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ANNUAL STATEMENT

For the Year Ended December 31, 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 OH State of Domicile or Port of Entry OH 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	3400 Morse Crossing….. Columbus ..... OH ..... US …. 43219 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	3333 Quality Drive….. Rancho Cordova ..... CA ..... US …. 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive….. Rancho Cordova ..... CA ..... US …. 95670 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive….. Rancho Cordova ..... CA ..... US …. 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson *(Name)* laurol@vsp.com *(E-Mail Address)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)* 916-463-9040 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Kate Alison Renwick-Espinosa	President	2. James Michael McGrann	Secretary
3. Lester Earl Passuello	Treasurer/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 February 2017

By: Kate Alison Renwick-Espinosa, James Michael McGrann, Lester Earl Passuello

a. Is this an original filing? Yes [X] No [ ]

b. If no 1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
FEDVIP HIGH OPTION 24900002	1,527,274					1,527,274
FEDVIP HIGH OPTION 12400001	1,274,546					1,274,546
USAA 1023513003-04	374,019	372,347	369,919			1,116,285
LOWE'S STORES HIGH PLAN	1,039,406					1,039,406
HOOSIER HEALTHWISE UNDER 21	508,898	511,643				1,020,540
FEDVIP HIGH OPTION 18000009	978,839					978,839
FEDVIP HIGH OPTION 97381600	884,686					884,686
TENET HEALTHCARE - ACTIVE	795,766					795,766
FEDVIP HIGH OPTION 97380800	531,434					531,434
AUTOZONE - PLAN A-ACTIVES	256,853	259,443				516,296
FEDVIP HIGH OPTION 97380600	437,212					437,212
FEDVIP HIGH OPTION 97380100	382,016					382,016
LOWE'S STORES	341,037					341,037
CARGILL ACTIVE	328,166					328,166
ADP	320,881					320,881
HALLIBURTON - ACTIVE	280,233					280,233
MERCK	264,640					264,640
FEDVIP STD OPTION 12400001	247,824					247,824
HONEYWELL ACTIVE PREMIER PLUS	213,444	32,704				246,148
NOVANT HEALTH, INC	231,387					231,387
FEDVIP HIGH OPTION 97380500	230,024					230,024
WM-ACTIVE	225,392					225,392
CAMERON NONUNION CAMN	73,181	73,523	73,628			220,333
TRTA	201,513					201,513
NXP ACTIVE	66,429	66,061	67,375			199,865
PROGRESSIVE WASTE ACTIVE	47,881	47,954	48,238	48,976	193,050	0
WYNDHAM WORLDWIDE-ACTIVES	189,585					189,585
FEDVIP STD OPTION 97381600	187,514					187,514
BILL TO/SHIP TO:	62,295	62,562	62,443			187,301
REGIONS BANK ACTIVES	173,304					173,304
BHP PETROLEUM	43,078	42,863	43,168	43,449	172,557	0
FEDVIP STD OPTION 24900002	166,344					166,344
CENTURA HLTH CATH. FACILITIES	159,717					159,717
SUPERVALU ACTIVE		79,143	78,985			158,127
NISOURCE-FLEX PLAN	78,703	78,694				157,397
AVIS BUDGET GROUP-ACTIVE	78,166	78,028				156,195
FEDVIP HIGH OPTION 97381500	151,896					151,896
GOOD	145,652					145,652
XPO CNW FREIGHT - ACTIVES	143,346					143,346
FEDVIP HIGH OPTION 14069999	139,583					139,583
UNITED HEALTHCARE MS - CHIP	139,365					139,365
FISERV ACTIVE	139,254					139,254
AEGON USA, INC	137,027					137,027
UHC HEALTHY MICHIGAN 21 & OVER	132,647					132,647
FEDVIP HIGH OPTION 14019999	131,802					131,802
KINDER MORGAN	131,121					131,121
FEDVIP HIGH OPTION 88022098	128,773					128,773
ACTIVES	125,849					125,849
LOWE'S CORP ACTIVE HIGH PLAN	125,353					125,353
REALOGY-ACTIVE	124,016					124,016
OHP/CHIP 6-18 YEARS	122,170					122,170
CDK GLOBAL ACTIVE	59,800	60,223				120,023
QUINTILES ACTIVES	119,067					119,067
UHC GLHP MEDICAID 21 & OVER	114,471					114,471
HARRIS TEETER ACTIVE	114,329					114,329
AUTOZONE - PLAN B-ACTIVES	55,454	56,108				111,561
FEDVIP STD OPTION 18000009	107,811					107,811
MCLANE GROCERY	101,998	4,101				106,098
UAB ACTIVE EMPLOYEE + UP TO 2	53,325	52,664				105,989
FEDVIP HIGH OPTION 24069999	104,778					104,778

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
PWAC	104,365					104,365
CH2M HILL - LOW PLAN	49,306	53,854				103,159
PPC - SALARY	102,896					102,896
BBVA COMPASS-VSP PLUS PLAN	102,635					102,635
ASANTE - ACTIVES CORE	50,140	49,704				99,844
PLAN C - 24 PAY PERIODS	77,424	21,458				98,882
ACTIVE	98,723					98,723
THE AUTO CLUB GROUP ACTIVE	97,744					97,744
US ONCOLOGY - ACTIVE	97,705					97,705
TE CONNECTIVITY - ACTIVES	96,962					96,962
FEDVIP STD OPTION 97380800	96,188					96,188
SALARIED ACTIVE FULL TIME	95,850					95,850
AIR METHODS, INC	47,511	48,298				95,809
EVT CHOICE PLAN B 3-TIER	44,772	44,543	5,525			94,840
UHC GLHP MEDICAID UNDER 21	94,742					94,742
BOY SCOUTS	94,642					94,642
CH ROBINSON	91,178					91,178
MOBILITY ACTIVE	30,048	30,339	30,643			91,029
SPECTRUM HEALTH - SHH	90,956					90,956
HONEYWELL ACTIVE PREMIER	90,044					90,044
ALLIEDBARTON SECURITY SRVC ACT	89,950					89,950
JBS USA LLC-SALARY	88,617					88,617
FEDVIP STD OPTION 97380600	86,727					86,727
SURGICAL CARE AFFILIATES	60,663	25,462				86,125
KERRY INC	42,885	42,903				85,788
TEXAS CHILDRENS HOSP FULL TIME	85,428					85,428
DALLAS COUNTY - ACTIVE	42,363	42,208				84,572
ACTIVES	83,168					83,168
CABELL HUNTINGTON HOSPITAL	41,447	41,559				83,006
UAB ACTIVE EMPLOYEE ONLY	41,750	41,162				82,912
BENEFIT PLANS	82,041					82,041
BEN ASSOC- PACKAGED EFF 12/10	81,565					81,565
PATTERSON DENTAL (ACTIVES)	81,350					81,350
SABRE, INC	28,395	28,395	24,488			81,278
LOWE'S DISTRIBUTION HIGH PLAN	80,880					80,880
FEDVIP HIGH OPTION 97380700	78,392					78,392
SCHERING PLOUGH/MERCK	78,062					78,062
TECH MAHINDRA INC PREM ACTIVE	38,863	38,857				77,720
INFOSYS LIMITED EE+2 ACTIVE	77,319					77,319
FEDVIP STD OPTION 97380100	77,123					77,123
GREENVILLE HEALTH SYSTEM BASE	76,150					76,150
CORPORATE SLRD EXEMPT	37,533	37,406				74,940
COMMERCIAL METALS CO.-PREMIUM	74,694					74,694
MMC LOW PLAN	73,921					73,921
BEN ASSOC- VOLUNTARY EFF 12/10	73,913					73,913
JACK HENRY & ASSOCIATES	72,458					72,458
JERSEY CITY EDUCATION ASSOC	71,262					71,262
CENTRAL MAINE HEALTHCARE CORP	36,237	34,980				71,217
NISOURCE-BARGAINING	35,502	35,580				71,082
LOWE'S CORPORATE HIGH PLAN	70,382					70,382
EMPLOYEES	69,884					69,884
SYNGENTA CROP PROTECTION, INC	34,789	34,391				69,180
MR. COOPER	69,109					69,109
PATERSON PUBLIC SCHOOLS PLAN B	22,564	22,658	22,485			67,706
FEDVIP HIGH OPTION 10005697	66,729					66,729
CLYDE HOURLY	33,039	32,929				65,968
STAGES STORES - ACTIVE	32,284	32,080				64,364
WESTINGHOUSE ELECTRIC COMPANY	63,938					63,938
IB-ALL POPULATIONS	60,738					60,738
DENVER PUBLIC SCHOOL DISTRICT	60,520					60,520

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
AUTOMOTIVE-ASG X0002	59,895					59,895
LINCOLN PUBLIC SCHOOLS	59,739					59,739
AMERCIAN FAMILY ACTIVE	59,655					59,655
MMC LOW PLAN	59,649					59,649
STANTEC CONSULTING - ACTIVES	59,392					59,392
THE BON-TON STORES, INC	59,352					59,352
BRONSON HEALTHCARE-HIGH PLAN	58,732					58,732
INFOSYS LIMITED EE+3 OR MORE	58,392					58,392
CAMPBELL SOUP COMPANY ACTIVE	58,280					58,280
TARRANT COUNTY - ACTIVE	28,632	28,595				57,227
SH SYSTEM	56,658					56,658
CARR	56,318					56,318
ILRTA	56,056					56,056
NATIONAL HERTIAGE ACADEMIES	55,752					55,752
STEWART WELFARE BENEFIT TRUST	55,524					55,524
HUNTSVILE HOSPITAL ACTIVE	54,981					54,981
UAB ACTIVE EMP + 3 OR MORE	27,174	26,974				54,148
HUNTERDON HEALTHCARE SYSTEM	17,972	18,101	18,028			54,102
HEALTHSOUTH ACTIVE-LOW OPTION	53,748					53,748
FEDVIP HIGH OPTION 21006944	53,711					53,711
NCI BUILDINGS	26,616	26,646				53,262
EAMC/LANIER	26,675	26,568				53,243
MORGAN LEWIS	26,617	26,364				52,981
PHOENIX CHILDREN'S HOSPITAL	52,854					52,854
VAIL RESORTS MNTN	29,356	23,282				52,638
ARAMARK UNIFORM & CAREER APPRL	52,369					52,369
SIKO	52,309					52,309
ACTIVE EMPLOYEES	52,098					52,098
JBS USA LLC-HOURLY	52,065					52,065
HOOSIER HEALTHWISE CHIP	26,040	25,870				51,910
AFFINION	17,229	17,244	17,297			51,770
UKHA ACTIVE PREMIER	51,722					51,722
ACTIVE SALARY	50,811					50,811
SPARTANNASH RETAIL	25,158	25,558				50,717
SPECTRUM HEALTH MEDICAL GROUP	50,178					50,178
GREA	49,778					49,778
STP NUCLEAR OPERATING COMPANY	24,517	24,472				48,989
GARLAND ISD	48,864					48,864
PLAINS ALL AMERICAN GP LLC	48,057					48,057
HEALTHSOUTH ACTIVE-HIGH OPTION	47,687					47,687
GREENVILLE HEALTH SYSTEM PREM	47,276					47,276
AVNET - ACTIVES	46,519					46,519
LOWE'S CORP ACTIVE	46,495					46,495
HOOSIER HEALTHWISE OVER 21	22,608	23,252				45,860
ACTIVE FULL SERVICE	45,630					45,630
AHMD	45,505					45,505
AMANA FT HRLY	22,450	22,645				45,095
CRAFT/HRLY NON MAN ACTIVES FT	45,073					45,073
HONEYWELL-ACTIVES	44,995					44,995
ARCADIS	44,635	66				44,701
150 ON SEMICONDUCTOR-ACTIVES	44,546					44,546
INSTALLATION SIGNATURE	22,140	22,316				44,456
JM ACTIVE	44,076					44,076
MARION HRLY	21,888	21,913				43,801
FEDVIP HIGH OPTION 47000016	43,712					43,712
PULTE HOMES, INC	43,613					43,613
BBVA COMPASS-VSP BASIC PLAN	43,194					43,194
MI STATE UNIVERSITY ACTIVES	43,050					43,050
LANDRY'S	14,008	13,983	14,093	339	42,423	0
DRIVETIME AUTOMOTIVE GROUP,INC	41,836					41,836

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
ALLSCRIPTS ACTIVE	41,603					41,603
INFOSYS LIMITED EE+1 ACTIVE	41,296					41,296
AVERA CORE EXAM	40,699					40,699
FEDVIP STD OPTION 97380500	40,469					40,469
ACTIVES	40,408					40,408
SWBC ACTIVES	20,167	20,212				40,379
LOUISVILLE METRO GOVERNMENT	39,865					39,865
RENASANT BANK	13,097	13,168	13,197			39,462
MCLANE FOODSERVICE	36,223	3,232				39,455
AMARILLO ISD OPTION II-ACTIVES	39,126					39,126
CABELL HUNTINGTON HOSPITAL	19,476	19,429				38,905
CITY OF PORTLAND BUY UP	19,313	18,783	264			38,360
FINDLAY HRLY	18,990	18,743				37,733
MN TEAMSTERS H&W PLAN	37,500					37,500
NATIONAL GENERAL MANAGEMENT	36,793					36,793
LANE INDUSTRIES	18,754	17,959				36,712
HANCOCK HOLDING CO	36,546					36,546
ACTIVE EXEMPT	36,341					36,341
NORTON ROSE FULBRIGHT US LLP	18,066	18,055				36,120
WILLIS NORTH AMERICA - PREMIER	36,112					36,112
SPARTANNASH CORP	17,662	17,826				35,488
EOG RESOURCES, INC	35,476					35,476
2721 MILGARD MANUFACTURING	17,629	17,698				35,326
U.S. XPRESS - FULL SERVICE	35,272					35,272
CSC SIGNATURE	17,640	17,592				35,232
AMD-AUSTIN	18,599	16,505				35,104
MMC VISION CARE PLAN	35,012					35,012
HEALTHSMART EMPLOYEES	11,450	11,562	11,919			34,931
MMC VISION CARE PLAN	34,693					34,693
BRONSON HEALTHCARE GROUP	34,662					34,662
MCLANE FSRM	31,686	2,949				34,635
LUTHERAN	34,619					34,619
GENPACT LLC ACTIVE	34,426					34,426
KLEIN ISD ACTIVES	34,218					34,218
SOUTH BEND COMMUNITY SCHOOLS	34,160					34,160
LOWE'S CORPORATE	34,148					34,148
PART TIME	34,017					34,017
LAKELAND REGIONAL HEALTH SYSTE	33,920					33,920
INFOSYS LIMITED EE ONLY ACTIVE	33,897					33,897
FEDVIP STD OPTION 14069999	33,761					33,761
ROBERT W BAIRD & CO INCORPORAT	33,589					33,589
GATES	33,220					33,220
CH2M HILL - HIGH PLAN	15,070	18,059				33,129
DENTON COUNTY - ACTIVE	11,040	11,047	10,961			33,047
UKHA ACTIVE BASE	32,792					32,792
ACTIVE	32,761					32,761
CITY OF PORTLAND	20,533	11,488				32,021
OLATHE USD-PLAN B $10/25	31,952					31,952
BORDER STATES ELECTRIC	15,984	15,879				31,863
JBS PORK UNION-ACTIVE	31,742					31,742
EVT CHOICE PLAN B 2-TIER	31,641					31,641
HUMC W/ 2ND PAIR BUY-UP	31,551					31,551
CHOICE PLN B-VOL 150 CLEX 4 TR	31,549					31,549
FREIGHTCAR ALABAMA, LLC 4	10,907	10,689	9,892			31,488
USIC, LLC ACTIVE ENHANCED	31,250					31,250
3221 MASCO COATINGS GROUP	15,686	15,552				31,238
FEDVIP STD OPTION 97381500	30,819					30,819
NORTHWEST BANK ACTIVE	14,888	14,684	1,052			30,624
PERTH AMBOY BOE- ACTIVE	30,505					30,505
PASADENA ISD	30,384					30,384

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
KUEHNE + NAGEL	30,343					30,343
PRIME LENDING, A PLAINSCAPITAL	29,568					29,568
GRADUATES AND UNDERGRADUATES	16,434	13,060				29,494
ACTIVE	29,175					29,175
FEDVIP HIGH OPTION 97381400	29,108					29,108
AGRIUM US INC. PLUS	14,415	14,321				28,735
ONESUBSEA	9,416	9,432	9,590			28,438
SYNGENTA CROP PROTECTION, INC.	14,217	14,157				28,374
ENERSYS	28,207					28,207
FEDVIP STD OPTION 14019999	28,196					28,196
BOULDER COMMUNITY HEALTH	14,058	14,098				28,156
SALARIED EMPLOYEES	14,036	14,013				28,049
FEDVIP HIGH OPTION 16150050	28,040					28,040
FEDVIP HIGH OPTION 19000003	27,943					27,943
MT. VERNON-HOURLY MTVN	27,896					27,896
CHOICE BENEFITS - SALARIED	27,798					27,798
LOWE'S DISTRIBUTION	27,703					27,703
FULL SERVICE FLEX	26,990					26,990
MVT - ACTIVE 12/12/24	26,827					26,827
FEDVIP STD OPTION 24069999	26,648					26,648
VALSPAR CORPORATION	13,244	13,282				26,526
LHOIST	26,389					26,389
HOLLAND CORPORATE	26,298					26,298
HUMC	26,238					26,238
CHENIERE ENERGY, INC	26,199					26,199
SALUSCLI MATERIAL ONLY	26,194					26,194
FEDVIP STD OPTION 88022098	26,113					26,113
CITY ACTIVE	26,101					26,101
PACIFICSOURCE SMALL GROUP	26,062					26,062
BAPTIST HEALTH	26,055					26,055
CORPORATE SLRD NON-EXEMPT	13,057	12,988				26,046
WESTERN UNION LLC	25,830					25,830
POUDRE SCHOOL DISTRICT R-1	25,755					25,755
VIZIENT	25,680					25,680
7701 MASCO CABINETRY-BCG	12,773	12,883				25,656
SOURCEHOV, LLC ACTIVE	8,358	8,429	8,502			25,290
CENTURY HEALTHCARE	12,656	12,544				25,200
PROFESSIONAL	25,162					25,162
HIGH PLAN ACTIVE	12,507	12,533				25,040
ACTIVE	24,706					24,706
RIPEA	24,683					24,683
RETIREES	24,608					24,608
CARRIAGE SERVICES-FULL SERV	8,110	8,119	8,261			24,489
ERC	12,369	12,105				24,474
INRTA	24,386					24,386
HSTD	24,236					24,236
UAH ACTIVES	12,105	12,120				24,225
EMMC	24,106					24,106
ATLANTIC HEALTH SYSTEM	8,583	8,583	6,861			24,027
AROMATIC RESOURCE MGMT COMPANY	12,084	11,922				24,006
BOULDER VALLEY SCHOOL DISTRICT	23,965					23,965
STANDARD REGISTER, INC.	23,866					23,866
BLUE BELL CREAMERIES, INC.	12,586	11,268				23,855
ENGIE - FULL SERVICE	13,827	9,883				23,709
UAHSF	23,708					23,708
BARE ESCENTUALS	7,953	8,090	7,592			23,634
H. B. FULLER COMPANY	23,623					23,623
DSOUSCLI MATERIAL ONLY	23,568					23,568
7012 MASCO CABINETRY MIDDLEFIE	11,742	11,756				23,497
PHH CORPORATION BASE PLAN	23,318					23,318

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
REGION 3 MEDICAID UNDER 21	23,174					23,174
HINES ACTIVE	23,117					23,117
EZCORP - ACTIVE	23,104					23,104
INDIANA PACKERS CORPORATION	11,543	11,560				23,102
PANALPINA - ACTIVE	11,414	11,622				23,036
LRTA	22,925					22,925
IVY TECH ADMIN HOURLY-24 PAYS	22,916					22,916
TOLL BROTHERS - ACTIVE	22,891					22,891
ALFA MUTUAL INSURANCE - ACTIVE	22,580					22,580
FULL TIME (FT)	22,573					22,573
REGIONAL WEST MEDICAL ACTIVE	22,492					22,492
TRUVEN ACTIVE	22,272					22,272
IVP	4,276	4,112	4,777	9,076	22,240	0
ENHANCED PLAN B	22,091					22,091
UNITED STATES COLD STORAGE ACT	22,078					22,078
MID MICHIGAN HEALTH	21,994					21,994
NON UNION HOURLY -VESSEL BASED	11,050	10,885				21,934
WILKES-BARRE COMMONWEALTH HEAL	21,828					21,828
ARLINGTON ISD-12PAYPER	21,760					21,760
UNIV. OF MN PHYSICIANS-ACTIVE	10,938	10,809				21,747
NCI - CHOICE & SAFETY	10,717	10,714				21,431
CSG SYSTEMS - ACTIVE	21,287					21,287
CARDINAL LOGISTICS	20,797					20,797
ACTIVE	20,761					20,761
INTEGRATED ELECTRICAL ACTIVE	20,738					20,738
CHOICE PLN B-GROUP 150 CLEX 4T	20,711					20,711
EVANSVILLE VANDERBURGH SCHOOLS	20,702					20,702
NO.ST.PAUL-MAPLEWOOD-OAKDALE	20,642					20,642
CHANDLER, CITY OF	20,637					20,637
VAIL RESORTS LODG	10,273	10,349				20,621
CLEVELAND FT HRLY	10,274	10,247				20,521
PC CONNECTION, INC	20,402					20,402
CASH AMERICA PREMIER PLAN	20,381					20,381
CALL CENTER	7,173	6,801	6,405			20,379
FEDVIP HIGH OPTION 95040006	20,337					20,337
QUALITY TECHNOLOGY SERVICES	10,162	10,128				20,290
CHANDLER UNIFIED SD ACTIVE	20,172					20,172
ATKINSON & MULLEN TRAVEL, LLC	6,962	6,551	6,557	55	20,124	0
REED SMITH LLP	20,042					20,042
MIDLAND NATIONAL ACTIVE	19,948					19,948
NUETERRA HOLDINGS, LLC	19,931					19,931
ZT EMPLOYMENT SERVICES LLC	5,968	5,901	5,822	2,224	19,915	0
CONNECT FOR HEALTH CO JAN	8,289	8,474	3,103			19,865
CORPORATE BRENTWOOD 01-ACTIVE	19,862					19,862
LAYNE CHRISTENSEN - ACTIVE	19,762					19,762
NATIONAL EDUCATION CHOICE C	8,124	8,183	3,393			19,700
TRU STORES - BASE	19,641					19,641
CHUB	19,604					19,604
ACTIVE	19,590					19,590
DSOUSCLI	19,454					19,454
SMMC, LLC	19,433					19,433
RDO EQUIPMENT CO 19301-12	19,430					19,430
CDI CORP BASE	19,319					19,319
EVT CHOICE PLN B VOL 3-TIER	19,250					19,250
OTHER DISH SIGNATURE	9,501	9,592				19,093
TUESDAY MORNING ACTIVE	9,520	9,516				19,036
ACTIVE	9,215	9,747				18,962
YAMHILL-OHP/CHIP 6-18 YEARS	18,887					18,887
ANTHELIO HEALTHCARE SOLUTIONS	12,852	6,003				18,855
PORTER HOSPITAL	18,626					18,626

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
MESQUITE ISD BASE PLAN	18,605					18,605
ROWAN COMPANIES, INC	18,563					18,563
ACE CASH EXPRESS INC	18,517					18,517
USIC, LLC ACTIVE STANDARD	18,257					18,257
GP1USIND MATERIAL ONLY	18,173					18,173
PREMIUM ACTIVE W/ PROTEC	18,092					18,092
SWAROVSKI NORTH AMERICA LTD	5,960	5,981	6,000	111	18,052	(0)
NOVOZYMES NORTH AMERICA, INC	8,958	8,962				17,920
WADDELL & REED EMPLOYEES	17,875					17,875
HOME HEALTH	17,840					17,840
PARADISE VALLEY USD ACTIVE	17,792					17,792
CDI MGMT-ACTIVE	9,101	8,683				17,784
ACTIVE FULL TIME	17,775					17,775
FEDVIP STD OPTION 10005697	17,769					17,769
015-HUB CALIFORNIA	8,876	8,840				17,716
XPO CNW MENLO - ACTIVES	17,715					17,715
SOUTHEAST ALABAMA MEDICAL	17,714					17,714
LIFEWAY CHRISTIAN - ACTIVE	17,637					17,637
US RENAL CARE - HIGH OPTION	17,394					17,394
CHALMETTE - ACTIVE	5,801	5,777	5,707			17,284
MANPOWERGROUP CONSULTANT ACTIV	17,282					17,282
WILLIS NORTH AMERICA-BASIC	17,138					17,138
GRAND VIEW HOSPITAL-PREMIER	8,563	8,563				17,127
AVITUS-CORE EXAM	17,036					17,036
ACTIVE	17,020					17,020
GENTEX CORP - HOURLY PREMIER	17,007					17,007
VITAMIN SHOPPE PREMIER	16,922					16,922
MEMORIAL HOSPITAL & HEALTH	16,860					16,860
NU1 - SERVICES GROUP	16,793					16,793
COBANK, ACB	16,753					16,753
WESTERN ALLIANCE BANK	16,715					16,715
BEPC ACTIVES	16,680					16,680
JEFFBOAT LLC	8,142	8,427				16,569
NEXTCARE, INC	8,224	8,339				16,563
BAKER & TAYLOR, LLC	16,455					16,455
MI DENTAL ASSOC-FULL SER PREMI	16,421					16,421
GLOBAL HEALTHCARE EXCHANGE	5,458	5,438	5,454			16,349
SPARKS HEALTH SYSTEM	16,210					16,210
GREENVILLE HRLY	8,111	8,046				16,156
LARIMER COUNTY GOVERNMENT	16,152					16,152
FIB	16,138					16,138
026 SOUTH TEXAS HEALTH	16,112					16,112
NEIGHBORHOOD REINVESTMENT CORP	4,047	4,058	4,012	3,971	16,088	0
SMU ACTIVE	15,990					15,990
BARTHOLOMEW CONSOLIDATED	15,968					15,968
TRADITIONAL RETAIL	5,695	5,598	4,661			15,954
RPEACA	15,945					15,945
MUNROE REG MED CENTER	15,897					15,897
CINEMARK, INC. (ACTIVE)	15,885					15,885
LANDMARK-BUY UP	7,003	7,098	1,769			15,871
XOME	7,885	7,880	95			15,860
MPS - ACTIVE - PREM	15,859					15,859
KS PLAN ADMINISTRATORS LLC	15,776					15,776
JOERNS RECOVERCARE BI-WEEKLY	7,913	7,814				15,726
GRANDVIEW MEDICAL CENTER	15,717					15,717
FORTIS-BASIC	15,710					15,710
ARAPAHOE COUNTY COLORADO	15,639					15,639
AMERICAN HOMEPATIENT, INC	15,615					15,615
AMARILLO ISD OPTION I -ACTIVES	15,608					15,608
NXP COBRA	5,874	5,308	4,405			15,587

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
HEXAWARE TECHNOLOGIES, INC	15,539					15,539
REGION 3 MEDICAID 21 AND OVER	15,529					15,529
TRIBAL CASINO AND GAMING ENTER	14,124	1,373				15,497
VAIL VALLEY MEDICAL CENTER	7,765	7,724				15,490
NEW SEASONS MARKET	15,484					15,484
FEDVIP STD OPTION 97380700	15,464					15,464
SS & C ACTIVE	15,457					15,457
METRO	7,729	7,703				15,432
SERO	15,330					15,330
SAGE ACTIVES	15,316					15,316
ONESOURCE VIRTUAL HR, INC	7,594	7,515				15,109
MANCHESTER MEMORIAL HOSPITAL	7,292	7,293	389			14,973
HSSS	14,965					14,965
MERIDIAN HEALTH SERVICES CORP	7,537	7,409				14,946
CITY OF DETROIT GENERAL	14,936					14,936
STANDARD 150 IP CI NC- FEB	9,071	5,795				14,866
ESKENAZI HEALTH	14,797					14,797
N TX TOLLWAY AUTHORITY-ACTIVE	4,935	4,907	4,903			14,745
DIAGEO NORTH AMERICA, INC	14,739					14,739
MARTIN RESOURCE MGMT CORP	14,691					14,691
SMC CORPORATION - ACTIVE	14,663					14,663
COMPASS MINERALS ACTIVES	14,626					14,626
HSNS	14,609					14,609
PRECISION DRILLING OILFIELD	14,558					14,558
KINGMAN HOSPITAL-BUY-UP	14,522					14,522
GPA	11,723	2,794				14,517
TULSA HRLY	7,260	7,210				14,470
TECH MAHINDRA INC BASE ACTIVE	7,308	7,156				14,465
CACTUS OPERATING, LLC	7,066	7,301				14,367
CT CMC	8,773	5,477				14,250
030 NORTHWEST TEXAS HLTHCARE	14,220					14,220
ACTIVE - PLAN 1	14,171					14,171
SERVICE SIGNATURE	6,900	6,946				13,846
MUZAK	6,906	6,936				13,842
FARM BUREAU INS	13,813					13,813
ADVANCED CALL CENTER ACTIVE	13,789					13,789
LHOIST ACTIVE BUY-UP	13,717					13,717
MAURY REGIONAL HOSPITAL ACTIVE	13,697					13,697
ADVANCED HOME CARE	13,682					13,682
AISIN USA MFG-FULL SERVICE AUM	13,641					13,641
158 MANATEE MEMORIAL HOSPITAL	13,568					13,568
OTIS	13,542					13,542
STANDARD 150 IP CI NC- MAR	9,178	4,269				13,447
MMC LOW PLAN	13,429					13,429
NICE SYSTEMS, INC	13,412					13,412
MESA AIR GROUP	13,339					13,339
13140 MUSKOGEE REG MED CENTER	6,687	6,638				13,324
EASTON HOSPITAL	13,303					13,303
GKN DRIVELINE NA ACTIVE	13,291					13,291
LA PORTE HOSPITAL	13,285					13,285
HID GLOBAL	13,258					13,258
CLEVELAND FT SLRD	6,642	6,598				13,241
REID ACTIVE PLAN 2(GOLD)	13,235					13,235
OVERSTOCK.COM	13,226					13,226
FEDVIP HIGH OPTION 19009007	13,219					13,219
VAIL RESORTS CORP	6,605	6,565				13,170
FISHER MARSHALLTOWN	13,142					13,142
CAROLINAS	13,114					13,114
LOGRHYTHM, INC	6,562	6,545				13,107
TELECOM	4,371	4,344	4,363			13,078

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
COUNTY OF BOULDER,STATE OF CO	13,050					13,050
LAKE CHARLES MH ACTIVE	13,028					13,028
VALLEY NATIONAL BANK ACTIVE	13,005					13,005
NORTHWEST MED CTR - TUCSON	12,967					12,967
ELMCROFT SENIOR LIVING	12,934					12,934
NATIONAL LIFE GROUP HO	12,929					12,929
088 UHS OF DELAWARE INC	12,927					12,927
113 SUMMERLIN HOSP MED CTR	12,918					12,918
HEARTLAND FINANCIAL - ACTIVES	12,877					12,877
MEMORIAL HEALTH SYSTEM LUFKIN	7,093	5,764				12,856
MDWISE-ADULT COVERAGE	12,795					12,795
RCM TECHNOLOGIES	5,883	5,818	1,083			12,784
DEACONESS MED CTR SPOKANE	12,783					12,783
BRASFIELD & GORRIE	12,775					12,775
SMC - ACTIVE PREMIUM PLAN	6,413	6,351				12,764
BOWLING GREEN PCC 78	12,742					12,742
JCIM SALARIED & NU HOURLY	12,726					12,726
BRIGGS EQUIPMENT	12,726					12,726
SOUTH BEND SCHOOLS RETIREES	6,350	6,350				12,699
TRU STORES - BUYUP	12,642					12,642
THE IMAGE GROUP	12,578					12,578
PP_ACT	12,568					12,568
AISIN IL MFG LLC AMI-FS	12,555					12,555
GP1USIND	12,552					12,552
FRED'S -PHARMACY #0001	12,539					12,539
104 UHS OF TEXOMA INC	12,515					12,515
SCOTTSDALE UNIFIED SD ACTIVE	12,487					12,487
CROSSMARK STANDARD ACTIVE	12,472					12,472
ACTIVES	12,467					12,467
RARITAN BAY MED CTR PLAN C	12,430					12,430
ST JOSEPH'S HEALTHCARE	12,420					12,420
FEDVIP STD OPTION 21006944	12,402					12,402
CROSSMARK PREMIUM ACTIVE	12,373					12,373
FCBI ACTIVE	12,309					12,309
ENHANCED JCMC	12,295					12,295
HONEYWELL FM&T NON-UNION VOL	12,275					12,275
WWF-EARTHBOUND ENHANCED	12,239					12,239
022 SOUTHWEST HEALTHCARE	12,228					12,228
UW RESOURCES ENHANCED PLAN	12,224					12,224
AGFIRST FARM CR BANK -BASIC	12,192					12,192
MTRAN-METRO TRANSIT-PLAN A	6,128	6,053				12,181
INTREPID ACTIVE	6,196	5,976				12,171
PHYSICIANS REG MED KNOXVILLE	12,168					12,168
BENEFITFOCUS.COM, INC	6,062	6,106				12,168
BAYFRONT HEALTH ST PETERSBURG	12,149					12,149
STANDARD 150 IP CI NC- JAN	11,020	1,112				12,132
CPLC	6,015	6,091				12,106
CASH AMERICA BASE PLAN	12,069					12,069
AGFIRST FARM CR BANK -EXPANDED	12,047					12,047
RIO TINTO AMERICA, INC	12,028					12,028
PEORIA USD - ACTIVE	12,008					12,008
ACTS ACTIVE PREMIER	11,975					11,975
MOSES TAYLOR HOSPITAL	11,969					11,969
CROMPTON	11,931					11,931
GADSDEN	11,927					11,927
JPS HEALTH NETWORK-CHOICE PLAN	11,926					11,926
DEXTER AXLE	11,894					11,894
MIDDLEBURY - ACTIVE	11,877					11,877
COMMERCIAL METALS CO. - BASIC	11,873					11,873
SIGNATURE PLAN	11,816					11,816

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
ABS ACTIVE	11,789					11,789
MOD A - END OF MONTH	11,749					11,749
SALUSCLI	11,741					11,741
001 VALLEY HOSPITAL	11,712					11,712
NAES	11,659					11,659
ACTIVE HOURLY	11,638					11,638
055 GEORGE WASHINGTON UNIV	11,575					11,575
AMERICAN CAMPUS COMMUNITIES	11,537					11,537
PEDS - ON EXCHANGE	11,443					11,443
FEDVIP HIGH OPTION 97381100	11,437					11,437
8212 DELTA FAUCET JACKSON	5,692	5,717				11,408
EVT CHOICE PLN C 3-TIER	11,338					11,338
SCANSOURCE	11,333					11,333
DYKEMA ACTIVE	11,333					11,333
ST. CLAIR HOSPITAL	11,313					11,313
PROVIDERS	11,302					11,302
SOUTHSIDE REGIONAL MED CENTER	11,263					11,263
NATIONAL JEWISH HEALTH	11,237					11,237
SICK, INC	11,232					11,232
SPRINGS GLOBAL CORE	5,652	5,576				11,228
NORTHWEST ISD	11,218					11,218
MT. VERNON-HOURLY LOW	11,168					11,168
SHISEIDO AMERICAS CORP	5,605	5,538				11,144
INTEPLAST GRP CORP(BSJK)-TX(H)	3,794	3,690	3,657			11,141
OCTAPHARMA PLASMA INC ACTIVE	11,106					11,106
FULL SERVICE-C03, RETIREMENT	11,084					11,084
MT. VERNON-SALARY CTNA	11,076					11,076
GOLDEN NUGGET BILOXI	2,233	2,246	2,265	4,319	11,064	0
GRAEBEL CO	5,514	5,543				11,056
PEDIATRIC ASSOC FULL TIME	11,039					11,039
HENDRICKS REG HEALTH-ACTIVE	11,019					11,019
SORENSON COMMUNICATIONS-ACTIVE	10,995					10,995
WADDELL & REED ADVISORS	10,952					10,952
WARREN POWER & MACHINERY	10,951					10,951
ACTIVE	10,928					10,928
HOPKINS COUNTY BOARD OF EDUC	10,910					10,910
SPECTRUM HEALTH-GERBER GMHEA	5,439	5,439				10,878
RRMC	10,853					10,853
GREAT RIVER HEALTH SYST ACTIVE	10,841					10,841
HEARTLAND AUTOMOTIVE	5,457	5,342				10,800
TYCO TELECOMMUNICATIONS-ACTIVE	10,784					10,784
BARNES GROUP PREMIER ACTIVE	10,756					10,756
GENTEX CORP - HOURLY BASIC	10,736					10,736
BRADY CORP-ACTIVES BASE	10,721					10,721
SHARON HEALTH	10,696					10,696
PLAINSCAPITAL BANK	10,689					10,689
COOK'S PEST CONTROL, INC	10,687					10,687
FULL TIME	10,667					10,667
FRED'S -STORE #0003	10,628					10,628
FORTIS-PREMIUM	10,606					10,606
VECTOR SECURITY ACTIVE	10,598					10,598
ROGERS CORPORATION	10,587					10,587
BIC APP	10,572					10,572
HERSHA GROUP ACTIVE	10,547					10,547
FLOWERS	10,530					10,530
ALLIED SERVICES	10,496					10,496
ST. MARY'S MEDICAL CENTER	10,483					10,483
TRUMBULL MEMORIAL HOSPITAL-	10,460					10,460
GP1USCOR MATERIAL ONLY	10,430					10,430
NEW BELGIUM BREWING	10,424					10,424

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
ROCKWOOD CLINIC	10,421					10,421
PHH HOME LOANS BASE PLAN	10,416					10,416
OAKBEND MEDICAL CENTER	6,533	3,877				10,410
PARKER COUNTY - ACTIVE	3,503	3,451	3,450			10,404
MEDICAL CENTER	10,402					10,402
HOUGHTON INTERNATIONAL, INC	5,212	5,178				10,389
FLIGHT CENTRE TRAVEL GROUP	10,336					10,336
MESQUITE ISD PREMIER PLAN	10,234					10,234
CHARTER STEEL	10,230					10,230
POPLAR BLUFF REG MED CTR	10,199					10,199
L&M PHYSICIAN ASSOCIATION,INC	3,417	3,393	3,375			10,185
SPECTRUM HEALTH - UM	10,165					10,165
VALLEY VIEW HOSPITAL	10,164					10,164
BOZEMAN ACTIVES	10,163					10,163
IGBB	5,083	5,072				10,155
BRASFIELD & GORRIE	10,134					10,134
EVOLUTION HOSPITALITY LLC	10,109					10,109
XPO CNW TRUCK LOAD - ACTIVES	10,108					10,108
HUNT OIL COMPANY	10,064					10,064
13280 SALINE HOSPITAL	4,939	5,106				10,045
TSG RESOURCES INC - ACTIVE	10,036					10,036
0299997. Group subscribers subtotal	29,970,626	4,066,658	1,050,049	112,519	515,512	34,684,339
0299998. Premiums due and unpaid not individually listed	8,840,319	1,051,888	134,546	120,851	513,643	9,633,961
0299999. Total group	38,810,945	5,118,546	1,184,595	233,370	1,029,155	44,318,300
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	38,810,945	5,118,546	1,184,595	233,370	1,029,155	44,318,300

Ex. 3 - Health Care Receivables
NONE

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims	14,966,740					14,966,740
0199999. Individually listed claims unpaid	14,966,740	0	0	0	0	14,966,740
0499999. Subtotals	14,966,740	0	0	0	0	14,966,740
0599999. Unreported claim and other claim reserves						34,073,555
0799999. Total claims unpaid						49,040,295

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

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

NONE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Vision Service Plan	Sales and management expenses	17,691,468	17,691,468	
0199999. Individually listed payables		17,691,468	17,691,468	0
0399999. Total gross payables		17,691,468	17,691,468	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	0	0.0				
3. All other providers	0	0.0				
4. Total capitation payments	0	0.0	0		0	0
Other Payments:						
5. Fee-for-service	98,092,635	13.0	XXX	XXX		98,092,635
6. Contractual fee payments	656,466,092	87.0	XXX	XXX	656,466,092	
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	754,558,727	100.0	XXX	XXX	656,466,092	98,092,635
13. Total (Line 4 plus Line 12)	754,558,727	100.0	XXX	XXX	656,466,092	98,092,635

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

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

NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

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

NONE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	353,383				353,383					
2. First quarter	378,657				378,657					
3. Second quarter	381,273				381,273					
4. Third quarter	389,567				389,567					
5. Current year	385,678				385,678					
6. Current year member months	4,588,431				4,588,431					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	135,540				135,540					
9. Totals	135,540	0	0	0	135,540	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	30,078,583				30,078,583					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	30,078,583				30,078,583					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	21,566,455				21,566,455					
18. Amount incurred for provision of health care services	21,715,240				21,715,240					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	384,834				384,834					
2. First quarter	410,019				410,019					
3. Second quarter	410,614				410,614					
4. Third quarter	417,558				417,558					
5. Current year	417,811				417,811					
6. Current year member months	4,968,461				4,968,461					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	142,163				142,163					
9. Totals	142,163	0	0	0	142,163	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	31,512,519				31,512,519					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	31,512,519				31,512,519					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	24,511,000				24,511,000					
18. Amount incurred for provision of health care services	24,675,605				24,675,605					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	659,176				659,176					
2. First quarter	683,251				683,251					
3. Second quarter	677,174				677,174					
4. Third quarter	673,828				673,828					
5. Current year	675,415				675,415					
6. Current year member months	8,147,825				8,147,825					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	231,842				231,842					
9. Totals	231,842	0	0	0	231,842	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	48,444,102				48,444,102					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	48,444,102				48,444,102					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	35,473,978				35,473,978					
18. Amount incurred for provision of health care services	35,716,284				35,716,284					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	311,629				311,629					
2. First quarter	318,602				318,602					
3. Second quarter	313,287				313,287					
4. Third quarter	306,953				306,953					
5. Current year	308,620				308,620					
6. Current year member months	3,721,668				3,721,668					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	100,848				100,848					
9. Totals	100,848	0	0	0	100,848	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	24,910,874				24,910,874					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	24,910,874				24,910,874					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	20,947,452				20,947,452					
18. Amount incurred for provision of health care services	21,087,411				21,087,411					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF DISTRICT OF COLUMBIA DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	915,769				49,860		865,909			
2. First quarter	957,765				45,026		912,739			
3. Second quarter	961,869				42,420		919,449			
4. Third quarter	965,633				43,111		922,522			
5. Current year	967,121				43,491		923,630			
6. Current year member months	11,541,018				521,435		11,019,583			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	435,751				19,596		416,155			
9. Totals	435,751	0	0	0	19,596	0	416,155	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	108,050,687				4,859,025		103,191,662			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	108,050,687				4,859,025		103,191,662			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	101,657,242				4,571,513		97,085,729			
18. Amount incurred for provision of health care services	102,336,499				4,602,059		97,734,440			

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	67,192				67,192					
2. First quarter	66,345				66,345					
3. Second quarter	66,202				66,202					
4. Third quarter	66,764				66,764					
5. Current year	68,605				68,605					
6. Current year member months	799,443				799,443					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	22,544				22,544					
9. Totals	22,544	0	0	0	22,544	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,526,767				4,526,767					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,526,767				4,526,767					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,583,195				3,583,195					
18. Amount incurred for provision of health care services	3,607,136				3,607,136					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	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	12,705,306				11,781,676		923,630			
6. Current year member months	152,048,947				141,029,364		11,019,583			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	4,244,468				3,828,313		416,155			
9. Totals	4,244,468	0	0	0	3,828,313	0	416,155	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	939,946,223				836,754,561		103,191,662			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	939,946,223				836,754,561		103,191,662			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	754,558,725				657,472,996		97,085,729			
18. Amount incurred for provision of health care services	759,928,716				662,194,276		97,734,440			

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	113,869				113,869					
2. First quarter	122,711				122,711					
3. Second quarter	122,816				122,816					
4. Third quarter	127,666				127,666					
5. Current year	128,541				128,541					
6. Current year member months	1,502,368				1,502,368					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	47,620				47,620					
9. Totals	47,620	0	0	0	47,620	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	10,012,009				10,012,009					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	10,012,009				10,012,009					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,444,835				7,444,835					
18. Amount incurred for provision of health care services	7,494,578				7,494,578					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	430,521				430,521					
2. First quarter	454,808				454,808					
3. Second quarter	453,275				453,275					
4. Third quarter	448,977				448,977					
5. Current year	453,051				453,051					
6. Current year member months	5,426,118				5,426,118					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	161,057				161,057					
9. Totals	161,057	0	0	0	161,057	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	31,619,783				31,619,783					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	31,619,783				31,619,783					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	23,999,147				23,999,147					
18. Amount incurred for provision of health care services	24,205,545				24,205,545					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	149,758				149,758					
2. First quarter	148,235				148,235					
3. Second quarter	150,435				150,435					
4. Third quarter	151,071				151,071					
5. Current year	149,475				149,475					
6. Current year member months	1,789,661				1,789,661					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	54,015				54,015					
9. Totals	54,015	0	0	0	54,015	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	11,751,052				11,751,052					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	11,751,052				11,751,052					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	8,336,924				8,336,924					
18. Amount incurred for provision of health care services	8,392,627				8,392,627					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	77,702				77,702					
2. First quarter	73,481				73,481					
3. Second quarter	73,484				73,484					
4. Third quarter	74,233				74,233					
5. Current year	75,627				75,627					
6. Current year member months	886,741				886,741					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	23,451				23,451					
9. Totals	23,451	0	0	0	23,451	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,019,552				5,019,552					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,019,552				5,019,552					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,357,219				3,357,219					
18. Amount incurred for provision of health care services	3,379,650				3,379,650					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	129,165				129,165					
2. First quarter	135,417				135,417					
3. Second quarter	130,978				130,978					
4. Third quarter	128,732				128,732					
5. Current year	128,486				128,486					
6. Current year member months	1,576,097				1,576,097					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	40,463				40,463					
9. Totals	40,463	0	0	0	40,463	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	8,909,798				8,909,798					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	8,909,798				8,909,798					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,432,499				6,432,499					
18. Amount incurred for provision of health care services	6,506,135				6,506,135					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	99,985				99,985					
2. First quarter	96,506				96,506					
3. Second quarter	96,967				96,967					
4. Third quarter	97,476				97,476					
5. Current year	98,051				98,051					
6. Current year member months	1,165,046				1,165,046					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	24,138				24,138					
9. Totals	24,138	0	0	0	24,138	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	6,823,858				6,823,858					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	6,823,858				6,823,858					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	5,002,965				5,002,965					
18. Amount incurred for provision of health care services	5,036,392				5,036,392					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	768,310				768,310					
2. First quarter	793,808				793,808					
3. Second quarter	793,320				793,320					
4. Third quarter	804,008				804,008					
5. Current year	805,887				805,887					
6. Current year member months	9,578,401				9,578,401					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	262,838				262,838					
9. Totals	262,838	0	0	0	262,838	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	57,853,311				57,853,311					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	57,853,311				57,853,311					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	43,133,892				43,133,892					
18. Amount incurred for provision of health care services	43,453,121				43,453,121					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	466,972				466,972					
2. First quarter	511,096				511,096					
3. Second quarter	509,400				509,400					
4. Third quarter	510,676				510,676					
5. Current year	512,008				512,008					
6. Current year member months	6,129,506				6,129,506					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	150,228				150,228					
9. Totals	150,228	0	0	0	150,228	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	41,098,228				41,098,228					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	41,098,228				41,098,228					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	32,331,702				32,331,702					
18. Amount incurred for provision of health care services	32,547,724				32,547,724					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	72,293				72,293					
2. First quarter	74,703				74,703					
3. Second quarter	76,473				76,473					
4. Third quarter	76,077				76,077					
5. Current year	77,385				77,385					
6. Current year member months	908,161				908,161					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	24,261				24,261					
9. Totals	24,261	0	0	0	24,261	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,853,070				4,853,070					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,853,070				4,853,070					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,174,464				3,174,464					
18. Amount incurred for provision of health care services	3,295,964				3,295,964					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	71,127				71,127					
2. First quarter	77,658				77,658					
3. Second quarter	75,928				75,928					
4. Third quarter	75,774				75,774					
5. Current year	78,933				78,933					
6. Current year member months	908,195				908,195					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	14,626				14,626					
9. Totals	14,626	0	0	0	14,626	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,123,039				3,123,039					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,123,039				3,123,039					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,999,745				1,999,745					
18. Amount incurred for provision of health care services	2,019,445				2,019,445					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NORTH CAROLINA DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	746,789				746,789					
2. First quarter	971,918				971,918					
3. Second quarter	962,458				962,458					
4. Third quarter	958,432				958,432					
5. Current year	954,329				954,329					
6. Current year member months	11,528,892				11,528,892					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	306,075				306,075					
9. Totals	306,075	0	0	0	306,075	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	69,636,387				69,636,387					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	69,636,387				69,636,387					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	62,956,670				62,956,670					
18. Amount incurred for provision of health care services	63,379,442				63,379,442					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NORTH DAKOTA DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	25,409				25,409					
2. First quarter	23,282				23,282					
3. Second quarter	23,150				23,150					
4. Third quarter	23,652				23,652					
5. Current year	24,401				24,401					
6. Current year member months	281,480				281,480					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	9,837				9,837					
9. Totals	9,837	0	0	0	9,837	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	1,807,385				1,807,385					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,807,385				1,807,385					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,385,975				1,385,975					
18. Amount incurred for provision of health care services	1,395,235				1,395,235					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	105,283				105,283					
2. First quarter	106,938				106,938					
3. Second quarter	106,464				106,464					
4. Third quarter	115,158				115,158					
5. Current year	117,337				117,337					
6. Current year member months	1,321,524				1,321,524					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	39,756				39,756					
9. Totals	39,756	0	0	0	39,756	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	8,590,362				8,590,362					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	8,590,362				8,590,362					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,464,200				6,464,200					
18. Amount incurred for provision of health care services	6,507,390				6,507,390					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NEW HAMPSHIRE DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	48,135				48,135					
2. First quarter	48,790				48,790					
3. Second quarter	49,929				49,929					
4. Third quarter	51,337				51,337					
5. Current year	52,091				52,091					
6. Current year member months	603,029				603,029					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	13,440				13,440					
9. Totals	13,440	0	0	0	13,440	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,668,912				3,668,912					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,668,912				3,668,912					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	2,379,940				2,379,940					
18. Amount incurred for provision of health care services	2,395,841				2,395,841					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NEW JERSEY DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	903,284				903,284					
2. First quarter	946,388				946,388					
3. Second quarter	946,643				946,643					
4. Third quarter	950,748				950,748					
5. Current year	951,186				951,186					
6. Current year member months	11,372,253				11,372,253					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	302,494				302,494					
9. Totals	302,494	0	0	0	302,494	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	70,831,524				70,831,524					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	70,831,524				70,831,524					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	55,656,914				55,656,914					
18. Amount incurred for provision of health care services	56,028,783				56,028,783					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	264,958				264,958					
2. First quarter	277,965				277,965					
3. Second quarter	278,162				278,162					
4. Third quarter	277,873				277,873					
5. Current year	279,533				279,533					
6. Current year member months	3,340,553				3,340,553					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	77,069				77,069					
9. Totals	77,069	0	0	0	77,069	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	16,808,455				16,808,455					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	16,808,455				16,808,455					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	12,409,009				12,409,009					
18. Amount incurred for provision of health care services	12,551,310				12,551,310					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	817,230				817,230					
2. First quarter	853,360				853,360					
3. Second quarter	846,113				846,113					
4. Third quarter	860,447				860,447					
5. Current year	863,218				863,218					
6. Current year member months	10,253,748				10,253,748					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	256,482				256,482					
9. Totals	256,482	0	0	0	256,482	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	49,619,049				49,619,049					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	49,619,049				49,619,049					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	40,228,639				40,228,639					
18. Amount incurred for provision of health care services	40,497,424				40,497,424					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF RHODE ISLAND DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	250,135				250,135					
2. First quarter	270,380				270,380					
3. Second quarter	278,456				278,456					
4. Third quarter	281,110				281,110					
5. Current year	282,669				282,669					
6. Current year member months	3,295,112				3,295,112					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	90,349				90,349					
9. Totals	90,349	0	0	0	90,349	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	22,584,823				22,584,823					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	22,584,823				22,584,823					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	18,550,993				18,550,993					
18. Amount incurred for provision of health care services	18,674,940				18,674,940					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF SOUTH CAROLINA DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	120,171				120,171					
2. First quarter	120,186				120,186					
3. Second quarter	119,302				119,302					
4. Third quarter	120,122				120,122					
5. Current year	119,913				119,913					
6. Current year member months	1,435,220				1,435,220					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	37,795				37,795					
9. Totals	37,795	0	0	0	37,795	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	8,374,156				8,374,156					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	8,374,156				8,374,156					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,099,693				6,099,693					
18. Amount incurred for provision of health care services	6,142,296				6,142,296					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF SOUTH DAKOTA DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	74,712				74,712					
2. First quarter	102,543				102,543					
3. Second quarter	101,961				101,961					
4. Third quarter	102,564				102,564					
5. Current year	103,639				103,639					
6. Current year member months	1,218,767				1,218,767					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	43,155				43,155					
9. Totals	43,155	0	0	0	43,155	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	8,003,875				8,003,875					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	8,003,875				8,003,875					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,348,050				6,348,050					
18. Amount incurred for provision of health care services	6,394,383				6,394,383					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	501,018				501,018					
2. First quarter	543,586				543,586					
3. Second quarter	534,246				534,246					
4. Third quarter	531,566				531,566					
5. Current year	527,939				527,939					
6. Current year member months	6,415,078				6,415,078					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	182,597				182,597					
9. Totals	182,597	0	0	0	182,597	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	39,740,279				39,740,279					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	39,740,279				39,740,279					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	29,778,391				29,778,391					
18. Amount incurred for provision of health care services	29,977,356				29,977,356					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	2,476,893				2,476,893					
2. First quarter	2,571,271				2,571,271					
3. Second quarter	2,533,183				2,533,183					
4. Third quarter	2,523,812				2,523,812					
5. Current year	2,514,221				2,514,221					
6. Current year member months	30,447,367				30,447,367					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	828,705				828,705					
9. Totals	828,705	0	0	0	828,705	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	170,410,254				170,410,254					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	170,410,254				170,410,254					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	138,560,460				138,560,460					
18. Amount incurred for provision of health care services	139,494,253				139,494,253					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	92,000				92,000					
2. First quarter	100,435				100,435					
3. Second quarter	104,108				104,108					
4. Third quarter	107,548				107,548					
5. Current year	103,840				103,840					
6. Current year member months	1,235,928				1,235,928					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	31,552				31,552					
9. Totals	31,552	0	0	0	31,552	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	8,018,987				8,018,987					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	8,018,987				8,018,987					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,114,075				6,114,075					
18. Amount incurred for provision of health care services	6,155,541				6,155,541					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	61,360				61,360					
2. First quarter	65,420				65,420					
3. Second quarter	65,914				65,914					
4. Third quarter	65,547				65,547					
5. Current year	66,242				66,242					
6. Current year member months	786,857				786,857					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	19,803				19,803					
9. Totals	19,803	0	0	0	19,803	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,527,346				4,527,346					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,527,346				4,527,346					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,385,974				3,385,974					
18. Amount incurred for provision of health care services	3,408,598				3,408,598					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	341,872				341,872					
2. First quarter	376,106				376,106					
3. Second quarter	371,565				371,565					
4. Third quarter	373,497				373,497					
5. Current year	379,477				379,477					
6. Current year member months	4,461,984				4,461,984					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	121,921				121,921					
9. Totals	121,921	0	0	0	121,921	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	25,578,365				25,578,365					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	25,578,365				25,578,365					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	19,328,133				19,328,133					
18. Amount incurred for provision of health care services	19,457,411				19,457,411					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF WEST VIRGINIA DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	33,422				33,422					
2. First quarter	34,260				34,260					
3. Second quarter	34,689				34,689					
4. Third quarter	34,531				34,531					
5. Current year	34,577				34,577					
6. Current year member months	414,015				414,015					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	12,053				12,053					
9. Totals	12,053	0	0	0	12,053	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,158,832				3,158,832					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,158,832				3,158,832					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,958,895				1,958,895					
18. Amount incurred for provision of health care services	1,999,157				1,999,157					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

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

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

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsured	5 Domiciliary Jurisdiction	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
Non-Affiliates - U.S. Non-Affiliates											
97179	86-0207231	06/01/1999	American Medical Security Life Insurance Company	OH	OTH/L/G	49,792					
0899999.	Total - Non-Affiliates - U.S. Non-Affiliates					49,792	0	0	0	0	0
1099999.	Total - Non-Affiliates					49,792	0	0	0	0	0
1199999.	Total - U.S.					49,792	0	0	0	0	0
9999999.	Total					49,792	0	0	0	0	0

Sch. S - Pt. 2
NONE

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

Sch. S - Pt. 4
NONE

Sch. S - Pt. 5
NONE

Sch. S - Pt. 6
NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	134,141,159		134,141,159
2.	Accident and health premiums due and unpaid (Line 15)	44,318,300		44,318,300
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	50,516,283		50,516,283
6.	Totals assets (Line 28)	228,975,742	0	228,975,742
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	49,040,295		49,040,295
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	5,355,992		5,355,992
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	50,492,133		50,492,133
15.	Total liabilities (Line 24)	104,888,420	0	104,888,420
16.	Total capital and surplus (Line 33)	124,087,322	XXX	124,087,322
17.	Total liabilities, capital and surplus (Line 34)	228,975,742	0	228,975,742
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	0		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	0		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

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

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
Members															
		00000	56-2355483				Allure Eyewear, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	51.000	Vision Service Plan (California)	N	
		00000	68-0295156				Altair Eyewear, Inc.	USA	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Coordinadora Administrativa de Personal	MEX	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Cristallin SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Dragon Alliance South Pacific Pty Ltd	AUS	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	20-1949500				Eastern Vision Service Plan IPA, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	47029	22-2777159				Eastern Vision Service Plan, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000					Entemasyon al Gozluk Sanayi VE Ticaret AS	TUR	NIA	Marchon Europe BV	Ownership	1.000	Vision Service Plan (California)	N	
		00000	23-2941185				Eye Designs, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	50.000	Vision Service Plan (California)	N	
		00000	46-1148774				Eyecare Innovation Partners, LLC	USA	NIA	VSP Retail, Inc.	Ownership	50.000	Vision Service Plan (California)	N	
		00000	27-3107295				Eyeconic, Inc.	USA	NIA	VSP Retail Development Holding, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Eyefinity Ireland, Ltd.	IRL	NIA	Eyefinity, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	68-0450459				Eyefinity, Inc.	USA	NIA	(Ohio)	Ownership	100.000	Vision Service Plan (California)	Y	
		00000					Eyefinity OfficeMate Pty, Ltd. (Australia)	AUS	NIA	Eyefinity Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	45-3675739				EyeNetra, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	25.920	Vision Service Plan (California)	N	
		00000					FC 18 Comerico e Representacoes Ltda	BRA	NIA	Marchon Brasil Ltda	Ownership	100.000	Vision Service Plan (California)	N	
		00000					General Optical (NZ) Ltd.	NZL	NIA	General Optical Pty Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000					General Optical Pty Ltd.	AUS	NIA	I Enterprises Pty Ltd	Ownership	96.000	Vision Service Plan (California)	N	
		00000					GENOP Pty Ltd (Australia)	AUS	NIA	I Enterprises Pty Ltd	Ownreship	100.000	Vision Service Plan (California)	N	
		00000					I Enterprises Pty, Ltd.	AUS	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					ICP SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Brasil Ltda	BRA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	11-3435695				Marchon BRL Ltd.	USA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	83-4627457				Marchon Canada, Inc.	CAN	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	98-0201338				Marchon Europe BV	NLD	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear (Hong Kong) Ltd.	HKG	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear Shenzhen Ltd. China	CHN	NIA	Marchon Eyewear (Hong Kong) Ltd.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear (Shanghai) Ltd.	CHN	NIA	Marchon Eyewear (Hong Kong) Ltd.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear Australia Pty Ltd.	AUS	NIA	General Optical Pty Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000	11-2617364				Marchon Eyewear, Inc.	USA	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	98-0542016				Marchon France SAS	FRA	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Germany GmbH	DEU	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Gulf FZ Company	ARE	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Hispania SL	ESP	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Italia SRL	ITA	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Japan KK	JPN	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Mauritius Ltd.	MUS	NIA	Marchon Eyewear (Hong Kong) Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Mexico	MEX	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Portugal, Unipessoal, Lda	PRT	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Singapore Pte. Ltd.	SGP	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon UK Ltd.	GBR	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	47093	04-2718308				Massachusetts Vision Service Plan (Massachusetts)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	

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 Is an SCA Filing Required? (Y/N)	16 *
.....	.....	00000...	27-3493284..	.....	.....	.....	MEI 3D, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	Monkey Software Pty. Ltd	AUS	NIA	Eyefinity OfficeMate Pty, Ltd. (Australia)	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	27-1700596..	.....	.....	.....	MVO Licensing, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	.....13.650	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	27-1700596..	.....	.....	.....	MVO Licensing, LLC	USA	NIA	Optical Opportunities, LLC	Ownership	.....58.860	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	MyEasySoft SARL	FRA	NIA	Reflex Holding SAS	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	23-7375685..	.....	.....	.....	New Hampshire Vision Services Corporation (New Hampshire)	USA	IA	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	88-0465774..	.....	.....	.....	Optical Opportunities, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	27-0621213..	.....	.....	.....	Plexus Optix, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	Reflex Holding SAS	IRL	NIA	Eyefinity, Ireland	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	Scandinavian Eyewear	SWE	NIA	Marchon Europe BV	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	75-1769288..	.....	.....	.....	Southwest Vision Service Plan, Inc. (Texas)	USA	IA	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	Sterling Meta-Plast India Private Ltd	IND	NIA	Marchon Mauritius	Ownership	.....49.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	VisionMarq, Inc.	CAN	NIA	VSP Canada Vision Care Insurance	Ownership	.....50.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	94-1632821..	.....	.....	.....	Vision Service Plan (California)	USA	UDP	Vision Service Plan (California)	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	99-0247673..	.....	.....	.....	Vision Service Plan (Hawaii)	USA	IA	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
1189	Vision Serv Plan Group	54380...	31-0725743..	.....	.....	.....	Vision Service Plan (Ohio)	USA	IA	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
1189	Vision Serv Plan Group	39616...	06-1227840..	.....	.....	.....	Vision Service Plan Insurance Company (Ohio)	USA	RE	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
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)	.....N.....	.....
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)	.....N.....	.....
.....	.....	00000...	83-0212963..	.....	.....	.....	Vision Service Plan of Wyoming (Wyoming)	USA	IA	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
1189	Vision Serv Plan Group	47097...	73-1004909..	.....	.....	.....	(Oklahoma)	USA	IA	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	Viva Eyewear Australia	AUS	NIA	General Optical Pty Ltd	Ownership	.....50.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	VSP Asia Private Ltd.	HKG	NIA	VSP Global, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	VSP Canada Vision Care Insurance	CAN	IA	Vision Service Plan (California)	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	27-5016913..	.....	.....	.....	VSP Ceres Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	27-0933693..	.....	.....	.....	VSP Global, Inc.	USA	NIA	Vision Service Plan (California)	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	26-1998746..	.....	.....	.....	VSP Holding Company, Inc.	USA	NIA	Vision Service Plan (California)	Ownership	.....55.100	Vision Service Plan (California)	.....Y.....	.....
.....	.....	00000...	26-1998746..	.....	.....	.....	VSP Holding Company, Inc.	USA	NIA	(Ohio)	Ownership	.....44.900	Vision Service Plan (California)	.....Y.....	.....
.....	.....	00000...	27-0621143..	.....	.....	.....	VSP Labs, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.	USA	NIA	Vision Service Plan (California)	Ownership	.....50.000	Vision Service Plan (California)	.....Y.....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.	USA	NIA	(Ohio)	Ownership	.....20.000	Vision Service Plan (California)	.....Y.....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.	USA	NIA	VSP Vision Care, Inc. (Virginia)	Ownership	.....10.000	Vision Service Plan (California)	.....Y.....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.	USA	NIA	Vision Services Plan Inc., Oklahoma (Oklahoma)	Ownership	.....10.000	Vision Service Plan (California)	.....Y.....	.....
.....	.....	00000...	27-0621064..	.....	.....	.....	VSP Optical Group, Inc.	USA	NIA	Massachusetts Vision Service Plan (Massachusetts)	Ownership	.....10.000	Vision Service Plan (California)	.....Y.....	.....
.....	.....	00000...	46-5393037..	.....	.....	.....	VSP Retail Development Holding, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	46-5406960..	.....	.....	.....	VSP Retail, Inc.	USA	NIA	VSP Retail Development Holding, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	VSP Vision Care - UK, Ltd.	GBR	NIA	VSP Global, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
1189	Vision Serv Plan Group	53031...	23-7089668..	.....	.....	.....	VSP Vision Care, Inc. (Virginia)	USA	IA	Vision Service Plan (California)	Board	.....	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	.....	.....	.....	.....	Winoptics SARL	FRA	NIA	Reflex Holding SAS	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....

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 Is an SCA Filing Required? (Y/N)	16 *
Asteri	Explanation														

SCHEDULE Y

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

1 NAIC Company Code	2 ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	20-1949500	Eastern Vision Service Plan IPA, Inc.					162,777				162,777	
47029	22-2777159	Eastern Vision Service Plan, Inc. (New York)					37,149,210				37,149,210	
47093	04-2718308	Massachusetts Vision Service Plan (Massachusetts)					6,586,346				6,586,346	
	75-1769288	Southwest Vision Service Plan, Inc. (Texas)					12,942,913				12,942,913	
	94-1632821	Vision Service Plan (California)	41,200,000				(353,280,978)				(312,080,978)	
	99-0247673	Vision Service Plan (Hawaii)					1,884,287				1,884,287	
54380	31-0725743	Vision Service Plan (Ohio)	(7,700,000)				17,675,164				9,975,164	
39616	06-1227840	Vision Service Plan Insurance Company (a Ohio stock corporation)	(21,000,000)				184,232,431				163,232,431	
32395	36-3560825	Vision Service Plan Insurance Company (a Missouri stock corporation).	(8,300,000)				35,447,422				27,147,422	
12516	20-0891619	Vision Service Plan of Illinois, NFP					20,771,055				20,771,055	
	83-0212963	Vision Service Plan of Wyoming (Wyoming)					868,734				868,734	
95478	75-1004909	Vision Services Plan Inc., Oklahoma (Oklahoma)	(2,500,000)				5,633,348				3,133,348	
	26-1998746	VSP Holding Company, Inc.	8,300,000								8,300,000	
53031	23-7089668	VSP Vision Care, Inc. (Virginia)	(10,000,000)				29,927,291				19,927,291	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

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

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

3.

4.

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6.

7.

8.

9.

10.

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

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

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

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

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

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

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

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

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

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

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

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

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

24.

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

26.

Overflow Page
NONE

Overflow Page
NONE

PROPERTY/CASUALTY SUPPLEMENTS

NONE

TO BE FILED ON OR BEFORE MARCH 1

For the Year Ended December 31, 2016

Of the.....Vision Service Plan Insurance Company

ADDRESS .....Columbus OH 43219

NAIC Group Code.....1189 NAIC Company Code.....39616 Employer's ID Number.....06-1227840

Sch. F - Pt. 1
NONE

Sch. F - Pt. 3
NONE

Sch. P - Pt. 1
NONE

Sch. P - Pt. 1A
NONE

Sch. P - Pt. 1B
NONE

Sch. P - Pt. 1C
NONE

Sch. P - Pt. 1D
NONE

Sch. P - Pt. 1E
NONE

Sch. P - Pt. 1F - Sn. 1
NONE

Sch. P - Pt. 1F - Sn. 2
NONE

Sch. P - Pt. 1G
NONE

Sch. P - Pt. 1H - Sn. 1
NONE

Sch. P - Pt. 1H - Sn. 2
NONE

Sch. P - Pt. 1I
NONE

Sch. P - Pt. 1J
NONE

Sch. P - Pt. 1K
NONE

Sch. P - Pt. 1L
NONE

Sch. P - Pt. 1M
NONE

Sch. P - Pt. 1N
NONE

Sch. P - Pt. 1O
NONE

Sch. P - Pt. 1P
NONE

Sch. P - Pt. 1R - Sn. 1
NONE

Sch. P - Pt. 1R - Sn. 2
NONE

Sch. P - Pt. 1S
NONE

Sch. P - Pt. 1T
NONE

Sch. P - Pt. 2
NONE

Sch. P - Pt. 2A
NONE

Sch. P - Pt. 2B
NONE

Sch. P - Pt. 2C
NONE

Sch. P - Pt. 2D
NONE

Sch. P - Pt. 2E
NONE

Sch. P - Pt. 2F - Sn. 1
NONE

Sch. P - Pt. 2F - Sn. 2
NONE

Sch. P - Pt. 2G
NONE

Sch. P - Pt. 2H - Sn. 1
NONE

Sch. P - Pt. 2H - Sn. 2
NONE

Sch. P - Pt. 2I
NONE

Sch. P - Pt. 2J
NONE

Sch. P - Pt. 2K
NONE

Sch. P - Pt. 2L
NONE

Sch. P - Pt. 2M
NONE

Sch. P - Pt. 2N
NONE

Sch. P - Pt. 2O
NONE

Sch. P - Pt. 2P
NONE

Sch. P - Pt. 2R - Sn. 1
NONE

Sch. P - Pt. 2R - Sn. 2
NONE

Sch. P - Pt. 2S
NONE

Sch. P - Pt. 2T
NONE

Supplement for the year 2016 of the **Vision Service Plan Insurance Company**

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14 Data)

NAIC Group Code.....1189 NAIC Company Code....39616 BUSINESS IN THE STATE OF ARIZONA DURING THE YEAR

PS33

NONE

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
	1 Direct Premiums Written	2 Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
1. Fire												
2.1 Allied lines												
2.2 Multiple peril crop												
2.3 Federal flood												
2.4 Private crop												
2.5 Private flood												
3. Farmowners multiple peril												
4. Homeowners multiple peril												
5.1 Commercial multiple peril (non-liability portion)												
5.2 Commercial multiple peril (liability portion)												
6. Mortgage guaranty												
8. Ocean marine												
9. Inland marine												
10. Financial guaranty												
11. Medical professional liability												
12. Earthquake												
13. Group accident and health (b)												
14. Credit A & H (group and individual)												
15.1 Collectively renewable A&H (b)												
15.2 Non-cancelable A & H (b)												
15.3 Guaranteed renewable A & H (b)												
15.4 Non-renewable for stated reasons only (b)												
15.5 Other accident only												
15.6 Medicare Title XVIII exempt from state taxes or fees												
15.7 All other A & H (b)												
15.8 Federal employees health benefits plan premium (b)												
16. Workers' compensation												
17.1 Other liability-occurrence												
17.1 Other liability-claims-made												
17.3 Excess workers' compensation												
18. Products liability												
19.1 Private passenger auto no-fault (personal injury protection)												
19.2 Other private passenger auto liability												
19.3 Commercial auto no-fault (personal injury protection)												
19.4 Other commercial auto liability												
21.1 Private passenger auto physical damage												
21.2 Commercial auto physical damage												
22. Aircraft (all perils)												
23. Fidelity												
24. Surety												
26. Burglary and theft												
27. Boiler and machinery												
28. Credit												
30. Warranty												
34. Aggregate write-ins for other lines of business	0	0	0	0	0	0	0	0	0	0	0	0
35. TOTALS (a)	0	0	0	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS												
3401.												
3402.												
3403.												
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0	0	0	0	0	0	0	0	0	0
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)	0	0	0	0	0	0	0	0	0	0	0	0

(a) Finance and service charges not included in Lines 1 to 35 $.....0.

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

Supplement for the year 2016 of the **Vision Service Plan Insurance Company**

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14 Data)

NAIC Group Code.....1189 NAIC Company Code....39616 BUSINESS IN THE STATE OF CONNECTICUT DURING THE YEAR

PS33

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
	1 Direct Premiums Written	2 Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
1. Fire												
2.1 Allied lines												
2.2 Multiple peril crop												
2.3 Federal flood												
2.4 Private crop												
2.5 Private flood												
3. Farmowners multiple peril												
4. Homeowners multiple peril												
5.1 Commercial multiple peril (non-liability portion)												
5.2 Commercial multiple peril (liability portion)												
6. Mortgage guaranty												
8. Ocean marine												
9. Inland marine												
10. Financial guaranty												
11. Medical professional liability												
12. Earthquake												
13. Group accident and health (b)												
14. Credit A & H (group and individual)												
15.1 Collectively renewable A&H (b)												
15.2 Non-cancelable A & H (b)												
15.3 Guaranteed renewable A & H (b)												
15.4 Non-renewable for stated reasons only (b)												
15.5 Other accident only												
15.6 Medicare Title XVIII exempt from state taxes or fees												
15.7 All other A & H (b)												
15.8 Federal employees health benefits plan premium (b)												
16. Workers' compensation												
17.1 Other liability-occurrence												
17.1 Other liability-claims-made												
17.3 Excess workers' compensation												
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19.1 Private passenger auto no-fault (personal injury protection)												
19.2 Other private passenger auto liability												
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19.4 Other commercial auto liability												
21.1 Private passenger auto physical damage												
21.2 Commercial auto physical damage												
22. Aircraft (all perils)												
23. Fidelity												
24. Surety												
26. Burglary and theft												
27. Boiler and machinery												
28. Credit												
30. Warranty												
34. Aggregate write-ins for other lines of business	0	0	0	0	0	0	0	0	0	0	0	0
35. TOTALS (a)	0	0	0	0	0	0	0	0	0	0	0	0

NONE

DETAILS OF WRITE-INS

3401.												
3402.												
3403.												
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0	0	0	0	0	0	0	0	0	0
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)	0	0	0	0	0	0	0	0	0	0	0	0

(a) Finance and service charges not included in Lines 1 to 35 $.....0.

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

Supplement for the year 2016 of the **Vision Service Plan Insurance Company**

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14 Data)

NAIC Group Code.....1189 NAIC Company Code....39616

BUSINESS IN GRAND TOTAL DURING THE YEAR

PS33

NONE

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
	1 Direct Premiums Written	2 Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
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23. Fidelity												
24. Surety												
26. Burglary and theft												
27. Boiler and machinery												
28. Credit												
30. Warranty												
34. Aggregate write-ins for other lines of business	0	0	0	0	0	0	0	0	0	0	0	0
35. TOTALS (a)	0	0	0	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS												
3401.												
3402.												
3403.												
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0	0	0	0	0	0	0	0	0	0
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)	0	0	0	0	0	0	0	0	0	0	0	0

(a) Finance and service charges not included in Lines 1 to 35 $.....0.

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

Supplement for the year 2016 of the **Vision Service Plan Insurance Company**

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14 Data)

NAIC Group Code.....1189 NAIC Company Code....39616 BUSINESS IN THE STATE OF KANSAS DURING THE YEAR

PS33

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
	1 Direct Premiums Written	2 Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
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15.5 Other accident only												
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15.7 All other A & H (b)												
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27. Boiler and machinery												
28. Credit												
30. Warranty												
34. Aggregate write-ins for other lines of business	0	0	0	0	0	0	0	0	0	0	0	0
35. TOTALS (a)	0	0	0	0	0	0	0	0	0	0	0	0

NONE

DETAILS OF WRITE-INS

3401.												
3402.												
3403.												
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0	0	0	0	0	0	0	0	0	0
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)	0	0	0	0	0	0	0	0	0	0	0	0

(a) Finance and service charges not included in Lines 1 to 35 $.....0.

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

Supplement for the year 2016 of the **Vision Service Plan Insurance Company**

EXHIBIT OF PREMIUMS AND LOSSES (Statutory Page 14 Data)

NAIC Group Code.....1189 NAIC Company Code....39616 BUSINESS IN THE STATE OF NORTH CAROLINA DURING THE YEAR

PS33

Line of Business	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
	1 Direct Premiums Written	2 Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
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15.2 Non-cancelable A & H (b)												
15.3 Guaranteed renewable A & H (b)												
15.4 Non-renewable for stated reasons only (b)												
15.5 Other accident only												
15.6 Medicare Title XVIII exempt from state taxes or fees												
15.7 All other A & H (b)												
15.8 Federal employees health benefits plan premium (b)												
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27. Boiler and machinery												
28. Credit												
30. Warranty												
34. Aggregate write-ins for other lines of business	0	0	0	0	0	0	0	0	0	0	0	0
35. TOTALS (a)	0	0	0	0	0	0	0	0	0	0	0	0

NONE

DETAILS OF WRITE-INS

3401.												
3402.												
3403.												
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0	0	0	0	0	0	0	0	0	0
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)	0	0	0	0	0	0	0	0	0	0	0	0

(a) Finance and service charges not included in Lines 1 to 35 $.....0.

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

Overflow Page for Write-Ins

NONE

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