5438020162010010 1

HEALTH QUARTERLY STATEMENT

As of March 31, 2016

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 *(Street and Number)*	Columbus ..... OH ..... US ..... 43215 *(City or Town, State, Country and Zip Code)*	
Main Administrative Office	3333 Quality Drive *(Street and Number)*	Rancho Cordova ..... CA ..... US ..... 95670 *(City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive *(Street and Number)*	Rancho Cordova ..... CA ..... US ..... 95670 *(City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive *(Street and Number)*	Rancho Cordova ..... CA ..... US ..... 95670 *(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)*		916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*		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 ____________________

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	4,927,885		4,927,885	4,929,373
2. Stocks:				
2.1 Preferred stocks	22,082		22,082	22,399
2.2 Common stocks	11,641,413		11,641,413	11,686,001
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 $..........0 encumbrances)			0	
5. Cash ($.....9,650,161), cash equivalents ($..........0) and short-term investments ($.....266,531)	9,916,692		9,916,692	10,008,901
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities	29,812		29,812	
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)	26,537,884	0	26,537,884	26,646,674
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	33,465		33,465	21,011
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,345,866	40,503	2,305,363	2,329,262
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) and contracts subject to redetermination ($..........0)			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	4,779,840	375	4,779,465	3,368,451
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	363,404		363,404	308,626
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........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)	34,060,459	40,878	34,019,581	32,674,024
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	34,060,459	40,878	34,019,581	32,674,024

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 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1. Claims unpaid (less $..........0 reinsurance ceded)	4,838,690		4,838,690	4,702,323
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	68,540		68,540	66,609
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	760,437		760,437	678,494
9. General expenses due or accrued	72,236		72,236	63,779
10.1 Current federal and foreign income tax payable and interest thereon (including $..........0 on realized gains (losses))	912,552		912,552	1,282,391
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable			0	
12. Amounts withheld or retained for the account of others			0	
13. Remittances and items not allocated	397,621		397,621	211,214
14. Borrowed money (including $..........0 current) and interest thereon $..........0 (including $..........0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	268,288		268,288	611,882
16. Derivatives			0	
17. Payable for securities			0	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($..........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	618,977		618,977	593,525
23. Aggregate write-ins for other liabilities (including $..... current)	3,078,516	0	3,078,516	1,064,362
24. Total liabilities (Lines 1 to 23)	11,015,857	0	11,015,857	9,274,579
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	1,760,796
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	22,503,724	21,138,649
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	23,003,724	23,399,445
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	34,019,581	32,674,024

DETAILS OF WRITE-INS

	1 Covered	2 Uncovered	3 Total	4 Total
2301. Taxes, licenses and fees due or accrued	3,017,095		3,017,095	1,001,949
2302. Escheatable checks	61,421		61,421	62,413
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	3,078,516	0	3,078,516	1,064,362
2501. Health Insurer Assessment	XXX	XXX		1,760,796
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	0	1,760,796
3001. Statutory Reserve	XXX	XXX	500,000	500,000
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	500,000	500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date 1 Uncovered	Current Year To Date 2 Total	Prior Year To Date 3 Total	Prior Year Ended December 31 4 Total
1. Member months	XXX	4,136,297	4,106,001	16,405,503
2. Net premium income (including $..........0 non-health premium income)	XXX	25,326,639	24,812,017	100,045,234
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....4,900,169 medical expenses)	XXX	790,611	896,104	3,039,748
5. Risk revenue	XXX	11,580	4,762	46,030
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	26,128,830	25,712,883	103,131,012
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		22,225,600	22,097,341	78,106,289
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs				
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)	0	22,225,600	22,097,341	78,106,289
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	22,225,600	22,097,341	78,106,289
19. Non-health claims (net)				
20. Claims adjustment expenses, including $..........0 cost containment expenses		292,741	280,297	1,149,846
21. General administrative expenses		4,581,662	4,704,729	14,005,968
22. Increase in reserves for life and accident and health contracts (including $..........0 increase in reserves for life only)				
23. Total underwriting deductions (Lines 18 through 22)	0	27,100,003	27,082,367	93,262,103
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(971,173)	(1,369,484)	9,868,909
25. Net investment income earned		60,281	142,079	430,515
26. Net realized capital gains (losses) less capital gains tax of $.....(4,434)		(8,234)	44,422	1,593,106
27. Net investment gains or (losses) (Lines 25 plus 26)	0	52,047	186,501	2,023,621
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $..........0) (amount charged off $.....2,487)]		(2,487)	(1,082)	(17,461)
29. Aggregate write-ins for other income or expenses	0	0	0	0
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	(921,613)	(1,184,065)	11,875,069
31. Federal and foreign income taxes incurred	XXX	286,736	232,708	4,150,966
32. Net income (loss) (Lines 30 minus 31)	XXX	(1,208,349)	(1,416,773)	7,724,103

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.				
2902.				
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	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	23,399,445	44,453,408	44,453,408
34. Net income or (loss) from Line 32	(1,208,349)	(1,416,773)	7,724,103
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....(1,917)	(3,561)	52,149	(1,800,901)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	52,861	10,043	(9,302)
39. Change in nonadmitted assets	763,328	752,517	3,032,137
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)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(395,721)	(602,064)	(21,053,963)
49. Capital and surplus end of reporting period (Line 33 plus 48)	23,003,724	43,851,344	23,399,445

DETAILS OF WRITE-INS

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

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	25,418,198	24,630,423	99,708,132
2.	Net investment income	49,315	139,388	550,110
3.	Miscellaneous income	11,580	900,866	3,085,778
4.	Total (Lines 1 through 3)	25,479,093	25,670,677	103,344,020
5.	Benefit and loss related payments	16,398,453	21,867,022	77,940,165
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	9,137,638	3,130,515	15,298,586
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	652,141	1	4,855,099
10.	Total (Lines 5 through 9)	26,188,232	24,997,538	98,093,850
11.	Net cash from operations (Line 4 minus Line 10)	(709,139)	673,139	5,250,171
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds		1,400,000	14,110,917
	12.2 Stocks	402,381	674,954	16,814,461
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets	777,170	743,036	3,022,867
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds			19,917
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,179,551	2,817,990	33,968,162
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds		157,125	2,914,168
	13.2 Stocks	375,622	827,389	13,264,289
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	29,812	21,459	75,682
	13.7 Total investments acquired (Lines 13.1 to 13.6)	405,434	1,005,973	16,254,138
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)	774,117	1,812,016	17,714,024
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			30,000,000
	16.6 Other cash provided (applied)	(157,187)	(926,870)	(359,254)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(157,187)	(926,870)	(30,359,254)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(92,209)	1,558,285	(7,395,060)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	10,008,901	17,403,961	17,403,961
	19.2 End of period (Line 18 plus Line 19.1)	9,916,692	18,962,246	10,008,901

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	1,366,656				1,366,656					
2. First Quarter	1,381,856				1,381,856					
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	4,136,297				4,136,297					
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	126,207				126,207					
9. Total	126,207	0	0	0	126,207	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	25,326,639				25,326,639					
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	25,326,639				25,326,639					
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	22,089,233				22,089,233					
18. Amount Incurred for Provision of Health Care Services	22,225,600				22,225,600					

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims	1,387,660					1,387,660
0199999. Individually Listed Claims Unpaid	1,387,660	0	0	0	0	1,387,660
0499999. Subtotals	1,387,660	0	0	0	0	1,387,660
0599999. Unreported Claims and Other Claim Reserves						3,451,030
0799999. Total Claims Unpaid						4,838,690

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only	4,129,229	17,960,004	110,322	4,728,368	4,239,551	4,702,323
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)	4,129,229	17,960,004	110,322	4,728,368	4,239,551	4,702,323
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)	4,129,229	17,960,004	110,322	4,728,368	4,239,551	4,702,323

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

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GOING CONCERN

A. Accounting Practices

	State of Domicile	Current Period	Prior Year
NET INCOME			
(1) Vision Service Plan state basis (Page 4, Line 32, Columns 2 & 4)	OH	$ (1,208,349)	$ 7,724,103
(2) State Prescribed Practices that increase/decrease NAIC SAP			
(3) State Permitted Practices that increase/decrease NAIC SAP			
(4) NAIC SAP (1 – 2 – 3 = 4)	OH	$ (1,208,349)	$ 7,724,103
SURPLUS			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	$ 23,003,724	$ 23,399,445
(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	$ 23,003,724	$ 23,399,445

C. Accounting Policy

Not Applicable.

D. Going Concern

Disclosure is effective December 31,2016.

NOTE 2 – ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

No significant changes.

NOTE 3 – BUSINESS COMBINATIONS AND GOODWILL

No significant change.

NOTE 4 – DISCONTINUED OPERATIONS

No significant changes.

NOTE 5 – INVESTMENTS

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) Not Applicable.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

(3) Not Applicable.

I. Working Capital Finance Investments

(2) Not Applicable.

(3) Not Applicable.

J. Offsetting and Netting of Assets and Liabilities

Not Applicable.

NOTE 6 – JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No significant changes.

NOTES TO FINANCIAL STATEMENTS

NOTE 7 – INVESTMENT INCOME

No significant changes.

NOTE 8 – DERIVATIVE INSTRUMENTS

Not Applicable.

NOTE 9 – INCOME TAXES

No significant changes.

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

No significant changes.

NOTE 11 – DEBT

B. FHLB (Federal Home Loan Bank) Agreements

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) Not Applicable.

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

A. Defined Benefit Plan - Not Applicable.

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

No significant changes

NOTE 14 – LIABILITIES, CONTINGENCIES AND ASSESSMENTS

No significant changes

NOTE 15 – LEASES

Not Applicable.

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

Not Applicable.

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 changes.

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

Not applicable.

NOTES TO FINANCIAL STATEMENTS

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	$ 11,641,413	$ 22,082	$	$ 11,663,495
Total	$ 11,641,413	$ 22,082	$	$ 11,663,495

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

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

a. Assets	Beginning Balance at current period	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 current period
	$	$	$	$	$	$	$	$	$	$
Total	$	$	$	$	$	$	$	$	$	$

b. Liabilities	Beginning Balance at current period	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 current period
	$	$	$	$	$	$	$	$	$	$
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	$ 266,531	$ 266,531	$ 266,531	$	$	$
Bonds	4,948,900	4,927,885	159,434	4,789,466		
Perferred Stock	22,082	22,082		22,082		
Common Stock	11,641,413	11,641,413	11,641,413			

D. Not Practicable to Estimate Fair Value - Not Applicable.

NOTE 21 – OTHER ITEMS

No significant changes.

NOTE 22 – EVENTS SUBSEQUENT

No significant changes

NOTE 23 – REINSURANCE

Not Applicable.

NOTE 24 – RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

E. Risk-Sharing Provisions of the Affordable Care Act - Not Applicable.

NOTES TO FINANCIAL STATEMENTS

NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

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

	2016	2015
BALANCE — January 1	$ 4,768,932	$ 4,587,155
Incurred related to:		
Current year	24,250,929	79,872,934
Prior years	(321,574)	(402,069)
Total incurred	23,929,355	79,470,865
Paid related to:		
Current year	(19,343,699)	(75,104,002)
Prior years	(4,447,358)	(4,185,086)
Total paid	(23,791,057)	(79,289,088)
BALANCE — March 31/December 31	$ 4,907,230	$ 4,768,932

=

NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS

Not Applicable.

NOTE 27 – STRUCTURED SETTLEMENTS

Not Applicable for Health Entities.

NOTE 28 – HEALTH CARE RECEIVABLES

No significant changes.

NOTE 29 – PARTICIPATING POLICIES

Not Applicable.

NOTE 30 – PREMIUM DEFICIENCY RESERVES

No significant changes.

NOTE 31 – ANTICIPATED SALVAGE AND SUBROGATION

Not Applicable.

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? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2013

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 Departments? Yes [X] No [ ] N/A [ ]

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

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. Ste. 280, 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 Investment Analysis 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	88.0 %
1.2	A&H cost containment percent	0.0 %
1.3	A&H expense percent excluding cost containment expenses	18.0 %

2.1	Do you act as a custodian for health savings accounts?	Yes [ ] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.	0
2.3	Do you act as an administrator for health savings accounts?	Yes [ ] No [X]
2.4	If yes, please provide the amount of funds administered as of the reporting date.	0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsuer Rating

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	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	25,326,639						25,326,639	
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	25,326,639	0	0	0	0	0	25,326,639	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	25,326,639	0	0	0	0	0	25,326,639	0

DETAILS OF WRITE-INS

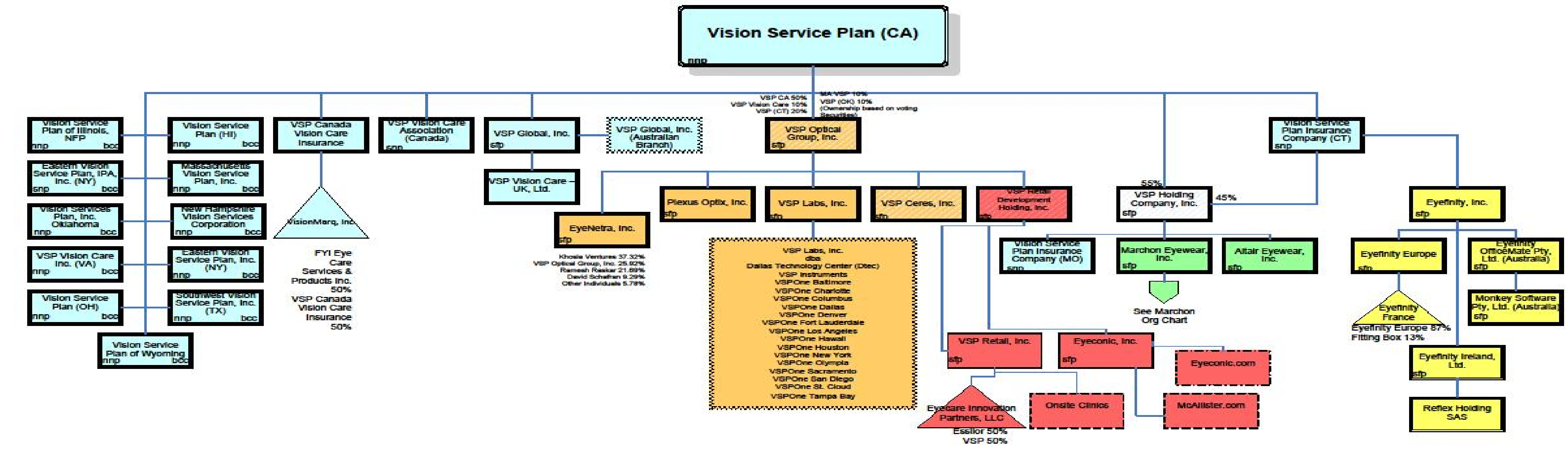
		2	3	4	5	6	7	8	9
58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above)		0	0	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

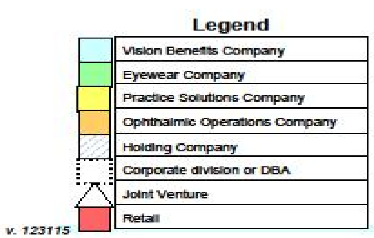
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Eastern Vision Service Plan, Inc.	22-2777159	47029	Altair Eyewear, Inc.	68-0295156
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyecare Innovation Partners, LLC	46-1148774
Massachusetts Vision Service Plan, Inc.	04-2718308	47093	Eyeconic, Inc.	27-3107295
New Hampshire Vision Services Corporation	23-7375685	None	Eyefinity, Inc.	68-0450459
Southwest Vision Service Plan, Inc.	75-1769288	None	Marchon Eyewear, Inc.	11-2617364
Vision Service Plan (CA)	94-1632821	None	Plexus Optix, Inc.	27-0621213
Vision Service Plan (HI)	99-0247673	None	VSP Ceres, Inc.	27-5016913
Vision Service Plan (OH)	31-0725743	54380	VSP Global, Inc.	27-0933693
Vision Service Plan Insurance Company (CT)	06-1227840	39616	VSP Holding Company, Inc.	26-1998746
Vision Service Plan Insurance Company (MO)	36-3560825	32395	VSP Labs, Inc.	27-0621143
Vision Service Plan of Illinois, NFP	20-0891619	12516	VSP Optical Group, Inc.	27-0621064
Vision Services Plan, Inc., Oklahoma	73-1004909	47097	VSP Retail Development Holding, Inc.	[illegible]
Vision Service Plan of Wyoming	83-0212963	None	VSP Retail, Inc.	46-5406960
VSP Vision Care, Inc.	23-7089668	53031		



Corporate Ownership Key

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

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

vspglobal

Vision Service Plan
Proprietary and Confidential
For Internal Use Only

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

PART 1 – ORGANIZATIONAL CHART

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 Public Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
		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	100.000	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)	

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 Public Traded (U.S. or International)	8 Name 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 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 (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 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 Public Traded (U.S. or International)	8 Name of Parent, Subsidiaries or Affiliates	9 Domi-ciliary 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)	

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

Bar Code:

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

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. 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		
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		
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

NONE

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	777,170	3,800,037
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	777,170	3,022,867
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)	0	777,170
12. Deduct total nonadmitted amounts		777,170
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	16,637,773	31,756,085
2. Cost of bonds and stocks acquired	375,622	16,178,456
3. Accrual of discount	111	6,047
4. Unrealized valuation increase (decrease)	(5,478)	(2,770,615)
5. Total gain (loss) on disposals	(12,668)	2,450,932
6. Deduct consideration for bonds and stocks disposed of	402,381	30,925,378
7. Deduct amortization of premium	1,599	57,754
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)	16,591,380	16,637,773
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	16,591,380	16,637,773

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	5,184,887	4,475,723	4,464,706	(1,488)	5,194,416			5,184,887
2. NAIC 2 (a)					0			
3. NAIC 3 (a)					0			
4. NAIC 4 (a)					0			
5. NAIC 5 (a)					0			
6. NAIC 6 (a)					0			
7. Total Bonds	5,184,887	4,475,723	4,464,706	(1,488)	5,194,416	0	0	5,184,887
PREFERRED STOCK								
8. NAIC 1	22,399			(317)	22,082			22,399
9. NAIC 2					0			
10. NAIC 3					0			
11. NAIC 4					0			
12. NAIC 5					0			
13. NAIC 6					0			
14. Total Preferred Stock	22,399	0	0	(317)	22,082	0	0	22,399
15. Total Bonds and Preferred Stock	5,207,287	4,475,723	4,464,706	(1,805)	5,216,498	0	0	5,207,287

(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	266,531	XXX	266,531	86	

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	255,514	7,037,214
2. Cost of short-term investments acquired	4,475,723	119,995,525
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	4,464,706	126,777,225
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)	266,531	255,514
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	266,531	255,514

Sch. DB - Pt. A - Verification
NONE

Sch. DB - Pt. B - Verification
NONE

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

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

Sch. DB - Verification
NONE

Sch. E - Verification
NONE

Sch. A - Pt. 2
NONE

Sch. A - Pt. 3
NONE

Sch. B - Pt. 2
NONE

Sch. B - Pt. 3
NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made after Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership

NONE

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Changes in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Non-Collateral Loans - Affiliated																			
	Promissory Note	Rancho Cordova	CA	Principal payments	03/29/2011	03/31/2016	777,170					0			777,170			0	
2899999. Total - Non-Collateral Loans - Affiliated							777,170	0	0	0	0	0	0	0	777,170	0	0	0	0
4599999. Subtotal - Affiliated							777,170	0	0	0	0	0	0	0	777,170	0	0	0	0
4699999. Totals							777,170	0	0	0	0	0	0	0	777,170	0	0	0	0

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Common Stocks - Industrial and Miscellaneous									
00844W 20 8	AGEAS SPON ADR REP 1 ORD	R	01/13/2016	RW Baird	187.000	8,320	XXX		U
009279 10 0	AIRBUS GROUP UNSPON ADR	R	01/13/2016	RW Baird	396.000	6,435	XXX		U
04316A 10 8	ARTISAN PARTNERS ASSET MGMT CL A ORD		01/25/2016	RW Baird	341.000	10,399	XXX		L
110122 10 8	BRISTOL MYERS SQUIBB ORD		01/28/2016	RW Baird	213.000	13,999	XXX		L
14365C 10 3	CARNIVAL ADR REP 1ORD	R	01/20/2016	RW Baird	483.000	24,360	XXX		L
179895 10 7	CLARCOR ORD		02/23/2016	RW Baird	314.000	14,976	XXX		L
251566 10 5	DEUTSCHE TELEKOM ADR REPSG 1 ORD	R	01/13/2016	RW Baird	755.000	13,207	XXX		U
32020R 10 9	FIRST FINANCIAL BANKSHARES ORD		02/03/2016	RW Baird	956.000	24,111	XXX		L
443251 10 3	HOYA ADR	R	01/13/2016	RW Baird	334.000	13,084	XXX		U
471105 20 5	JAPAN TOBACO UNSPN ADR REP 1 500 ORD	R	01/13/2016	RW Baird	584.000	10,385	XXX		U
61022P 10 0	MONOTYPE IMAGING HOLDINGS ORD		02/11/2016	RW Baird	327.000	7,577	XXX		L
626188 10 6	MUENCHENER RUECKVERSICHERUNGS ADR	R	01/13/2016	RW Baird	367.000	7,105	XXX		U
641069 40 6	NESTLE ADR REP 1 SR B ORD	R	01/20/2016	RW Baird	185.000	12,829	XXX		U
654624 10 5	NIPPON TELEGRPH ADR REP ORD	R	02/01/2016	RW Baird	333.000	14,627	XXX		L
682736 10 3	ONO PHARMACEUTICAL ADR REP 0.20 ORD	R	02/01/2016	RW Baird	224.000	7,549	XXX		U
698341 10 4	PANDORA ADR REP 1/4 ORD	R	01/13/2016	RW Baird	413.000	13,384	XXX		U
703395 10 3	PATTERSON COMPANIES ORD		02/04/2016	RW Baird	190.000	8,185	XXX		L
780259 20 6	ROYAL DUTCH SHELL ADR RPSTG 2 A ORD	R	02/18/2016	RW Baird	374.000	17,146	XXX		L
904784 70 9	UNILEVER ADR REP 1 ORD	R	01/20/2016	RW Baird	956.000	38,866	XXX		L
98978V 10 3	ZOETIS CL A ORD		02/18/2016	RW Baird	744.000	31,231	XXX		L
N6596X 10 9	NXP SEMICONDUCTORS ORD	R	02/04/2016	RW Baird	67.000	5,086	XXX		L
V7780T 10 3	ROYAL CARIBBEAN CRUISES ORD		02/03/2016	RW Baird	168.000	12,027	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						314,888	XXX	0	XXX
Common Stocks - Money Market Mutual Funds									
000000 00 0	GENERAL MONEY MARKET		03/31/2016	Direct	60,733.800	60,734	XXX		V
9399999. Total Common Stocks - Money Market Mutual Funds						60,734	XXX	0	XXX
9799997. Total Common Stocks - Part 3						375,622	XXX	0	XXX
9799999. Total Common Stocks						375,622	XXX	0	XXX
9899999. Total Preferred and Common Stocks						375,622	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						375,622	XXX	0	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
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)
Common Stocks - Industrial and Miscellaneous																					
01609W 10 2	ALIBABA GROUP HOLDING ADR REP 1 ORD	R	01/20/2016.	RW Baird	101.000	6,745	XXX	8,586	8,208	377			377		8,586		(1,840)	(1,840)		XXX	L
041232 10 9	ARKEMA ADR	R	01/13/2016.	RW Baird	143.000	9,027	XXX	11,281	9,946	1,335			1,335		11,281		(2,254)	(2,254)		XXX	U
055622 10 4	BP ADR EACH REPSTNG SIX ORD	R	01/20/2016.	RW Baird	201.000	5,730	XXX	8,387	6,283	2,103			2,103		8,387		(2,656)	(2,656)		XXX	L
06426M 10 4	BANK OF CHINA ADR REP H ORD	R	01/13/2016.	RW Baird	809.000	8,131	XXX	8,641	8,972	(331)			(331)		8,641		(509)	(509)		XXX	U
136375 10 2	CANADIAN NATIONAL RAILWAY ORD	I	01/20/2016.	RW Baird	90.000	4,232	XXX	5,961	5,029	932			932		5,961		(1,729)	(1,729)		XXX	L
151020 10 4	CELGENE ORD	.	01/05/2016.	RW Baird	76.000	8,934	XXX	2,456	9,102	(6,646)			(6,646)		2,456		6,478	6,478		XXX	L
156782 10 4	CERNER ORD	.	02/18/2016.	RW Baird	594.000	30,653	XXX	39,849	35,741	4,108			4,108		39,849		(9,196)	(9,196)		XXX	L
31942D 10 7	FIRST CASH FINANCIAL SERVICES ORD	.	03/29/2016.	RW Baird	655.000	29,812	XXX	38,266	24,517	13,750			13,750		38,266		(8,454)	(8,454)	82	XXX	L
42235N 10 8	HEARTLAND PAYMENT SYSTEMS ORD	.	01/21/2016.	RW Baird	451.000	40,995	XXX	23,987	42,764	(18,777)			(18,777)		23,987		17,007	17,007		XXX	L
426281 10 1	JACK HENRY AND ASSOCIATES ORD	.	01/22/2016.	RW Baird	195.000	15,270	XXX	11,879	15,222	(3,342)			(3,342)		11,879		3,390	3,390		XXX	L
433578 50 7	HITACHI ADR REP 10 ORD	R	01/13/2016.	RW Baird	170.000	8,991	XXX	13,375	9,639	3,736			3,736		13,375		(4,383)	(4,383)		XXX	U
49989A 10 9	KOC HOLDINGS ADR	R	01/13/2016.	RW Baird	516.000	9,717	XXX	12,766	9,721	3,044			3,044		12,766		(3,049)	(3,049)		XXX	U
50186V 10 2	LG DISPLAY ADR REP 1/2 ORD	R	01/20/2016.	RW Baird	956.000	8,148	XXX	15,414	9,981	5,434			5,434		15,414		(7,267)	(7,267)		XXX	L
559222 40 1	MAGNA INTERNATIONAL ORD	I	01/20/2016.	RW Baird	238.000	7,949	XXX	6,800	9,653	(2,853)			(2,853)		6,800		1,149	1,149		XXX	L
635017 10 6	NATIONAL BEVERAGE ORD	.	01/14/2016.	RW Baird	233.000	9,788	XXX	5,979	10,588	(4,608)			(4,608)		5,979		3,809	3,809		XXX	L
64110W 10 2	NETEASE ADR REP 25 ORD	R	01/20/2016.	RW Baird	56.000	8,799	XXX	3,657	10,149	(6,492)			(6,492)		3,657		5,142	5,142		XXX	L
65535H 20 8	NOMURA HOLDINGS ADR REPTG ONE ORD	R	01/13/2016.	RW Baird	3,120.000	16,453	XXX	21,521	17,316	4,205			4,205		21,521		(5,068)	(5,068)		XXX	L
741503 40 3	THE PRICELINE GROUP ORD	.	02/04/2016.	RW Baird	17.000	17,747	XXX	18,031	21,674	(3,643)			(3,643)		18,031		(285)	(285)		XXX	L
748356 10 2	QUESTAR ORD	.	03/14/2016.	RW Baird	1,944.000	48,502	XXX	45,458	37,869	7,589			7,589		45,458		3,044	3,044	428	XXX	L
880277 10 8	TENAGA NASIONAL ADR REP 4 ORD	R	01/13/2016.	RW Baird	1,553.000	18,086	XXX	24,529	19,180	5,350			5,350		24,529		(6,443)	(6,443)	239	XXX	U
88032Q 10 9	TENCENT HOLDINGS ADR REP 1 CL B ORD	R	01/13/2016.	RW Baird	652.000	11,592	XXX	4,278	12,792	(8,514)			(8,514)		4,278		7,313	7,313		XXX	U
911271 30 2	UNITED OVERSEAS BANK ADR REP 2 ORD	R	01/15/2016.	RW Baird	276.000	6,917	XXX	8,365	7,604	761			761		8,365		(1,448)	(1,448)	77	XXX	U
G491BT 10 8	INVESCO ORD	R	01/28/2016.	RW Baird	155.000	4,422	XXX	5,414	5,189	225			225		5,414		(992)	(992)		XXX	L
N07059 21 0	ASML HOLDING ADR REP ORD	R	01/20/2016.	RW Baird	136.000	11,062	XXX	14,762	12,073	2,689			2,689		14,762		(3,700)	(3,700)		XXX	L
N6596X 10 9	NXP SEMICONDUCTORS ORD	R	02/01/2016.	RW Baird	222.000	16,816	XXX	14,402	18,704	(4,301)			(4,301)		14,402		2,414	2,414		XXX	L
P16994 13 2	BANCO LATINAMERCN COM EXT CL E ORD	R	01/20/2016.	RW Baird	280.000	5,977	XXX	9,119	7,260	1,859			1,859		9,119		(3,142)	(3,142)		XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous						370,495	XXX	383,163	385,175	(2,012)	0	0	(2,012)	0	383,163	0	(12,668)	(12,668)	826	XXX	XXX
Common Stocks - Money Market Mutual Funds																					
000000 00 0	GENERAL MONEY MARKET	.	02/08/2016.	Direct	31,885.850	31,886	XXX	31,886					0		31,886			0	0	XXX	V
9399999. Total Common Stocks - Money Market Mutual Funds						31,886	XXX	31,886	0	0	0	0	0	0	31,886	0	0	0	0	XXX	XXX
9799997 Total Common Stocks - Part 4						402,381	XXX	415,049	385,175	(2,012)	0	0	(2,012)	0	415,049	0	(12,668)	(12,668)	826	XXX	XXX
9799999. Total Common Stocks						402,381	XXX	415,049	385,175	(2,012)	0	0	(2,012)	0	415,049	0	(12,668)	(12,668)	826	XXX	XXX
9899999. Total Preferred and Common Stocks						402,381	XXX	415,049	385,175	(2,012)	0	0	(2,012)	0	415,049	0	(12,668)	(12,668)	826	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						402,381	XXX	415,049	385,175	(2,012)	0	0	(2,012)	0	415,049	0	(12,668)	(12,668)	826	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....7.

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

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

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

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

Sch. DL - Pt. 1
NONE

Sch. DL - Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Wells Fargo Advisors Folsom, CA			0		13,340	13,680	13,997	XXX
Bank of America - Checking Sacramento, CA					5,069,425	6,778,879	9,125,409	XXX
Robert Baird & Co. Roseville, CA			24		245,112	194,790	260,036	XXX
Wells Fargo Securities Sacramento, CA		0.603	1,434	55	250,962	250,845	250,719	XXX
0199999. Total Open Depositories	XXX	XXX	1,458	55	5,578,839	7,238,193	9,650,161	XXX
0399999. Total Cash on Deposit	XXX	XXX	1,458	55	5,578,839	7,238,193	9,650,161	XXX
0599999. Total Cash	XXX	XXX	1,458	55	5,578,839	7,238,193	9,650,161	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year

NONE