/2015	WELLS FARGO SECURITIES LLC		492,485	500,000	482,775	486,812			2,940	2,940		489,752		2,733	2,733		06/01/2017	1
3135G0	XL 2 FANNIE MAE		07/16/2015	WELLS FARGO SECURITIES LLC		249,625	250,000	245,750	247,457				633		248,090		1,535	1,535	1,444	02/27/2017	1
3136G2	5W 3 FANNIE MAE		07/16/2015	WELLS FARGO SECURITIES LLC		249,500	250,000	250,000	250,000				0		250,000		(500)	(500)	2,118	09/12/2019	1
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						4,150,085	4,125,000	4,179,065	4,152,182	0		0	(4,333)	0	4,147,849	0	2,236	2,236	35,216	XXX	XXX
<b>Bonds - Industrial and Miscellaneous</b>																					
037833	AJ 9 APPLE INC		07/16/2015	WELLS FARGO SECURITIES LLC		493,475	500,000	488,635	490,528				1,532		492,060		1,415	1,415	3,583	05/03/2018	1FE
06406H	CJ 6 BANK OF NEW YORK MELLON		07/16/2015	WELLS FARGO SECURITIES LLC		495,650	500,000	496,110	496,292				630		496,922		(1,272)	(1,272)	5,906	03/06/2018	1FE
064159	FK 7 BANK OF NOVA SCOTIA		07/21/2015	WELLS FARGO SECURITIES LLC		249,850	250,000	250,073	250,063				(13)		250,049		(199)	(199)	3,250	07/21/2017	1FE
084670	BB 3 BERKSHIRE HATHAWAY INC		07/16/2015	WELLS FARGO SECURITIES LLC		710,010	700,000	714,924	705,265				(1,779)		703,486		6,524	6,524	14,373	08/15/2016	1FE
191216	BF 6 COCA-COLA CO/THE		07/16/2015	WELLS FARGO SECURITIES LLC		250,235	250,000	249,458	249,492				71		249,563		672	672	2,979	11/01/2018	1FE
36962G	SZ 3 GENERAL ELEC CAP CORP		07/02/2015	Maturity WELLS FARGO SECURITIES LLC		500,000	500,000	508,865	501,839				(1,839)		500,000		0	0	8,125	07/02/2015	1FE
458140	AL 4 INTEL CORP		07/16/2015	WELLS FARGO SECURITIES LLC		499,055	500,000	499,695	499,711				53		499,764		(709)	(709)	4,050	12/15/2017	1FE
478160	AQ 7 JOHNSON & JOHNSON		07/16/2015	WELLS FARGO SECURITIES LLC		272,505	250,000	304,248	278,905				(6,031)		272,874		(369)	(369)	12,950	08/15/2017	1FE
78010U	BY 2 ROYAL BANK OF CANADA		07/16/2015	WELLS FARGO SECURITIES LLC		502,640	500,000	507,190	504,504				(1,461)		503,043		(403)	(403)	6,283	09/09/2016	1FE
845335	BQ 0 SOUTHWESTERN BELL TEL CO		07/01/2015	Maturity WELLS FARGO SECURITIES LLC		250,000	250,000	302,985	255,798				(5,798)		250,000		0	0	17,500	07/01/2015	2FE
88579Y	AE 1 3M COMPANY		07/16/2015	WELLS FARGO SECURITIES LLC		499,900	500,000	501,835	501,040				(229)		500,811		(911)	(911)	2,847	06/28/2017	1FE
89114Q	AB 4 TORONTO-DOMINION BANK		07/16/2015	WELLS FARGO SECURITIES LLC		254,038	250,000	259,250	253,102				(1,111)		251,991		2,046	2,046	6,372	07/14/2016	1FE
89233P	6S 0 TOYOTA MOTOR CREDIT CORP		07/16/2015	WELLS FARGO SECURITIES LLC		249,565	250,000	249,455	249,528				93		249,621		(56)	(56)	2,483	10/05/2017	1FE
931142	CG 6 WAL-MART STORES INC		07/16/2015	WELLS FARGO SECURITIES LLC		171,805	160,000	190,656	173,953				(3,361)		170,592		1,213	1,213	6,832	04/05/2017	1FE
3899999. Total Bonds - Industrial and Miscellaneous						5,398,727	5,360,000	5,523,378	5,410,018	0		0	(19,242)	0	5,390,776	0	7,951	7,951	97,534	XXX	XXX
8399997. Total Bonds - Part 4						10,845,917	10,770,000	11,005,451	10,858,113	0		0	(25,504)	0	10,832,608	0	13,309	13,309	151,787	XXX	XXX
8399999. Total Bonds						10,845,917	10,770,000	11,005,451	10,858,113	0		0	(25,504)	0	10,832,608	0	13,309	13,309	151,787	XXX	XXX
<b>Common Stocks - Industrial and Miscellaneous</b>																					

QE05

## SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
002824	10 0		09/28/2015	RW Baird	2,237,000	101,803	XXX	90,241	100,710	(10,469)			(10,469)		90,241		11,562	11,562	1,611	XXX	L
00289R	20 1	R.	09/16/2015	RW Baird	1,500,000	8,636	XXX	26,093					0		26,093		(17,458)	(17,458)	397	XXX	L
00751Y	10 6		07/20/2015	RW Baird	260,000	43,932	XXX	32,750	41,413	(8,663)			(8,663)		32,750		11,183	11,183	47	XXX	L
008252	10 8		07/20/2015	RW Baird	189,000	41,436	XXX	38,316	40,113	(1,798)			(1,798)		38,316		3,121	3,121		XXX	L
00846U	10 1		07/22/2015	RW Baird	1,210,000	48,400	XXX	45,311	13,920	(3,502)			(3,502)		45,311		3,088	3,088	253	XXX	L
00912X	30 2		07/20/2015	RW Baird	970,000	33,535	XXX	21,807	33,281	(11,473)			(11,473)		21,807		11,727	11,727	116	XXX	L
015351	10 9		07/27/2015	RW Baird	345,000	70,205	XXX	32,994	63,835	(30,842)			(30,842)		32,994		37,211	37,211		XXX	L
01609W	10 2	R.	08/13/2015	RW Baird	631,000	51,403	XXX	55,510	54,984	(8,145)			(8,145)		55,510		(4,107)	(4,107)		XXX	L
01973R	10 1		07/20/2015	RW Baird	470,000	13,773	XXX	16,153	15,933	220			220		16,153		(2,381)	(2,381)	141	XXX	L
020002	10 1		07/20/2015	RW Baird	380,000	25,761	XXX	18,094	26,695	(8,601)			(8,601)		18,094		7,667	7,667	334	XXX	L
025816	10 9		08/10/2015	RW Baird	190,000	15,105	XXX	12,437	17,678	(5,240)			(5,240)		12,437		2,668	2,668	154	XXX	L
026874	78 4		07/20/2015	RW Baird	480,000	30,789	XXX	18,710	26,885	(8,175)			(8,175)		18,710		12,079	12,079	120	XXX	L
030420	10 3		07/20/2015	RW Baird	610,000	31,312	XXX	32,904		0			0		32,904		(1,592)	(1,592)	297	XXX	L
03073E	10 5		07/20/2015	RW Baird	940,000	108,016	XXX	40,667	84,750	(44,084)			(44,084)		40,667		67,349	67,349	545	XXX	L
03076C	10 6		07/20/2015	RW Baird	140,000	17,997	XXX	6,495	18,515	(12,020)			(12,020)		6,495		11,502	11,502	175	XXX	L
037833	10 0		08/13/2015	RW Baird	867,000	108,284	XXX	93,669	26,491	(12,846)			(12,846)		93,669		14,615	14,615	660	XXX	L
044209	10 4		07/20/2015	RW Baird	210,000	24,706	XXX	12,910	25,150	(12,240)			(12,240)		12,910		11,796	11,796	153	XXX	L
052528	30 4	R.	08/12/2015	RW Baird	815,000	17,545	XXX	19,720	21,190	(1,470)			(1,470)		19,720		(2,175)	(2,175)	527	XXX	U
055262	50 5	R.	08/12/2015	RW Baird	147,000	12,621	XXX	15,000	12,258	2,741			2,741		15,000		(2,379)	(2,379)	332	XXX	U
05561Q	20 1		07/20/2015	RW Baird	460,000	31,031	XXX	25,757	27,618	(1,861)			(1,861)		25,757		5,274	5,274	386	XXX	L
057224	10 7		07/20/2015	RW Baird	330,000	19,655	XXX	20,739	18,503	2,236			2,236		20,739		(1,084)	(1,084)	112	XXX	L
064058	10 0		07/20/2015	RW Baird	620,000	26,669	XXX	17,750	25,153	(7,403)			(7,403)		17,750		8,919	8,919	211	XXX	L
071813	10 9		07/01/2015				XXX			0			0				0	0	193	XXX	L
084423	10 2		07/20/2015	RW Baird	780,000	43,590	XXX	26,997	30,243	(12,803)			(12,803)		26,997		16,593	16,593	159	XXX	L
09062X	10 3		07/24/2015	RW Baird	325,000	118,367	XXX	98,204	100,138	(14,044)			(14,044)		98,204		20,164	20,164		XXX	L
099724	10 6		07/20/2015	RW Baird	380,000	19,890	XXX	14,993	20,881	(5,888)			(5,888)		14,993		4,898	4,898	99	XXX	L
124857	20 2		07/20/2015	RW Baird	370,000	19,919	XXX	16,919	20,476	(3,557)			(3,557)		16,919		3,000	3,000	167	XXX	L
12508E	10 1		07/20/2015	RW Baird	380,000	20,273	XXX	11,244	15,489	(4,245)			(4,245)		11,244		9,029	9,029	91	XXX	L
125581	80 1		07/20/2015	RW Baird	740,000	34,694	XXX	27,398	35,394	(7,996)			(7,996)		27,398		7,296	7,296	222	XXX	L
142795	20 2	R.	08/12/2015	RW Baird	698,000	11,992	XXX	13,886	10,742	3,144			3,144		13,886		(1,895)	(1,895)	118	XXX	U
151020	10 4		07/29/2015	RW Baird	607,000	81,776	XXX	19,612	67,899	(48,287)			(48,287)		19,612		62,164	62,164		XXX	L
15135B	10 1		07/20/2015	RW Baird	300,000	22,352	XXX	21,673		0			0		21,673		680	680		XXX	L
156782	10 4		07/20/2015	RW Baird	452,000	32,778	XXX	30,445		0			0		30,445		2,333	2,333		XXX	L
166764	10 0		07/20/2015	RW Baird	310,000	28,899	XXX	36,771	34,776	1,995			1,995		36,771		(7,872)	(7,872)	663	XXX	L
17275R	10 2		07/22/2015	RW Baird	800,000	22,409	XXX	19,677	22,252	(2,575)			(2,575)		19,677		2,733	2,733	488	XXX	L
192446	10 2		07/20/2015	RW Baird	970,000	58,842	XXX	40,312	51,080	(10,768)			(10,768)		40,312		18,530	18,530		XXX	L

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## SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
20030N 10 1	COMCAST CORP-CLASS A.....		08/25/2015	RW Baird.....	1,256,000	74,180	XXX	65,140	72,861	(7,720)			(7,720)		65,140		9,040	9,040	911	XXX	L.....
20825C 10 4	CONOCOPHILLIPS.....		07/20/2015	RW Baird.....	360,000	20,384	XXX	22,608	24,862	(2,253)			(2,253)		22,608		(2,225)	(2,225)	526	XXX	L.....
212015 10 1	CONTINENTAL RESOURCES INC/OK.....		07/20/2015	RW Baird.....	520,000	18,615	XXX	17,687	19,947	(2,261)			(2,261)		17,687		928	928		XXX	L.....
244199 10 5	DEERE & CO.....		08/03/2015	RW Baird.....	230,000	22,196	XXX	20,872	20,348	524			524		20,872		1,324	1,324	414	XXX	L.....
253393 10 2	DICK'S SPORTING GOODS INC.....		07/20/2015	RW Baird.....	340,000	17,526	XXX	18,621		0			0		18,621		(1,095)	(1,095)	94	XXX	L.....
254709 10 8	DISCOVER FINANCIAL SERVICES.....		07/20/2015	RW Baird.....	1,250,000	74,567	XXX	45,991	81,863	(35,872)			(35,872)		45,991		28,576	28,576	650	XXX	L.....
25490A 30 9	DIRECTV.....		07/20/2015	RW Baird.....	310,000	28,823	XXX	25,710	26,877	(1,167)			(1,167)		25,710		3,114	3,114		XXX	L.....
256677 10 5	DOLLAR GENERAL CORP.....		07/20/2015	RW Baird.....	353,000	28,707	XXX	16,258	24,957	(8,699)			(8,699)		16,258		12,449	12,449	194	XXX	L.....
256746 10 8	DOLLAR TREE INC.....		07/31/2015	RW Baird.....	1,140,000	92,759	XXX	52,936	80,233	(27,297)			(27,297)		52,936		39,823	39,823		XXX	L.....
260003 10 8	DOVER CORP.....		07/20/2015	RW Baird.....	360,000	23,930	XXX	21,807	25,819	(4,012)			(4,012)		21,807		2,123	2,123	288	XXX	L.....
268648 10 2	EMC CORP/IMA.....		07/23/2015	RW Baird.....	650,000	16,315	XXX	15,794	19,331	(3,537)			(3,537)		15,794		521	521	224	XXX	L.....
26875P 10 1	EOG RESOURCES INC.....		07/30/2015	RW Baird.....	180,000	14,235	XXX	17,499	16,573	926			926		17,499		(3,264)	(3,264)	90	XXX	L.....
278642 10 3	EBAY INC.....		07/20/2015	VARIOUS.....	580,000	22,762	XXX	20,116	16,275	(1,996)			(1,996)		20,116		2,646	2,646		XXX	L.....
29265N 10 8	ENERGEN CORP.....		07/20/2015	RW Baird.....	300,000	17,497	XXX	16,926	15,940	(2,478)			(2,478)		16,926		571	571	11	XXX	L.....
30215C 10 1	EXPERIAN PLC-SPONS ADR.....	R.	08/12/2015	RW Baird.....	1,345,000	24,151	XXX	22,136	22,596	(460)			(460)		22,136		2,015	2,015	481	XXX	U.....
30219G 10 8	EXPRESS SCRIPTS HOLDING CO.....		07/20/2015	RW Baird.....	300,000	27,574	XXX	17,792	25,401	(7,609)			(7,609)		17,792		9,782	9,782		XXX	L.....
302491 30 3	FMC CORP.....		07/20/2015	RW Baird.....	600,000	29,852	XXX	24,567	23,953	(9,304)			(9,304)		24,567		5,285	5,285	231	XXX	L.....
30303M 10 2	FACEBOOK INC-A.....		07/20/2015	RW Baird.....	599,000	58,419	XXX	49,025		0			0		49,025		9,395	9,395		XXX	L.....
314211 10 3	FEDERATED INVESTORS INC-CL B.....		07/20/2015	RW Baird.....	470,000	15,801	XXX	15,793		0			0		15,793		8	8		XXX	L.....
31620M 10 6	FIDELITY NATIONAL INFO SERV.....		07/20/2015	RW Baird.....	530,000	34,239	XXX	12,720	32,966	(20,246)			(20,246)		12,720		21,518	21,518	276	XXX	L.....
343498 10 1	FLOWERS FOODS INC.....		07/20/2015	RW Baird.....	1,385,000	29,334	XXX	26,323	26,578	(256)			(256)		26,323		3,011	3,011	384	XXX	L.....
34964C 10 6	FORTUNE BRANDS HOME & SECURI.....		07/20/2015	RW Baird.....	510,000	22,912	XXX	11,238	23,088	(11,850)			(11,850)		11,238		11,674	11,674	143	XXX	L.....
35671D 85 7	FREEPORT-MCMORAN INC.....		08/03/2015	RW Baird.....	660,000	10,020	XXX	22,207	15,418	6,790			6,790		22,207		(12,187)	(12,187)	345	XXX	L.....
363576 10 9	ARTHUR J GALLAGHER & CO.....		07/20/2015	RW Baird.....	700,000	33,785	XXX	22,064	32,956	(10,892)			(10,892)		22,064		11,721	11,721	518	XXX	L.....
36467J 10 8	GAMING AND LEISURE PROPRTIE.....		07/20/2015	RW Baird.....	510,000	17,878	XXX	20,789	14,963	5,825			5,825		20,789		(2,911)	(2,911)	556	XXX	L.....
369604 10 3	GENERAL ELECTRIC CO.....		07/27/2015	RW Baird.....	1,740,000	47,206	XXX	40,679	43,970	(3,291)			(3,291)		40,679		6,526	6,526	1,201	XXX	L.....
38141G 10 4	GOLDMAN SACHS GROUP INC.....		07/20/2015	RW Baird.....	120,000	25,602	XXX	18,204	23,260	(5,055)			(5,055)		18,204		7,398	7,398	150	XXX	L.....
38259P 70 6	GOOGLE INC-CL C.....		07/20/2015	RW Baird.....	95,000	63,133	XXX	30,224	49,871	(19,647)			(19,647)		30,224		32,909	32,909		XXX	L.....
404132 10 2	HCC INSURANCE HOLDINGS INC.....		07/15/2015	RW Baird.....	300,000	23,089	XXX	8,918	16,056	(7,138)			(7,138)		8,918		14,171	14,171	266	XXX	L.....
404280 40 6	HSBC HOLDINGS PLC-SPONS ADR.....	R.	07/08/2015				XXX			0			0					0	10	XXX	L.....
410345 10 2	HANESBRANDS INC.....		07/20/2015	RW Baird.....	1,160,000	39,951	XXX	7,723	32,370	(24,647)			(24,647)		7,723		32,228	32,228	232	XXX	L.....
438516 10 6	HONEYWELL INTERNATIONAL INC.....		07/20/2015	RW Baird.....	294,000	31,046	XXX	14,021	29,376	(15,355)			(15,355)		14,021		17,025	17,025	304	XXX	L.....
447011 10 7	HUNTSMAN CORP.....		07/20/2015	RW Baird.....	1,440,000	29,313	XXX	35,615	22,097	2,635			2,635		35,615		(6,302)	(6,302)	301	XXX	L.....
44970B 10 9	IMS HEALTH HOLDINGS INC.....		07/20/2015	RW Baird.....	598,000	18,795	XXX	17,555		0			0		17,555		1,239	1,239		XXX	L.....
450911 20 1	ITT CORP.....		07/20/2015	RW Baird.....	905,000	34,915	XXX	19,242	36,616	(17,374)			(17,374)		19,242		15,673	15,673	214	XXX	L.....
456837 10 3	ING GROEP N.V.-SPONSORED ADR.....	R.	08/24/2015	RW Baird.....	630,000	9,944	XXX	7,543	8,171	(628)			(628)		7,543		2,401	2,401	207	XXX	L.....

QE05.2

## SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
458140 10 0	INTEL CORP.....		07/20/2015	RW Baird.....	1,020,000	29,806	XXX	22,438	37,016	(14,577)			(14,577)		22,438		7,368	7,368	490	XXX	L.....
46146L 10 1	INVESTORS BANCORP INC.....		07/20/2015	RW Baird.....	2,400,000	29,856	XXX	24,963	26,940	(1,977)			(1,977)		24,963		4,892	4,892	360	XXX	L.....
46284V 10 1	IRON MOUNTAIN INC.....		07/20/2015	RW Baird.....	817,000	25,827	XXX	24,295					0		24,295		1,532	1,532	776	XXX	L.....
46625H 10 0	JPMORGAN CHASE & CO.....		07/30/2015	RW Baird.....	770,000	53,632	XXX	39,049	48,187	(9,137)			(9,137)		39,049		14,583	14,583	955	XXX	L.....
471109 10 8	JARDEN CORP.....		07/20/2015	RW Baird.....	790,000	43,971	XXX	15,831	37,825	(21,994)			(21,994)		15,831		28,140	28,140		XXX	L.....
49926D 10 9	KNOWLES CORP.....		07/20/2015	RW Baird.....	1,545,000	27,688	XXX	42,893	27,200	7,445			7,445		42,893		(15,205)	(15,205)		XXX	L.....
50540R 40 9	LABORATORY CRP OF AMER HLDGS.....		07/20/2015	RW Baird.....	280,000	34,246	XXX	32,958					0		32,958		1,288	1,288		XXX	L.....
512816 10 9	LAMAR ADVERTISING CO-A.....		07/20/2015	RW Baird.....	660,000	38,597	XXX	26,842	35,402	(8,560)			(8,560)		26,842		11,755	11,755	904	XXX	L.....
526250 10 5	LENOVO GROUP LTD-ADR.....	R.	08/12/2015	RW Baird.....	762,000	16,527	XXX	17,307	19,980	(2,673)			(2,673)		17,307		(779)	(779)	388	XXX	U.....
552690 10 9	MDU RESOURCES GROUP INC.....		07/20/2015	RW Baird.....	950,000	17,805	XXX	28,496	22,325	6,171			6,171		28,496		(10,691)	(10,691)	520	XXX	L.....
552953 10 1	MGM RESORTS INTERNATIONAL.....		07/20/2015	RW Baird.....	1,580,000	29,249	XXX	18,036	33,780	(15,744)			(15,744)		18,036		11,213	11,213		XXX	L.....
56585A 10 2	MARATHON PETROLEUM CORP.....		07/20/2015	RW Baird.....	420,000	24,350	XXX	18,589	18,955	(366)			(366)		18,589		5,761	5,761	210	XXX	L.....
57636Q 10 4	MASTERCARD INC-CLASS A.....		08/10/2015	RW Baird.....	388,000	37,783	XXX	24,626	33,430	(8,804)			(8,804)		24,626		13,157	13,157	186	XXX	L.....
58502B 10 6	MEDNAX INC.....		07/20/2015	RW Baird.....	280,000	21,915	XXX	17,504	18,511	(1,007)			(1,007)		17,504		4,411	4,411		XXX	L.....
59410T 10 6	MICHELIN (CGDE)-UNSPON ADR.....	R.	08/12/2015	RW Baird.....	389,000	7,680	XXX	8,381	7,018	1,363			1,363		8,381		(701)	(701)	158	XXX	U.....
594918 10 4	MICROSOFT CORP.....		07/20/2015	RW Baird.....	412,000	19,215	XXX	11,367	19,137	(7,771)			(7,771)		11,367		7,849	7,849	255	XXX	L.....
61166W 10 1	MONSANTO CO.....		07/28/2015	RW Baird.....	695,000	71,941	XXX	62,953	65,470	(19,739)			(19,739)		62,953		8,988	8,988	878	XXX	L.....
61174X 10 9	MONSTER BEVERAGE CORP.....		08/04/2015	RW Baird.....	302,000	43,701	XXX	18,796	32,722	(13,926)			(13,926)		18,796		24,905	24,905		XXX	L.....
65249B 10 9	NEWS CORP - CLASS A.....		07/01/2015	RW Baird.....	1,840,000	27,167	XXX	28,124	28,870	(745)			(745)		28,124		(957)	(957)		XXX	L.....
65339F 10 1	NEXTERA ENERGY INC.....		07/20/2015	RW Baird.....	290,000	29,982	XXX	20,984	30,824	(9,840)			(9,840)		20,984		8,998	8,998	447	XXX	L.....
656531 60 5	NORSK HYDRO AS-SPONS ADR.....	R.	08/12/2015	RW Baird.....	2,566,000	9,212	XXX	13,516					0		13,516		(4,305)	(4,305)	260	XXX	U.....
670837 10 3	OGE ENERGY CORP.....		07/30/2015	RW Baird.....	760,000	21,647	XXX	17,392	26,965	(9,573)			(9,573)		17,392		4,255	4,255	570	XXX	L.....
677862 10 4	LUKOIL PJSC-SPON ADR.....	R.	08/12/2015	RW Baird.....	296,000	11,483	XXX	14,808	11,352	3,457			3,457		14,808		(3,325)	(3,325)	607	XXX	U.....
68389X 10 5	ORACLE CORP.....		07/29/2015	RW Baird.....	480,000	19,205	XXX	16,929	21,586	(4,657)			(4,657)		16,929		2,277	2,277	202	XXX	L.....
693656 10 0	PVH CORP.....		07/20/2015	RW Baird.....	250,000	28,691	XXX	31,354	32,043	(688)			(688)		31,354		(2,663)	(2,663)	19	XXX	L.....
69367U 10 5	BANK MANDIRI TBK-UNSPON ADR.....	R.	08/13/2015	RW Baird.....	1,616,000	10,358	XXX	14,131	9,236	(171)			(171)		14,131		(3,774)	(3,774)	188	XXX	U.....
69832A 20 5	PANASONIC CORP-SPON ADR.....	R.	09/25/2015	RW Baird.....	2,709,000	27,913	XXX	32,984	31,885	1,099			1,099		32,984		(5,071)	(5,071)	180	XXX	U.....
70450Y 10 3	PAYPAL HOLDINGS INC.....		07/21/2015	RW Baird.....	290,000	11,919	XXX	8,442					0		8,442		3,477	3,477		XXX	L.....
718172 10 9	PHILIP MORRIS INTERNATIONAL.....		07/20/2015	RW Baird.....	180,000	15,461	XXX	16,324	14,661	1,663			1,663		16,324		(863)	(863)	540	XXX	L.....
74144T 10 8	T ROWE PRICE GROUP INC.....		07/20/2015	RW Baird.....	290,000	23,021	XXX	24,232	24,899	(668)			(668)		24,232		(1,211)	(1,211)	882	XXX	L.....
741503 40 3	PRICELINE GROUP INC/THE.....		07/20/2015	RW Baird.....	45,000	56,159	XXX	47,478	51,309	(3,832)			(3,832)		47,478		8,681	8,681		XXX	L.....
742718 10 9	PROCTER & GAMBLE CO/THE.....		07/20/2015	RW Baird.....	233,000	19,114	XXX	14,012	21,224	(7,212)			(7,212)		14,012		5,102	5,102	304	XXX	L.....
74435K 20 4	PRUDENTIAL PLC-ADR.....	R.	08/13/2015	RW Baird.....	667,000	32,188	XXX	21,888	30,795	(8,908)			(8,908)		21,888		10,301	10,301	537	XXX	L.....
744573 10 6	PUBLIC SERVICE ENTERPRISE GP.....		07/20/2015	RW Baird.....	550,000	22,721	XXX	17,946	22,776	(4,830)			(4,830)		17,946		4,776	4,776	429	XXX	L.....
74762E 10 2	QUANTA SERVICES INC.....		07/20/2015	RW Baird.....	1,140,000	31,991	XXX	28,744	24,132	(3,933)			(3,933)		28,744		3,246	3,246		XXX	L.....
749607 10 7	RLI CORP.....		07/20/2015	RW Baird.....	353,000	18,661	XXX	17,488	17,438	49			49		17,488		1,174	1,174	131	XXX	L.....

QE05.3

## SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
758204	20 0 RELX NV - SPON ADR.....	R.	07/01/2015	Unknown.....	207.000	10,346	XXX	10,346					0		10,346			0	170	XXX	L.....
758750	10 3 REGAL BELOIT CORP.....		07/20/2015	RW Baird.....	380.000	26,024	XXX	28,682	24,064	376			376		28,682		(2,658)	(2,658)	241	XXX	L.....
75886F	10 7 REGENERON PHARMACEUTICALS.....		08/11/2015	RW Baird.....	88.000	50,319	XXX	24,073	36,102	(12,029)			(12,029)		24,073		26,246	26,246		XXX	L.....
759351	60 4 REINSURANCE GROUP OF AMERICA.....		07/20/2015	RW Baird.....	360.000	35,308	XXX	20,494	31,543	(11,049)			(11,049)		20,494		14,814	14,814	238	XXX	L.....
75955B	10 2 RELX NV - SPON ADR.....	R.	07/01/2015	CASH IN LIEU OF FRACTIONS(CIL)	0.730	12	XXX	12					0		12		(0)	(0)		XXX	L.....
765658	30 7 RICOH CO LTD-SPONSORED ADR.....	R.	07/06/2015				XXX						0						133	XXX	U.....
772739	20 7 ROCK-TENN COMPANY -CL A.....		07/06/2015	Unknown.....	520.000	15,410	XXX	15,410	31,710	(16,300)			(16,300)		15,410			0	333	XXX	L.....
775781	20 6 ROLLS-ROYCE HOLDINGS-SP ADR.....	R.	07/13/2015				XXX						0					0	234	XXX	U.....
780259	20 6 ROYAL DUTCH SHELL-SPON ADR-A.....	R.	07/24/2015	RW Baird.....	246.000	13,401	XXX	16,239	16,470	(231)			(231)		16,239		(2,838)	(2,838)	393	XXX	L.....
783549	10 8 RYDER SYSTEM INC.....		07/20/2015	RW Baird.....	180.000	16,547	XXX	15,985					0		15,985		562	562		XXX	L.....
78442P	10 6 SLM CORP.....		07/20/2015	RW Baird.....	3,450.000	34,051	XXX	29,658	35,156	(5,497)			(5,497)		29,658		4,393	4,393		XXX	L.....
80004C	10 1 SANDISK CORP.....		07/20/2015	RW Baird.....	200.000	10,982	XXX	10,672	19,596	(8,924)			(8,924)		10,672		310	310	120	XXX	L.....
811065	10 1 SCRIPPS NETWORKS INTER-CL A.....		07/20/2015	RW Baird.....	290.000	18,591	XXX	13,095	21,828	(8,733)			(8,733)		13,095		5,496	5,496	133	XXX	L.....
82481R	10 6 SHIRE PLC-ADR.....	R.	07/20/2015	RW Baird.....	163.000	42,045	XXX	38,392					0		38,392		3,654	3,654	93	XXX	L.....
855244	10 9 STARBUCKS CORP.....		09/25/2015	RW Baird.....	1,155.000	65,800	XXX	42,257	47,384	(5,127)			(5,127)		42,257		23,544	23,544	392	XXX	L.....
85771P	10 2 STATOIL ASA-SPON ADR.....	R.	09/03/2015	RW Baird.....	1,648.000	26,801	XXX	36,593	25,693	7,190			7,190		36,593		(9,792)	(9,792)	777	XXX	L.....
87161C	50 1 SYNOVUS FINANCIAL CORP.....		07/20/2015	RW Baird.....	1,260.000	39,514	XXX	30,483	34,133	(3,651)			(3,651)		30,483		9,031	9,031	378	XXX	L.....
87265H	10 9 TRI POINTE GROUP INC.....		07/20/2015	RW Baird.....	1,480.000	21,733	XXX	23,429					0		23,429		(1,696)	(1,696)		XXX	L.....
87901J	10 5 TEGNA INC.....		07/20/2015	RW Baird.....	690.000	22,142	XXX	22,516					0		22,516		(374)	(374)		XXX	L.....
88032Q	10 9 TENCENT HOLDINGS LTD-UNS ADR.....	R.	07/20/2015	RW Baird.....	2,722.000	54,851	XXX	11,232	39,496	(28,264)			(28,264)		11,232		43,619	43,619	111	XXX	U.....
887317	30 3 TIME WARNER INC.....		08/20/2015	RW Baird.....	1,089.000	91,365	XXX	79,761	78,586	(12,558)			(12,558)		79,761		11,604	11,604	762	XXX	L.....
88732J	20 7 TIME WARNER CABLE.....		07/22/2015	RW Baird.....	110.000	20,867	XXX	10,088	16,727	(6,639)			(6,639)		10,088		10,778	10,778	248	XXX	L.....
887389	10 4 TIMKEN CO.....		07/20/2015	RW Baird.....	710.000	24,335	XXX	29,742	30,303	(561)			(561)		29,742		(5,407)	(5,407)	362	XXX	L.....
896047	50 3 TRIBUNE MEDIA CO - A.....		07/20/2015	RW Baird.....	570.000	29,654	XXX	34,444	34,069	375			375		34,444		(4,790)	(4,790)	3,979	XXX	L.....
902973	30 4 US BANCORP.....		07/20/2015	RW Baird.....	450.000	20,737	XXX	15,434	20,228	(4,794)			(4,794)		15,434		5,304	5,304	335	XXX	L.....
911363	10 9 UNITED RENTALS INC.....		07/20/2015	RW Baird.....	330.000	26,274	XXX	18,765	33,663	(14,898)			(14,898)		18,765		7,508	7,508		XXX	L.....
913017	10 9 UNITED TECHNOLOGIES CORP.....		07/20/2015	RW Baird.....	230.000	25,307	XXX	21,280	26,450	(5,170)			(5,170)		21,280		4,028	4,028	294	XXX	L.....
91911K	10 2 VALEANT PHARMACEUTICALS INTE.....	I.	08/13/2015	RW Baird.....	59.000	14,527	XXX	7,340	8,443	(1,103)			(1,103)		7,340		7,186	7,186		XXX	L.....
919134	30 4 VALEO SA-SPON ADR.....	R.	08/13/2015	RW Baird.....	233.000	15,212	XXX	5,703	14,430	(8,727)			(8,727)		5,703		9,509	9,509	232	XXX	U.....
91913Y	10 0 VALERO ENERGY CORP.....		07/20/2015	RW Baird.....	480.000	32,227	XXX	20,787	23,760	(2,973)			(2,973)		20,787		11,440	11,440	384	XXX	L.....
92345Y	10 6 VERISK ANALYTICS INC.....		07/20/2015	RW Baird.....	168.000	12,716	XXX	12,338					0		12,338		378	378		XXX	L.....
92826C	83 9 VISA INC-CLASS A SHARES.....		07/20/2015	RW Baird.....	703.000	51,243	XXX	16,622	46,082	(29,459)			(29,459)		16,622		34,620	34,620	169	XXX	L.....
931142	10 3 WAL-MART STORES INC.....		07/20/2015	RW Baird.....	390.000	28,536	XXX	28,718	33,493	(4,775)			(4,775)		28,718		(183)	(183)	569	XXX	L.....
949746	10 1 WELLS FARGO & CO.....		07/20/2015	RW Baird.....	980.000	57,048	XXX	36,150	53,724	(17,574)			(17,574)		36,150		20,898	20,898	711	XXX	L.....
957090	10 3 WESTAMERICA BANCORPORATION.....		09/18/2015	RW Baird.....	231.000	9,999	XXX	11,580	11,324	256			256		11,580		(1,581)	(1,581)	263	XXX	L.....
96145D	10 5 WESTROCK CO.....		07/20/2015	RW Baird.....	520.000	32,447	XXX	15,410					0		15,410		17,038	17,038		XXX	L.....

QE054

## SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
978097 10 3	WOLVERINE WORLD WIDE INC.....		09/03/2015	RW Baird.....	453.000	12,395	XXX	12,335	13,350	(1,015)			(1,015)		12,335		60	60	82	XXX	L.....
98310W 10 8	WYNDHAM WORLDWIDE CORP.....		07/20/2015	RW Baird.....	430.000	37,348	XXX	14,485	36,877	(22,392)			(22,392)		14,485		22,864	22,864	361	XXX	L.....
G0177J 10 8	ALLERGAN PLC.....	R.	07/20/2015	RW Baird.....	314.000	100,142	XXX	65,170	33,206	(17,225)			(17,225)		65,170		34,972	34,972		XXX	L.....
G27823 10 6	DELPHI AUTOMOTIVE PLC.....	R.	07/20/2015	RW Baird.....	430.000	33,424	XXX	16,421	31,270	(14,848)			(14,848)		16,421		17,003	17,003	215	XXX	L.....
G491BT 10 8	INVESCO LTD.....		07/20/2015	RW Baird.....	1,841.000	70,626	XXX	51,170	72,756	(21,587)			(21,587)		51,170		19,456	19,456	957	XXX	L.....
G6652T 10 5	PARTNERRE LTD.....	R.	07/20/2015	RW Baird.....	130.000	17,602	XXX	8,702	14,837	(6,135)			(6,135)		8,702		8,900	8,900	182	XXX	L.....
G97822 10 3	PERRIGO CO PLC.....	R.	07/20/2015	RW Baird.....	220.000	41,047	XXX	33,251	36,775	(3,524)			(3,524)		33,251		7,796	7,796	55	XXX	L.....
N63218 10 6	NIELSEN NV.....	R.	09/10/2015	VARIOUS.....	1,735.000	79,147	XXX	78,677					0		78,677		470	470	696	XXX	U.....
N6596X 10 9	NXP SEMICONDUCTORS NV.....	R.	07/20/2015	RW Baird.....	296.000	26,790	XXX	21,701	22,614	(914)			(914)		21,701		5,089	5,089		XXX	U.....
P31076 10 5	COPA HOLDINGS SA-CLASS A.....	R.	09/16/2015	RW Baird.....	206.000	9,435	XXX	24,918	21,350	3,568			3,568		24,918		(15,483)	(15,483)	519	XXX	L.....
V7780T 10 3	ROYAL CARIBBEAN CRUISES LTD.....		07/20/2015	RW Baird.....	410.000	34,822	XXX	33,516					0		33,516		1,306	1,306	123	XXX	L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....						4,947,678	XXX	3,850,675	3,991,416	(967,999)	0	0	(967,999)	0	3,850,675	0	1,097,003	1,097,003	44,610	XXX	XXX
<b>Common Stocks - Money Market Mutual Funds</b>																					
000000 00 0	GENERAL MONEY MARKET.....		07/23/2015	Direct.....	1,084,242.210	1,084,242	XXX	1,084,242					0		1,084,242		0	0	1	XXX	V.....
9399999. Total Common Stocks - Money Market Mutual Funds.....						1,084,242	XXX	1,084,242	0	0	0	0	0	0	1,084,242	0	0	0	1	XXX	XXX
9799997 Total Common Stocks - Part 4.....						6,031,920	XXX	4,934,917	3,991,416	(967,999)	0	0	(967,999)	0	4,934,917	0	1,097,003	1,097,003	44,610	XXX	XXX
9799999. Total Common Stocks.....						6,031,920	XXX	4,934,917	3,991,416	(967,999)	0	0	(967,999)	0	4,934,917	0	1,097,003	1,097,003	44,610	XXX	XXX
9899999. Total Preferred and Common Stocks.....						6,031,920	XXX	4,934,917	3,991,416	(967,999)	0	0	(967,999)	0	4,934,917	0	1,097,003	1,097,003	44,610	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks.....						16,877,837	XXX	15,940,368	14,849,529	(967,999)	(25,504)	0	(993,503)	0	15,767,525	0	1,110,312	1,110,312	196,397	XXX	XXX

QE05.5

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....16.

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

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

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

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

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

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

## SCHEDULE E - PART 1 - CASH

### Month End Depository Balances

1  Depository	2  Code	3  Rate of Interest	4  Amount of Interest Received During Current Quarter	5  Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9  *
					6  First Month	7  Second Month	8  Third Month	
<b>Open Depositories</b>								
Bank of America - Checking.....					.....13,172,614	.....9,615,598	.....7,623,142	XXX
Robert Baird & Co.....					.....183,911	.....158,142	.....198,691	XXX
Wells Fargo Advisors.....					.....11,323	.....11,662	.....12,002	XXX
0199999. Total Open Depositories.....	XXX	XXX	.....0	.....0	.....13,367,848	.....9,785,402	.....7,833,835	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	.....0	.....0	.....13,367,848	.....9,785,402	.....7,833,835	XXX
0599999. Total Cash.....	XXX	XXX	.....0	.....0	.....13,367,848	.....9,785,402	.....7,833,835	XXX

### SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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