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

ANNUAL STATEMENT

For the Year Ended December 31, 2016

of the Condition and Affairs of the

Vision Service Plan

NAIC Group Code.....1189, 1189 (Current Period) (Prior Period) NAIC Company Code..... 54380 Employer's ID Number..... 31-0725743

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

Licensed as Business Type.....Vision Service Corporation Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... November 4, 1966 Commenced Business..... March 29, 1967

Statutory Home Office	3400 Morse Crossing….. 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	4.	

OTHER

DIRECTORS OR TRUSTEES

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

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

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

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

Subscribed and sworn to before me

This _____ day of 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						
ACTIVE	49,169	49,487	50,199			148,854
BIG LOTS	123,084					123,084
SECOND PAIR BUY-UP ACTIVE	71,343					71,343
SMUCKERS CORE PLANS - PLAN 40	63,563					63,563
REED ELSEVIER INC	54,328					54,328
ACTIVE PREMIER PLAN	50,937					50,937
MIAMI VALLEY HOSPITAL	38,996					38,996
GENESIS HEALTHCARE SYSTEM	38,716					38,716
SOUTHERN OHIO MEDICAL CENTER	32,556	5,897				38,453
AMTRUST ACTIVE	37,855					37,855
WESTFIELD GROUP ACTIVE	36,567					36,567
ACTIVE BASE PLAN	33,920					33,920
CBIZ ACTIVE BASIC	32,642					32,642
INFINITY TRUST - PLAN B	16,256	16,103				32,359
SOUTHERN OHIO MEDICAL CENTER	15,906	14,853				30,759
CUYAHOGA COUNTY ACTIVE	13,707	16,362				30,069
UNION CONSTRUCTION WORKERS	14,961	14,815				29,776
SUMMA HEALTH SYSTEM	29,099					29,099
TTI-ONE WORLD TECH,-ACTIVE	9,549	9,533	9,555			28,637
NON-BARGAINING ENHANCED	19,676	8,430				28,106
COOPERATIVE GROUP	24,078					24,078
THE UNIVERSITY OF AKRON	23,243					23,243
TTI-MILWAUKEE ELECTRIC TOOL-	22,497					22,497
EMERSON ACTIVES	22,009					22,009
INFINITY TRUST - PLAN C	10,679	11,283				21,961
CBIZ ACTIVE VISION PLUS	20,534					20,534
GOOD SAMARITAN HOSPITAL	18,574					18,574
DAYTON CHILDRENS HOSPITAL	18,247					18,247
LIEBERT CORPORATION	14,653					14,653
NON-BARGAINING STANDARD	14,444					14,444
FOREST CITY ENTERPRISES	7,767	6,120				13,887
CORP BUY UP-LENS OPTIONS	6,789	6,907				13,695
ATRIUM MEDICAL CENTER	13,016					13,016
LAKE HEALTH - ACTIVE	12,676					12,676
BOB EVANS FARMS-PT ACTIVES	4,025	4,177	4,144	284	12,630	(0)
MAPLE KNOLL COMMUNITIES, INC	3,714	3,700	3,757	1,118	12,289	0
AMERICAN SIGNATURE HOMES	5,759	5,973				11,732
MRI SOFTWARE, LLC	5,836	5,814				11,651
ENERGY SYSTEMS	5,673	5,692				11,364
EXECUTIVE JET MANAGEMENT	10,999					10,999
ENID	10,891					10,891
ACTIVE PLUS PLAN	10,543					10,543
ALLIED MACHINE & ENGINEERING	5,200	5,207				10,407
0299997. Group subscribers subtotal	1,074,674	190,351	67,654	1,403	24,918	1,309,164
0299998. Premiums due and unpaid not individually listed	773,554	162,966	15,730	3,913	10,135	946,028
0299999. Total group	1,848,228	353,317	83,384	5,316	35,053	2,255,192
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	1,848,228	353,317	83,384	5,316	35,053	2,255,192

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)						
	1,588,319					1,588,319
0199999. Individually listed claims unpaid	1,588,319	0	0	0	0	1,588,319
0499999. Subtotals	1,588,319	0	0	0	0	1,588,319
0599999. Unreported claim and other claim reserves						3,214,009
0799999. Total claims unpaid						4,802,328

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	848,204	848,204	
0199999. Individually listed payables		848,204	848,204	0
0399999. Total gross payables		848,204	848,204	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	9,917,920	13.0	XXX	XXX		9,917,920
6. Contractual fee payments	66,373,770	87.0	XXX	XXX	66,373,770	
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	76,291,690	100.0	XXX	XXX	66,373,770	9,917,920
13. Total (Line 4 plus Line 12)	76,291,690	100.0	XXX	XXX	66,373,770	9,917,920

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

* 5 4 3 8 0 2 0 1 6 4 3 0 5 9 1 0 0 *

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....54380

	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	1,366,656				1,366,656					
2. First quarter	1,381,856				1,381,856					
3. Second quarter	1,379,617				1,379,617					
4. Third quarter	1,395,090				1,395,090					
5. Current year	1,394,988				1,394,988					
6. Current year member months	16,630,244				16,630,244					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	463,168				463,168					
9. Totals	463,168	0	0	0	463,168	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	101,856,862				101,856,862					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	101,856,862				101,856,862					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	76,291,690				76,291,690					
18. Amount incurred for provision of health care services	76,391,695				76,391,695					

(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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....54380

	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	1,366,656				1,366,656					
2. First quarter	1,381,856				1,381,856					
3. Second quarter	1,379,617				1,379,617					
4. Third quarter	1,395,090				1,395,090					
5. Current year	1,394,988				1,394,988					
6. Current year member months	16,630,244				16,630,244					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	463,168				463,168					
9. Totals	463,168	0	0	0	463,168	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	101,856,862				101,856,862					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	101,856,862				101,856,862					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	76,291,690				76,291,690					
18. Amount incurred for provision of health care services	76,391,695				76,391,695					

(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

Sch. S - Pt. 1 - Sn. 2
NONE

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)	32,363,694		32,363,694
2.	Accident and health premiums due and unpaid (Line 15)	2,255,192		2,255,192
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	3,560,049		3,560,049
6.	Totals assets (Line 28)	38,178,935	0	38,178,935
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	4,802,328		4,802,328
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	525,800		525,800
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)	7,660,538		7,660,538
15.	Total liabilities (Line 24)	12,988,666	0	12,988,666
16.	Total capital and surplus (Line 33)	25,190,269	XXX	25,190,269
17.	Total liabilities, capital and surplus (Line 34)	38,178,935	0	38,178,935
	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			NONE			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

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	

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...	.....	.....	.....	.....	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.....	.....
.....	.....	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.....	.....

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
		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	
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?	NO

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

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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.

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

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