



HEALTH QUARTERLY STATEMENT

As of June 30, 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
(Street and Number) (City or Town, State, Country and Zip Code)

916-851-5000
(Area Code) (Telephone Number)

Mail Address

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

Primary Location of Books and Records

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

916-851-5000
(Area Code) (Telephone Number)

Internet Web Site Address

www.vsp.com

Statutory Statement Contact

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(Name)
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(Area Code) (Telephone Number) (Extension)
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(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 Robinson Lynch # 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 Robinson Lynch	Daniel Joseph Schauer
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 1st day of AUGUST 2017

a. Is this an original filing?
b. If no: 1. State the amendment number
2. Date filed

Yes [X] No []

By: Kate Alison Renwick-Espinosa, James Robinson Lynch,

Daniel Joseph Schauer

3. Number of pages attached



ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
1. Bonds.....	47,515,111		47,515,111	47,208,830
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	263,911,837	263,911,837	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 (\$....2,730,590), cash equivalents (\$....60,763,882) and short-term investments (\$....15,057,971).....	78,552,443		78,552,443	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).....	389,979,391	263,911,837	126,067,554	134,141,159
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	238,601		238,601	177,766
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	45,564,695	758,738	44,805,957	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.....	51,310,147	457,867	50,852,280	46,567,553
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	7,993,875	4,213,325	3,780,550	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.....	152,377		152,377	
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).....	500,695,990	269,341,767	231,354,223	228,975,742
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	500,695,990	269,341,767	231,354,223	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

Vision Service Plan Insurance Company
LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	54,076,945		54,076,945	49,040,295
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	880,043		880,043	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.....	4,949,214		4,949,214	5,355,992
9. General expenses due or accrued.....	1,224,566		1,224,566	1,341,587
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	1,621,282		1,621,282	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.....	12,565,050		12,565,050	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.....	15,391,970		15,391,970	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.....	2,179,933		2,179,933	2,354,106
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	6,453,764	0	6,453,764	5,736,074
24. Total liabilities (Lines 1 to 23).....	99,342,767	0	99,342,767	104,888,420
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	9,884,848	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	81,164,026	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	132,011,456	124,087,322
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	231,354,223	228,975,742

DETAILS OF WRITE-INS

2301. Taxes, licenses & fees.....	5,645,235		5,645,235	4,898,562
2302. Escheatable checks.....	808,529		808,529	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).....	6,453,764	0	6,453,764	5,736,074
2501. Health Insurer Assessment.....	XXX	XXX	9,884,848	
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	9,884,848	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

Vision Service Plan Insurance Company
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.....	68,836,034	75,988,150	152,048,947
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	501,768,944	468,183,114	939,996,015
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$.....98,609,221 medical expenses).....	XXX.....	21,466,369	19,209,303	33,939,523
5. Risk revenue.....	XXX.....	2,664,485	5,774,950	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.....	525,899,798	493,167,367	981,385,121
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		429,626,685	409,913,216	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	429,626,685	409,913,216	759,928,716
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	429,626,685	409,913,216	759,928,716
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		7,391,150	6,531,299	14,787,238
21. General administrative expenses.....		77,271,579	88,564,701	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	514,289,414	505,009,216	939,126,873
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	11,610,384	(11,841,849)	42,258,248
25. Net investment income earned.....		344,882	116,315	320,094
26. Net realized capital gains (losses) less capital gains tax of \$.....111.....		(428)	(808)	(808)
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	344,454	115,507	319,286
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....65,603)].....		(65,603)	(66,410)	(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.....	11,889,235	(11,792,752)	42,284,871
31. Federal and foreign income taxes incurred.....	XXX.....	4,180,719	2,317,010	19,527,399
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	7,708,516	(14,109,762)	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.....	7,708,516	(14,109,762)	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 \$....277,147.....	4,940,695	(25,730,921)	(21,007,314)
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	9,586	1,916,877	(825,856)
39. Change in nonadmitted assets.....	(4,734,663)	23,479,092	(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).....	7,924,134	(14,444,714)	(28,848,528)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	132,011,456	138,491,136	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.....	501,144,926	468,096,407	935,779,741
2. Net investment income.....	344,881	271,097	588,172
3. Miscellaneous income.....	24,130,854	5,774,950	41,389,106
4. Total (Lines 1 through 3).....	525,620,661	474,142,454	977,757,019
5. Benefit and loss related payments.....	424,590,035	293,502,075	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.....	94,025,887	174,652,209	181,058,152
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	19,996,120	13,415,292	15,504,811
10. Total (Lines 5 through 9).....	538,612,042	481,569,576	951,121,690
11. Net cash from operations (Line 4 minus Line 10).....	(12,991,381)	(7,427,122)	26,635,329
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	3,945,831	7,562,520	18,838,113
12.2 Stocks.....	1,665	60,266,780	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).....	3,947,497	67,829,300	330,728,386
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	4,313,262	9,797,164	22,625,674
13.2 Stocks.....	1,322	122,405,736	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).....	4,314,584	132,202,900	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).....	(367,087)	(64,373,600)	(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).....	4,978,926	2,331,132	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).....	4,978,926	2,331,132	(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).....	(8,379,543)	(69,469,589)	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).....	78,552,443	9,805,840	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.....	13,267,679				12,301,078		966,601			
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	68,836,034				63,754,219		5,081,815			
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	2,302,149				2,175,270		126,879			
9. Total.....	2,302,149	0	0	0	2,175,270	0	126,879	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	501,768,944				445,448,293		56,320,651			
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	501,768,944				445,448,293		56,320,651			
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	424,590,035				368,108,771		56,481,264			
18. Amount Incurred for Provision of Health Care Services.....	429,626,685				372,502,853		57,123,832			

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

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

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
Pricing Claims.....	12,246,596					12,246,596
0199999. Individually Listed Claims Unpaid.....	12,246,596	0	0	0	0	12,246,596
0499999. Subtotals.....	12,246,596	0	0	0	0	12,246,596
0599999. Unreported Claims and Other Claim Reserves.....						41,830,349
0799999. Total Claims Unpaid.....						54,076,945

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	42,110,807	334,821,462	268,840	47,738,282	42,379,647	43,656,709
5. Federal Employees Health Benefits Plan.....	5,324,317	42,333,449	33,991	6,035,832	5,358,308	5,383,586
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	47,435,124	377,154,911	302,831	53,774,114	47,737,955	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).....	47,435,124	377,154,911	302,831	53,774,114	47,737,955	49,040,295

(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	\$ 7,708,514	\$ 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	\$ 7,708,514	\$ 22,757,472
SURPLUS						
(5)	Vision Service Plan Insurance Company state basis (Page 3, line 33, Columns 3 & 4)	XXX	XXX	XXX	\$ 132,011,456	\$ 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	\$ 132,011,456	\$ 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	\$ 15,052,938	\$ 15,057,971	\$	\$ 15,052,938	\$	\$
Bonds	\$ 47,330,398	\$ 47,515,111	\$ 538,140	\$ 46,792,258	\$	\$

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

Yes [] No [X]

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	\$ 49,838,372	\$ 44,338,760
Incurred related to:		
Current year	442,410,541	777,213,984
Prior years	<u>(1,107,978)</u>	<u>(666,312)</u>
Total incurred	441,302,563	776,547,672
Paid related to:		
Current year	(387,453,553)	(727,375,612)
Prior years	<u>(48,730,394)</u>	<u>(43,672,448)</u>
Total paid	<u>(436,183,947)</u>	<u>(771,048,060)</u>
BALANCE - June 30/December 31	\$ 54,956,988	\$ 49,838,372

Reserves as of June 30, 2017 were \$54,956,988. As of June 30, 2017, \$48,730,394 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$1,107,978 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$1,107,978 favorable prior-year development from December 31, 2016 to June 30, 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	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes [☐] No [☒ X] N/A [☐]
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013
- 6.2

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

12/31/2013
- 6.3

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

02/04/2015
- 6.4

By what department or departments?
Connecticut Insurance Department
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☐] No [☐] N/A [☒ X]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☐] No [☒ X] N/A [☐]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒ X]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated with the Federal Reserve Board?

Yes [☐] No [☒ X]
- 8.2

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

- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☐] No [☒ X]
- 8.4

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

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

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

Yes [☒ 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:

\$152,377

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	263,911,837
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	\$263,911,837
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

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

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

\$0

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

\$0

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

\$0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [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	45 Fremont St., San Francisco, CA 94105

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 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 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

Vision Service Plan Insurance Company

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
1.1	A&H loss percent		86.0 %
1.2	A&H cost containment percent		0.0 %
1.3	A&H expense percent excluding cost containment expenses		15.0 %
2.1	Do you act as a custodian for health savings accounts?	Yes [☐]	No [☒]
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 [☒]
2.4	If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

NONE

Vision Service Plan Insurance Company
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1.	Alabama.....AL	...L...	16,362,697						16,362,697	
2.	Alaska.....AK	...L...							0	
3.	Arizona.....AZ	...L...	16,639,671						16,639,671	
4.	Arkansas.....AR	...L...							0	
5.	California.....CA	...N...							0	
6.	Colorado.....CO	...L...	24,482,813						24,482,813	
7.	Connecticut.....CT	...L...	12,179,399						12,179,399	
8.	Delaware.....DE	...L...	2,479,406						2,479,406	
9.	District of Columbia.....DC	...L...	2,212,648			56,320,651			58,533,299	
10.	Florida.....FL	...N...							0	
11.	Georgia.....GA	...N...							0	
12.	Hawaii.....HI	...L...							0	
13.	Idaho.....ID	...N...							0	
14.	Illinois.....IL	...L...							0	
15.	Indiana.....IN	...L...	16,455,838						16,455,838	
16.	Iowa.....IA	...L...	5,272,802						5,272,802	
17.	Kansas.....KS	...L...	6,035,545						6,035,545	
18.	Kentucky.....KY	...L...	2,988,533						2,988,533	
19.	Louisiana.....LA	...L...	4,429,077						4,429,077	
20.	Maine.....ME	...L...	3,718,048						3,718,048	
21.	Maryland.....MD	...N...							0	
22.	Massachusetts.....MA	...L...							0	
23.	Michigan.....MI	...L...	30,953,315						30,953,315	
24.	Minnesota.....MN	...L...	21,683,646						21,683,646	
25.	Mississippi.....MS	...L...	2,669,646						2,669,646	
26.	Missouri.....MO	...N...							0	
27.	Montana.....MT	...L...	1,649,539						1,649,539	
28.	Nebraska.....NE	...L...	4,667,142						4,667,142	
29.	Nevada.....NV	...L...							0	
30.	New Hampshire.....NH	...L...	2,032,642						2,032,642	
31.	New Jersey.....NJ	...L...	34,368,801						34,368,801	
32.	New Mexico.....NM	...N...							0	
33.	New York.....NY	...N...							0	
34.	North Carolina.....NC	...L...	37,715,618						37,715,618	
35.	North Dakota.....ND	...L...	1,054,868						1,054,868	
36.	Ohio.....OH	...L...							0	
37.	Oklahoma.....OK	...L...							0	
38.	Oregon.....OR	...L...	9,887,129						9,887,129	
39.	Pennsylvania.....PA	...L...	29,349,543						29,349,543	
40.	Rhode Island.....RI	...L...	13,060,117						13,060,117	
41.	South Carolina.....SC	...L...	4,592,991						4,592,991	
42.	South Dakota.....SD	...L...	4,850,035						4,850,035	
43.	Tennessee.....TN	...L...	20,361,551						20,361,551	
44.	Texas.....TX	...L...	90,073,095						90,073,095	
45.	Utah.....UT	...L...	4,540,869						4,540,869	
46.	Vermont.....VT	...L...	2,402,715						2,402,715	
47.	Virginia.....VA	...L...							0	
48.	Washington.....WA	...L...							0	
49.	West Virginia.....WV	...L...	1,550,812						1,550,812	
50.	Wisconsin.....WI	...L...	14,727,742						14,727,742	
51.	Wyoming.....WY	...L...							0	
52.	American Samoa.....AS	...N...							0	
53.	Guam.....GU	...N...							0	
54.	Puerto Rico.....PR	...N...							0	
55.	U.S. Virgin Islands.....VI	...N...							0	
56.	Northern Mariana Islands.....MP	...N...							0	
57.	Canada.....CAN	...N...							0	
58.	Aggregate Other alien.....OT	...XXX...	0	0	0	0	0	0	0	0
59.	Subtotal.....	...XX...	445,448,293	0	0	56,320,651	0	0	501,768,944	0
60.	Reporting entity contributions for Employee Benefit Plans.....	...XXX...							0	
61.	Total (Direct Business).....	(a). 43	445,448,293	0	0	56,320,651	0	0	501,768,944	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.

PART 1 – ORGANIZATIONAL CHART

[illegible]

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Eastern Vision Service Plan, Inc.	22-2777159	47029	Altair Eyewear, Inc.	68-0295156
Eastern Vision Service Plan IPA, Inc.	20-1949500	None		
Massachusetts Vision Service Plan, Inc.	04-2718308	47093	Eyeconic, Inc.	27-3107295
North Hampshire Vision Services Corporation	23-377565	None	Eyefinity, Inc.	68-0450459
Southfield Vision Service Plan, Inc.	75-1769288	None	Marchon Eyewear, Inc.	11-2617364
Vision Service Plan (CA)	94-1632821	None	Plexity Optix, Inc.	27-0621213
Vision Service Plan (HI)	99-0247673	None	VSP Ceres, Inc.	27-5016693
Vision Service Plan (OH)	31-0725743	54380	VSP Global, Inc.	27-0933693
Vision Service Plan Insurance Company (OH)	66-1227840	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.	27-0621066
Vision Services Plan, Inc., Oklahoma	73-1004909	47097	VSP Retail Development Holding, Inc.	46-5309037
Vision Service Plan of Wyoming	83-0212963	None	VSP Retail, Inc.	46-5406960
VSP Vision Care, Inc.	23-7089668	53031		

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

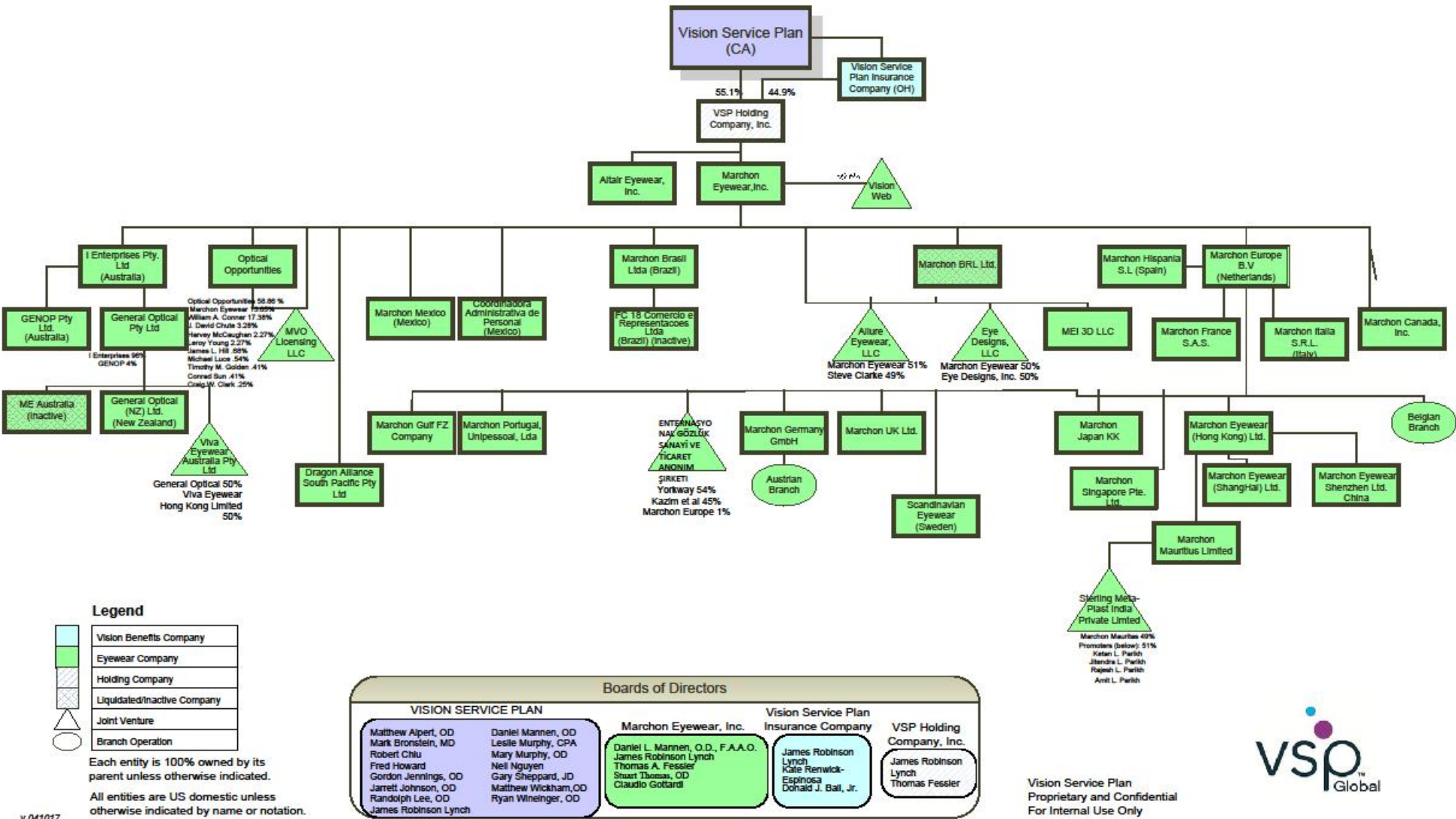
v. 063017



Vision Service Plan
Proprietary and Confidential
For Internal Use Only

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

Organizational Chart, Marchon Eyewear, Inc.



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															
016	1189 Vision Serv Plan Group	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	
		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	
							Massachusetts Vision Service Plan (Massachusetts)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q16.1

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.....	
							New Hampshire Vision Services Corporation (New Hampshire).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	N.....	
		00000...	23-7375685...				Optical Opportunities, LLC.....	USA.....	NIA.....	Marchon Eyewear, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	N.....	
		00000...	88-0465774...				Plexus Optix, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	N.....	
		00000...	27-0621213...				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.....	32395...	36-3560825...				Vision Service Plan of Illinois, NFP.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	N.....	
		12516...	20-0891619...				Vision Service Plan of Wyoming (Wyoming).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	N.....	
		00000...	83-0212963...				(Oklahoma).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	N.....	
1189	Vision Serv Plan Group.....	47097...	73-1004909...				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.....	
							Vision Services Plan Inc., Oklahoma (Oklahoma).....	USA.....	NIA.....	Massachusetts Vision Service Plan (Massachusetts).....	Ownership.....	10.000	Vision Service Plan (California).....	Y.....	
		00000...	27-0621064...				VSP Optical Group, Inc.....	USA.....	NIA.....	VSP Optical Group, Inc.....	Ownership.....	100.000	Vision Service Plan (California).....	N.....	
		00000...	46-5393037...				VSP Retail Development Holding, Inc.....	USA.....	NIA.....	VSP Retail Development Holding, 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.....	

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

NO

Explanation:

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

Bar Code:



Vision Service Plan Insurance Company
Overflow Page for Write-Ins

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

SCHEDULE B - VERIFICATION
Mortgage Loans

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

SCHEDULE BA - VERIFICATION
Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	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

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.....	4,314,584	334,516,175
3. Accrual of discount.....	8,368	11,624
4. Unrealized valuation increase (decrease).....	5,217,843	(21,045,517)
5. Total gain (loss) on disposals.....	(317)	(1,357)
6. Deduct consideration for bonds and stocks disposed of.....	3,947,497	330,728,272
7. Deduct amortization of premium.....	69,202	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).....	311,426,948	305,903,168
11. Deduct total nonadmitted amounts.....	263,911,837	258,693,995
12. Statement value at end of current period (Line 10 minus Line 11).....	47,515,111	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).....	60,237,260	10,792,187	8,445,857	(10,508)	60,237,260	62,573,082		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.....	60,237,260	10,792,187	8,445,857	(10,508)	60,237,260	62,573,082	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.....	60,237,260	10,792,187	8,445,857	(10,508)	60,237,260	62,573,082	0	146,588,774

(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 \$.....15,057,971; 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.....	15,057,971	XXX.....	15,044,283	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.....	338,300,107	997,932,986
3. Accrual of discount.....	53,885	13,565
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		114
6. Deduct consideration received on disposals.....	422,653,054	988,604,496
7. Deduct amortization of premium.....	22,910	
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).....	15,057,971	99,379,944
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	15,057,971	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.....	442,928,699	30,380,256
3. Accrual of discount.....	1,754	14,744
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	382,166,571	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).....	60,763,882	0
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	60,763,882	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. Government										
912828	XR	6	UNITED STATES TREASURY.....	06/23/2017.....	WELLS FARGO SECURITIES LLC.....		199,922	200,000	249	1.....
0599999	Total - Bonds - U.S. Government.....						199,922	200,000	249	XXX.....
Bonds - U.S. States, Territories and Possessions										
13063D	AD	0	CALIFORNIA ST.....	05/04/2017.....	NATIONAL FINANCIAL SERVICES CO.....		1,002,010	1,000,000	789	1FE.....
1799999	Total - Bonds - U.S. States, Territories & Possessions.....						1,002,010	1,000,000	789	XXX.....
Bonds - U.S. Special Revenue and Special Assessment										
3130AB	NQ	5	FEDERAL HOME LOAN BANKS.....	06/26/2017.....	WELLS FARGO SECURITIES LLC.....		140,000	140,000		1.....
3136G4	NE	9	FEDERAL NATIONAL MORTGAGE ASSOCIATION.....	05/03/2017.....	WELLS FARGO SECURITIES LLC.....		225,000	225,000	383	1.....
3199999	Total - Bonds - U.S. Special Revenue and Special Assessments.....						365,000	365,000	383	XXX.....
Bonds - Industrial and Miscellaneous										
037833	CS	7	APPLE INC.....	05/09/2017.....	WELLS FARGO SECURITIES LLC.....		500,000	500,000	25	1FE.....
3899999	Total - Bonds - Industrial and Miscellaneous.....						500,000	500,000	25	XXX.....
8399997	Total - Bonds - Part 3.....						2,066,932	2,065,000	1,445	XXX.....
8399999	Total - Bonds.....						2,066,932	2,065,000	1,445	XXX.....
9999999	Total - Bonds, Preferred and Common Stocks.....						2,066,932	XXX	1,445	XXX.....

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

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 - All Other Government																							
459058	FK	4		..	06/01/2017.	Adjustment.....					994,944		469		469					0		08/15/2019.	1FE.....
1099999.		Total - Bonds - All Other Government.....						0	0	0	994,944	0	469	0	469	0	0	0	0	0	0	XXX	XXX
Bonds - U.S. States, Territories and Possessions																							
83710D	3W	6		..	06/01/2017.	Maturity @ 100.0.....		400,000	400,000	484,620	407,054		(7,054)		(7,054)		400,000			0	10,000	06/01/2017.	1FE.....
1799999.		Total - Bonds - U.S. States, Territories & Possessions.....						400,000	400,000	484,620	407,054	0	(7,054)	0	(7,054)	0	400,000	0	0	0	10,000	XXX	XXX
Bonds - Industrial and Miscellaneous																							
22160K	AE	5		..	06/15/2017.	Call @ 99.968.....		500,000	500,000	502,970	500,591		(280)		(280)		500,311		(311)	(311)	2,813	12/15/2017.	1FE.....
69912L	AA	3		D	06/01/2017.	Paydown.....		543	543	543	546		1		1		547		(4)	(4)	4	05/15/2034.	1FE.....
88579Y	AE	1		..	06/26/2017.	Maturity @ 100.0.....		500,000	500,000	501,835	500,204		(204)		(204)		500,000			0	2,500	06/26/2017.	1FE.....
89114Q	AQ	1		..	05/02/2017.	Maturity @ 100.0.....		1,045,000	1,045,000	1,043,359	1,044,600		400		400		1,045,000			0	5,878	05/02/2017.	1FE.....
3899999.		Total - Bonds - Industrial and Miscellaneous.....						2,045,543	2,045,543	2,048,708	2,045,941	0	(84)	0	(84)	0	2,045,857	0	(315)	(315)	11,194	XXX	XXX
8399997.		Total - Bonds - Part 4.....						2,445,543	2,445,543	2,533,328	3,447,939	0	(6,669)	0	(6,669)	0	2,445,857	0	(315)	(315)	21,194	XXX	XXX
8399999.		Total - Bonds.....						2,445,543	2,445,543	2,533,328	3,447,939	0	(6,669)	0	(6,669)	0	2,445,857	0	(315)	(315)	21,194	XXX	XXX
9999999.		Total - Bonds, Preferred and Common Stocks.....						2,445,543	XXX	2,533,328	3,447,939	0	(6,669)	0	(6,669)	0	2,445,857	0	(315)	(315)	21,194	XXX	XXX

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

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

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

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

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

Sch. DL - Pt. 1
NONE

Sch. DL - Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Bank of America..... Sacramento, CA.....					(61,677,349)	(21,611,338)	(21,032,809)	XXX
Union Bank..... Sacramento, CA.....					26,931,261	22,259,507	23,749,413	XXX
Wells Fargo Securities.....							13,986	XXX
0199999. Total Open Depositories.....	XXX	XXX	0	0	(34,746,088)	648,169	2,730,590	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	0	0	(34,746,088)	648,169	2,730,590	XXX
0599999. Total Cash.....	XXX	XXX	0	0	(34,746,088)	648,169	2,730,590	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
Other Cash Equivalents							
BLCKRCK LQDTY T FUND CL INTL MMF.....		06/29/2017.....	0.860	.....	.....60,552,729	30,820	.....
WELLS FRGO TREASURY PLUS CL I MMF.....		06/30/2017.....	0.830	.....	.....3,482	.....	.....178
WELLS FRGO TREASURY PLUS CL I MMF.....	SD.....	06/30/2017.....	0.850	.....	.....7,430	.....	.....5
FIRST AMER:TRES OBLG,V.....	SD.....	06/02/2017.....	0.750	.....	.....200,240	106	367
8599999. Total - Other Cash Equivalents.....					60,763,882	30,926	550
8699999. Total - Cash Equivalents.....					60,763,882	30,926	550