54380201520100100

ANNUAL STATEMENT

For the Year Ended December 31, 2015

of the Condition and Affairs of the

Vision Service Plan

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

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

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

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

Statutory Home Office	3400 Morse Crossing P.O. Box 2487….. Columbus ..... OH ..... US …. 43215 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	3333 Quality Drive….. Rancho Cordova ..... CA ..... US …. 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive….. Rancho Cordova ..... CA ..... US …. 95670 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive….. Rancho Cordova ..... CA ..... US …. 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson *(Name)* laurol@vsp.com *(E-Mail Address)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)* 916-463-9040 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Kate Alison Renwick-Espinosa #	President	2. James Michael McGrann	Secretary
3. Lester Earl Passuello	Treasurer	4.	

OTHER

DIRECTORS OR TRUSTEES

Kate Alison Renwick-Espinosa # James Michael McGrann Donald Joseph Ball, Jr.

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

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

(Signature)	(Signature)	(Signature)
Kate Alison Renwick-Espinosa	James Michael McGrann	Lester Earl Passuello
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This _____ day of _____ 2016
By: Kate Alison Renwick-Espinosa, 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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
OHIOHEALTH	252,092	250,874				502,966
HUNTINGTON BANCSHARES INC	150,530					150,530
BIG LOTS	122,486					122,486
NATIONWIDE CHILDREN'S HOSPITAL	56,448					56,448
SUMMA HEALTH SYSTEM	50,495					50,495
APPLIED INDUSTRIAL TECH, INC	46,234					46,234
NATIONWIDE CHILDREN'S HOSPITAL	38,830					38,830
GENESIS HEALTHCARE SYSTEM	38,551					38,551
SWAGELOK CO	38,507					38,507
OHIO FARMERS INSURANCE COMPANY	34,393					34,393
LAKE HEALTH, INC	11,375	11,340	11,359			34,074
OHIOHEALTH	16,206	16,385				32,591
INFINITY TRUST	16,041	16,064				32,106
CBIZ, INC	30,925					30,925
INFINITY TRUST	14,264	13,954				28,218
LIEBERT CORP	12,365	12,346				24,710
EMPLOYEE BENEFIT MGT CORP	23,141					23,141
EMERSON CLIMATE TECHNOLOGIES,	22,074					22,074
PREMIER HEALTH PARTNERS	19,420					19,420
CBIZ, INC	17,074					17,074
HOLZER HEALTH SYSTEM	16,248					16,248
PREMIER HEALTH PARTNERS	13,174					13,174
OLYMPIC STEEL INC	6,397	6,550				12,947
KNOX COMMUNITY HOSPITAL	12,160					12,160
PREMIER HEALTH PARTNERS	11,898					11,898
VALLOUREC USA CORP	11,654					11,654
MAPLE KNOLL COMMUNITIES, INC	3,875	3,898	3,622			11,395
INVACARE CORP	11,387					11,387
EXPRESS	10,916					10,916
SOUTHERN OHIO MEDICAL CENTER	10,493					10,493
OHIOHEALTH	5,166	5,148				10,314
SCHOTTENSTEIN STORES CORP	5,163	5,132				10,294
EUCLID BOARD OF EDUC	10,220					10,220
0299997. Group subscribers subtotal	1,140,200	341,690	14,981	0	0	1,496,871
0299998. Premiums due and unpaid not individually listed	708,350	135,163	11,375	3,723	26,220	832,391
0299999. Total group	1,848,550	476,853	26,356	3,723	26,220	2,329,262
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	1,848,550	476,853	26,356	3,723	26,220	2,329,262

Ex. 3 - Health Care Receivables
NONE

Ex. 3A - Analysis of Health Care Receivables Collected and Accrued
NONE

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims	1,414,930					1,414,930
0199999. Individually listed claims unpaid	1,414,930	0	0	0	0	1,414,930
0499999. Subtotals	1,414,930	0	0	0	0	1,414,930
0599999. Unreported claim and other claim reserves						3,287,393
0799999. Total claims unpaid						4,702,323

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

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

NONE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Vision Service Plan	Sales and Management Expenses	611,882	611,882	
0199999. Individually listed payables		611,882	611,882	0
0399999. Total gross payables		611,882	611,882	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	0	0.0				
3. All other providers	0	0.0				
4. Total capitation payments	0	0.0	0		0	0
Other Payments:						
5. Fee-for-service	9,352,820	12.0	XXX	XXX		9,352,820
6. Contractual fee payments	68,587,345	88.0	XXX	XXX	68,587,345	
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	77,940,165	100.0	XXX	XXX	68,587,345	9,352,820
13. Total (Line 4 plus Line 12)	77,940,165	100.0	XXX	XXX	68,587,345	9,352,820

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC

NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	0	0	0	0	0	0

NONE

* 5 4 3 8 0 2 0 1 5 4 3 0 5 9 1 0 0 *

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....54380

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	1,321,581				1,321,581					
2. First quarter	1,371,613				1,371,613					
3. Second quarter	1,368,814				1,368,814					
4. Third quarter	1,363,616				1,363,616					
5. Current year	1,366,656				1,366,656					
6. Current year member months	16,405,503				16,405,503					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	464,805				464,805					
9. Totals	464,805	0	0	0	464,805	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	100,045,234				100,045,234					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	100,045,234				100,045,234					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	77,940,165				77,940,165					
18. Amount incurred for provision of health care services	78,106,289				78,106,289					

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

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

* 5 4 3 8 0 2 0 1 5 4 3 0 3 6 1 0 0 *

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF OHIO DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....54380

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	1,321,581				1,321,581					
2. First quarter	1,371,613				1,371,613					
3. Second quarter	1,368,814				1,368,814					
4. Third quarter	1,363,616				1,363,616					
5. Current year	1,366,656				1,366,656					
6. Current year member months	16,405,503				16,405,503					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	464,805				464,805					
9. Totals	464,805	0	0	0	464,805	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	100,045,234				100,045,234					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	100,045,234				100,045,234					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	83,942,240				83,942,240					
18. Amount incurred for provision of health care services	84,108,364				84,108,364					

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

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

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

Sch. S - Pt. 2
NONE

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

Sch. S - Pt. 4
NONE

Sch. S - Pt. 5
NONE

Sch. S - Pt. 6
NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	26,646,674		26,646,674
2.	Accident and health premiums due and unpaid (Line 15)	2,329,262		2,329,262
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	3,698,088		3,698,088
6.	Totals assets (Line 28)	32,674,024	0	32,674,024
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	4,702,323		4,702,323
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	678,494		678,494
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	3,893,762		3,893,762
15.	Total liabilities (Line 24)	9,274,579	0	9,274,579
16.	Total capital and surplus (Line 33)	23,399,445	XXX	23,399,445
17.	Total liabilities, capital and surplus (Line 34)	32,674,024	0	32,674,024
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	0		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	0		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.	Direct Business Only					
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama AL						0
2. Alaska AK						0
3. Arizona AZ						0
4. Arkansas AR						0
5. California CA						0
6. Colorado CO						0
7. Connecticut CT						0
8. Delaware DE						0
9. District of Columbia DC						0
10. Florida FL						0
11. Georgia GA						0
12. Hawaii HI						0
13. Idaho ID						0
14. Illinois IL						0
15. Indiana IN						0
16. Iowa IA						0
17. Kansas KS						0
18. Kentucky KY						0
19. Louisiana LA						0
20. Maine ME						0
21. Maryland MD						0
22. Massachusetts MA						0
23. Michigan MI						0
24. Minnesota MN						0
25. Mississippi MS						0
26. Missouri MO						0
27. Montana MT						0
28. Nebraska NE						0
29. Nevada NV						0
30. New Hampshire NH						0
31. New Jersey NJ						0
32. New Mexico NM						0
33. New York NY						0
34. North Carolina NC						0
35. North Dakota ND						0
36. Ohio OH						0
37. Oklahoma OK						0
38. Oregon OR						0
39. Pennsylvania PA						0
40. Rhode Island RI						0
41. South Carolina SC						0
42. South Dakota SD						0
43. Tennessee TN						0
44. Texas TX						0
45. Utah UT						0
46. Vermont VT						0
47. Virginia VA						0
48. Washington WA						0
49. West Virginia WV						0
50. Wisconsin WI						0
51. Wyoming WY						0
52. American Samoa AS						0
53. Guam GU						0
54. Puerto Rico PR						0
55. US Virgin Islands VI						0
56. Northern Mariana Islands MP						0
57. Canada CAN						0
58. Aggregate Other Alien OT						0
59. Totals	0	0	0	0	0	0

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
		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					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					Dragon Alliance South Pacific Pty Ltd	AUS	NIA	Dragon Alliance LLC	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	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	96.000	Vision Service Plan (California)	
		00000					GENOP Pty Ltd (Australia)	AUS	NIA	I Enterprise Pty Ltd.	Ownreship	53.375	Vision Service Plan (California)	
		00000					I Enterprises Pty, Ltd.	AUS	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Brasil Ltda	BRA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	11-3435695				Marchon BRL Ltd.	USA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	83-4627457				Marchon Canada, Inc.	CAN	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	98-0201338				Marchon Europe BV	NLD	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Europe Sarl	FRA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Eyewear (Far East) Ltd.	HKG	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Eyewear (Hong Kong) Ltd.	HKG	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Eyewear (Shenzhen) Ltd.	CHN	NIA	Marchon Eyewear (Hong Kong) Ltd.	Ownership	100.000	Vision Service Plan (California)	
		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)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
		00000...					Marchon 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 (Hong Kong) Ltd	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...	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...					VisionMarq, Inc	CAN	NIA	VSP Canada Vision Care Insurance	Ownership	.....50.000	Vision Service Plan (California)	
		00000...	94-1632821..				Vision Service Plan (California)	USA	UDP	Vision Service Plan (California)	Ownership	...100.000	Vision Service Plan (California)	
		00000...	99-0247673..				Vision Service Plan (Hawaii)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	54380...	31-0725743..				Vision Service Plan (Ohio)	USA	RE	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	39616...	06-1227840..				Vision Service Plan Insurance Company (Connecticut)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	32395...	36-3560825..				Vision Service Plan Insurance Company (Missouri)	USA	IA	VSP Holding Company, Inc	Board		Vision Service Plan (California)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
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	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	20.000	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)	

SCHEDULE Y

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

1 NAIC Company Code	2 ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	20-1949500	Eastern Vision Service Plan IPA, Inc.					273,373				273,373	
47029	22-2777159	Eastern Vision Service Plan, Inc. (New York)					26,763,798				26,763,798	
47093	04-2718308	Massachusetts Vision Service Plan (Massachusetts)	(15,000,000)				5,717,388				(9,282,612)	
	75-1769288	Southwest Vision Service Plan, Inc. (Texas)					14,591,505				14,591,505	
	94-1632821	Vision Service Plan (California)	136,600,000				(332,226,128)				(195,626,128)	
	99-0247673	Vision Service Plan (Hawaii)					2,439,073				2,439,073	
54380	31-0725743	Vision Service Plan (Ohio)	(30,000,000)				19,553,271				(10,446,729)	
39616	06-1227840	Vision Service Plan Insurance Company (a Connecticut stock	(16,600,000)				164,771,535				148,171,535	
32395	36-3560825	Vision Service Plan Insurance Company (a Missouri stock cor	(3,000,000)				32,917,161				29,917,161	
12516	20-0891619	Vision Service Plan of Illinois, NFP					18,027,926				18,027,926	
	83-0212963	Vision Service Plan of Wyoming (Wyoming)					1,227,064				1,227,064	
95478	75-1004909	Vision Services Plan Inc., Oklahoma (Oklahoma)					6,092,313				6,092,313	
	26-1998746	VSP Holding Company, Inc.	3,000,000								3,000,000	
53031	23-7089668	VSP Vision Care, Inc. (Virginia)	(75,000,000)				39,851,721				(35,148,279)	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

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

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

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11. The data for this supplement is not required to be filed.

12. The data for this supplement is not required to be filed.

13. The data for this supplement is not required to be filed.

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15. The data for this supplement is not required to be filed.

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18. The data for this supplement is not required to be filed.

19. The data for this supplement is not required to be filed.

20. The data for this supplement is not required to be filed.

21. The data for this supplement is not required to be filed.

22. The data for this supplement is not required to be filed.

23. The data for this supplement is not required to be filed.

24.

25. The data for this supplement is not required to be filed.

26. The data for this supplement is not required to be filed.

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