



HEALTH QUARTERLY STATEMENT

As of September 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 (E-Mail Address)	916-851-5000 (Area Code) (Telephone Number) (Extension) 916-463-9040 (Fax Number)

OFFICERS

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

OTHER

DIRECTORS OR TRUSTEES

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

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

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

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

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This _____ day of _____	b. If no:	1. State the amendment number
By: Kate Alison Renwick-Espinosa, James Michael McGrann,		2. Date filed
Lester Earl Passuello		
	3. Number of pages attached	

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	5,491,630		5,491,630	4,929,373
2. Stocks:				
2.1 Preferred stocks.....	19,459		19,459	22,399
2.2 Common stocks.....	12,680,775		12,680,775	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 (\$.....11,250,791), cash equivalents (\$.....0) and short-term investments (\$.....5,728,154).....	16,978,945		16,978,945	10,008,901
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....	9,997		9,997	
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).....	35,180,806	.0	35,180,806	26,646,674
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	33,815		33,815	21,011
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	3,246,785	18,633	3,228,152	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.....	3,199,195	10,906	3,188,289	3,368,451
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
18.2 Net deferred tax asset.....	100,742		100,742	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).....	41,761,343	29,539	41,731,804	32,674,024
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	41,761,343	29,539	41,731,804	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

Vision Service Plan
LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	4,809,237		4,809,237	4,702,323
2. Accrued medical incentive pool and bonus amounts.....			.0	
3. Unpaid claims adjustment expenses.....	65,161		65,161	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.....	565,407		565,407	678,494
9. General expenses due or accrued.....	115,642		115,642	63,779
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	3,590,994		3,590,994	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.....	1,133,580		1,133,580	211,214
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.0	
15. Amounts due to parent, subsidiaries and affiliates.....	385,140		385,140	611,882
16. Derivatives.....			.0	
17. Payable for securities.....	21,010		21,010	
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.....	573,895		573,895	593,525
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	861,627	.0	861,627	1,064,362
24. Total liabilities (Lines 1 to 23).....	12,121,693	.0	12,121,693	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	29,110,111	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	29,610,111	23,399,445
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	.XXX	41,731,804	32,674,024

DETAILS OF WRITE-INS				
2301. Taxes, licenses and fees due or accrued.....	773,392		773,392	1,001,949
2302. Escheatable checks.....	88,235		88,235	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).....	861,627	.0	861,627	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

Vision Service Plan
STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX.....	12,448,064	12,305,304	16,405,503
2. Net premium income (including \$0 non-health premium income).....	XXX.....	76,214,401	74,847,514	100,045,234
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$12,784,833 medical expenses).....	XXX.....	2,318,531	2,226,129	3,039,748
5. Risk revenue.....	XXX.....	34,321	34,219	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.....	78,567,253	77,107,862	103,131,012
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		58,462,251	59,862,179	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	58,462,251	59,862,179	78,106,289
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	58,462,251	59,862,179	78,106,289
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$0 cost containment expenses.....		850,009	816,402	1,149,846
21. General administrative expenses.....		10,806,685	10,429,276	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	70,118,945	71,107,857	93,262,103
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	8,448,308	6,000,005	9,868,909
25. Net investment income earned.....		178,977	367,746	430,515
26. Net realized capital gains (losses) less capital gains tax of \$77,106.....		143,196	1,609,388	1,593,106
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	322,173	1,977,134	2,023,621
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$20,885)].....		(20,885)	(11,267)	(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.....	8,749,596	7,965,872	11,875,069
31. Federal and foreign income taxes incurred.....	XXX.....	3,513,888	2,818,973	4,150,966
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	5,235,708	5,146,899	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.....	5,235,708	5,146,899	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 \$.....142,861.....	265,312	(2,215,788)	(1,800,901)
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	(65,022)	12,820	(9,302)
39. Change in nonadmitted assets.....	774,668	2,279,888	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)	(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).....	6,210,666	(24,776,181)	(21,053,963)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	29,610,111	19,677,227	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.....	75,210,011	74,814,808	99,708,132
2. Net investment income.....	170,164	457,703	550,110
3. Miscellaneous income.....	2,352,852	2,260,348	3,085,778
4. Total (Lines 1 through 3).....	77,733,027	77,532,859	103,344,020
5. Benefit and loss related payments.....	58,355,337	59,704,947	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.....	11,679,456	11,525,839	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	3,939,862	4,855,099
10. Total (Lines 5 through 9).....	71,317,184	75,170,648	98,093,850
11. Net cash from operations (Line 4 minus Line 10).....	6,415,843	2,362,211	5,250,171
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	1,387,235	12,860,917	14,110,917
12.2 Stocks.....	40,178,565	16,461,510	16,814,461
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....	777,170	2,254,376	3,022,867
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....	21,010		19,917
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	42,363,980	31,576,803	33,968,162
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	1,948,580	157,125	2,914,168
13.2 Stocks.....	40,546,826	12,891,418	13,264,289
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	9,997	41,232	75,682
13.7 Total investments acquired (Lines 13.1 to 13.6).....	42,505,403	13,089,775	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).....	(141,423)	18,487,028	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	30,000,000
16.6 Other cash provided (applied).....	695,624	(408,595)	(359,254)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	695,624	(30,408,595)	(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).....	6,970,044	(9,559,356)	(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).....	16,978,945	7,844,605	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.....	1,395,090				1,395,090					
5. Current Year.....	0									
6. Current Year Member Months.....	12,448,064				12,448,064					
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	350,693				350,693					
9. Total.....	350,693	0	0	0	350,693	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	76,214,401				76,214,401					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Eamed.....	76,214,401				76,214,401					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	58,355,337				58,355,337					
18. Amount Incurred for Provision of Health Care Services.....	58,462,251				58,462,251					

(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.....	1,183,007					1,183,007
0199999. Individually Listed Claims Unpaid.....	1,183,007	0	0	0	0	1,183,007
0499999. Subtotals.....	1,183,007	0	0	0	0	1,183,007
0599999. Unreported Claims and Other Claim Reserves.....						3,626,230
0799999. Total Claims Unpaid.....						4,809,237

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	4,221,405	54,133,932	2,886	4,806,351	4,224,291	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).....	4,221,405	54,133,932	2,886	4,806,351	4,224,291	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).....	4,221,405	54,133,932	2,886	4,806,351	4,224,291	4,702,323

(a) Excludes \$.00 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	\$ 5,235,708	\$ 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	\$ 5,235,708	\$ 7,724,103
SURPLUS			
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	OH	\$ 29,610,111	\$ 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	\$ 29,610,111	\$ 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 changes

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	\$ 12,680,775	\$ 19,459	\$	\$ 12,700,234
Total	\$ 12,680,775	\$ 19,459	\$	\$ 12,700,234

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	\$ 5,728,154	\$ 5,728,154	\$ 5,728,154	\$	\$	\$
Bonds	5,500,869	5,491,630	158,859	5,342,010		
Perferred Stock	19,459	19,459		19,459		
Common Stock	12,680,775	12,680,775	12,680,775			

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 30	\$ 4,768,932	\$ 4,587,155
Incurred related to:		
Current year	59,631,064	79,872,934
Prior years	<u>(498,966)</u>	<u>(402,069)</u>
Total incurred	59,132,098	79,470,865
Paid related to:		
Current year	(54,756,666)	(75,104,002)
Prior years	<u>(4,269,966)</u>	<u>(4,185,086)</u>
Total paid	<u>(59,026,632)</u>	<u>(79,289,088)</u>
BALANCE — September 30/December 31	<u>\$ 4,874,398</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?
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:
- Yes [] No [X]
- \$ 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.)
- 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:
13. Amount of real estate and mortgages held in short-term investments:
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?
- 14.2 If yes, please complete the following:
- Yes [] No [X]
- \$ 0
- \$ 0
- Yes [] No [X]

- 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?
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
- If no, attach a description with this statement.
- Yes [] No [X]
- Yes [] No []

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:
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:
- 16.3 Total payable for securities lending reported on the liability page:
- \$ 0
- \$ 0
- \$ 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*?
- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:
- Yes [X] No []

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?
- 17.4 If yes, give full and complete information relating thereto:
- Yes [] No [X]

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?
- 18.2 If no, list exceptions:
- Yes [X] No []

Vision Service Plan

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
1.1	A&H loss percent		77.0 %
1.2	A&H cost containment percent		0.0 %
1.3	A&H expense percent excluding cost containment expenses		14.0 %
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

Vision Service Plan

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...	76,214,401						76,214,401	
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...	76,214,401	0	0	0	0	0	76,214,401	0
60.	Reporting entity contributions for Employee Benefit Plans.....	...XX...							0	
61.	Total (Direct Business).....	(a) 1	76,214,401	0	0	0	0	0	76,214,401	0

DETAILS OF WRITE-INS

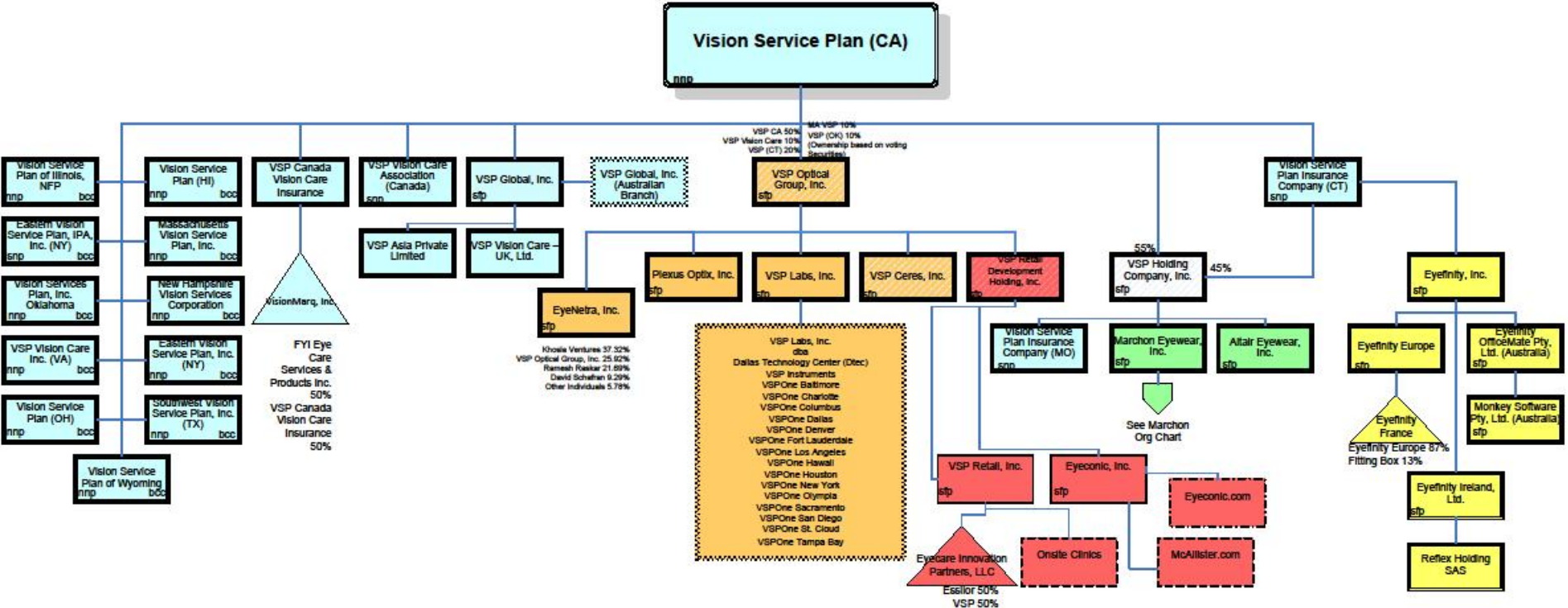
58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page.....		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....		0	0	0	0	0	0	0	0

(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



Legend

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

Corporate Ownership Key

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

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

BOARDS OF DIRECTORS

VISION SERVICE PLAN			
Matthew Alpert, OD	James Robinson Lynch		
Mark Bronstein, MD	Dan Mannen, OD		
Walter Gribbs	Leslie Murphy, CPA		
Fred Howard	Mary Murphy, OD		
Gordon Jennings, OD	Gary Sheppard, JD		
Jarrett Johnson, OD	Ryan Wineinger, OD		
Randy Lee, OD			
Marchon Eyewear, Inc.		VSP Global, Inc.	
Gordon W. Jennings, O.D.	Kate Renwick-Espinoza	Gwenda Gnadt, OD	Kate Renwick-Espinoza
James M. McGrath	James M. McGrath	Herbert Kozlov	James M. McGrath
Thomas A. Fessler	Thomas A. Fessler	Thomas A. Fessler	Thomas A. Fessler
Randolph D. Lee, O.D.	Donald J. Ball	Peter Twombly	Randolph D. Lee, O.D.
Eastern Vision Service Plan, Inc.		Eyefinity, Inc.	



Vision Service Plan
Proprietary and Confidential
For Internal Use Only

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Q16	Members													
	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).....	
										Vision Service Plan Insurance Company (Connecticut)				
			00000...	68-0450459..			Eyefinity, Inc.....	USA.....	NIA.....		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

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 Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
1189	Vision Serv Plan Group	00000					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)	
1189	Vision Serv Plan Group	54380	31-0725743				Vision Service Plan (Ohio)	USA	RE	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	39616	06-1227840				Vision Service Plan Insurance Company (Connecticut)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
1189	Vision Serv Plan Group	32395	36-3560825				Vision Service Plan Insurance Company (Missouri)	USA	IA	VSP Holding Company, Inc	Board		Vision Service Plan (California)	
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)	
1189	Vision Serv Plan Group	00000	83-0212963				Vision Service Plan of Wyoming (Wyoming)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	
		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	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000...	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) Massachusetts Vision Service Plan (Massachusetts)	Ownership.....	10.000	Vision Service Plan (California).....	
		00000...	27-0621064..				VSP Optical Group, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	10.000	Vision Service Plan (California).....	
		00000...	46-5393037..				VSP Retail Development Holding, Inc.....	USA.....	NIA.....	VSP Retail Development Holding, 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:



Vision Service Plan
Overflow Page for Write-Ins

NONE

Vision Service Plan
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

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

SCHEDULE BA - VERIFICATION
Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	777,170	3,800,037
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....	777,170	3,022,867
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other-than-temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	777,170
12. Deduct total nonadmitted amounts.....		777,170
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D - VERIFICATION
Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	16,637,773	31,756,085
2. Cost of bonds and stocks acquired.....	42,495,406	16,178,456
3. Accrual of discount.....	397	6,047
4. Unrealized valuation increase (decrease).....	408,173	(2,770,615)
5. Total gain (loss) on disposals.....	220,302	2,450,932
6. Deduct consideration for bonds and stocks disposed of.....	41,565,800	30,925,378
7. Deduct amortization of premium.....	4,388	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).....	18,191,864	16,637,773
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	18,191,864	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).....	5,329,734	16,533,009	10,641,761	(1,198)	5,194,416	5,329,734	11,219,784	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.....	5,329,734	16,533,009	10,641,761	(1,198)	5,194,416	5,329,734	11,219,784	5,184,887
PREFERRED STOCK								
8. NAIC 1.....	24,422		6,391	1,427	22,082	24,422	19,459	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.....	24,422	0	6,391	1,427	22,082	24,422	19,459	22,399
15. Total Bonds and Preferred Stock.....	5,354,156	16,533,009	10,648,151	229	5,216,498	5,354,156	11,239,243	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.....	5,728,154	XXX.....	5,728,154	0	.....

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	255,514	7,037,214
2. Cost of short-term investments acquired.....	34,800,269	119,995,525
3. Accrual of discount.....	.....	.....
4. Unrealized valuation increase (decrease).....	.....	.....
5. Total gain (loss) on disposals.....	.....	.....
6. Deduct consideration received on disposals.....	29,327,630	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).....	5,728,154	255,514
11. Deduct total nonadmitted amounts.....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	5,728,154	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 L6 8	FEDERAL NATIONAL MORTGAGE ASSOCIATION.....				07/11/2016....	WELLS FARGO SECURITIES LLC.....			499,250	500,000		1.....
3199999. Total Bonds - U.S. Special Revenue and Special Assessment.....									499,250	500,000	0	XXX
Bonds - Industrial and Miscellaneous												
24422E TJ 8	JOHN DEERE CAPITAL CORP.....				09/27/2016....	WELLS FARGO SECURITIES LLC.....			449,330	450,000	328	1FE.....
3899999. Total Bonds - Industrial and Miscellaneous.....									449,330	450,000	328	XXX
8399997. Total Bonds - Part 3.....									948,580	950,000	328	XXX
8399999. Total Bonds.....									948,580	950,000	328	XXX
Common Stocks - Industrial and Miscellaneous												
00817Y 10 8	AETNA ORD.....				07/12/2016....	RW Baird.....		97.000	11,184	XXX		L.....
01609W 10 2	ALIBABA GROUP HOLDING ADR REP 1 ORD.....			R.....	08/11/2016....	RW Baird.....		143.000	13,241	XXX		L.....
02079K 30 5	ALPHABET CL A ORD.....				07/29/2016....	RW Baird.....		11.000	8,718	XXX		L.....
041232 10 9	ARKEMA ADR.....			R.....	09/01/2016....	RW Baird.....		166.000	15,159	XXX		U.....
05946K 10 1	BANCO BILBAO VIZCAYA ARGENTARIA ADR.....			R.....	09/15/2016....	RW Baird.....		1,688.000	10,120	XXX		L.....
088606 10 8	BHP BILLITON ADR REP 2 ORD.....			R.....	08/25/2016....	RW Baird.....		625.000	20,066	XXX		L.....
12637N 20 4	CSL ADR REP ORD.....			R.....	08/02/2016....	RW Baird.....		303.000	13,554	XXX		U.....
151290 88 9	CEMEX ADR REP 10 PAR.....			R.....	09/26/2016....	RW Baird.....		1,000.000	7,590	XXX		L.....
16119P 10 8	Charter Communications, Inc.....				08/11/2016....	RW Baird.....		31.000	7,930	XXX		L.....
16938C 10 6	CHINA BIOLOGIC PRODUCTS ORD.....			R.....	08/25/2016....	RW Baird.....		90.000	10,255	XXX		L.....
222070 20 3	COTY CL A ORD.....				09/28/2016....	RW Baird.....		770.000	18,414	XXX		L.....
236363 10 7	Danske Bank A/S.....			R.....	08/02/2016....	RW Baird.....		1,000.000	13,472	XXX		V.....
256135 20 3	DR REDDYS LABORATORIES ADR REP 1 ORD.....			R.....	08/25/2016....	RW Baird.....		302.000	13,842	XXX		L.....
256677 10 5	DOLLAR GENERAL ORD.....				09/01/2016....	RW Baird.....		376.000	29,330	XXX		L.....
256746 10 8	DOLLAR TREE ORD.....				09/01/2016....	RW Baird.....		215.000	20,038	XXX		L.....
285512 10 9	ELECTRONIC ARTS ORD.....				08/17/2016....	RW Baird.....		739.000	57,528	XXX		L.....
30303M 10 2	FACEBOOK CL A ORD.....				07/29/2016....	RW Baird.....		33.000	4,111	XXX		L.....
335889 20 0	FIRST PAC ADR.....			R.....	07/18/2016....	RW Baird.....		5,402.000	22,257	XXX		U.....
416515 10 4	HARTFORD FINANCIAL SERVICES GRUP ORD.....				09/15/2016....	RW Baird.....		712.000	28,982	XXX		L.....
444859 10 2	HUMANA ORD.....				07/18/2016....	RW Baird.....		62.000	9,840	XXX		L.....
45104G 10 4	ICICI BANK ADR REP 2 ORD.....			R.....	08/11/2016....	RW Baird.....		2,207.000	16,035	XXX		L.....
465562 10 6	ITAU UNIBANCO HOLDING ADR REP 1 PRF.....			R.....	08/02/2016....	RW Baird.....		910.000	9,498	XXX		L.....
49989A 10 9	KOC HOLDINGS ADR.....			R.....	08/11/2016....	RW Baird.....		459.000	10,482	XXX		U.....
500467 10 5	Koninklijke Ahold N.V.....			R.....	07/20/2016....	RW Baird.....		1,530.353	32,961	XXX		U.....
50186V 10 2	LG DISPLAY ADR REP 1/2 ORD.....			R.....	08/11/2016....	RW Baird.....		742.000	10,439	XXX		L.....
61022P 10 0	MONOTYPE IMAGING HOLDINGS ORD.....				08/10/2016....	RW Baird.....		472.000	10,141	XXX		L.....
61174X 10 9	MONSTER BEVERAGE ORD.....				09/16/2016....	RW Baird.....		94.000	13,702	XXX		L.....
64110W 10 2	NETEASE ADR REP 25 ORD.....			R.....	08/11/2016....	RW Baird.....		34.000	6,816	XXX		L.....
65535H 20 8	NOMURA HOLDINGS ADR REPTG ONE ORD.....			R.....	08/02/2016....	RW Baird.....		623.000	2,631	XXX		L.....
69367X 10 9	ASTRA INTNL ADR REP 2 ORD.....			R.....	08/18/2016....	RW Baird.....		743.000	9,420	XXX		U.....
715684 10 6	TELEKOMUNIK INDONESIA ADR REP 200 ORD.....			R.....	09/16/2016....	RW Baird.....		225.000	14,224	XXX		L.....
717081 10 3	PFIZER ORD.....				08/11/2016....	RW Baird.....		366.000	12,883	XXX		L.....
72341E 30 4	PING AN INSURNCE ADR REP 20 CL H ORD.....			R.....	08/03/2016....	RW Baird.....		1,456.000	13,704	XXX		U.....
73755L 10 7	POTASH CORP OF SASKATCHEWAN ORD.....			L.....	09/15/2016....	RW Baird.....		635.000	10,221	XXX		L.....
75102W 10 8	RAKUTEN SPON ADR REP ORD.....			R.....	08/02/2016....	RW Baird.....		1,423.000	16,689	XXX		U.....
75886F 10 7	REGENERON PHARMACEUTICALS ORD.....				08/04/2016....	RW Baird.....		16.000	6,866	XXX		L.....
79546E 10 4	SALLY BEAUTY HOLDINGS ORD.....				08/22/2016....	RW Baird.....		1,381.000	37,805	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)
808513	10	5		08/08/2016....	RW Baird.....	1,164.000	34,876	XXX		L.....
810186	10	6		07/18/2016....	RW Baird.....	350.000	26,066	XXX		L.....
82481R	10	6	R.....	09/21/2016....	RW Baird.....	91.000	18,444	XXX		L.....
826197	50	1	R.....	08/10/2016....	RW Baird.....	127.000	14,952	XXX		U.....
82968B	10	3		07/26/2016....	RW Baird.....	11,002.000	44,768	XXX		L.....
87162H	10	3		07/12/2016....	RW Baird.....	217.000	10,392	XXX		L.....
874039	10	0	R.....	08/02/2016....	RW Baird.....	348.000	9,854	XXX		L.....
876568	50	2	R.....	08/11/2016....	RW Baird.....	183.000	6,977	XXX		L.....
92826C	83	9		09/08/2016....	RW Baird.....	246.000	20,112	XXX		L.....
98978V	10	3		07/05/2016....	RW Baird.....	154.000	7,281	XXX		L.....
G0750C	10	8		07/28/2016....	RW Baird.....	882.000	24,903	XXX		U.....
G2519Y	10	8	R.....	08/02/2016....	RW Baird.....	59.000	9,366	XXX		L.....
N22717	10	7	R.....	09/30/2016....	RW Baird.....	139.000	15,678	XXX		L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....							813,817	XXX	0	XXX
Common Stocks - Mutual Funds										
808524	40	9		09/23/2016....	RW Baird.....	85.234	3,889	XXX		L.....
97717W	85	1		09/01/2016....	RW Baird.....	866.000	36,333	XXX		L.....
9299999. Total Common Stocks - Mutual Funds.....							40,222	XXX	0	XXX
Common Stocks - Money Market Mutual Funds										
000000	00	0		09/30/2016....	Direct.....	52,818.210	52,818	XXX		V.....
000000	00	0		09/30/2016....	Direct.....	490,054.450	490,054	XXX		V.....
000000	00	0		07/29/2016....	Direct.....	33,347.040	33,347	XXX		V.....
000000	00	0		09/06/2016....	Direct.....	95,246.660	95,247	XXX		V.....
009999	76	4		09/16/2016....	Direct.....	123,672.220	123,672	XXX		V.....
09248U	69	2		08/30/2016....	Direct.....	20,385.443.080	20,385,443	XXX		U.....
9399999. Total Common Stocks - Money Market Mutual Funds.....							21,180,582	XXX	0	XXX
9799997. Total Common Stocks - Part 3.....							22,034,620	XXX	0	XXX
9799999. Total Common Stocks.....							22,034,620	XXX	0	XXX
9899999. Total Preferred and Common Stocks.....							22,034,620	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks.....							22,983,200	XXX	328	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....11.

QE04.1

SCHEDULE D - PART 4

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

1	2			3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
												11	12	13	14	15							
CUSIP Identification	Description			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 Desig- nation or Market Indicator (a)
Bonds - Industrial and Miscellaneous																							
000000 00 0	WORLD FINL NETWORK NATL.....			09/14/2016.	Maturity.....			200,000	200,000	200,000	200,000				0		200,000			0	3,014	09/14/2016....	1.....
254670 W2 4	Discover Bank.....			09/14/2016.	Maturity.....			50,000	50,000	50,000	50,000				0		50,000			0	953	09/14/2016....	1.....
795450 NZ 4	Sallie Mae Bank.....			08/22/2016.	Maturity.....			130,000	130,000	130,000	130,000				0		130,000			0	1,695	08/22/2016....	1.....
3899999. Total Bonds - Industrial and Miscellaneous.....								380,000	380,000	380,000	380,000	0	0	0	0	0	380,000	0	0	0	5,661	XXX	XXX
8399997. Total Bonds - Part 4.....								380,000	380,000	380,000	380,000	0	0	0	0	0	380,000	0	0	0	5,661	XXX	XXX
8399999. Total Bonds.....								380,000	380,000	380,000	380,000	0	0	0	0	0	380,000	0	0	0	5,661	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																							
42550U 20 8	HENKEL ADR REP PRF.....	R		08/24/2016.	RW Baird.....		58.000	7.628		6.391	6.464	(73)			(73)		6.391		1.237	1.237	70	XXX	P1UZ.....
8499999. Total Preferred Stocks - Industrial and Miscellaneous.....								7.628	XXX	6.391	6.464	(73)	0	0	(73)	0	6.391	0	1.237	1.237	70	XXX	XXX
8999997. Total Preferred Stocks - Part 4.....								7.628	XXX	6.391	6.464	(73)	0	0	(73)	0	6.391	0	1.237	1.237	70	XXX	XXX
8999999. Total Preferred Stocks.....								7.628	XXX	6.391	6.464	(73)	0	0	(73)	0	6.391	0	1.237	1.237	70	XXX	XXX
Common Stocks - Industrial and Miscellaneous																							
00844W 20 8	AGEAS SPON ADR REP 1 ORD.....	R		08/02/2016.	RW Baird.....		590.000	19,195	XXX	25,589	18,689	(1,420)			(1,420)		25,589		(6,393)	(6,393)	811	XXX	U.....
015351 10 9	ALEXION PHARMACEUTICALS ORD.....			09/01/2016.	RW Baird.....		48.000	6,003	XXX	5,200	9,156	(3,956)			(3,956)		5,200		804	804		XXX	L.....
026874 78 4	AMERICAN INTERNATIONAL GROUP ORD.....			09/29/2016.	RW Baird.....		372.000	21,645	XXX	20,032					0		20,032		1,613	1,613	54	XXX	L.....
053015 10 3	AUTOMATIC DATA PROCESSING ORD.....			08/25/2016.	RW Baird.....		322.000	28,649	XXX	28,215					0		28,215		434	434	133	XXX	L.....
05565A 20 2	BNP PARIBAS ADR.....	R		09/26/2016.	RW Baird.....		1,191.000	28,994	XXX	37,233	33,658	3,575			3,575		37,233		(8,239)	(8,239)	1,320	XXX	U.....
05577E 10 1	BT GROUP ADR REP 5 ORD.....	R		09/01/2016.	RW Baird.....		866.500	22,661	XXX	27,052	28,899	(1,847)			(1,847)		27,052		(4,391)	(4,391)	247	XXX	L.....
056525 10 8	BADGER METER ORD.....			09/16/2016.	RW Baird.....				XXX		(33,045)	660			660				0	0		XXX	L.....
110122 10 8	BRISTOL MYERS SQUIBB ORD.....			09/01/2016.	RW Baird.....		755.000	46,912	XXX	47,059	37,284	(4,225)			(4,225)		47,059		(147)	(147)	780	XXX	L.....
110448 10 7	BRITISH AMERICAN TOBACCO ADR.....	R		08/25/2016.	RW Baird.....		67.000	8,537	XXX	6,468	7,400	(933)			(933)		6,468		2,070	2,070	202	XXX	L.....
12562Y 10 0	CK HUTCHISON HOLD UNSPON ADR REP ORD.....	R		07/18/2016.	RW Baird.....		837.000	9,385	XXX	16,067	11,249	4,818			4,818		16,067		(6,682)	(6,682)	179	XXX	U.....
14365C 10 3	CARNIVAL ADR REP 1ORD.....			09/16/2016.	RW Baird.....		234.000	10,923	XXX	11,802		0			0		11,802		(878)	(878)	234	XXX	L.....
192446 10 2	COGNIZANT TECHNOLOGY SOLUTN CL A ORD.....			09/20/2016.	RW Baird.....		1,150.000	64,707	XXX	60,909	69,023	(8,114)			(8,114)		60,909		3,798	3,798		XXX	L.....
256677 10 5	DOLLAR GENERAL ORD.....			08/11/2016.	RW Baird.....		465.000	43,731	XXX	34,177	33,420	758			758		34,177		9,554	9,554	335	XXX	L.....
29082A 10 7	EMBRAER ADR REP FOUR ORD.....	R		08/19/2016.	RW Baird.....		408.000	7,320	XXX	14,557	12,052	2,504			2,504		14,557		(7,236)	(7,236)	43	XXX	L.....
361268 10 5	G AND K SERVICES CL A ORD.....			08/19/2016.	RW Baird.....		397.000	38,597	XXX	25,472	24,971	501			501		25,472		13,125	13,125	294	XXX	L.....
398438 40 8	GRIFOLS ADR REP ONE NON VTG CL B ORD.....	R		09/01/2016.	RW Baird.....				XXX		(12,118)	4			4				0	0		XXX	L.....
423012 30 1	HEINEKEN SPON ADR REP 0.5 ORD.....	R		08/24/2016.	RW Baird.....		203.000	8,979	XXX	8,609	8,678	(69)			(69)		8,609		370	370	127	XXX	U.....
459200 10 1	INTERNATIONAL BUSINESS MACHINES ORD.....			07/27/2016.	RW Baird.....		53.000	8,568	XXX	8,010		0			0		8,010		559	559		XXX	L.....
459348 10 8	INTERNATIONAL CONSOLIDATED ADR.....	R		08/03/2016.	RW Baird.....		345.000	8,894	XXX	15,404	15,439	(35)			(35)		15,404		(6,510)	(6,510)	166	XXX	U.....
46115H 10 7	INTESA SANPAOLO ADR.....	R		07/08/2016.	RW Baird.....		809.000	9,408	XXX	15,955	16,168	(213)			(213)		15,955		(6,547)	(6,547)	543	XXX	U.....
465717 10 6	ITOCHU ADR REP 2 ORD.....	R		07/28/2016.	RW Baird.....		758.000	17,157	XXX	18,182	17,889	294			294		18,182		(1,025)	(1,025)	277	XXX	U.....
500467 10 5	Koninklijke Ahold N.V.....	R		07/21/2016.	RW Baird.....		0.353	8	XXX	7		0			0		7		1	1		XXX	U.....
500467 10 5	Koninklijke Ahold N.V.....	R		07/21/2016.	RW Baird.....		1,626.000	32,961	XXX	32,961	34,366	(1,404)			(1,404)		32,961		0	0	2,958	XXX	U.....
535678 10 6	LINEAR TECHNOLOGY ORD.....			09/20/2016.	RW Baird.....		501.000	29,358	XXX	23,672		0			0		23,672		5,686	5,686	160	XXX	L.....
559222 40 1	MAGNA INTERNATIONAL ORD.....	I		09/01/2016.	RW Baird.....		164.000	6,133	XXX	7,514	6,652	862			862		7,514		(1,381)	(1,381)	70	XXX	L.....
57636Q 10 4	MASTERCARD CL A ORD.....			09/01/2016.	RW Baird.....		544.000	47,713	XXX	35,896	52,964	(17,067)			(17,067)		35,896		11,817	11,817	260	XXX	L.....
606822 10 4	MITSUBISHI UFJ FINANCIAL GROUP ADR.....	R		07/11/2016.	RW Baird.....				XXX			0			0				0	0	339	XXX	L.....
635017 10 6	NATIONAL BEVERAGE ORD.....			07/12/2016.	RW Baird.....		135.000	8,119	XXX	3,375	6,134	(2,759)			(2,759)		3,375		4,744	4,744		XXX	L.....
641069 40 6	NESTLE ADR REP 1 SR B ORD.....	R		08/25/2016.	RW Baird.....		185.000	14,845	XXX	12,829		0			0		12,829		2,016	2,016	360	XXX	U.....
651229 10 6	NEWELL BRANDS ORD.....			08/25/2016.	RW Baird.....		322.000	17,207	XXX	14,164	14,194	(30)			(30)		14,164		3,044	3,044	122	XXX	L.....

QE05

SCHEDULE D - PART 4

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

1		2		3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
												11	12	13	14	15							
CUSIP Identification		Description		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)
741503	40	3	THE PRICELINE GROUP ORD.....		.	07/26/2016.	RW Baird.....	7.000	9,239	XXX	7,344	8,925	(1,580)			(1,580)		7,344		1,895	1,895		XXX	L.....
783513	20	3	Ryanair Holdings Public Limited Company.....	R	08/11/2016.	RW Baird.....	379.000	26,946	XXX	27,236	32,768	(5,533)	.....	.....	.....(5,533)	.....	.....27,236	.....	.....(289)	(289)	.....	XXX	L.....
80105N	10	5	SANOFI ADR REP 1 1/2 ORD.....	R	09/01/2016.	RW Baird.....	412.000	15,802	XXX	14,927	17,572	(2,644)	.....	.....	.....(2,644)	.....	.....14,927	.....	.....875	875	564	XXX	L.....
83175M	20	5	SMITH & NEPHEW ADR REP 5 ORD.....	R	09/15/2016.	RW Baird.....	223.000	7,372	XXX	6,590	7,939	(1,349)	.....	.....	.....(1,349)	.....	.....6,590	.....	.....782	782	83	XXX	L.....
871829	10	7	SYSCO ORD.....	.	07/26/2016.	RW Baird.....	1,011.000	52,075	XXX	49,053	.....	.....	.....	.....	.....0	.....	.....49,053	.....	.....3,022	3,022	313	XXX	L.....
87873R	10	1	TECHTRONIC INDUSTRIES ADR REP 5 ORD.....	R	08/10/2016.	RW Baird.....	771.000	16,568	XXX	7,462	15,771	(8,309)	.....	.....	.....(8,309)	.....	.....7,462	.....	.....9,106	9,106	102	XXX	U.....
904784	70	9	UNILEVER ADR REP 1 ORD.....	R	09/15/2016.	RW Baird.....	542.000	24,825	XXX	22,035	.....	.....	.....	.....	.....0	.....	.....22,035	.....	.....2,790	2,790	483	XXX	L.....
919134	30	4	VALEO ADR REP 1/2 ORD.....	R	09/01/2016.	RW Baird.....	.....	.....	XXX	.....	.....(64,409)	42,045	.....	.....	.....42,045	.....	.....	.....	.....	.....0	.....	XXX	U.....
929236	10	7	WD-40 ORD.....	.	07/11/2016.	RW Baird.....	139.000	16,514	XXX	10,739	13,712	(2,973)	.....	.....	.....(2,973)	.....	.....10,739	.....	.....5,775	5,775	117	XXX	L.....
G6518L	10	8	NIELSEN HOLDINGS ORD.....	R	08/04/2016.	RW Baird.....	298.000	16,038	XXX	13,592	13,887	(294)	.....	.....	.....(294)	.....	.....13,592	.....	.....2,446	2,446	176	XXX	L.....
H42097	10	7	UBS GROUP REG ORD.....	R	08/02/2016.	RW Baird.....	1,025.000	13,319	XXX	22,637	19,854	2,782	.....	.....	.....2,782	.....	.....22,637	.....	.....(9,318)	(9,318)	896	XXX	L.....
9099999. Total Common Stocks - Industrial and Miscellaneous.....								765,313	XXX	738,024	479,141	(5,953)	0	0	(5,953)	0	738,024	0	27,289	27,289	12,746	XXX	XXX
Common Stocks - Money Market Mutual Funds																							
000000	00	0	GENERAL MONEY MARKET.....	.	08/02/2016.	Direct.....	33,347.040	33,347	XXX	33,347	.....	.....	.....	.....	.....0	.....	.....33,347	.....	.....	.....0	0	XXX	V.....
000000	00	0	MONEY MARKET.....	.	09/22/2016.	Direct.....	148,608.850	148,609	XXX	148,609	.....	.....	.....	.....	.....0	.....	.....148,609	.....	.....	.....0	61	XXX	V.....
000000	00	0	GOV SEC CSH I.....	.	09/30/2016.	Direct.....	113,293.340	113,293	XXX	113,293	.....	.....	.....	.....	.....0	.....	.....113,293	.....	.....	.....0	0	XXX	V.....
000000	00	0	GEN TREAS PRIME FD CL B.....	.	08/16/2016.	Direct.....	19,952.980	19,953	XXX	19,953	.....	.....	.....	.....	.....0	.....	.....19,953	.....	.....	.....0	0	XXX	V.....
009999	76	4	INSURED DEPOSIT US BANK.....	.	09/21/2016.	Direct.....	126,448.130	126,448	XXX	126,448	.....	.....	.....	.....	.....0	.....	.....126,448	0	.....	.....0	3	XXX	V.....
09248U	69	2	BLACKROCK LIQUIDITY T CL DOLLAR MMF.....	.	09/01/2016.	Direct.....	23,571,559.780	23,571,560	XXX	23,571,560	.....	.....	.....	.....	.....0	.....	.....23,571,560	.....	.....	.....0	187	XXX	U.....
9399999. Total Common Stocks - Money Market Mutual Funds.....								24,013,210	XXX	24,013,210	0	0	0	0	0	0	24,013,210	0	0	0	251	XXX	XXX
9799997. Total Common Stocks - Part 4.....								24,778,523	XXX	24,751,235	479,141	(5,953)	0	0	(5,953)	0	24,751,235	0	27,289	27,289	12,997	XXX	XXX
9799999. Total Common Stocks.....								24,778,523	XXX	24,751,235	479,141	(5,953)	0	0	(5,953)	0	24,751,235	0	27,289	27,289	12,997	XXX	XXX
9899999. Total Preferred and Common Stocks.....								24,786,151	XXX	24,757,625	485,605	(6,026)	0	0	(6,026)	0	24,757,625	0	28,526	28,526	13,067	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks.....								25,166,151	XXX	25,137,625	865,605	(6,026)	0	0	(6,026)	0	25,137,625	0	28,526	28,526	18,728	XXX	XXX

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

QE05.1

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					6,995,636	10,068,838	11,034,776	XXX
Robert Baird & Co..... Roseville, CA					215,072	215,118		XXX
Wells Fargo Securities Sacramento, CA					250,226	250,101		XXX
0199998. Deposits in.....1 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	XXX	XXX	1		15,335	15,675	216,015	XXX
0199999. Total Open Depositories.....	XXX	XXX	1	0	7,476,269	10,549,732	11,250,791	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	1	0	7,476,269	10,549,732	11,250,791	XXX
0599999. Total Cash.....	XXX	XXX	1	0	7,476,269	10,549,732	11,250,791	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