



HEALTH QUARTERLY STATEMENT

As of March 31, 2017
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 916-851-5000
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

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

Primary Location of Books and Records 3333 Quality Drive..... Rancho Cordova CA US 95670 916-851-5000
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.vsp.com

Statutory Statement Contact Laura Olson 916-851-5000
(Name) (Area Code) (Telephone Number) (Extension)
laurol@vsp.com 916-463-9040
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
1. Kate Alison Renwick-Espinosa	President	2. James Robinson Lynch #	Secretary
3. Daniel Joseph Schauer #	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) Kate Alison Renwick-Espinosa _____ 1. (Printed Name) _____ President _____ (Title)	_____ (Signature) James Robinson Lynch _____ 2. (Printed Name) _____ Secretary _____ (Title)	_____ (Signature) Daniel Joseph Schauer _____ 3. (Printed Name) _____ Treasurer _____ (Title)
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Subscribed and sworn to before me This _____ day of _____ a. Is this an original filing? Yes [X] No []
b. If no: 1. State the amendment number _____
2. Date filed _____

By: Kate Alison Renwick-Espinosa, James Robinson Lynch,
Daniel Joseph Schauer

3. Number of pages attached _____

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	47,923,615		47,923,615	47,208,830
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	262,230,793	262,230,793	0	343
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$.....16,942,215), cash equivalents (\$.....48,056,871) and short-term investments (\$.....11,314,055).....	76,313,141		76,313,141	86,931,986
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	386,467,549	262,230,793	124,236,756	134,141,159
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	210,331		210,331	177,766
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	42,359,201	615,862	41,743,339	44,318,300
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			0	
15.3 Accrued retrospective premiums (\$.....0) and contracts subject to redetermination (\$.....0).....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			0	
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....	52,329,301	180,846	52,148,455	46,567,553
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	8,809,407	4,237,941	4,571,466	3,770,964
19. Guaranty funds receivable or on deposit.....	5,456,904		5,456,904	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	3,513,784		3,513,784	
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	499,146,477	267,265,442	231,881,035	228,975,742
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	499,146,477	267,265,442	231,881,035	228,975,742

DETAILS OF WRITE-INS

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

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	52,079,277		52,079,277	49,040,295
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	847,533		847,533	798,077
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....			0	
5. Aggregate life policy reserves.....			0	
6. Property/casualty unearned premium reserve.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....	7,785,713		7,785,713	5,355,992
9. General expenses due or accrued.....	1,410,454		1,410,454	1,341,587
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	13,273,635		13,273,635	17,436,572
10.2 Net deferred tax liability.....			0	
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....	6,874,258		6,874,258	5,134,249
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	23,291,175		23,291,175	17,691,468
16. Derivatives.....			0	
17. Payable for securities.....			0	
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
22. Liability for amounts held under uninsured plans.....	2,186,669		2,186,669	2,354,106
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	10,123,203	0	10,123,203	5,736,074
24. Total liabilities (Lines 1 to 23).....	117,871,917	0	117,871,917	104,888,420
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	4,915,579	0
26. Common capital stock.....	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX	38,462,582	38,462,582
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
31. Unassigned funds (surplus).....	XXX	XXX	68,130,957	83,124,740
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	114,009,118	124,087,322
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	231,881,035	228,975,742

DETAILS OF WRITE-INS

2301. Taxes, licenses & fees.....	9,303,693		9,303,693	4,898,562
2302. Escheatable checks.....	819,510		819,510	837,512
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	10,123,203	0	10,123,203	5,736,074
2501. Health Insurer Assessment.....	XXX	XXX	4,915,579	
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	4,915,579	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX	39,811,547	37,979,294	152,048,947
2. Net premium income (including \$.....0 non-health premium income).....	XXX	249,521,784	234,514,260	939,996,015
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$.....53,518,489 medical expenses).....	XXX	11,413,878	9,929,249	33,939,523
5. Risk revenue.....	XXX	742,372	2,659,539	7,449,583
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	261,678,034	247,103,048	981,385,121
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		234,437,802	225,407,121	759,928,716
11. Outside referrals.....				
12. Emergency room and out-of-area.....				
13. Prescription drugs.....				
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....	0	234,437,802	225,407,121	759,928,716
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	234,437,802	225,407,121	759,928,716
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		3,642,470	3,367,773	14,787,238
21. General administrative expenses.....		39,367,490	52,259,219	164,410,919
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....				
23. Total underwriting deductions (Lines 18 through 22).....	0	277,447,762	281,034,113	939,126,873
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(15,769,728)	(33,931,065)	42,258,248
25. Net investment income earned.....		133,426	60,103	320,094
26. Net realized capital gains (losses) less capital gains tax of \$.....0.....		(2)		(808)
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	133,424	60,103	319,286
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....31,268)].....		(31,268)	21,366	(292,663)
29. Aggregate write-ins for other income or expenses.....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	(15,667,572)	(33,849,596)	42,284,871
31. Federal and foreign income taxes incurred.....	XXX	(4,162,938)	(5,695,860)	19,527,399
32. Net income (loss) (Lines 30 minus 31).....	XXX	(11,504,634)	(28,153,736)	22,757,472

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	124,087,322	152,935,850	152,935,850
34. Net income or (loss) from Line 32.....	(11,504,634)	(28,153,736)	22,757,472
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$...252,531.....	3,284,267	(18,962,947)	(21,007,314)
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	800,502	1,520,061	(825,856)
39. Change in nonadmitted assets.....	(2,658,339)	17,270,707	(8,772,830)
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital changes:			
44.1 Paid in.....			
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			(21,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	(10,078,204)	(28,325,915)	(28,848,528)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	114,009,118	124,609,935	124,087,322

DETAILS OF WRITE-INS

4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	0

Vision Service Plan Insurance Company CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	254,939,759	234,167,907	935,779,741
2. Net investment income.....	132,115	147,408	588,172
3. Miscellaneous income.....	12,156,250	2,659,539	41,389,106
4. Total (Lines 1 through 3).....	267,228,124	236,974,854	977,757,019
5. Benefit and loss related payments.....	231,398,820	161,408,809	754,558,727
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	49,528,384	97,747,431	181,058,152
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	(1)	2,306,227	15,504,811
10. Total (Lines 5 through 9).....	280,927,203	261,462,467	951,121,690
11. Net cash from operations (Line 4 minus Line 10).....	(13,699,080)	(24,487,613)	26,635,329
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	1,500,289	4,500,371	18,838,113
12.2 Stocks.....	1,665	0	311,890,159
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			114
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	1,501,954	4,500,371	330,728,386
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	2,246,330	2,621,421	22,625,674
13.2 Stocks.....	1,322		311,890,501
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....			
13.7 Total investments acquired (Lines 13.1 to 13.6).....	2,247,652	2,621,421	334,516,175
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(745,698)	1,878,950	(3,787,790)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			21,000,000
16.6 Other cash provided (applied).....	3,825,933	3,722,530	5,809,017
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	3,825,933	3,722,530	(15,190,983)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(10,618,844)	(18,886,133)	7,656,556
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	86,931,986	79,275,429	79,275,429
19.2 End of period (Line 18 plus Line 19.1).....	76,313,141	60,389,296	86,931,986

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

20.0001			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	12,705,306				11,781,676		923,630			
2. First Quarter.....	13,274,726				12,309,281		965,445			
3. Second Quarter.....	0									
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	39,811,547				36,919,949		2,891,598			
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	1,216,722				1,086,793		129,929			
9. Total.....	1,216,722	0	0	0	1,086,793	0	129,929	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	249,521,784				222,568,707		26,953,077			
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	249,521,784				222,568,707		26,953,077			
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	231,398,820				198,687,081		32,711,739			
18. Amount Incurred for Provision of Health Care Services.....	234,437,802				201,306,771		33,131,031			

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims.....	15,805,373					15,805,373
0199999. Individually Listed Claims Unpaid.....	15,805,373	0	0	0	0	15,805,373
0499999. Subtotals.....	15,805,373	0	0	0	0	15,805,373
0599999. Unreported Claims and Other Claim Reserves.....						36,273,904
0799999. Total Claims Unpaid.....						52,079,277

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	41,368,199	165,035,167	1,384,321	45,069,408	42,752,520	43,656,709
5. Federal Employees Health Benefits Plan.....	5,009,690	19,985,764	167,641	5,457,907	5,177,331	5,383,586
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	46,377,889	185,020,931	1,551,962	50,527,315	47,929,851	49,040,295
10. Healthcare receivables (a).....					0	
11. Other non-health.....					0	
12. Medical incentive pools and bonus amounts.....					0	
13. Totals (Lines 9-10+11+12).....	46,377,889	185,020,931	1,551,962	50,527,315	47,929,851	49,040,295

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(a) Excludes \$.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS**Note 1 – Summary of Significant Accounting Policies and Going Concern**

A. Accounting Practices

	SSAP #	F/S Page	F/S Line #	2017 Period	2016
NET INCOME					
(1) Vision Service Plan Insurance Company state basis (Page 4, Line 32, Columns 2 & 3)	XXX	XXX	XXX	\$ (11,504,634)	\$ 22,757,472
(2) State Prescribed Practice that is an increase/(decrease) from NAIC SAP					
(3) State Permitted Practice that is an increase/(decrease) from NAIC SAP					
(4) NAIC SAP (1 – 2 – 3 = 4)	XXX	XXX	XXX	\$ (11,504,634)	\$ 22,757,472
SURPLUS					
(5) Vision Service Plan Insurance Company state basis (Page 3, line 33, Columns 3 & 4)	XXX	XXX	XXX	\$ 114,009,118	\$ 124,087,322
(6) State Prescribed Practice that is an increase/(decrease) from NAIC SAP					
(7) State Permitted Practice that is an increase/(decrease) from NAIC SAP					
(8) NAIC SAP (5 – 6 – 7 = 8)	XXX	XXX	XXX	\$ 114,009,118	\$ 124,087,322

C. Accounting Policy

(6) Not Applicable

D. Going Concern - No significant change

Note 2 – Accounting Changes and Corrections of Errors

Not applicable

Note 3 – Business Combinations and Goodwill

Not applicable

Note 4 – Discontinued Operations

Not applicable

Note 5 – Investments

D. Loan-Backed Securities

(1) Not applicable

(2) Not applicable

(3) Not applicable

(4) Not applicable

(5) Not applicable

E. Repurchase Agreements and/or Securities Lending Transactions

(3) Not applicable

I. Working Capital Finance Investments

(2) Not applicable

(3) Not applicable

J. Offsetting and Netting of Assets and Liabilities - Not applicable

Note 6 – Joint Ventures, Partnerships and Limited Liability Companies

Not applicable

Note 7 – Investment Income

No significant changes

Note 8 – Derivative Instruments

Not applicable

NOTES TO FINANCIAL STATEMENTS

Note 9 – Income Taxes

No significant changes

Note 10 – Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant changes

Note 11 – Debt

B. FHLB (Federal Home Loan Bank) Agreements

- (1) Not applicable
- (2) Not applicable
- (3) Not applicable
- (4) Not applicable

Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan - Not applicable

Note 13 – Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

No significant changes

Note 14 – Liabilities, Contingencies and Assessments

A. Contingent Commitments

- (1) Total SSAP No. 97, Investments in Subsidiary, Controlled, and Affiliated Entities, A Replacement of SSAP No. 88, and SSAP No. 48, Joint Ventures, Partnerships and Limited Liability Company contingent liabilities: \$0
- (2) Detail of other contingent commitments - Not applicable
- (3) Not applicable

B. Assessments

- (1) On March 1, 2017, the Company received notification of the insolvency of Penn Treaty Network American Insurance Company and its subsidiary, American Network Insurance Company. It is expected that the insolvency will result in a retrospective premium-based guaranty fund assessment against the Company of \$6,483,328 which has been charged to operations in the current period and the liability recognized in accordance with SSAP No. 35R, *Guaranty Fund and Other Assessments*. Assets totaling \$5,456,904 have been recognized for premium tax offsets which are expected to be realized generally over five years beginning in 2018.

(2)

a. Assets recognized from paid and accrued premium tax offsets and policy surcharges prior year –end	\$
b. Decreases current period:	
c. Increases current period:	5,456,904
d. Assets recognized from paid and accrued premium tax offsets and policy surcharges current period	\$ 5,456,904

C. Gain Contingencies - Not applicable

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits

Vision Service Plan Insurance Company paid the following amounts in the reporting period to settle claims related extra contractual obligations or bad faith claims stemming from lawsuits:

	Direct
Claims related ECO and bad faith losses paid during the reporting period	\$ 0

Number of claims where amounts were paid to settle claims related extra contractual obligations or bad faith claims resulting from lawsuits during the reporting period:

(a) 0-25 Claims	(b) 26-50 Claims	(c) 51-100 Claims	(d) 101-500 Claims	(e) More than 500 Claims

Indicate whether claim count information is disclosed per claim or per claimant:

- (f) Per Claim []
- (g) Per Claimant []

E. Joint and Several Liabilities - Not applicable

F. All Other Contingencies - Not applicable

NOTES TO FINANCIAL STATEMENTS

Note 15 – Leases

Not applicable

Note 16 – Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not applicable

Note 17 – Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

B. Transfer and Servicing of Financial Assets - Not applicable

C. Wash Sales

(1) Not applicable

(2) Not applicable

Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Portion of Partially Insured Plans

No significant changes

Note 19 – Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant changes

Note 20 – Fair Value Measurements

A.

(1) Not applicable

(2) Not applicable

(3) Not applicable

(4) Not applicable

(5) Not applicable

B. Not applicable

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short-term investments	\$ 11,309,775	\$ 11,314,055	\$	\$ 11,309,775	\$	\$
Bonds	\$ 47,726,596	\$ 47,923,615	\$ 337,937	\$ 47,388,659	\$	\$

D. Not Practicable to Estimate Fair Value - Not applicable

Note 21 – Other Items

No significant changes

Note 22 – Events Subsequent

No significant changes

Note 23 – Reinsurance

Not applicable

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

(1) Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions

Yes [] No [X]

(2) Not applicable

(3) Not applicable

(4) Not applicable

(5) Not applicable

NOTES TO FINANCIAL STATEMENTS**Note 25 – Change in Incurred Losses and Loss Adjustment Expenses**

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

	2017	2016
BALANCE—January 1	<u>\$ 49,838,372</u>	<u>\$ 44,338,760</u>
Incurred related to:		
Current year	245,282,984	777,213,984
Prior years	<u>(1,621,810)</u>	<u>(666,312)</u>
Total incurred	243,661,174	776,547,672
Paid related to:		
Current year	(192,356,174)	(727,375,612)
Prior years	<u>(48,216,562)</u>	<u>(43,672,448)</u>
Total paid	<u>(240,572,736)</u>	<u>(771,048,060)</u>
BALANCE - March 31/December 31	<u>\$ 52,926,810</u>	<u>\$ 49,838,372</u>

Reserves as of March 31, 2017 were \$52,926,810. As of March 31, 2017, \$48,216,562 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$1,621,810 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$1,621,810 favorable prior-year development from December 31, 2016 to March 31, 2017. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

Note 26 – Intercompany Pooling Arrangements

Not applicable

Note 27 – Structured Settlements

Not applicable for Health Entities

Note 28 – Health Care Receivables

Not applicable

Note 29 – Participating policies

Not applicable

Note 30 – Premium Deficiency Reserves

No significant changes

Note 31 – Anticipated Salvage and Subrogation

Not applicable

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change: _____
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? If yes, complete Schedule Y, Parts 1 and 1A. Yes [X] No []
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation. Yes [] No [X] N/A []
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013
- 6.2 State as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2013
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 02/04/2015
- 6.4 By what department or departments?
Connecticut Insurance Department
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [X] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated with the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

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

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 3,513,784

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ 0	\$ 0
14.22 Preferred Stock	0	0
14.23 Common Stock	258,693,995	262,230,793
14.24 Short-Term Investments	0	0
14.25 Mortgage Loans on Real Estate	0	0
14.26 All Other	0	0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 258,693,995	\$ 262,230,793
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$ 0	\$ 0

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

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

If no, attach a description with this statement.

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

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

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

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

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

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

1 Name of Custodian(s)	2 Custodian Address
Union Bank	350 California St., San Francisco, CA 94104
Wells Fargo Institutional Securities, LLC	400 Capitol Mall, Sacramento, CA 95814

17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

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

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

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

17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such ["...that have access to the investment accounts", "handle securities"].

1 Name of Firm or Individual	2 Affiliation
Union Bank	U
Wells Fargo Institutional Securities	U
Treasury Manager, VSP	A

17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") manage more than 10% of the reporting entity's assets? Yes [] No [X]

17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [] No [X]

17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	Investment Management Agreement (IMA) Filed
NA	Treasury Manager, VSP	NA	NA	NO
14455	Union Bank	NA	SEC	NO
126292	Wells Fargo Institutional Securities	NA	SEC	NO

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:		
1.1 A&H loss percent		94.0 %
1.2 A&H cost containment percent		0.0 %
1.3 A&H expense percent excluding cost containment expenses		16.0 %
2.1 Do you act as a custodian for health savings accounts?	Yes [] No [X]	
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3 Do you act as an administrator for health savings accounts?	Yes [] No [X]	
2.4 If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
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NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

1 State, Etc.	Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL.....L.....	L	8,132,487						8,132,487	
2. Alaska.....AK.....L.....	L							0	
3. Arizona.....AZ.....L.....	L	8,310,400						8,310,400	
4. Arkansas.....AR.....L.....	L							0	
5. California.....CA.....N.....	N							0	
6. Colorado.....CO.....L.....	L	12,242,703						12,242,703	
7. Connecticut.....CT.....L.....	L	6,107,673						6,107,673	
8. Delaware.....DE.....L.....	L	1,238,322						1,238,322	
9. District of Columbia.....DC.....L.....	L	1,055,364			26,953,077			28,008,441	
10. Florida.....FL.....N.....	N							0	
11. Georgia.....GA.....N.....	N							0	
12. Hawaii.....HI.....L.....	L							0	
13. Idaho.....ID.....N.....	N							0	
14. Illinois.....IL.....L.....	L							0	
15. Indiana.....IN.....L.....	L	8,199,747						8,199,747	
16. Iowa.....IA.....L.....	L	2,629,387						2,629,387	
17. Kansas.....KS.....L.....	L	3,021,680						3,021,680	
18. Kentucky.....KY.....L.....	L	1,489,966						1,489,966	
19. Louisiana.....LA.....L.....	L	2,208,864						2,208,864	
20. Maine.....ME.....L.....	L	1,853,316						1,853,316	
21. Maryland.....MD.....N.....	N							0	
22. Massachusetts.....MA.....L.....	L							0	
23. Michigan.....MI.....L.....	L	15,251,562						15,251,562	
24. Minnesota.....MN.....L.....	L	10,832,731						10,832,731	
25. Mississippi.....MS.....L.....	L	1,310,533						1,310,533	
26. Missouri.....MO.....N.....	N							0	
27. Montana.....MT.....L.....	L	835,855						835,855	
28. Nebraska.....NE.....L.....	L	2,331,574						2,331,574	
29. Nevada.....NV.....L.....	L							0	
30. New Hampshire.....NH.....L.....	L	1,009,664						1,009,664	
31. New Jersey.....NJ.....L.....	L	17,129,264						17,129,264	
32. New Mexico.....NM.....N.....	N							0	
33. New York.....NY.....N.....	N							0	
34. North Carolina.....NC.....L.....	L	18,992,915						18,992,915	
35. North Dakota.....ND.....L.....	L	525,482						525,482	
36. Ohio.....OH.....L.....	L							0	
37. Oklahoma.....OK.....L.....	L							0	
38. Oregon.....OR.....L.....	L	4,974,342						4,974,342	
39. Pennsylvania.....PA.....L.....	L	14,744,346						14,744,346	
40. Rhode Island.....RI.....L.....	L	6,600,515						6,600,515	
41. South Carolina.....SC.....L.....	L	2,283,909						2,283,909	
42. South Dakota.....SD.....L.....	L	2,464,907						2,464,907	
43. Tennessee.....TN.....L.....	L	10,279,067						10,279,067	
44. Texas.....TX.....L.....	L	44,951,321						44,951,321	
45. Utah.....UT.....L.....	L	2,248,085						2,248,085	
46. Vermont.....VT.....L.....	L	1,187,849						1,187,849	
47. Virginia.....VA.....L.....	L							0	
48. Washington.....WA.....L.....	L							0	
49. West Virginia.....WV.....L.....	L	762,185						762,185	
50. Wisconsin.....WI.....L.....	L	7,362,691						7,362,691	
51. Wyoming.....WY.....L.....	L							0	
52. American Samoa.....AS.....N.....	N							0	
53. Guam.....GU.....N.....	N							0	
54. Puerto Rico.....PR.....N.....	N							0	
55. U.S. Virgin Islands.....VI.....N.....	N							0	
56. Northern Mariana Islands.....MP.....N.....	N							0	
57. Canada.....CAN.....N.....	N							0	
58. Aggregate Other alien.....OT.....XXX.....	XXX	0	0	0	0	0	0	0	0
59. Subtotal.....XXX.....	XXX	222,568,706	0	0	26,953,077	0	0	249,521,783	0
60. Reporting entity contributions for Employee Benefit Plans.....XXX.....	XXX							0	
61. Total (Direct Business).....(a) .43.....	(a) .43	222,568,706	0	0	26,953,077	0	0	249,521,783	0

DETAILS OF WRITE-INS

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

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

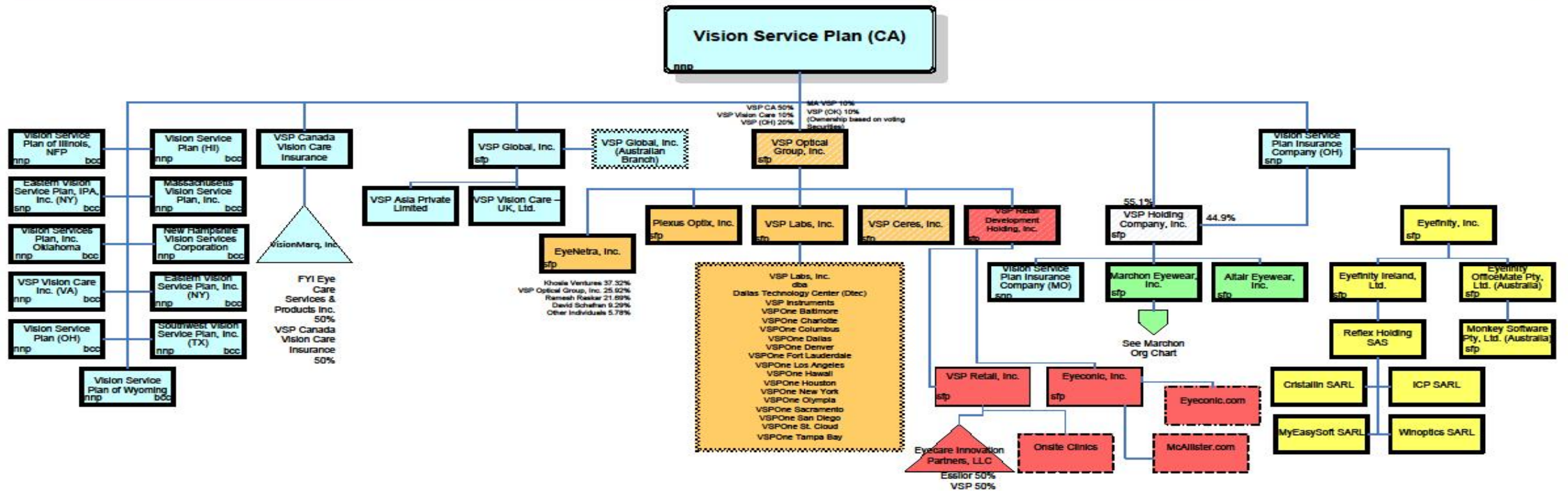
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



Q15

Legend

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

Corporate Ownership Key

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

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

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Eastern Vision Service Plan, Inc.	22-2777 159	47029	Altair Eyewear, Inc.	68-0295156
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyeconic Innovation Partners, LLC	46-1148774
Massachusetts Vision Service Plan, Inc.	04-2716308	47093	Eyeconic, Inc.	27-3107295
New Hampshire Vision Services Corporation	23-7375685	None	Eyefinity, Inc.	68-0450459
Southwest Vision Service Plan, Inc.	75-1769288	None	Marchon Eyewear, Inc.	11-2617364
Vision Service Plan (CA)	94-1632821	None	Plexus Optix, Inc.	27-0621213
Vision Service Plan (HI)	99-0247673	None	VSP Ceres, Inc.	27-5016913
Vision Service Plan (OH)	31-0725743	54380	VSP Global, Inc.	27-0933693
Vision Service Plan Insurance Company (OH)	06-1227840	39616	VSP Holding Company, Inc.	26-1998746
Vision Service Plan Insurance Company (MO)	36-3560825	32395	VSP Labs, Inc.	27-0621143
Vision Service Plan of Illinois, NFP	20-0891619	12516	VSP Optical Group, Inc.	27-0621064
Vision Services Plan, Inc., Oklahoma	73-1004909	47097	VSP Retail Development Holding, Inc.	46-5393037
Vision Service Plan of Wyoming	63-0212963	None	VSP Retail, Inc.	46-5406960
VSP Vision Care, Inc.	23-7089668	53031		



Vision Service Plan
Proprietary and Confidential
For Internal Use Only

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)	*
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	

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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..	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	
							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	

Q16.1

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)	*
1189	Vision Serv Plan Group.....	53031... 00000..	23-7089668..	.....	.....	.....	VSP Vision Care, Inc. (Virginia)..... Winoptics SARL.....	USA..... FRA.....	IA..... NIA.....	Vision Service Plan (California)..... Reflex Holding SAS.....	Board..... Ownership.....	..... ...100.000	Vision Service Plan (California)..... Vision Service Plan (California).....	N N	..........

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

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

Bar Code:



NONE

Vision Service Plan Insurance Company
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	305,903,168	323,369,047
2. Cost of bonds and stocks acquired.....	2,247,652	334,516,175
3. Accrual of discount.....	4,147	11,624
4. Unrealized valuation increase (decrease).....	3,536,798	(21,045,517)
5. Total gain (loss) on disposals.....	(2)	(1,357)
6. Deduct consideration for bonds and stocks disposed of.....	1,501,954	330,728,272
7. Deduct amortization of premium.....	35,400	218,532
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	310,154,408	305,903,168
11. Deduct total nonadmitted amounts.....	262,230,793	258,693,995
12. Statement value at end of current period (Line 10 minus Line 11).....	47,923,615	47,209,173

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	146,588,774	332,819,428	419,153,345	(17,597)	60,237,260			146,588,774
2. NAIC 2 (a).....					.0			
3. NAIC 3 (a).....					.0			
4. NAIC 4 (a).....					.0			
5. NAIC 5 (a).....					.0			
6. NAIC 6 (a).....					.0			
7. Total Bonds.....	146,588,774	332,819,428	419,153,345	(17,597)	60,237,260	.0	.0	146,588,774
PREFERRED STOCK								
8. NAIC 1.....					.0			
9. NAIC 2.....					.0			
10. NAIC 3.....					.0			
11. NAIC 4.....					.0			
12. NAIC 5.....					.0			
13. NAIC 6.....					.0			
14. Total Preferred Stock.....	.0	.0	.0	.0	.0	.0	.0	.0
15. Total Bonds and Preferred Stock.....	146,588,774	332,819,428	419,153,345	(17,597)	60,237,260	.0	.0	146,588,774

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(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$.....12,313,645; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....	11,314,055	XXX.....	11,297,659	37,097	30,708

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	99,379,944	90,037,774
2. Cost of short-term investments acquired.....	329,574,852	997,932,986
3. Accrual of discount.....	20,279	13,565
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		114
6. Deduct consideration received on disposals.....	417,653,054	988,604,496
7. Deduct amortization of premium.....	7,967	
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	11,314,055	99,379,944
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	11,314,055	99,379,944

**Sch. DB - Pt. A - Verification
NONE**

**Sch. DB - Pt. B - Verification
NONE**

**Sch. DB - Pt. C - Sn. 1
NONE**

**Sch. DB - Pt. C - Sn. 2
NONE**

**Sch. DB - Verification
NONE**

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of cash equivalents acquired.....	140,869,002	30,380,256
3. Accrual of discount.....	1,344	14,744
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	92,813,474	30,395,000
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	48,056,872	0
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	48,056,872	0

**Sch. A - Pt. 2
NONE**

**Sch. A - Pt. 3
NONE**

**Sch. B - Pt. 2
NONE**

**Sch. B - Pt. 3
NONE**

**Sch. BA - Pt. 2
NONE**

**Sch. BA - Pt. 3
NONE**

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions									
574193 NB 0	MARYLAND ST.....		03/08/2017.....	WELLS FARGO SECURITIES LLC.....		250,000	250,000		1FE.....
1799999	Total - Bonds - U.S. States, Territories & Possessions.....					250,000	250,000	0	XXX.....
Bonds - Industrial and Miscellaneous									
166764 AT 7	CHEVRON CORP.....		03/01/2017.....	NATIONAL FINANCIAL SERVICES CO.....		1,000,000	1,000,000		1FE.....
437076 BL 5	HOME DEPOT INC.....		01/06/2017.....	NATIONAL FINANCIAL SERVICES CO.....		996,330	1,000,000	5,556	1FE.....
3899999	Total - Bonds - Industrial and Miscellaneous.....					1,996,330	2,000,000	5,556	XXX.....
8399997	Total - Bonds - Part 3.....					2,246,330	2,250,000	5,556	XXX.....
8399999	Total - Bonds.....					2,246,330	2,250,000	5,556	XXX.....
Common Stocks - Money Market Mutual Funds									
999990 48 4	REGIONS TRUST CASH SWEEP.....		02/01/2017.....	Direct.....		1,322.010	1,322		V.....
9399999	Total - Common Stocks - Money Market Mutual Funds.....					1,322	1,322	0	XXX.....
9799997	Total - Common Stocks - Part 3.....					1,322	1,322	0	XXX.....
9799999	Total - Common Stocks.....					1,322	1,322	0	XXX.....
9899999	Total - Preferred and Common Stocks.....					1,322	1,322	0	XXX.....
9999999	Total - Bonds, Preferred and Common Stocks.....					2,247,652	2,250,000	5,556	XXX.....

(a) For all common stock bearing NAIC market indicator "U" provide the number of such issues:.....0.

QE04

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous																					
36962G 5N 0	GENERAL ELECTRIC CAPITAL CORP.....		01/09/2017	Maturity @ 100.0.....		500,000	500,000	519,250	500,204		(204)		(204)		500,000			0	7,250	01/09/2017	1FE.....
69912L AA 3	PARGN 7 A1A - CMO/RMBS.....	D	03/01/2017	Paydown.....		289	289	289	291		0		0		291		(2)	(2)	1	05/15/2034	1FE.....
89233P 5S 1	TOYOTA MOTOR CREDIT CORPORATION	C	01/12/2017	Maturity @ 100.0.....		1,000,000	1,000,000	1,023,080	1,000,197		(197)		(197)		1,000,000			0	10,250	01/12/2017	1FE.....
3899999	Total - Bonds - Industrial and Miscellaneous.....					1,500,289	1,500,289	1,542,619	1,500,692	0	(401)	0	(401)	0	1,500,291	0	(2)	(2)	17,501	XXX	XXX
8399997	Total - Bonds - Part 4.....					1,500,289	1,500,289	1,542,619	1,500,692	0	(401)	0	(401)	0	1,500,291	0	(2)	(2)	17,501	XXX	XXX
8399999	Total - Bonds.....					1,500,289	1,500,289	1,542,619	1,500,692	0	(401)	0	(401)	0	1,500,291	0	(2)	(2)	17,501	XXX	XXX
Common Stocks - Money Market Mutual Funds																					
9999990 48 4	REGIONS TRUST CASH SWEEP.....		02/16/2017	Direct.....		1,665.210	1,665	1,665	343				0		1,665			0	0	XXX	V.....
9399999	Total - Common Stocks - Money Market Mutual Funds.....					1,665	1,665	1,665	343	0	0	0	0	0	1,665	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4.....					1,665	1,665	1,665	343	0	0	0	0	0	1,665	0	0	0	0	XXX	XXX
9799999	Total - Common Stocks.....					1,665	1,665	1,665	343	0	0	0	0	0	1,665	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks.....					1,665	1,665	1,665	343	0	0	0	0	0	1,665	0	0	0	0	XXX	XXX
9999999	Total - Bonds, Preferred and Common Stocks.....					1,501,954	1,544,284	1,501,036		0	(401)	0	(401)	0	1,501,956	0	(2)	(2)	17,501	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:0.

QE05

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

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

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

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

**Sch. DL - Pt. 1
NONE**

**Sch. DL - Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
Bank of America - checking..... Sacramento, CA.....					(31,035,746)	(23,409,801)	(28,896,409)	XXX
Union Bank - checking..... Sacramento, CA.....					999,686	999,716	999,994	XXX
Regions - money market.....					6,250			XXX
Union Bank - money market.....					45,634,066	45,707,701	44,838,630	XXX
WFS - money market.....					3,229	116		XXX
0199999. Total Open Depositories.....	XXX	XXX	0	0	15,607,485	23,297,732	16,942,215	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	0	0	15,607,485	23,297,732	16,942,215	XXX
0599999. Total Cash.....	XXX	XXX	0	0	15,607,485	23,297,732	16,942,215	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
BNP Paribas.....		02/01/2017.....		04/19/2017.....	999,590		1,344
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....					999,590	0	1,344
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....					999,590	0	1,344
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					999,590	0	1,344
8399999. Subtotals - Bonds.....					999,590	0	1,344
Other Cash Equivalents							
REGIONS TRUST CASH SWEEP.....		03/01/2017.....			0		0
FIRST AMER:TRES OBLG;V.....	SD.....	03/02/2017.....	0.480		200,129	.68	128
BLACKROCK LIQUIDITY CL INSTI MMF.....		03/30/2017.....	0.600		46,844,121	8,547	
WELLS FRGO TREASURY PLUS CL I MMF.....		03/31/2017.....	0.570		13,031		8
8599999. Total - Other Cash Equivalents.....					47,057,281	8,615	136
8699999. Total - Cash Equivalents.....					48,056,871	8,615	1,480

QE13