39616201620100103

HEALTH QUARTERLY STATEMENT

As of September 30, 2016

of the Condition and Affairs of the

Vision Service Plan Insurance Company

NAIC Group Code.....1189, 1189 (Current Period) (Prior Period) NAIC Company Code..... 39616 Employer's ID Number..... 06-1227840

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

Licensed as Business Type Property/Casualty Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... June 10, 1987 Commenced Business..... July 1, 1987

Statutory Home Office	185 Asylum Street, 29th Floor Attn: H. McGee, Esq….. Hartford ..... CT ..... US ..... 06103-3469 *(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)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*	916-463-9040 *(Fax Number)*

OFFICERS

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

Subscribed and sworn to before me
This ________ day of ____________________
By: Kate Alison Renwick-Espinosa, James Michael McGrann,

Lester Earl Passuello

a. Is this an original filing? Yes [X] No [ ]
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	46,780,552		46,780,552	43,629,534
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	263,077,943	232,719,397	30,358,546	30,295,442
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 $..........0 encumbrances)			0	
5. Cash ($.....28,822,283), cash equivalents ($.....4,994,403) and short-term investments ($.....26,121,634)	59,938,320		59,938,320	79,275,429
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	
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)	369,796,815	232,719,397	137,077,418	153,200,405
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	204,923		204,923	238,936
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	41,600,571	727,666	40,872,905	40,307,305
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 ($..........0)			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	43,502,645	260,971	43,241,674	44,735,835
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	8,256,223	4,430,303	3,825,920	4,596,820
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........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)	463,361,177	238,138,337	225,222,840	243,079,301
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	463,361,177	238,138,337	225,222,840	243,079,301

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501.			0	
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1. Claims unpaid (less $..........0 reinsurance ceded)	48,321,523		48,321,523	43,670,306
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	739,649		739,649	668,454
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	5,708,768		5,708,768	5,576,190
9. General expenses due or accrued	1,373,506		1,373,506	1,307,903
10.1 Current federal and foreign income tax payable and interest thereon (including $..........0 on realized gains (losses))	9,762,987		9,762,987	13,414,419
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	5,871,480		5,871,480	6,791,334
14. Borrowed money (including $..........0 current) and interest thereon $..........0 (including $..........0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	11,018,630		11,018,630	10,225,365
16. Derivatives			0	
17. Payable for securities			0	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($..........0 authorized reinsurers, $..........0 unauthorized reinsurers and certified $..........0 reinsurers)			0	
20. Reinsurance in unauthorized and certified ($..........0) companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans	2,179,154		2,179,154	2,326,427
23. Aggregate write-ins for other liabilities (including $..........0 current)	3,209,001	0	3,209,001	6,163,053
24. Total liabilities (Lines 1 to 23)	88,184,698	0	88,184,698	90,143,451
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	15,348,372
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	38,462,582	38,462,582
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	96,075,560	96,624,896
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	137,038,142	152,935,850
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	225,222,840	243,079,301

DETAILS OF WRITE-INS

	1	2	3	4
2301. Taxes, licenses & fees	2,259,362		2,259,362	5,230,383
2302. Escheatable checks	949,639		949,639	932,670
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	3,209,001	0	3,209,001	6,163,053
2501. Health Insurer Assessment	XXX	XXX		15,348,372
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	15,348,372
3001.				
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	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date 1 Uncovered	Current Year To Date 2 Total	Prior Year To Date 3 Total	Prior Year Ended December 31 4 Total
1. Member months	XXX	113,974,816	103,858,993	141,793,949
2. Net premium income (including $..........0 non-health premium income)	XXX	702,359,201	652,617,441	872,066,590
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....130,889,908 medical expenses)	XXX	27,858,808	23,972,922	31,308,980
5. Risk revenue	XXX	5,389,296	7,676,874	10,369,053
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	735,607,305	684,267,237	913,744,623
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		587,236,336	551,743,425	716,761,739
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	587,236,336	551,743,425	716,761,739
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	587,236,336	551,743,425	716,761,739
19. Non-health claims (net)				
20. Claims adjustment expenses, including $..........0 cost containment expenses		9,754,364	8,743,158	12,393,429
21. General administrative expenses		124,082,346	107,039,020	147,254,932
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	721,073,046	667,525,603	876,410,100
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	14,534,259	16,741,634	37,334,523
25. Net investment income earned		192,029	353,139	427,545
26. Net realized capital gains (losses) less capital gains tax of $.....436		(808)	1,658	2,822
27. Net investment gains or (losses) (Lines 25 plus 26)	0	191,221	354,797	430,367
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $..........0) (amount charged off $.....100,922)]		(100,922)	(57,115)	(80,743)
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	14,624,558	17,039,316	37,684,147
31. Federal and foreign income taxes incurred	XXX	9,763,425	9,456,206	16,628,571
32. Net income (loss) (Lines 30 minus 31)	XXX	4,861,133	7,583,110	21,055,576

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	152,935,850	159,352,145	159,352,145
34. Net income or (loss) from Line 32	4,861,133	7,583,110	21,055,576
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....21,966	(16,683,877)	(13,931,058)	(65,520,128)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(770,900)	(1,882,374)	(1,497,073)
39. Change in nonadmitted assets	17,695,936	12,863,239	56,145,330
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	(21,000,000)	(16,600,000)	(16,600,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(15,897,708)	(11,967,083)	(6,416,295)
49. Capital and surplus end of reporting period (Line 33 plus 48)	137,038,142	147,385,062	152,935,850

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	702,242,587	645,789,228	869,113,850
2.	Net investment income	396,209	895,890	1,062,666
3.	Miscellaneous income	33,248,104	31,649,796	41,678,033
4.	Total (Lines 1 through 3)	735,886,900	678,334,914	911,854,549
5.	Benefit and loss related payments	582,585,119	546,235,904	710,193,790
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	134,775,109	129,026,833	171,524,514
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	13,415,293	4,817,021	6,446,096
10.	Total (Lines 5 through 9)	730,775,521	680,079,758	888,164,400
11.	Net cash from operations (Line 4 minus Line 10)	5,111,379	(1,744,844)	23,690,149
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	15,362,893	18,213,914	29,723,275
	12.2 Stocks	311,890,159	7,149	13,171
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds			
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	327,253,052	18,221,063	29,736,445
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	18,685,436	385,813	10,217,863
	13.2 Stocks	311,890,501	7,149	13,171
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			
	13.7 Total investments acquired (Lines 13.1 to 13.6)	330,575,937	392,962	10,231,034
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)	(3,322,885)	17,828,101	19,505,411
	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	21,000,000	16,600,000	16,600,000
	16.6 Other cash provided (applied)	(125,604)	(4,873,114)	(7,432,349)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(21,125,604)	(21,473,114)	(24,032,349)
	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)	(19,337,110)	(5,389,857)	19,163,211
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	79,275,429	60,112,218	60,112,218
	19.2 End of period (Line 18 plus Line 19.1)	59,938,320	54,722,361	79,275,429

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

20.0001				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	11,934,356				11,068,447		865,909			
2. First Quarter	12,715,890				11,803,151		912,739			
3. Second Quarter	12,649,838				11,730,389		919,449			
4. Third Quarter	12,692,937				11,770,415		922,522			
5. Current Year	0									
6. Current Year Member Months	113,974,816				105,720,471		8,254,345			
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	3,229,894				2,913,481		316,413			
9. Total	3,229,894	0	0	0	2,913,481	0	316,413	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	702,359,201				626,265,505		76,093,696			
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	702,359,201				626,265,505		76,093,696			
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	582,585,119				507,507,619		75,077,500			
18. Amount Incurred for Provision of Health Care Services	587,236,336				511,595,161		75,641,175			

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims	11,225,697					11,225,697
0199999. Individually Listed Claims Unpaid	11,225,697	0	0	0	0	11,225,697
0499999. Subtotals	11,225,697	0	0	0	0	11,225,697
0599999. Unreported Claims and Other Claim Reserves						37,095,826
0799999. Total Claims Unpaid						48,321,523

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only	38,050,873	481,416,891	73,247	43,013,115	38,124,120	38,826,527
5. Federal Employees Health Benefits Plan	4,623,329	58,494,026	8,900	5,226,261	4,632,229	4,843,779
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	42,674,202	539,910,917	82,147	48,239,376	42,756,349	43,670,306
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)	42,674,202	539,910,917	82,147	48,239,376	42,756,349	43,670,306

(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 Insurance Company state basis (Page 4, Line 32, Columns 2 & 4)	CT	$ 4,861,133	$ 21,055,576
(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)	CT	$ 4,861,133	$ 21,055,576
SURPLUS			
(5) Vision Service Plan Insurance Company state basis (Page 3, line 33, Columns 3 & 4)	CT	$ 137,038,142	$ 152,935,850
(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)	CT	$ 137,038,142	$ 152,935,850

C. Accounting Policy

(6) 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.

NOTE 8 – Derivative Instruments

Not Applicable.

NOTE 9 – Income Taxes

No significant changes.

NOTES TO FINANCIAL STATEMENTS

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

(1) - (3) No significant change.
(4) The Board of Directors of the Company declared an ordinary dividend in the amount of $21 million on August 22, 2016 payable to its parent, Vision Service Plan (California). The dividend was paid on September 30, 2016.
(5)-(13) No significant change.

NOTE 14 – Liabilities, Contingencies and Assessments

No significant changes.

NOTE 15 – Leases

No significant changes.

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.

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	$ 343	$	$	$ 343
Total	$ 343	$	$	$ 343

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

(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	$ 26,121,634	$ 26,121,634	$ 26,121,634	$	$	$
Bonds	46,888,599	46,780,552	347,618	46,540,981		
Common Stock	343	343	343			

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

No significant changes.

NOTE 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

NOTE 25 – Change in Incurred Losses and Loss Adjustment Expenses

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

	2016	2015
BALANCE — January 1	$ 44,338,760	$ 37,589,831
Incurred related to:		
Current year	596,561,255	733,910,446
Prior years	(1,064,715)	610,314
Total incurred	595,496,540	734,520,760
Paid related to:		
Current year	(547,500,083)	(688,626,192)
Prior years	(43,274,045)	(39,145,639)
Total paid	(590,774,128)	(727,771,831)
BALANCE — September 30/December 31	$ 49,061,172	$ 44,338,760

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.

NOTES TO FINANCIAL STATEMENTS

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change:

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

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

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

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

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

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

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

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

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

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 02/04/2015

6.4 By what department or departments?
Connecticut Insurance Department

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 [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] No [X] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated with the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]

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

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	29,278,197	0
14.23	Common Stock	250,461,314	263,077,600
14.24	Short-Term Investments	0	0
14.25	Mortgage Loans on Real Estate	0	0
14.26	All Other	0	0
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 279,739,511	$ 263,077,600
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]

If no, attach a description with this statement.

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

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $ 0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $ 0

16.3 Total payable for securities lending reported on the liability page: $ 0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [ ] No [X]

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

1 Name of Custodian(s)	2 Custodian Address
Union Bank	350 California St, San Francisco, CA 94104

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)
Wells Fargo Institutional Securities	400 Capitol Mall, Sacramento, CA 95814	This account was acquired by the Company as a result of the merger with Indiana Vision Services, Inc. in 2015. The Company is working with the bank to set up agreements that are in compliance with the NAIC and the state of Connecticut requirements .

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent		84.0 %
1.2 A&H cost containment percent		0.0 %
1.3 A&H expense percent excluding cost containment expenses		18.0 %
2.1 Do you act as a custodian for health savings accounts?	Yes [ ]	No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3 Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	State, Etc.	1 Active Status	Direct Business Only 2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1.	Alabama AL	L	22,411,966						22,411,966	
2.	Alaska AK	L							0	
3.	Arizona AZ	L	23,482,878						23,482,878	
4.	Arkansas AR	L							0	
5.	California CA	N							0	
6.	Colorado CO	L	36,345,712						36,345,712	
7.	Connecticut CT	L	18,729,688						18,729,688	
8.	Delaware DE	L	3,379,194						3,379,194	
9.	District of Columbia DC	L	3,556,027			76,093,696			79,649,723	
10.	Florida FL	N							0	
11.	Georgia GA	N							0	
12.	Hawaii HI	L							0	
13.	Idaho ID	N							0	
14.	Illinois IL	L							0	
15.	Indiana IN	L	23,673,950						23,673,950	
16.	Iowa IA	L	7,431,914						7,431,914	
17.	Kansas KS	L	8,781,789						8,781,789	
18.	Kentucky KY	L	3,725,362						3,725,362	
19.	Louisiana LA	L	6,709,364						6,709,364	
20.	Maine ME	L	5,101,725						5,101,725	
21.	Maryland MD	N							0	
22.	Massachusetts MA	L							0	
23.	Michigan MI	L	43,179,763						43,179,763	
24.	Minnesota MN	L	30,917,105						30,917,105	
25.	Mississippi MS	L	3,605,083						3,605,083	
26.	Missouri MO	N							0	
27.	Montana MT	L	2,314,351						2,314,351	
28.	Nebraska NE	L	6,313,507						6,313,507	
29.	Nevada NV	L							0	
30.	New Hampshire NH	L	2,725,388						2,725,388	
31.	New Jersey NJ	L	52,980,317						52,980,317	
32.	New Mexico NM	N							0	
33.	New York NY	N							0	
34.	North Carolina NC	L	52,252,848						52,252,848	
35.	North Dakota ND	L	1,334,233						1,334,233	
36.	Ohio OH	L							0	
37.	Oklahoma OK	L							0	
38.	Oregon OR	L	12,540,245						12,540,245	
39.	Pennsylvania PA	L	36,962,097						36,962,097	
40.	Rhode Island RI	L	16,746,014						16,746,014	
41.	South Carolina SC	L	6,275,239						6,275,239	
42.	South Dakota SD	L	5,966,297						5,966,297	
43.	Tennessee TN	L	29,887,359						29,887,359	
44.	Texas TX	L	128,071,029						128,071,029	
45.	Utah UT	L	5,972,752						5,972,752	
46.	Vermont VT	L	3,387,622						3,387,622	
47.	Virginia VA	L							0	
48.	Washington WA	L							0	
49.	West Virginia WV	L	2,366,150						2,366,150	
50.	Wisconsin WI	L	19,138,537						19,138,537	
51.	Wyoming WY	L							0	
52.	American Samoa AS	N							0	
53.	Guam GU	N							0	
54.	Puerto Rico PR	N							0	
55.	U.S. Virgin Islands VI	N							0	
56.	Northern Mariana Islands MP	N							0	
57.	Canada CAN	N							0	
58.	Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	626,265,505	0	0	76,093,696	0	0	702,359,201	0
60.	Reporting entity contributions for Employee Benefit Plans	XXX							0	
61.	Total (Direct Business)	(a) 43	626,265,505	0	0	76,093,696	0	0	702,359,201	0

DETAILS OF WRITE-INS

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

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

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

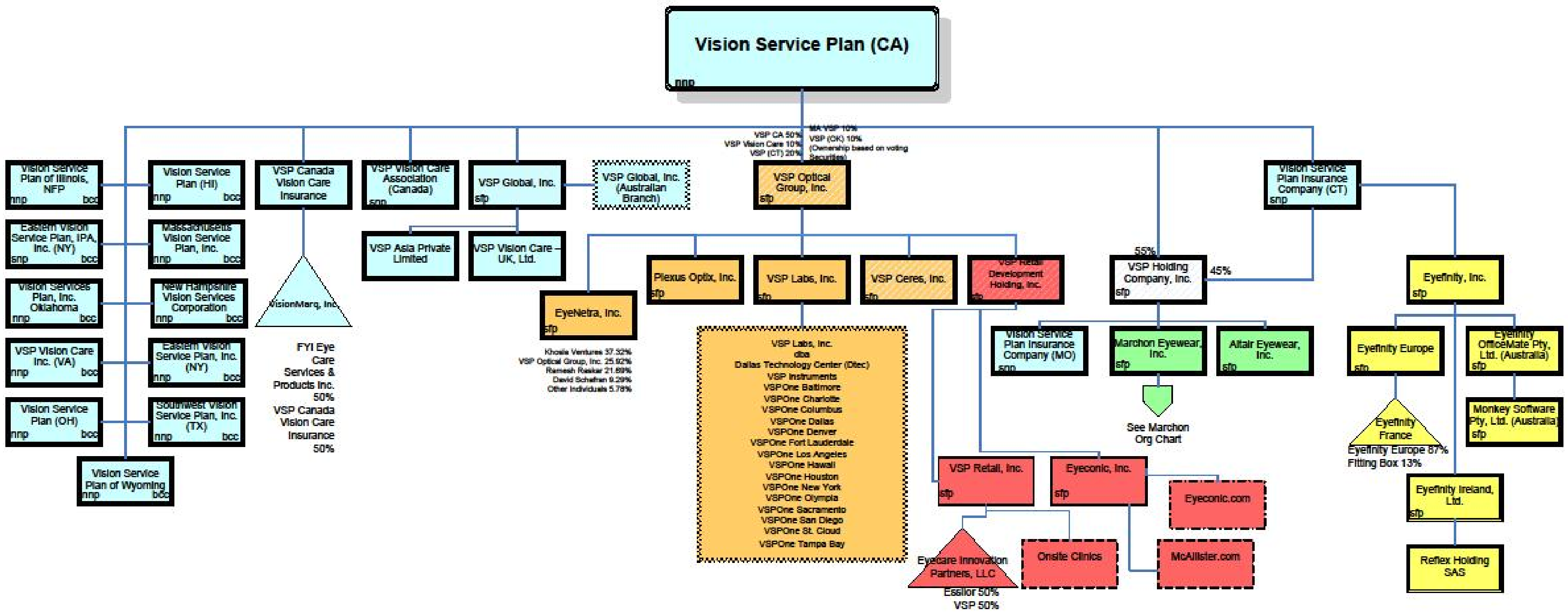
(a) Insert the number of L responses except for Canada and Other Alien.

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

PART 1 – ORGANIZATIONAL CHART

Q15

Organizational Chart, Vision Service Plan



BOARDS OF DIRECTORS

VISION SERVICE PLAN

Matthew Alpert, OD
Mark Bronstein, MD
Walter Grubbs
Fred Howard
Gordon Jennings, OD
Jarrett Johnson, OD
Randy Lee, OD
James Robinson Lynch
Dan Mannen, OD
Leslie Murphy, CPA
Mary Murphy, OD
Gary Sheppard, JD
Ryan Wineinger, OD

Marchon Eyewear, Inc.

Gordon W. Jennings, O.D.
James M. McGrann
Thomas A. Fessler
Randolph D. Lee, O.D.

VSP Global, Inc.

Kate Renwick-Espinosa
James M. McGrann
Thomas A. Fessler
Donald J. Ball

Eastern Vision Service Plan, Inc.

Gwenda Gnadt, OD
Herbert Kozlov
Thomas A. Fessler
Peter Twombly

Eyefinity, Inc.

Kate Renwick-Espinosa
James M. McGrann
Thomas A. Fessler
Randolph D. Lee, OD
Gordon W. Jennings, OD

Legend

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

v. 080116

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.

VSP Global

Vision Service Plan
Proprietary and Confidential
For Internal Use Only

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

PART 1 – ORGANIZATIONAL CHART

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
		00000	56-2355483				Allure Eyewear LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	51.000	Vision Service Plan (California)	
		00000	68-0295156				Altair Eyewear, Inc.	USA	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Coordinadora Administrativa de Personal	MEX	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					DJO-Marchon Switzerland SA	CHE	NIA	Marchon Europe BV	Ownership	49.000	Vision Service Plan (California)	
		00000					Dragon Alliance South Pacific Pty Ltd	AUS	NIA	Dragon Alliance LLC	Ownership	100.000	Vision Service Plan (California)	
		00000	26-2691541				Dragon Alliance, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	20-1949500				Eastern Vision Service Plan IPA, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	47029	22-2777159				Eastern Vision Service Plan, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000					Entemasyon al Gozluk Sanayi vd Ticaret AS	TUR	NIA	Marchon Europe BV	Ownership	1.000	Vision Service Plan (California)	
		00000	23-2941185				Eye Designs LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	50.000	Vision Service Plan (California)	
		00000	46-1148774				Eyecare Innovation Partners, LLC	USA	NIA	VSP Retail, Inc.	Ownership	50.000	Vision Service Plan (California)	
		00000	27-3107295				Eyeconic, Inc.	USA	NIA	VSP Retail Development Holding, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	98-1024150				Eyefinity Europe	FRA	NIA	Eyefinity Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	99-0370707				Eyefinity France	FRA	NIA	Eyefinity Europe	Ownership	87.000	Vision Service Plan (California)	
		00000					Eyefinity Ireland, Ltd.	IRL	NIA	Eyefinity, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	68-0450459				Eyefinity, Inc.	USA	NIA	Vision Service Plan Insurance Company (Connecticut)	Ownership	100.000	Vision Service Plan (California)	
		00000					Eyefinity/Officemate Pty (Australia)	AUS	NIA	Eyefinity Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	45-3675739				EyeNetra, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	25.920	Vision Service Plan (California)	
		00000					FC 18 Comerico e Representacoes Ltda	BRA	NIA	Marchon Brasil Ltda.	Ownership	100.000	Vision Service Plan (California)	
		00000					General Optical (NZ) Ltd	NZL	NIA	General Optical Pty Ltd.	Ownership	100.000	Vision Service Plan (California)	
		00000					General Optical Pty Ltd.	AUS	NIA	I Enterprises Pty Ltd.	Ownership	96.000	Vision Service Plan (California)	
		00000					GENOP Pty Ltd (Australia)	AUS	NIA	I Enterprise Pty Ltd.	Ownreship	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)	
		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)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
		00000					Marchon Mexico	MEX	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Portugal, Unipessoal, Lda	PRT	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon Singapore Pte. Ltd	SGP	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Marchon UK Ltd	GBR	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
1189	Vision Serv Plan Group	47093	04-2718308				Massachusetts Vision Service Plan (Massachusetts)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	27-3493284				MEI 3D, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Monkey Software Pty. Ltd	AUS	NIA	Eyefinity/Officemate Pty (Australia)	Ownership	100.000	Vision Service Plan (California)	
		00000	27-1700596				MVO Licensing, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	13.650	Vision Service Plan (California)	
		00000	27-1700596				MVO Licensing, LLC	USA	NIA	Optical Opportunities, LLC	Ownership	58.860	Vision Service Plan (California)	
		00000	23-7375685				New Hampshire Vision Services Corporation (New Hampshire)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	88-0465774				Optical Opportunities, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000	27-0621213				Plexus Optix, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	
		00000					Reflex Holding SAS	IRL	NIA	Eyefinity, Ireland	Ownership	100.000	Vision Service Plan (California)	
		00000					REM Eyewear Australia Pty Ltd	AUS	NIA	General Optical Pty Ltd	Ownership	50.000	Vision Service Plan (California)	
		00000					Scandinavian AS	NOR	NIA	Scandinavian Eyewear	Ownership	100.000	Vision Service Plan (California)	
		00000					Scandinavian Eyewear	SWE	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	
		00000					Scandinavian Oy	FIN	NIA	Scandinavian Eyewear	Ownership	100.000	Vision Service Plan (California)	
		00000	75-1769288				Southwest Vision Service Plan, Inc. (Texas)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000					Sterling Meta-Plast India Private Ltd	IND	NIA	Marchon Mauritius	Ownership	49.000	Vision Service Plan (California)	
		00000					VisionMarq, Inc.	CAN	NIA	VSP Canada Vision Care Insurance	Ownership	50.000	Vision Service Plan (California)	
		00000	94-1632821				Vision Service Plan (California)	USA	UDP	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	
		00000	99-0247673				Vision Service Plan (Hawaii)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	54380	31-0725743				Vision Service Plan (Ohio)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	39616	06-1227840				Vision Service Plan Insurance Company (Connecticut)	USA	RE	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	32395	36-3560825				Vision Service Plan Insurance Company (Missouri)	USA	IA	VSP Holding Company, Inc.	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	12516	20-0891619				Vision Service Plan of Illinois, NFP	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		00000	83-0212963				Vision Service Plan of Wyoming (Wyoming)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	47097	73-1004909				(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 Asia Private Ltd	HKG	NIA	VSP Global, Inc.	Ownership	100.000	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)	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
....	....	00000...	27-0621064..	....	....	....	VSP Optical Group, Inc....................................	USA..........	NIA..............	VSP Vision Care, Inc. (Virginia)......................	Ownership.........	......10.000	Vision Service Plan (California).......................	....
....	....	00000...	27-0621064..	....	....	....	VSP Optical Group, Inc....................................	USA..........	NIA..............	Vision Services Plan Inc., Oklahoma (Oklahoma)	Ownership.........	......10.000	Vision Service Plan (California).......................	....
....	....	00000...	27-0621064..	....	....	....	VSP Optical Group, Inc.	USA..........	NIA..............	Massachusetts Vision Service Plan (Massachusetts)	Ownership.........	......10.000	Vision Service Plan (California).......................	....
....	....	00000...	46-5393037..	....	....	....	VSP Retail Development Holding, Inc...............	USA..........	NIA..............	VSP Optical Group, Inc..................................	Ownership.........	....100.000	Vision Service Plan (California).......................	....
....	....	00000...	46-5406960..	....	....	....	VSP Retail, Inc..	USA..........	NIA..............	VSP Retail Development Holding, Inc.............	Ownership.........	....100.000	Vision Service Plan (California).......................	....
....	....	00000...	....	....	....	....	VSP Vision Care - UK, Ltd...............................	GBR..........	NIA..............	VSP Global, Inc...	Ownership.........	....100.000	Vision Service Plan (California).......................	....
....	....	00000...	....	....	....	....	VSP Vision Care Association (Canada)............	CAN..........	IA.................	Vision Service Plan (California).......................	Ownership.........	....100.000	Vision Service Plan (California).......................	....
1189......	Vision Serv Plan Group....................	53031...	23-7089668..	....	....	....	VSP Vision Care, Inc. (Virginia)........................	USA..........	IA.................	Vision Service Plan (California).......................	Board................	....	Vision Service Plan (California).......................	....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

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

Bar Code:

* 3 9 6 1 6 2 0 1 6 3 6 5 0 0 0 0 3 *

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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 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	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	323,369,047	412,084,250
2. Cost of bonds and stocks acquired	330,575,937	10,231,034
3. Accrual of discount	7,859	12,377
4. Unrealized valuation increase (decrease)	(16,661,911)	(68,755,861)
5. Total gain (loss) on disposals	(1,357)	4,342
6. Deduct consideration for bonds and stocks disposed of	327,253,052	29,736,445
7. Deduct amortization of premium	178,027	470,650
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)	309,858,496	323,369,047
11. Deduct total nonadmitted amounts	232,719,397	249,444,069
12. Statement value at end of current period (Line 10 minus Line 11)	77,139,099	73,924,978

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	51,071,216	194,785,985	167,928,771	(31,841)	120,657,163	51,071,216	77,896,589	133,667,309
2. NAIC 2 (a)					250,000		0	
3. NAIC 3 (a)							0	
4. NAIC 4 (a)							0	
5. NAIC 5 (a)							0	
6. NAIC 6 (a)							0	
7. Total Bonds	51,071,216	194,785,985	167,928,771	(31,841)	120,907,163	51,071,216	77,896,589	133,667,309
PREFERRED STOCK								
8. NAIC 1							0	
9. NAIC 2							0	
10. NAIC 3							0	
11. NAIC 4							0	
12. NAIC 5							0	
13. NAIC 6							0	
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	51,071,216	194,785,985	167,928,771	(31,841)	120,907,163	51,071,216	77,896,589	133,667,309

(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	26,121,634	XXX	26,121,634	1	

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	90,037,775	24,599,780
2. Cost of short-term investments acquired	620,594,033	972,995,310
3. Accrual of discount	9,482	
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	114	
6. Deduct consideration received on disposals	684,519,768	907,557,316
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)	26,121,635	90,037,775
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	26,121,635	90,037,775

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

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of cash equivalents acquired	30,380,257	
3. Accrual of discount	9,146	
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	25,395,000	
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)	4,994,403	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	4,994,403	0

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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 S7 6	UNITED STATES TREASURY		08/19/2016	CITIGROUP GLOBAL MARKETS INC		234,569	235,000	158	1
0599999. Total Bonds - U.S Government						234,569	235,000	158	XXX
Bonds - All Other Government									
459058 FK 4	INTERNATIONAL BANK FOR RECONSTRUCTION AN		08/30/2016	NATIONAL FINANCIAL SERVICES CO		994,310	1,000,000	389	1FE
1099999. Total Bonds - All Other Government						994,310	1,000,000	389	XXX
Bonds - U.S. Special Revenue and Special Assessment									
3130A8 RF 2	FEDERAL HOME LOAN BANKS		07/29/2016	NATIONAL FINANCIAL SERVICES CO		724,819	725,000	40	1
3130A8 RX 3	FEDERAL HOME LOAN BANKS		08/03/2016	WELLS FARGO SECURITIES LLC		749,625	750,000	121	1
3130A9 FY 2	FEDERAL HOME LOAN BANKS		09/08/2016	WELLS FARGO SECURITIES LLC		352,870	350,000		1
313378 2M 2	FEDERAL HOME LOAN BANKS		07/06/2016	NATIONAL FINANCIAL SERVICES CO		1,019,430	1,000,000	4,958	1
3134G9 V8 7	FEDERAL HOME LOAN MORTGAGE CORP		07/29/2016	NATIONAL FINANCIAL SERVICES CO		750,000	750,000	66	1
3136G3 R3 1	FEDERAL NATIONAL MORTGAGE ASSOCIATION		07/29/2016	NATIONAL FINANCIAL SERVICES CO		822,000	822,000	57	1
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						4,418,744	4,397,000	5,242	XXX
Bonds - Industrial and Miscellaneous									
24422E TJ 8	JOHN DEERE CAPITAL CORP		09/27/2016	WELLS FARGO SECURITIES LLC		429,359	430,000	314	1FE
69353R CH 9	PNC BANK NA		08/19/2016	NATIONAL FINANCIAL SERVICES CO		1,787,100	1,750,000	2,781	1FE
90331H ML 4	US BANK NA		08/05/2016	NATIONAL FINANCIAL SERVICES CO		1,024,190	1,000,000	6,021	1FE
3899999. Total Bonds - Industrial and Miscellaneous						3,240,649	3,180,000	9,115	XXX
8399997. Total Bonds - Part 3						8,888,272	8,812,000	14,904	XXX
8399999. Total Bonds						8,888,272	8,812,000	14,904	XXX
Common Stocks - Money Market Mutual Funds									
09248U 69 2	BLACKROCK LIQUIDITY T CL DOLLAR MMF		08/30/2016	Direct	189,484,706.330	189,484,706	XXX		U
999990 48 4	REGIONS TRUST CASH SWEEP		09/01/2016	Direct	58.870	59	XXX		V
9399999. Total Common Stocks - Money Market Mutual Funds						189,484,765	XXX	0	XXX
9799997. Total Common Stocks - Part 3						189,484,765	XXX	0	XXX
9799999. Total Common Stocks						189,484,765	XXX	0	XXX
9899999. Total Preferred and Common Stocks						189,484,765	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						198,373,037	XXX	14,904	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....1.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828 LL 2	UNITED STATES TREASURY		08/31/2016.	Maturity		1,200,000	1,200,000	1,243,224	1,204,949		(4,949)		(4,949)		1,200,000			0	36,000	08/31/2016	1
0599999. Total Bonds - U.S Government						1,200,000	1,200,000	1,243,224	1,204,949	0	(4,949)	0	(4,949)	0	1,200,000	0	0	0	36,000	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
574192 ZV 5	MARYLAND ST		08/01/2016.	Maturity		1,000,000	1,000,000	1,182,430	1,022,890		(22,890)		(22,890)		1,000,000			0	50,000	08/01/2016	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						1,000,000	1,000,000	1,182,430	1,022,890	0	(22,890)	0	(22,890)	0	1,000,000	0	0	0	50,000	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
041431 EN 3	ARLINGTON CNTY VA		08/15/2016.	Maturity		800,000	800,000	903,136	821,368		(21,368)		(21,368)		800,000			0	40,000	08/15/2016	1FE
47844P CR 4	JOHNSON CNTY KANS		09/01/2016.	Maturity		250,000	250,000	274,658	254,104		(4,104)		(4,104)		250,000			0	7,500	09/01/2016	1FE
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions						1,050,000	1,050,000	1,177,794	1,075,472	0	(25,472)	0	(25,472)	0	1,050,000	0	0	0	47,500	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3133EA 3J 5	FEDERAL FARM CREDIT BANKS FUNDING CORP		07/07/2016.	Redemption		1,000,000	1,000,000	1,000,000	1,000,000				0		1,000,000			0	6,675	10/10/2017	1
3136G2 5W 3	FEDERAL NATIONAL MORTGAGE ASSOCIATION		09/12/2016.	Redemption		500,000	500,000	500,000	500,000				0		500,000			0	5,000	09/12/2019	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						1,500,000	1,500,000	1,500,000	1,500,000	0	0	0	0	0	1,500,000	0	0	0	11,675	XXX	XXX
Bonds - Industrial and Miscellaneous																					
0258M0 DG 1	AMERICAN EXPRESS CREDIT CORP		07/29/2016.	Maturity		250,000	250,000	250,585	250,114		(114)		(114)		250,000			0	3,250	07/29/2016	1FE
36163C YA 2	GE Capital Bank		07/29/2016.	Maturity		250,000	250,000	250,000	250,000				0		250,000			0	1,776	07/29/2016	1
381426 4X 0	Goldman Sachs Bank USA		09/07/2016.	Maturity		100,000	100,000	99,990	99,999		1		1		100,000			0	1,855	09/07/2016	1
381426 5T 8	Goldman Sachs Bank USA		09/21/2016.	Maturity		150,000	150,000	150,000	150,000				0		150,000			0	2,783	09/21/2016	1
459200 GX 3	INTERNATIONAL BUSINESS MACHINES CORP		07/22/2016.	Maturity		1,500,000	1,500,000	1,551,165	1,508,304		(8,304)		(8,304)		1,500,000			0	29,250	07/22/2016	1FE
69912L AA 3	PARGN 7 A1A - CMO/RMBS	F	08/15/2016.	Direct		373	373	373	373		(0)		(0)		372		0	0	3	05/15/2034	1FE
89114Q AB 4	TORONTO DOMINION BANK	I	07/14/2016.	Maturity		800,000	800,000	821,865	802,679		(2,679)		(2,679)		800,000			0	20,000	07/14/2016	1FE
3899999. Total Bonds - Industrial and Miscellaneous						3,050,373	3,050,373	3,123,978	3,061,468	0	(11,095)	0	(11,095)	0	3,050,372	0	0	0	58,917	XXX	XXX
8399997. Total Bonds - Part 4						7,800,373	7,800,373	8,227,426	7,864,779	0	(64,406)	0	(64,406)	0	7,800,372	0	0	0	204,092	XXX	XXX
8399999. Total Bonds						7,800,373	7,800,373	8,227,426	7,864,779	0	(64,406)	0	(64,406)	0	7,800,372	0	0	0	204,092	XXX	XXX
Common Stocks - Money Market Mutual Funds																					
09248U 69 2	BLACKROCK LIQUIDITY T CL DOLLAR MMF		09/01/2016.	VARIOUS	251,388,651.940	251,388,652	XXX	251,388,652	1				0		251,388,652			0	3,381	XXX	U
999990 48 4	REGIONS TRUST CASH SWEEP		09/01/2016.	Direct	234,726.600	234,727	XXX	234,727					0		234,727			0	70	XXX	V
9399999. Total Common Stocks - Money Market Mutual Funds						251,623,379	XXX	251,623,379	1	0	0	0	0	0	251,623,379	0	0	0	3,450	XXX	XXX
9799997 Total Common Stocks - Part 4						251,623,379	XXX	251,623,379	1	0	0	0	0	0	251,623,379	0	0	0	3,450	XXX	XXX
9799999. Total Common Stocks						251,623,379	XXX	251,623,379	1	0	0	0	0	0	251,623,379	0	0	0	3,450	XXX	XXX
9899999. Total Preferred and Common Stocks						251,623,379	XXX	251,623,379	1	0	0	0	0	0	251,623,379	0	0	0	3,450	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						259,423,751	XXX	259,850,805	7,864,779	0	(64,406)	0	(64,406)	0	259,423,751	0	0	0	207,542	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....1.

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					(54,630,197)	(20,121,818)	(17,334,046)	XXX
Union Bank - checking	Sacramento, CA					5,605,197	6,741,918	2,114,514	XXX
Bank of America - money market	Sacramento, CA					4,200	3,125	44,041,815	XXX
Wells Fargo - certificate of deposit	Sacramento, CA					250,108			XXX
0199999. Total Open Depositories		XXX	XXX	0	0	(48,770,692)	(13,376,775)	28,822,283	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	(48,770,692)	(13,376,775)	28,822,283	XXX
0599999. Total Cash		XXX	XXX	0	0	(48,770,692)	(13,376,775)	28,822,283	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
Henkel Corporation		09/23/2016		12/02/2016	4,994,403		722
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					4,994,403	0	722
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					4,994,403	0	722
Total Bonds							
7799999. Subtotals - Issuer Obligations					4,994,403	0	722
8399999. Subtotals - Bonds					4,994,403	0	722
8699999. Total - Cash Equivalents					4,994,403	0	722