



HEALTH QUARTERLY STATEMENT

As of June 30, 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..... Columbus OH US 43215
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office

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

916-851-5000
(Area Code) (Telephone Number)

Mail Address

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

Primary Location of Books and Records

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

916-851-5000
(Area Code) (Telephone Number)

Internet Web Site Address

www.vsp.com

Statutory Statement Contact

Laura Olson
(Name)
laurol@vsp.com
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(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 _____

By: Kate Alison Renwick-Espinosa, James Michael McGrann,

Lester Earl Passuello

a. Is this an original filing?

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

Yes [X] No []

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	4,924,249		4,924,249	4,929,373
2. Stocks:				
2.1 Preferred stocks.....	24,422		24,422	22,399
2.2 Common stocks.....	14,979,526		14,979,526	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 (\$.....11,067,653), cash equivalents (\$.....0) and short-term investments (\$....405,485).....	11,473,138		11,473,138	10,008,901
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....	41,874		41,874	
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).....	31,443,209	0	31,443,209	26,646,674
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	25,861		25,861	21,011
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,544,905	64,385	2,480,520	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.....	3,444,391	15,057	3,429,334	3,368,451
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	328,718		328,718	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).....	37,787,084	79,442	37,707,642	32,674,024
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	37,787,084	79,442	37,707,642	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			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	4,855,184		4,855,184	4,702,323
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	68,774		68,774	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.....	632,395		632,395	678,494
9. General expenses due or accrued.....	1,864,513		1,864,513	63,779
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	1,977,209		1,977,209	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.....	633,253		633,253	211,214
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	392,368		392,368	611,882
16. Derivatives.....			0	
17. Payable for securities.....	14,899		14,899	
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.....	596,412		596,412	593,525
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	577,028	0	577,028	1,064,362
24. Total liabilities (Lines 1 to 23).....	11,612,035	0	11,612,035	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	25,595,607	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	26,095,607	23,399,445
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	37,707,642	32,674,024

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued.....	516,128		516,128	1,001,949
2302. Escheatable checks.....	60,900		60,900	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).....	577,028	0	577,028	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		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX.....	8,278,105	8,214,100	16,405,503
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	50,771,867	49,697,674	100,045,234
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$.....8,935,929 medical expenses).....	XXX.....	1,587,956	1,673,383	3,039,748
5. Risk revenue.....	XXX.....	22,373	19,746	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.....	52,382,196	51,390,803	103,131,012
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		40,494,766	41,614,424	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	40,494,766	41,614,424	78,106,289
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	40,494,766	41,614,424	78,106,289
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		566,499	545,487	1,149,846
21. General administrative expenses.....		7,684,889	7,572,177	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	48,746,154	49,732,088	93,262,103
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	3,636,042	1,658,715	9,868,909
25. Net investment income earned.....		120,790	263,530	430,515
26. Net realized capital gains (losses) less capital gains tax of \$....67,122.....		124,654	887,684	1,593,106
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	245,444	1,151,214	2,023,621
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....8,976)].....		(8,976)	(7,058)	(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.....	3,872,510	2,802,871	11,875,069
31. Federal and foreign income taxes incurred.....	XXX.....	1,910,087	1,344,321	4,150,966
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	1,962,423	1,458,550	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.....	1,962,423	1,458,550	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 \$.....(3,891).....	(7,227)	(839,346)	(1,800,901)
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	16,201	31,999	(9,302)
39. Change in nonadmitted assets.....	724,765	1,519,785	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).....	2,696,162	2,170,988	(21,053,963)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	26,095,607	46,624,396	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.....	50,536,345	49,719,599	99,708,132
2. Net investment income.....	118,733	312,130	550,110
3. Miscellaneous income.....	22,373	1,693,129	3,085,778
4. Total (Lines 1 through 3).....	50,677,451	51,724,858	103,344,020
5. Benefit and loss related payments.....	29,818,021	41,163,542	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.....	15,952,964	6,830,165	15,298,586
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses).....	1,282,391	1,128,699	4,855,099
10. Total (Lines 5 through 9).....	47,053,376	49,122,406	98,093,850
11. Net cash from operations (Line 4 minus Line 10).....	3,624,075	2,602,452	5,250,171
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	1,007,235	2,015,000	14,110,917
12.2 Stocks.....	15,392,413	10,429,590	16,814,461
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....	777,170	1,494,464	3,022,867
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....	14,899	19,917	19,917
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	17,191,717	13,958,971	33,968,162
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	1,000,000	157,125	2,914,168
13.2 Stocks.....	18,512,206	10,938,400	13,264,289
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	41,874	37,846	75,682
13.7 Total investments acquired (Lines 13.1 to 13.6).....	19,554,080	11,133,371	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).....	(2,362,363)	2,825,600	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).....	202,525	(630,018)	(359,254)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	202,525	(630,018)	(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).....	1,464,237	4,798,033	(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).....	11,473,138	22,201,994	10,008,901

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

20.0001			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	1,366,656				1,366,656					
2. First Quarter.....	1,381,856				1,381,856					
3. Second Quarter.....	1,379,617				1,379,617					
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	8,278,105				8,278,105					
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	236,916				236,916					
9. Total.....	236,916	0	0	0	236,916	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	50,771,867				50,771,867					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	50,771,867				50,771,867					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	40,341,905				40,341,905					
18. Amount Incurred for Provision of Health Care Services.....	40,494,766				40,494,766					

(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	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
Pricing Claims.....	1,178,351					1,178,351
0199999. Individually Listed Claims Unpaid.....	1,178,351	0	0	0	0	1,178,351
0499999. Subtotals.....	1,178,351	0	0	0	0	1,178,351
0599999. Unreported Claims and Other Claim Reserves.....						3,676,833
0799999. Total Claims Unpaid.....						4,855,184

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	4,209,206	36,132,699	14,080	4,841,104	4,223,286	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).....	4,209,206	36,132,699	14,080	4,841,104	4,223,286	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).....	4,209,206	36,132,699	14,080	4,841,104	4,223,286	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	\$ 1,962,423	\$ 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	\$ 1,962,423	\$ 7,724,103
SURPLUS				
(5)	Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	\$ 26,095,607	\$ 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	\$ 26,095,607	\$ 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

Note 7 – Investment Income

No significant changes

NOTES TO FINANCIAL STATEMENTS

Note 8 – Derivative Instruments

No significant changes

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	\$ 14,979,526	\$ 24,422	\$	\$ 15,003,948
Total	\$ 14,979,526	\$ 24,422	\$	\$ 15,003,948

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

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

	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
a. Assets	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Total	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$

	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
b. Liabilities	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
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	\$ 405,485	\$ 405,485	\$ 405,485	\$	\$	\$
Bonds	4,948,881	4,924,249	160,395	4,788,486		
Perferred Stock	24,422	24,422		24,422		
Common Stock	14,979,526	14,979,526	14,979,526			

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:

	<u>2016</u>	<u>2015</u>
BALANCE — January 1	\$ 4,768,932	\$ 4,587,155
Incurred related to:		
Current year	41,616,640	79,872,934
Prior years	<u>(494,492)</u>	<u>(402,069)</u>
Total incurred	41,122,148	79,470,865
Paid related to:		
Current year	(36,692,682)	(75,104,002)
Prior years	<u>(4,274,440)</u>	<u>(4,185,086)</u>
Total paid	<u>(40,967,122)</u>	<u>(79,289,088)</u>
BALANCE — June 30/December 31	<u>\$ 4,923,958</u>	<u>\$ 4,768,932</u>

=
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 [☒]
- 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 [☒]
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? If yes, complete Schedule Y, Parts 1 and 1A.

Yes [☒] No [☐]
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [☒]
- 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 [☒]
- 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	2	3
Name of Entity	NAIC Company Code	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 [☒] 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 [☒] No [☐] N/A [☐]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒] 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 [☒]
- 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 [☒]
- 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 [☒]
- 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	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 [☒] 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 [☒]
- 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 [☒]
- 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 [☒]

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 [☒]

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 [☒]

14.2 If yes, please complete the following:

14.21 Bonds

14.22 Preferred Stock

14.23 Common Stock

14.24 Short-Term Investments

14.25 Mortgage Loans on Real Estate

14.26 All Other

14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)

14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above

1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
\$ 0	\$ 0
0	0
0	0
0	0
0	0
0	0
0	0
\$ 0	\$ 0
\$ 0	\$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [☐] No [☒]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [☐] No [☐]

If no, attach a description with this statement.

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

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:

\$

0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:

\$

0

16.3 Total payable for securities lending reported on the liability page:

\$

0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [☒] No [☐]

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 [☒]

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
8158	Robert W. Baird & Co.	1400 Rocky Ridge Dr. Ste. 250, 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 [☒] No [☐]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
1.1	A&H loss percent		80.0 %
1.2	A&H cost containment percent		0.0 %
1.3	A&H expense percent excluding cost containment expenses		15.0 %
2.1	Do you act as a custodian for health savings accounts?	Yes [☐]	No [☒ X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3	Do you act as an administrator for health savings accounts?	Yes [☐]	No [☒ X]
2.4	If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

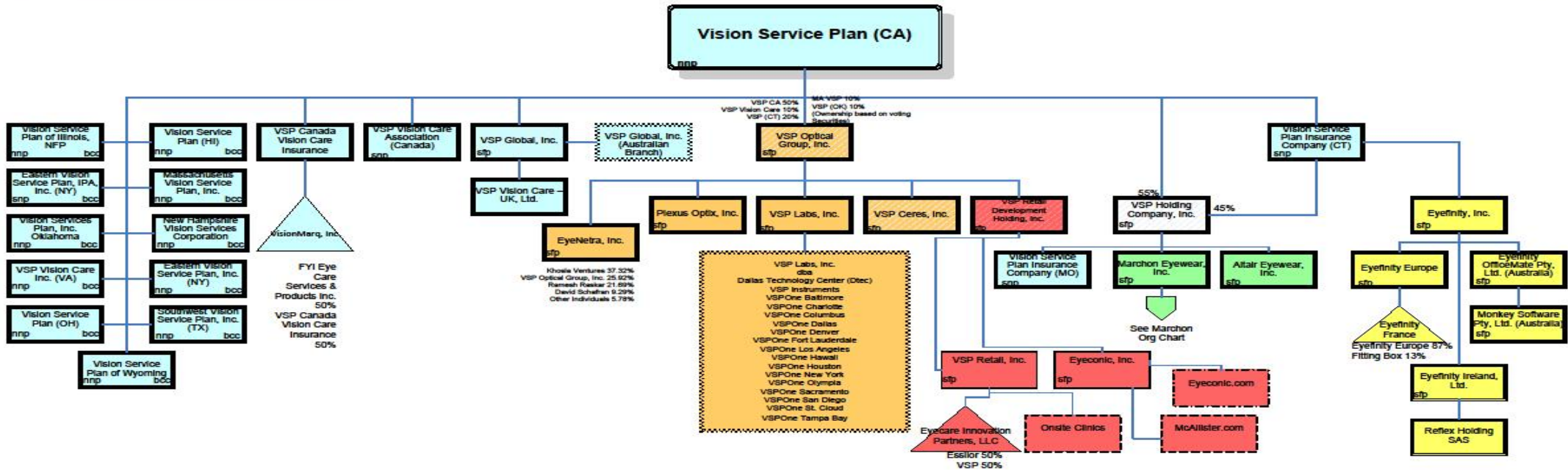
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 through 7	Deposit-Type 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	50,771,867						50,771,867	
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	...XX	0	0	0	0	0	0	0	0
59.	Subtotal.....	...XX	50,771,867	0	0	0	0	0	50,771,867	0
60.	Reporting entity contributions for Employee Benefit Plans.....	...XX							0	
61.	Total (Direct Business).....	(a) ...1	50,771,867	0	0	0	0	0	50,771,867	0

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

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

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



Q15

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

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

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

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Eastern Vision Service Plan, Inc.	22-2777159	47029	Altair Eyewear, Inc.	68-0295156
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyeconic 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.	26-1996746
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.	46-5303037
Vision Service Plan of Wyoming	83-0212963	None	VSP Retail, Inc.	46-5406960
VSP Vision Care, Inc.	23-7089668	53031		



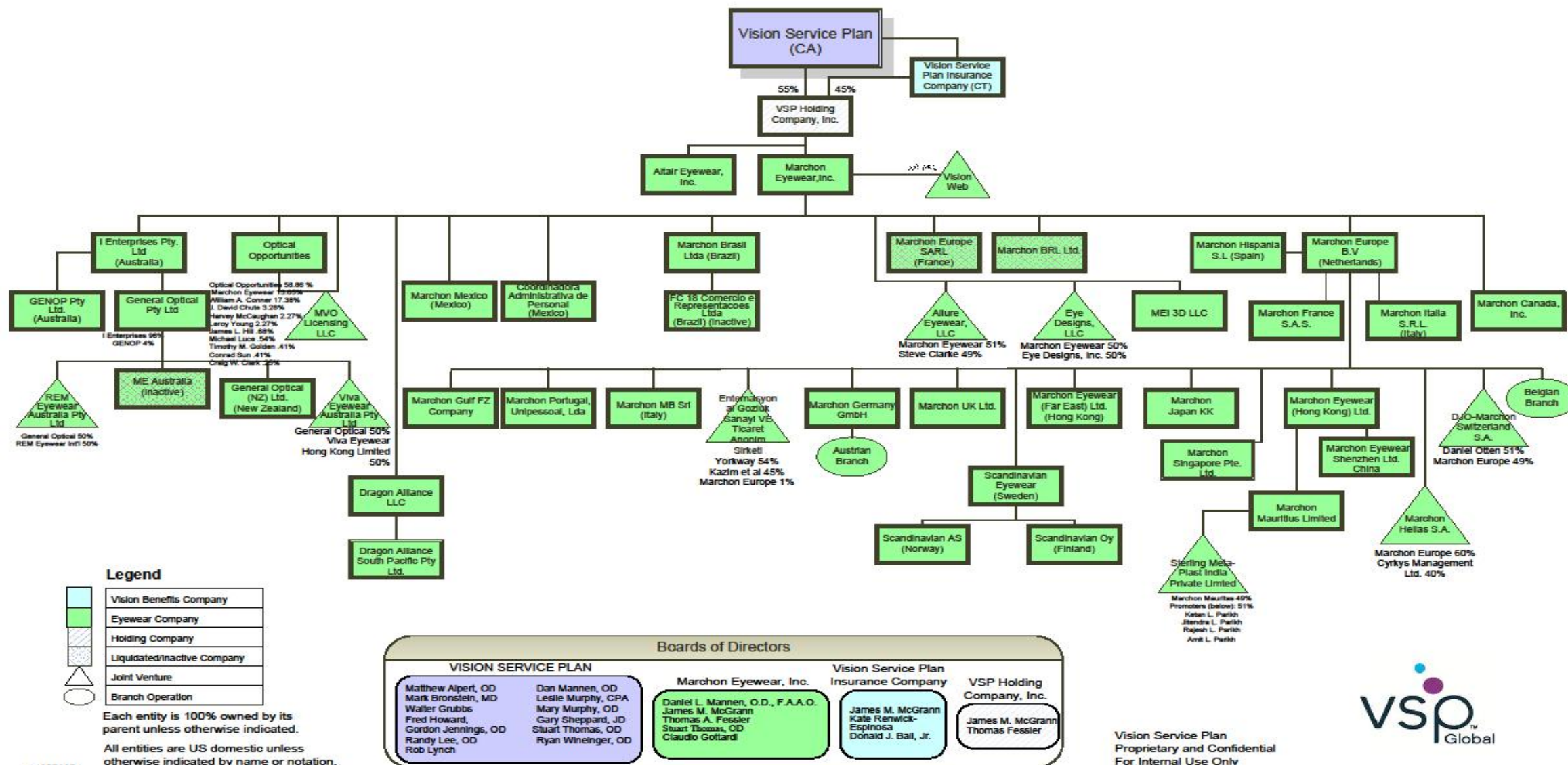
Vision Service Plan
Proprietary and Confidential
For Internal Use Only

Vision Service Plan

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Marchon Eyewear, Inc.



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														
016	1189... Vision Serv Plan Group.....	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).....	.....
		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

Q16.1

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	Domi-ciliary Locatio n	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
1189..	Vision Serv Plan Group.....	00000.....	.....	.....	.....	.....	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).....	.....
		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).....	.....
		54380.....	31-0725743..	.....	.....	.....	Vision Service Plan (Ohio).....	USA.....	RE.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
		39616.....	06-1227840..	.....	.....	.....	Vision Service Plan Insurance Company (Connecticut)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....
		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	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)	*
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).....	.....

Q16.2

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:



Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION
Real Estate

	1	2
	Year to Date	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

SCHEDULE B - VERIFICATION
Mortgage Loans

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

SCHEDULE BA - VERIFICATION
Other Long-Term Invested Assets

	1	2
	Year to Date	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	2
	Year to Date	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.....	19,512,206	16,178,456
3. Accrual of discount.....	220	6,047
4. Unrealized valuation increase (decrease).....	(11,118)	(2,770,615)
5. Total gain (loss) on disposals.....	191,776	2,450,932
6. Deduct consideration for bonds and stocks disposed of.....	16,399,648	30,925,378
7. Deduct amortization of premium.....	3,012	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).....	19,928,197	16,637,773
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	19,928,197	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

	1	2	3	4	5	6	7	8
NAIC Designation	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	5,194,416	15,740,117	15,603,495	(1,304)	5,194,416	5,329,734		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.....	5,194,416	15,740,117	15,603,495	(1,304)	5,194,416	5,329,734	0	5,184,887
PREFERRED STOCK								
8. NAIC 1.....	22,082			2,340	22,082	24,422		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.....	22,082	0	0	2,340	22,082	24,422	0	22,399
15. Total Bonds and Preferred Stock.....	5,216,498	15,740,117	15,603,495	1,036	5,216,498	5,354,156	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.....	405,485	XXX.....	405,485	106	.....

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.....	19,215,840	119,995,525
3. Accrual of discount.....	.....	.....
4. Unrealized valuation increase (decrease).....	.....	.....
5. Total gain (loss) on disposals.....	.....	.....
6. Deduct consideration received on disposals.....	19,065,869	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).....	405,485	255,514
11. Deduct total nonadmitted amounts.....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	405,485	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

Sch. BA - Pt. 2
NONE

Sch. BA - Pt. 3
NONE

SCHEDULE D - PART 3

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

1	2			3	4	5			6	7	8	9	10
CUSIP Identification	Description			Foreign	Date Acquired	Name of Vendor			Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment													
3135G0 K2 8	FEDERAL NATIONAL MORTGAGE ASSOCIATION.....				04/26/2016....	WELLS FARGO SECURITIES LLC.....				1,000,000	1,000,000	.35	1.....
3199999. Total Bonds - U.S. Special Revenue and Special Assessment.....										1,000,000	1,000,000	.35	XXX
8399997. Total Bonds - Part 3.....										1,000,000	1,000,000	.35	XXX
8399999. Total Bonds.....										1,000,000	1,000,000	.35	XXX
Common Stocks - Industrial and Miscellaneous													
002824 10 0	ABBOTT LABORATORIES ORD.....				06/14/2016....	RW Baird.....			1,882,000	70,593	XXX		L.....
00817Y 10 8	AETNA ORD.....				06/14/2016....	RW Baird.....			199,000	23,727	XXX		L.....
01609W 10 2	ALIBABA GROUP HOLDING ADR REP 1 ORD.....			R.....	05/24/2016....	RW Baird.....			102,000	8,116	XXX		L.....
02079K 30 5	ALPHABET CL A ORD.....				06/14/2016....	RW Baird.....			65,000	47,492	XXX		L.....
026874 78 4	AMERICAN INTERNATIONAL GROUP ORD.....				06/14/2016....	RW Baird.....			646,000	34,787	XXX		L.....
037833 10 0	APPLE ORD.....				06/14/2016....	RW Baird.....			410,000	39,827	XXX		L.....
04316A 10 8	ARTISAN PARTNERS ASSET MGMT CL A ORD.....				06/14/2016....	RW Baird.....			166,000	5,048	XXX		L.....
04623U 10 2	ASTELLAS PHARMA ADR REP ORD.....			R.....	06/30/2016....	RW Baird.....			138,000	2,163	XXX		U.....
053015 10 3	AUTOMATIC DATA PROCESSING ORD.....				06/20/2016....	RW Baird.....			749,000	65,898	XXX		L.....
056525 10 8	BADGER METER ORD.....				06/14/2016....	RW Baird.....			83,000	5,886	XXX		L.....
062540 10 9	BANK OF HAWAII ORD.....				06/14/2016....	RW Baird.....			85,000	5,872	XXX		L.....
099724 10 6	BORGWARNER ORD.....				06/14/2016....	RW Baird.....			1,015,000	32,449	XXX		L.....
101137 10 7	BOSTON SCIENTIFIC ORD.....				06/14/2016....	RW Baird.....			1,118,000	25,457	XXX		L.....
125134 10 6	CEB ORD.....				06/14/2016....	RW Baird.....			67,000	4,124	XXX		L.....
14040H 10 5	CAPITAL ONE FINANCIAL ORD.....				06/14/2016....	RW Baird.....			757,000	48,857	XXX		L.....
14808P 10 9	CASS INFORMATION SYSTEMS ORD.....				06/14/2016....	RW Baird.....			91,000	4,661	XXX		L.....
15132H 10 1	CENCOSUD ADS REP 3 ORD.....			R.....	04/20/2016....	RW Baird.....			1,833,000	15,815	XXX		L.....
16119P 10 8	Charter Communications, Inc.....				06/14/2016....	RW Baird.....			94,000	21,107	XXX		L.....
163072 10 1	CHEESECAKE FACTORY ORD.....				06/14/2016....	RW Baird.....			108,000	5,421	XXX		L.....
171798 10 1	CIMAREX ENERGY ORD.....				06/14/2016....	RW Baird.....			351,000	39,760	XXX		L.....
17243V 10 2	CINEMARK HOLDINGS ORD.....				06/14/2016....	RW Baird.....			237,000	7,880	XXX		L.....
17275R 10 2	CISCO SYSTEMS ORD.....				06/14/2016....	RW Baird.....			1,812,000	52,257	XXX		L.....
172967 42 4	CITIGROUP ORD.....				06/14/2016....	RW Baird.....			1,431,000	60,273	XXX		L.....
20030N 10 1	COMCAST CL A ORD.....				06/14/2016....	RW Baird.....			609,000	37,910	XXX		L.....
20441A 10 2	SANEAMEN SAO PAU ADR REP 1 ORD.....			R.....	05/05/2016....	RW Baird.....			2,079,000	15,630	XXX		L.....
254687 10 6	WALT DISNEY ORD.....				06/14/2016....	RW Baird.....			389,000	38,202	XXX		L.....
256746 10 8	DOLLAR TREE ORD.....				05/31/2016....	RW Baird.....			245,000	21,951	XXX		L.....
26875P 10 1	EOG RESOURCES ORD.....				06/14/2016....	RW Baird.....			268,000	21,887	XXX		L.....
277432 10 0	EASTMAN CHEMICAL ORD.....				06/14/2016....	RW Baird.....			262,000	18,596	XXX		L.....
339041 10 5	FLEETCOR TECHNOLOGIES ORD.....				05/05/2016....	RW Baird.....			19,000	2,907	XXX		L.....
345370 86 0	FORD MOTOR ORD.....				06/24/2016....	RW Baird.....			2,868,000	36,681	XXX		L.....
354613 10 1	FRANKLIN RESOURCES ORD.....				06/14/2016....	RW Baird.....			857,000	28,281	XXX		L.....
382550 10 1	GOODYEAR TIRE AND RUBBER ORD.....				06/14/2016....	RW Baird.....			879,000	23,416	XXX		L.....
384109 10 4	GRACO ORD.....				06/14/2016....	RW Baird.....			59,000	4,688	XXX		L.....

SCHEDULE D - PART 3

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

1	2		3	4	5	6	7	8	9	10
CUSIP Identification	Description		Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
40418F	10	8		06/14/2016....	RW Baird.....	695.000	21,161	XXX		L.....
410345	10	2		06/28/2016....	RW Baird.....	958.000	24,429	XXX		L.....
426281	10	1		06/14/2016....	RW Baird.....	95.000	7,998	XXX		L.....
443251	10	3	R.....	06/30/2016....	RW Baird.....	172.000	6,181	XXX		U.....
452308	10	9		06/14/2016....	RW Baird.....	306.000	32,316	XXX		L.....
459200	10	1		06/14/2016....	RW Baird.....	176.000	26,598	XXX		L.....
46625H	10	0		06/14/2016....	RW Baird.....	901.000	56,096	XXX		L.....
48203R	10	4		06/14/2016....	RW Baird.....	825.000	18,884	XXX		L.....
494368	10	3		06/14/2016....	RW Baird.....	401.000	52,927	XXX		L.....
515098	10	1		06/14/2016....	RW Baird.....	79.000	5,125	XXX		L.....
535678	10	6		06/14/2016....	RW Baird.....	501.000	23,672	XXX		L.....
53578A	10	8		05/31/2016....	RW Baird.....	191.000	24,967	XXX		L.....
540424	10	8		06/14/2016....	RW Baird.....	646.000	25,510	XXX		L.....
571748	10	2		06/14/2016....	RW Baird.....	635.000	41,729	XXX		L.....
59156R	10	8		06/14/2016....	RW Baird.....	930.000	39,269	XXX		L.....
594918	10	4		06/14/2016....	RW Baird.....	758.000	37,792	XXX		L.....
61022P	10	0		06/14/2016....	RW Baird.....	197.000	4,614	XXX		L.....
61174X	10	9		04/29/2016....	RW Baird.....	74.000	10,608	XXX		L.....
617446	44	8		06/14/2016....	RW Baird.....	2,257.000	55,822	XXX		L.....
651229	10	6		04/29/2016....	RW Baird.....	225.000	10,226	XXX		L.....
654624	10	5	R.....	06/29/2016....	RW Baird.....	52.000	2,469	XXX		L.....
682736	10	3	R.....	04/15/2016....	RW Baird.....	1,017.000	15,662	XXX		U.....
693475	10	5		06/14/2016....	RW Baird.....	275.000	23,294	XXX		L.....
701094	10	4		06/14/2016....	RW Baird.....	298.000	33,191	XXX		L.....
703395	10	3		06/14/2016....	RW Baird.....	125.000	6,020	XXX		L.....
717081	10	3		06/14/2016....	RW Baird.....	1,750.000	60,794	XXX		L.....
718172	10	9		06/14/2016....	RW Baird.....	283.000	28,255	XXX		L.....
74005P	10	4		06/14/2016....	RW Baird.....	252.000	28,292	XXX		L.....
741503	40	3		05/05/2016....	RW Baird.....	3.000	3,740	XXX		L.....
74164M	10	8		06/14/2016....	RW Baird.....	117.000	6,608	XXX		L.....
742718	10	9		06/14/2016....	RW Baird.....	782.000	64,867	XXX		L.....
743315	10	3		06/14/2016....	RW Baird.....	1,175.000	37,782	XXX		L.....
749607	10	7		06/14/2016....	RW Baird.....	72.000	4,686	XXX		L.....
75524W	10	8		06/14/2016....	RW Baird.....	493.000	20,300	XXX		L.....
780259	20	6	R.....	04/13/2016....	RW Baird.....	394.000	20,224	XXX		L.....
826197	50	1	R.....	06/27/2016....	RW Baird.....	98.000	9,506	XXX		U.....
855244	10	9		05/18/2016....	RW Baird.....	473.000	26,626	XXX		L.....
863667	10	1		06/14/2016....	RW Baird.....	208.000	23,894	XXX		L.....
871829	10	7		06/14/2016....	RW Baird.....	1,275.000	61,862	XXX		L.....
872540	10	9		06/14/2016....	RW Baird.....	688.000	52,267	XXX		L.....

QE04.1

SCHEDULE D - PART 3

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

1	2			3	4	5		6	7	8	9	10
CUSIP Identification	Description			Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)	
87901J 10 5	TEGNA ORD.....				06/14/2016....	RW Baird.....	1,083.000	23,946	XXX		L.....	
88032Q 10 9	TENCENT HOLDINGS ADR REP 1 CL B ORD.....			R.....	05/24/2016....	RW Baird.....	191.000	3,983	XXX		U.....	
883556 10 2	THERMO FISHER SCIENTIFIC ORD.....				06/14/2016....	RW Baird.....	151.000	22,277	XXX		L.....	
885160 10 1	THOR INDUSTRIES ORD.....				06/14/2016....	RW Baird.....	579.000	37,609	XXX		L.....	
90130A 20 0	TWENTY FIRST CENTURY FOX CL B ORD.....				06/14/2016....	RW Baird.....	653.000	18,865	XXX		L.....	
911312 10 6	UNITED PARCEL SERVICE CL B ORD.....				06/14/2016....	RW Baird.....	229.000	23,740	XXX		L.....	
913017 10 9	UNITED TECHNOLOGIES ORD.....				06/14/2016....	RW Baird.....	610.000	61,426	XXX		L.....	
918204 10 8	VF ORD.....				06/14/2016....	RW Baird.....	547.000	33,826	XXX		L.....	
92210H 10 5	VANTIV CL A ORD.....				06/14/2016....	RW Baird.....	557.000	28,367	XXX		L.....	
929236 10 7	WD-40 ORD.....				06/14/2016....	RW Baird.....	40.000	4,650	XXX		L.....	
949746 10 1	WELLS FARGO ORD.....				06/14/2016....	RW Baird.....	792.000	37,327	XXX		L.....	
963320 10 6	WHIRLPOOL ORD.....				06/14/2016....	RW Baird.....	217.000	37,631	XXX		L.....	
98978V 10 3	ZOETIS CL A ORD.....				05/18/2016....	RW Baird.....	414.000	19,596	XXX		L.....	
G0177J 10 8	ALLERGAN ORD.....			R.....	04/05/2016....	RW Baird.....	43.000	10,048	XXX		L.....	
G5960L 10 3	MEDTRONIC ORD.....			R.....	06/14/2016....	RW Baird.....	466.000	39,747	XXX		L.....	
M3760D 10 1	ELBIT SYSTEMS ORD.....			R.....	05/24/2016....	RW Baird.....	100.000	9,653	XXX		L.....	
N00985 10 6	AERCAP HOLDINGS ORD.....			R.....	05/05/2016....	RW Baird.....	386.000	15,339	XXX		L.....	
N22717 10 7	CORE LABORATORIES ORD.....			R.....	06/14/2016....	RW Baird.....	32.000	3,915	XXX		L.....	
9099999. Total Common Stocks - Industrial and Miscellaneous.....								2,365,821	XXX	0	XXX	
Common Stocks - Mutual Funds												
922042 85 8	VANGUARD FTSE EMERGING MARKETS ETF.....				04/15/2016....	RW Baird.....	516.000	18,178	XXX		L.....	
9299999. Total Common Stocks - Mutual Funds.....								18,178	XXX	0	XXX	
Common Stocks - Money Market Mutual Funds												
000000 00 0	MONEY MARKET.....				06/30/2016....	Direct.....	3,971,780.210	3,971,780	XXX		V.....	
000000 00 0	GENERAL MONEY MARKET.....				04/29/2016....	Direct.....	59,091.890	59,092	XXX		V.....	
009999 76 4	INSURED DEPOSIT US BANK.....				06/30/2016....	Direct.....	247,775.910	247,776	XXX		V.....	
09248U 69 2	BLACKROCK LIQUIDITY T CL DOLLAR MMF.....				06/29/2016....	Direct.....	11,473,937.760	11,473,938	XXX		U.....	
9399999. Total Common Stocks - Money Market Mutual Funds.....								15,752,586	XXX	0	XXX	
9799997. Total Common Stocks - Part 3.....								18,136,584	XXX	0	XXX	
9799999. Total Common Stocks.....								18,136,584	XXX	0	XXX	
9899999. Total Preferred and Common Stocks.....								18,136,584	XXX	0	XXX	
9999999. Total Bonds, Preferred and Common Stocks.....								19,136,584	XXX	35	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....6.

SCHEDULE D - PART 4

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

1	2			3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
												11	12	13	14	15							
CUSIP Identification	Description			n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous																							
89236T CP 8	TOYOTA MOTOR CREDIT CORP.....			R	04/20/2016.	WELLS FARGO SECURITIES LLC.....		503,705	500,000	501,835	501,735	.....	.....(205)	.....	.....(205)	.....	.....501,529	.....	.....2,176	2,176	5,985	07/13/2018....	1FE.....
961214 CQ 4	WESTPAC BANKING CORP.....			R	04/20/2016.	WELLS FARGO SECURITIES LLC.....		503,530	500,000	500,910	500,893	.....	.....(91)	.....	.....(91)	.....	.....500,802	.....	.....2,728	2,728	4,008	11/23/2018....	1FE.....
3899999. Total Bonds - Industrial and Miscellaneous.....								1,007,235	1,000,000	1,002,745	1,002,627	0	(296)	0	(296)	0	1,002,332	0	4,903	4,903	9,993	XXX	XXX
8399997. Total Bonds - Part 4.....								1,007,235	1,000,000	1,002,745	1,002,627	0	(296)	0	(296)	0	1,002,332	0	4,903	4,903	9,993	XXX	XXX
8399999. Total Bonds.....								1,007,235	1,000,000	1,002,745	1,002,627	0	(296)	0	(296)	0	1,002,332	0	4,903	4,903	9,993	XXX	XXX
Common Stocks - Industrial and Miscellaneous																							
06426M 10 4	BANK OF CHINA ADR REP H ORD.....			R	05/24/2016.	RW Baird.....	1,248,000	11,987	XXX	14,830	13,840	990	.....	.....	.....990	.....	.....14,830	.....	.....(2,843)	(2,843)	.....	XXX	U.....
101137 10 7	BOSTON SCIENTIFIC ORD.....			.	06/30/2016.	RW Baird.....	1,118,000	25,165	XXX	25,457	.....	.....	.....	.....	.....0	.....	.....25,457	.....	.....(292)	(292)	.....	XXX	L.....
12562Y 10 0	CK HUTCHISON HOLD UNSPON ADR REP ORD.....			R	06/15/2016.	RW Baird.....	669,000	7,584	XXX	11,017	8,991	2,025	.....	.....	.....2,025	.....	.....11,017	.....	.....(3,433)	(3,433)	93	XXX	U.....
192446 10 2	COGNIZANT TECHNOLOGY SOLUTN CL A ORD.....			.	05/05/2016.	RW Baird.....	291,000	16,726	XXX	12,788	17,466	(4,677)	.....	.....	.....(4,677)	.....	.....12,788	.....	.....3,938	3,938	.....	XXX	L.....
20539A 10 5	COMPUTER SERVICES ORD.....			.	06/27/2016.	RW Baird.....	504,000	18,996	XXX	21,017	20,160	857	.....	.....	.....857	.....	.....21,017	.....	.....(2,021)	(2,021)	252	XXX	U.....
256677 10 5	DOLLAR GENERAL ORD.....			.	06/02/2016.	RW Baird.....	332,000	29,431	XXX	19,923	23,861	(3,938)	.....	.....	.....(3,938)	.....	.....19,923	.....	.....9,508	9,508	156	XXX	L.....
404280 40 6	HSBC HOLDINGS ADR REP 5 ORD.....			R	04/20/2016.	RW Baird.....	441,000	14,142	XXX	21,899	17,406	4,493	.....	.....	.....4,493	.....	.....21,899	.....	.....(7,757)	(7,757)	463	XXX	L.....
443304 10 0	HUANENG POWR INT ADR REP 40 CL N ORD.....			R	05/05/2016.	RW Baird.....	714,000	20,148	XXX	32,931	24,490	8,441	.....	.....	.....8,441	.....	.....32,931	.....	.....(12,783)	(12,783)	.....	XXX	L.....
46115H 10 7	INTESA SANPAOLO ADR.....			R	05/01/2016.	RW Baird.....	878,000	13,423	XXX	16,504	17,547	(1,043)	.....	.....	.....(1,043)	.....	.....16,504	.....	.....(3,081)	(3,081)	.....	XXX	U.....
46120E 60 2	INTUITIVE SURGICAL ORD.....			.	05/31/2016.	RW Baird.....	87,000	54,530	XXX	42,423	47,516	(5,093)	.....	.....	.....(5,093)	.....	.....42,423	.....	.....12,107	12,107	.....	XXX	L.....
50186V 10 2	LG DISPLAY ADR REP 1/2 ORD.....			R	04/15/2016.	RW Baird.....	.....	.....	XXX	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....0	.....	.....148	XXX	L.....
53578A 10 8	LINKEDIN CL A ORD.....			.	06/20/2016.	RW Baird.....	191,000	36,492	XXX	24,967	.....	.....0	.....	.....	.....0	.....	.....24,967	.....	.....11,525	11,525	.....	XXX	L.....
54338V 10 1	LONZA GROUP ADR.....			R	04/20/2016.	RW Baird.....	920,000	15,318	XXX	7,386	14,932	(7,546)	.....	.....	.....(7,546)	.....	.....7,386	.....	.....7,932	7,932	.....	XXX	U.....
606822 10 4	MITSUBISHI UFJ FINANCIAL GROUP ADR.....			R	06/29/2016.	RW Baird.....	4,575,000	21,306	XXX	29,231	28,457	774	.....	.....	.....774	.....	.....29,231	.....	.....(7,925)	(7,925)	.....	XXX	L.....
635017 10 6	NATIONAL BEVERAGE ORD.....			.	04/01/2016.	RW Baird.....	161,000	6,918	XXX	4,103	7,316	(3,213)	.....	.....	.....(3,213)	.....	.....4,103	.....	.....2,816	2,816	.....	XXX	L.....
858912 10 8	STERICYCLE ORD.....			.	05/03/2016.	RW Baird.....	276,000	26,316	XXX	36,340	33,286	3,055	.....	.....	.....3,055	.....	.....36,340	.....	.....(10,024)	(10,024)	.....	XXX	L.....
871829 10 7	SYSCO ORD.....			.	06/28/2016.	RW Baird.....	264,000	13,016	XXX	12,809	.....	.....0	.....	.....	.....0	.....	.....12,809	.....	.....207	207	.....	XXX	L.....
G6518L 10 8	NIELSEN HOLDINGS ORD.....			R	04/05/2016.	RW Baird.....	60,000	3,136	XXX	2,762	2,796	(34)	.....	.....	.....(34)	.....	.....2,762	.....	.....374	374	17	XXX	L.....
G97822 10 3	PERRIGO ORD.....			R	05/03/2016.	RW Baird.....	334,000	32,301	XXX	50,844	48,330	2,515	.....	.....	.....2,515	.....	.....50,844	.....	.....(18,544)	(18,544)	48	XXX	L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....								366,933	XXX	387,230	326,393	(2,396)	0	0	(2,396)	0	387,230	0	(20,297)	(20,297)	1,177	XXX	XXX
Common Stocks - Mutual Funds																							
464287 40 8	ISHARES S&P 500 VALUE ETF.....			.	06/08/2016.	RW Baird.....	5,057,000	475,047	XXX	370,512	447,696	(77,184)	.....	.....	.....(77,184)	.....	.....370,512	.....	.....104,535	104,535	2,760	XXX	L.....
464287 59 8	ISHARES RUSSELL 1000 VALUE ETF.....			.	06/08/2016.	RW Baird.....	4,574,000	475,008	XXX	368,137	447,612	(79,475)	.....	.....	.....(79,475)	.....	.....368,137	.....	.....106,871	106,871	2,791	XXX	L.....
78464A 50 8	SPDR S&P 500 VALUE ETF.....			.	06/08/2016.	RW Baird.....	2,557,000	259,990	XXX	261,030	245,319	15,711	.....	.....	.....15,711	.....	.....261,030	.....	.....(1,039)	(1,039)	1,566	XXX	L.....
808524 40 9	SCHWAB US LARGE CAP VALUE ETF.....			.	06/08/2016.	RW Baird.....	6,675,000	299,902	XXX	293,556	283,287	10,269	.....	.....	.....10,269	.....	.....293,556	.....	.....6,345	6,345	2,097	XXX	L.....
92206C 71 4	VANGUARD RUSSELL 1000 VALUE ETF.....			.	06/08/2016.	RW Baird.....	2,865,000	260,223	XXX	261,987	245,387	16,600	.....	.....	.....16,600	.....	.....261,987	.....	.....(1,765)	(1,765)	1,392	XXX	L.....
922908 74 4	VANGUARD VALUE ETF.....			.	06/08/2016.	RW Baird.....	3,265,000	279,947	XXX	276,933	266,163	10,770	.....	.....	.....10,770	.....	.....276,933	.....	.....3,014	3,014	1,750	XXX	L.....
97717W 86 9	WISDOMTREE EUROPE SMLCP DIVIDEND ETF.....			.	05/01/2016.	RW Baird.....	599,000	33,804	XXX	31,926	33,544	(1,618)	.....	.....	.....(1,618)	.....	.....31,926	.....	.....1,878	1,878	.....	XXX	L.....
9299999. Total Common Stocks - Mutual Funds.....								2,083,920	XXX	1,864,082	1,969,007	(104,926)	0	0	(104,926)	0	1,864,082	0	219,839	219,839	12,355	XXX	XXX

SCHEDULE D - PART 4

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

1	2			3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
												11	12	13	14	15							
CUSIP Identification	Description			F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Common Stocks - Money Market Mutual Funds																							
000000 00 0	GENERAL MONEY MARKET.....			05/05/2016.	Direct.....	87,939,840	87,940	XXX	87,940	.....	.....	.....	.....	.....	.....0	.....	.....87,940	.....	.....	.....0	1	XXX	V.....
000000 00 0	MONEY MARKET.....			06/30/2016.	Direct.....	3,918,418.020	3,918,418	XXX	3,918,418	.....	.....	.....	.....	.....	.....0	.....	.....3,918,418	.....	.....	.....0	23	XXX	V.....
009999 76 4	INSURED DEPOSIT US BANK.....			06/15/2016.	Direct.....	245,000.000	245,000	XXX	245,000	.....	.....	.....	.....	.....	.....0	.....	.....245,000	.....	.....	.....0	0	XXX	V.....
09248U 69 2	BLACKROCK LIQUIDITY T CL DOLLAR MMF.....			06/30/2016.	Direct.....	8,287,821.060	8,287,821	XXX	8,287,821	.....	.....	.....	.....	.....	.....0	.....	.....8,287,821	.....	.....	.....0	.....	XXX	U.....
9399999. Total Common Stocks - Money Market Mutual Funds.....							12,539,179	XXX	12,539,179	0	0	0	0	0	0	0	12,539,179	0	0	0	24	XXX	XXX
9799997. Total Common Stocks - Part 4.....							14,990,033	XXX	14,790,491	2,295,400	(107,321)	0	0	0	(107,321)	0	14,790,491	0	199,541	199,541	13,556	XXX	XXX
9799999. Total Common Stocks.....							14,990,033	XXX	14,790,491	2,295,400	(107,321)	0	0	0	(107,321)	0	14,790,491	0	199,541	199,541	13,556	XXX	XXX
9899999. Total Preferred and Common Stocks.....							14,990,033	XXX	14,790,491	2,295,400	(107,321)	0	0	0	(107,321)	0	14,790,491	0	199,541	199,541	13,556	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks.....							15,997,268	XXX	15,793,236	3,298,028	(107,321)	(296)	0	(107,617)	0	15,792,823	0	204,445	204,445	23,549	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....6.

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

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

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

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

Sch. DL - Pt. 1
NONE

Sch. DL - Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Bank of America - Checking..... Sacramento, CA.....					6,549,763	10,772,503	10,555,549	XXX
Robert Baird & Co..... Roseville, CA.....			23		248,618	246,976	246,746	XXX
Wells Fargo Securities Sacramento, CA.....		0.715		772	250,598	250,473	250,352	XXX
0199998. Deposits in.....1 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	XXX	XXX			14,337	14,666	15,006	XXX
0199999. Total Open Depositories.....	XXX	XXX	23	772	7,063,316	11,284,618	11,067,653	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	23	772	7,063,316	11,284,618	11,067,653	XXX
0599999. Total Cash.....	XXX	XXX	23	772	7,063,316	11,284,618	11,067,653	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