* 5 4 3 8 0 2 0 1 7 2 0 1 0 0 1 0 2 *

HEALTH QUARTERLY STATEMENT

As of June 30, 2017

of the Condition and Affairs of the

Vision Service Plan

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

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

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

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

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

OFFICERS

Name	Title	Name	Title
1. Kate Alison Renwick-Espinosa	President	2. James 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

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

Pamela Kropf

PAMELA KROPF
Commission # 2142445
Notary Public - California
Sacramento County
My Comm. Expires Mar 10, 2020

a. Is this an original filing? Yes [X] No [ ]
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	7,918,744		7,918,744	5,989,836
2. Stocks:				
2.1 Preferred stocks			0	17,017
2.2 Common stocks	14,110,030		14,110,030	12,550,643
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 $..........0 encumbrances)			0	
5. Cash ($.....9,351,495), cash equivalents ($.....214,410) and short-term investments ($.....1,745,718)	11,311,623		11,311,623	13,806,198
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities	26,440		26,440	
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)	33,366,837	0	33,366,837	32,363,694
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	36,832		36,832	27,807
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,519,386	9,433	2,509,953	2,255,192
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums ($..........0) and contracts subject to redetermination ($..........0)			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	3,535,205	9,030	3,526,175	3,532,242
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset			0	
19. Guaranty funds receivable or on deposit	397,077		397,077	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	167,642		167,642	
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)	40,022,979	18,463	40,004,516	38,178,935
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	40,022,979	18,463	40,004,516	38,178,935

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)	5,125,129		5,125,129	4,802,328
2.	Accrued medical incentive pool and bonus amounts			0	
3.	Unpaid claims adjustment expenses	75,275		75,275	70,534
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	506,346		506,346	525,800
9.	General expenses due or accrued	84,414		84,414	93,780
10.1	Current federal and foreign income tax payable and interest thereon (including $..........0 on realized gains (losses))	1,350,208		1,350,208	4,112,990
10.2	Net deferred tax liability	279,242		279,242	87,509
11.	Ceded reinsurance premiums payable			0	
12.	Amounts withheld or retained for the account of others			0	
13.	Remittances and items not allocated	812,585		812,585	338,771
14.	Borrowed money (including $..........0 current) and interest thereon $..........0 (including $..........0 current)			0	
15.	Amounts due to parent, subsidiaries and affiliates	946,617		946,617	848,204
16.	Derivatives			0	
17.	Payable for securities	11,643		11,643	408,727
18.	Payable for securities lending			0	
19.	Funds held under reinsurance treaties with ($..........0 authorized reinsurers, $..........0 unauthorized reinsurers and certified $..........0 reinsurers)			0	
20.	Reinsurance in unauthorized and certified ($..........0) companies			0	
21.	Net adjustments in assets and liabilities due to foreign exchange rates			0	
22.	Liability for amounts held under uninsured plans	573,349		573,349	581,826
23.	Aggregate write-ins for other liabilities (including $..........0 current)	992,281	0	992,281	1,118,197
24.	Total liabilities (Lines 1 to 23)	10,757,089	0	10,757,089	12,988,666
25.	Aggregate write-ins for special surplus funds	XXX	XXX	968,007	0
26.	Common capital stock	XXX	XXX		
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX		
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX	500,000	500,000
31.	Unassigned funds (surplus)	XXX	XXX	27,779,420	24,690,269
32.	Less treasury stock, at cost:				
	32.1 .....0.000 shares common (value included in Line 26 $..........0)	XXX	XXX		
	32.2 .....0.000 shares preferred (value included in Line 27 $..........0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	29,247,427	25,190,269
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	40,004,516	38,178,935

DETAILS OF WRITE-INS

2301.	Taxes, licenses and fees due or accrued	918,910		918,910	1,046,339
2302.	Escheatable checks	73,371		73,371	71,858
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)	992,281	0	992,281	1,118,197
2501.	Health Insurer Assessment	XXX	XXX	968,007	
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	968,007	0
3001.	Statutory Reserve	XXX	XXX	500,000	500,000
3002.					
3003.					
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099.	Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	500,000	500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date 1 Uncovered	Current Year To Date 2 Total	Prior Year To Date 3 Total	Prior Year Ended December 31 4 Total
1. Member months	XXX	7,869,721	8,278,105	16,630,244
2. Net premium income (including $..........0 non-health premium income)	XXX	49,137,416	50,771,867	101,856,862
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....8,681,004 medical expenses)	XXX	1,492,995	1,587,956	2,937,175
5. Risk revenue	XXX	16,911	22,373	45,482
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	50,647,322	52,382,196	104,839,519
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		39,106,386	40,494,766	76,391,695
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	39,106,386	40,494,766	76,391,695
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	39,106,386	40,494,766	76,391,695
19. Non-health claims (net)				
20. Claims adjustment expenses, including $..........0 cost containment expenses		599,868	566,499	1,283,129
21. General administrative expenses		6,048,850	7,684,889	14,092,985
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	45,755,104	48,746,154	91,767,809
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	4,892,218	3,636,042	13,071,710
25. Net investment income earned		167,154	120,790	250,626
26. Net realized capital gains (losses) less capital gains tax of $.....196,896		365,664	124,654	55,927
27. Net investment gains or (losses) (Lines 25 plus 26)	0	532,818	245,444	306,553
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $..........0) (amount charged off $.....9,753)]		(9,753)	(8,976)	(24,526)
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	5,415,283	3,872,510	13,353,737
31. Federal and foreign income taxes incurred	XXX	1,757,065	1,910,087	5,142,800
32. Net income (loss) (Lines 30 minus 31)	XXX	3,658,218	1,962,423	8,210,937

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	25,190,269	23,399,445	23,399,445
34. Net income or (loss) from Line 32	3,658,218	1,962,423	8,210,937
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....199,258	370,051	(7,227)	592,567
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	7,525	16,201	(77,060)
39. Change in nonadmitted assets	21,364	724,765	764,380
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			(7,700,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	4,057,158	2,696,162	1,790,824
49. Capital and surplus end of reporting period (Line 33 plus 48)	29,247,427	26,095,607	25,190,269

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

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	48,888,821	50,536,345	101,769,405
2.	Net investment income	158,550	118,733	248,691
3.	Miscellaneous income	1,509,906	22,373	2,982,657
4.	Total (Lines 1 through 3)	50,557,277	50,677,451	105,000,753
5.	Benefit and loss related payments	38,783,585	29,818,021	76,291,690
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	7,192,755	15,952,964	15,492,326
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	4,716,743	1,282,391	2,342,315
10.	Total (Lines 5 through 9)	50,693,083	47,053,376	94,126,331
11.	Net cash from operations (Line 4 minus Line 10)	(135,806)	3,624,075	10,874,422
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds		1,007,235	2,212,235
	12.2 Stocks	5,279,548	15,392,413	41,685,818
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets		777,170	777,170
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds		14,899	408,727
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,279,548	17,191,717	45,083,950
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	1,929,330	1,000,000	3,272,656
	13.2 Stocks	5,690,048	18,512,206	41,552,298
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	423,524	41,874	
	13.7 Total investments acquired (Lines 13.1 to 13.6)	8,042,902	19,554,080	44,824,954
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)	(2,763,354)	(2,362,363)	258,996
	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			7,700,000
	16.6 Other cash provided (applied)	404,585	202,525	363,879
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	404,585	202,525	(7,336,121)
	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)	(2,494,575)	1,464,237	3,797,297
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	13,806,198	10,008,901	10,008,901
	19.2 End of period (Line 18 plus Line 19.1)	11,311,623	11,473,138	13,806,198

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	1,394,988				1,394,988					
2. First Quarter	1,313,767				1,313,767					
3. Second Quarter	1,315,061				1,315,061					
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	7,869,721				7,869,721					
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	224,309				224,309					
9. Total	224,309	0	0	0	224,309	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	49,137,416				49,137,416					
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	49,137,416				49,137,416					
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	38,783,585				38,783,585					
18. Amount Incurred for Provision of Health Care Services	39,106,386				39,106,386					

(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	1,196,801					1,196,801
0199999. Individually Listed Claims Unpaid	1,196,801	0	0	0	0	1,196,801
0499999. Subtotals	1,196,801	0	0	0	0	1,196,801
0599999. Unreported Claims and Other Claim Reserves						3,928,328
0799999. Total Claims Unpaid						5,125,129

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
Line of Business	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only	4,312,289	34,471,296	19,475	5,105,654	4,331,764	4,802,328
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	4,312,289	34,471,296	19,475	5,105,654	4,331,764	4,802,328
10. Healthcare receivables (a)					0	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts					0	
13. Totals (Lines 9-10+11+12)	4,312,289	34,471,296	19,475	5,105,654	4,331,764	4,802,328

(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	2016
NET INCOME					
(1) Vision Service Plan state basis (Page 4, Line 32, Columns 2 & 3)	XXX	XXX	XXX	$ 3,658,218	$ 8,210,937
(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	$ 3,658,218	$ 8,210,937
SURPLUS					
(5) Vision Service Plan state basis (Page 3, line 33, Columns 3 & 4)	XXX	XXX	XXX	$ 29,247,427	$ 25,190,269
(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	$ 29,247,427	$ 25,190,269

C. Accounting Policy

(6) Not applicable

D. Going Concern - No significant changes

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

NOTES TO FINANCIAL STATEMENTS

Note 8 – Derivative Instruments

Not applicable

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 $397,077 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 $397,077 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		$ 0
b.	Decreases current period:		
c.	Increases current period:		397,077
d.	Assets recognized from paid and accrued premium tax offsets and policy surcharges current period		$ 397,077

C. Gain Contingencies - Not applicable

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

Vision Service Plan 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: Not applicable
(f) Per Claim [ ] (g) Per Claimant [ ]

E. Joint and Several Liabilities - Not applicable

NOTES TO FINANCIAL STATEMENTS

F. All Other Contingencies - Not applicable

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) The details by NAIC designation 3 or below, or unrated of securities sold during the year ended December 31, 2017 and reacquired within 30 days of the sale date are: Not applicable

Description	NAIC Designation	Number of Transactions	Book Value of Securities Sold	Cost of Securities Repurchased	Gain/(Loss)
			$	$	$

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) Fair Value Measurements at Reporting Date

	Level 1	Level 2	Level 3	Total
Assets at Fair Value				
Equities	$ 14,110,030	$	$	$ 14,110,030
Total	$ 14,110,030	$	$	$ 14,110,030
Liabilities at Fair Value				
	$	$	$	$
Total	$	$	$	$

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

	Beginning Balance at current period	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settle-ments	Ending Balance at current period
a. Assets										
	$	$	$	$	$	$	$	$	$	$
Total	$	$	$	$	$	$	$	$	$	$
b. Liabilities										
	$	$	$	$	$	$	$	$	$	$
Total	$	$	$	$	$	$	$	$	$	$

(3) Not applicable

(4) Not applicable

(5) Not applicable

B. Not applicable

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short-term Investments	$ 1,744,655	$ 1,745,718	$	$ 1,744,655	$	$
Bonds	$ 7,898,387	$ 7,918,744	$ 154,692	$ 7,743,695	$	$
Common Stock	$ 14,110,030	$ 14,110,030	$ 14,110,303	$	$	$

D. Not Practicable to Estimate Fair Value - Not applicable

Type of Class or Financial Instrument	Carrying Value	Effective Interest Rate	Maturity Date	Explanation
	$			

NOTES TO FINANCIAL STATEMENTS

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) Impact of Risk Sharing Provisions of the Affordable Care Act on admitted assets, liabilities and revenue for the current year: Not applicable

(3) Roll forward of prior year ACA Risk Sharing Provisions for the following asset (gross of any nonadmission) and liability balances along with the reasons for adjustments to prior year balance:

Explanations of Adjustments
A. Not applicable
B. Not applicable
C. Not applicable
D. Not applicable
E Not applicable
F. Not applicable
G. Not applicable
H. Not applicable
I. Not applicable
J. Not applicable

(4) Roll-Forward of Risk Corridors Asset and Liability Balances by Program Benefit Year - Not applicable
A Not applicable
B. Not applicable
C. Not applicable
D. Not applicable
E. Not applicable
F. Not applicable

(5) ACA Risk Corridors Receivable as of Reporting Date - Not applicable

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	$ 4,872,862	$ 4,768,932
Incurred related to:		
Current year	40,195,263	78,302,314
Prior years	(495,076)	(463,700)
Total incurred	39,700,187	77,838,614
Paid related to:		
Current year	(34,994,859)	(73,429,452)
Prior years	(4,377,786)	(4,305,232)
Total paid	(39,372,645)	(77,734,684)
BALANCE — June 30/December 31	$ 5,200,404	$ 4,872,862

Reserves as of June 30, 2017 were $5,200,404. As of June 30, 2017, $4,377,786 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $495,076 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $495,076 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

NOTES TO FINANCIAL STATEMENTS

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? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

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 the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2013

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/13/2015

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [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: $ 167,642

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 [ ] No [X]

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	0	0
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)	$ 0	$ 0
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
Wells Fargo Institutional Securities, LLC	45 Fremont St. 34th Flr, San Francisco, CA 94105
Robert W. Baird & Co.	1400 Rocky Ridge Dr. Ste. 250, Roseville, CA 95661

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? 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
Wells Fargo Institutional Securities, LLC	U
Robert W. Baird & Co.	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 [X] No [ ]

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
126292	Wells Fargo Institutional Securities, LLC	N/A	SEC	NO
8158	Robert W. Baird & Co.	N/A	SEC	NO
N/A	Treasury Manager, VSP	N/A	N/A	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		80.0 %
1.2 A&H cost containment percent		0.0 %
1.3 A&H expense percent excluding cost containment expenses		12.0 %
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 Reinsuer Rating

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	N							0	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	N							0	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	L	49,137,416						49,137,416	
37. Oklahoma OK	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	N							0	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
48. Washington WA	N							0	
49. West Virginia WV	N							0	
50. Wisconsin WI	N							0	
51. Wyoming WY	N							0	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	N							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CAN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XX	49,137,416	0	0	0	0	0	49,137,416	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	49,137,416	0	0	0	0	0	49,137,416	0

DETAILS OF WRITE-INS

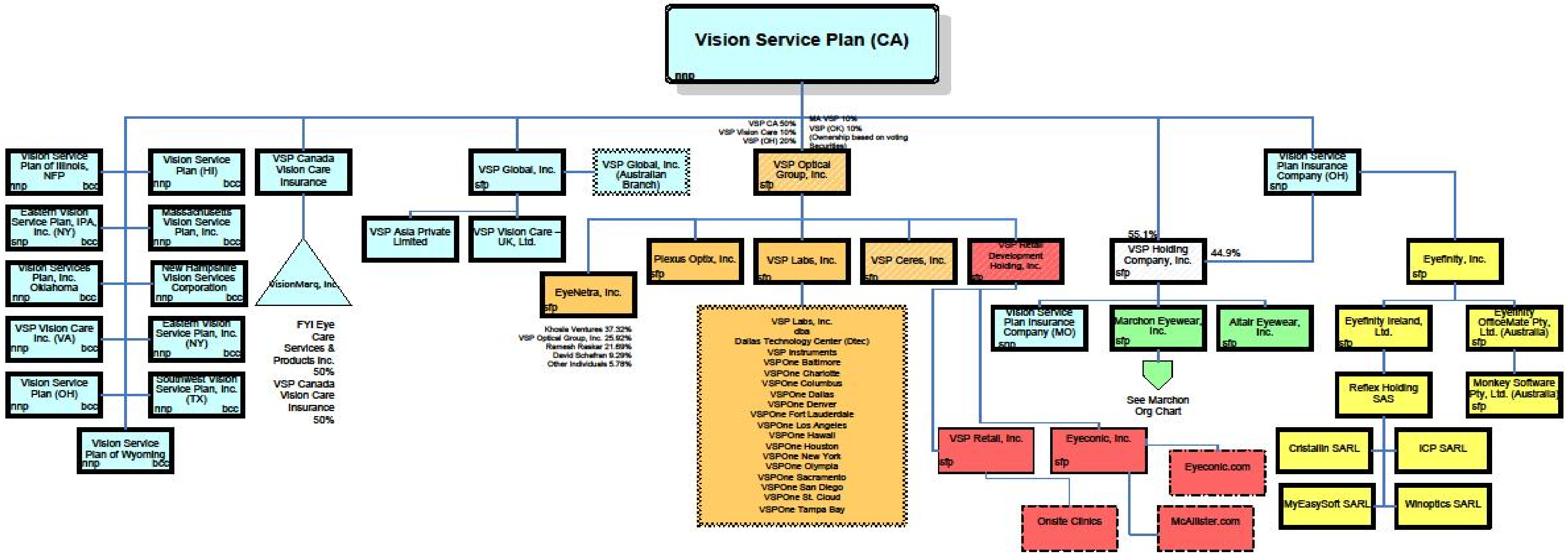
58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above)		0	0	0	0	0	0	0	0

(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



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
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	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

v. 063017

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.

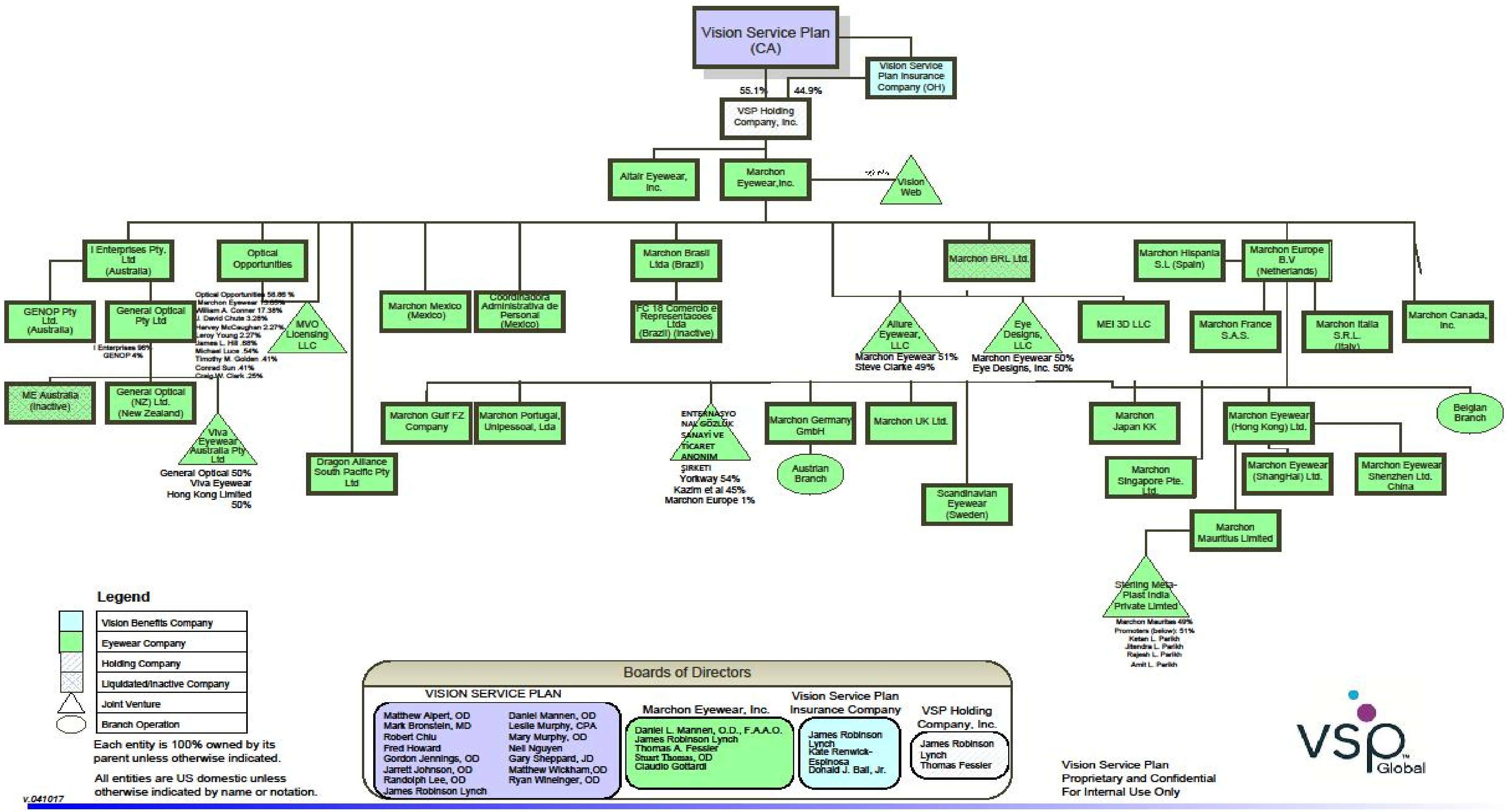
VSP Global

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.



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	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	RE	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	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	32395	36-3560825				Vision Service Plan Insurance Company (Missouri)	USA	IA	VSP Holding Company, Inc.	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	12516	20-0891619				Vision Service Plan of Illinois, NFP	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000	83-0212963				Vision Service Plan of Wyoming (Wyoming)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	47097	73-1004909				(Oklahoma)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000					Viva Eyewear Australia	AUS	NIA	General Optical Pty Ltd	Ownership	50.000	Vision Service Plan (California)	N	
		00000					VSP Asia Private Ltd	HKG	NIA	VSP Global, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					VSP Canada Vision Care Insurance	CAN	IA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-5016913				VSP Ceres Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-0933693				VSP Global, Inc.	USA	NIA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	N	
		00000	26-1998746				VSP Holding Company, Inc.	USA	NIA	Vision Service Plan (California)	Ownership	55.100	Vision Service Plan (California)	Y	
		00000	26-1998746				VSP Holding Company, Inc.	USA	NIA	(Ohio)	Ownership	44.900	Vision Service Plan (California)	Y	
		00000	27-0621143				VSP Labs, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-0621064				VSP Optical Group, Inc.	USA	NIA	Vision Service Plan (California)	Ownership	50.000	Vision Service Plan (California)	Y	
		00000	27-0621064				VSP Optical Group, Inc.	USA	NIA	(Ohio)	Ownership	20.000	Vision Service Plan (California)	Y	
		00000	27-0621064				VSP Optical Group, Inc.	USA	NIA	VSP Vision Care, Inc. (Virginia)	Ownership	10.000	Vision Service Plan (California)	Y	
		00000	27-0621064				VSP Optical Group, Inc.	USA	NIA	Vision Services Plan Inc., Oklahoma (Oklahoma)	Ownership	10.000	Vision Service Plan (California)	Y	
		00000	27-0621064				VSP Optical Group, Inc.	USA	NIA	Massachusetts Vision Service Plan (Massachusetts)	Ownership	10.000	Vision Service Plan (California)	Y	
		00000	46-5393037				VSP Retail Development Holding, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	46-5406960				VSP Retail, Inc.	USA	NIA	VSP Retail Development Holding, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					VSP Vision Care - UK, Ltd	GBR	NIA	VSP Global, Inc.	Ownership	100.000	Vision Service Plan (California)	N	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
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:

* 5 4 3 8 0 2 0 1 7 3 6 5 0 0 0 0 2 *

Overflow Page for Write-Ins

NONE

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	777,170
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		777,170
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	18,557,496	16,637,773
2. Cost of bonds and stocks acquired	7,619,377	44,824,954
3. Accrual of discount	997	727
4. Unrealized valuation increase (decrease)	569,310	911,642
5. Total gain (loss) on disposals	562,560	86,041
6. Deduct consideration for bonds and stocks disposed of	5,279,548	43,898,053
7. Deduct amortization of premium	1,418	5,588
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)	22,028,774	18,557,496
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	22,028,774	18,557,496

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)	9,250,998	321,333	159,410	1,542	9,250,998	9,414,463		13,093,167
2. NAIC 2 (a)	250,000				250,000	250,000		
3. NAIC 3 (a)						0		
4. NAIC 4 (a)						0		
5. NAIC 5 (a)						0		
6. NAIC 6 (a)						0		
7. Total Bonds	9,500,998	321,333	159,410	1,542	9,500,998	9,664,463	0	13,093,167
PREFERRED STOCK								
8. NAIC 1						0		17,017
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	17,017
15. Total Bonds and Preferred Stock	9,500,998	321,333	159,410	1,542	9,500,998	9,664,463	0	13,110,184

(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 $.....1,745,718; 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	1,745,718	XXX	1,740,211	2,188	

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	7,103,331	255,514
2. Cost of short-term investments acquired	17,372,663	62,447,712
3. Accrual of discount	5,487	19
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	22,732,792	55,599,914
7. Deduct amortization of premium	2,971	
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)	1,745,718	7,103,331
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,745,718	7,103,331

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	17,135,599	
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	16,921,189	
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)	214,410	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	214,410	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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment									
3130AB NQ 5	FEDERAL HOME LOAN BANKS		06/26/2017	WELLS FARGO SECURITIES LLC		30,000	30,000		1
3130AB PE 0	FEDERAL HOME LOAN BANKS		06/27/2017	WELLS FARGO SECURITIES LLC		250,000	250,000		1
3133EH NJ 8	FEDERAL FARM CREDIT BANKS FUNDING CORP		06/20/2017	WELLS FARGO SECURITIES LLC		899,330	900,000	276	1
3199999. Total - Bonds - U.S. Special Revenue and Special Assessments						1,179,330	1,180,000	276	XXX
8399997. Total - Bonds - Part 3						1,179,330	1,180,000	276	XXX
8399999. Total - Bonds						1,179,330	1,180,000	276	XXX
Common Stocks - Industrial and Miscellaneous									
002824 10 0	ABBOTT LABORATORIES ORD		06/23/2017	RW Baird	695.000	31,689	XXX		L
015351 10 9	ALEXION PHARMACEUTICALS ORD		06/26/2017	RW Baird	121.000	13,284	XXX		L
084670 70 2	BERKSHIRE HATHWAY CL B ORD		04/26/2017	RW Baird	34.000	5,735	XXX		L
14575E 10 5	CARS.COM ORD		06/01/2017	CORPORATE ACTION	361.000	8,604	XXX		L
254709 10 8	DISCOVER FINANCIAL SERVICES ORD		06/29/2017	RW Baird	471.000	28,777	XXX		L
30303M 10 2	FACEBOOK CL A ORD		05/25/2017	RW Baird	74.000	11,286	XXX		L
33616C 10 0	FIRST REPUBLIC BANK ORD		05/09/2017	RW Baird	243.000	22,728	XXX		L
345370 86 0	FORD MOTOR ORD		04/20/2017	RW Baird	1,017.000	11,645	XXX		L
48203R 10 4	JUNIPER NETWORKS ORD		06/15/2017	RW Baird	609.000	17,607	XXX		L
485170 30 2	KANSAS CITY SOUTHERN ORD		05/26/2017	RW Baird	495.000	45,128	XXX		L
594918 10 4	MICROSOFT ORD		06/26/2017	RW Baird	1,006.000	69,846	XXX		L
60871R 20 9	MOLSON COORS BREWING NONVTG CL B ORD		06/09/2017	RW Baird	333.000	29,764	XXX		L
61174X 10 9	MONSTER BEVERAGE ORD		06/26/2017	RW Baird	96.000	4,994	XXX		L
636274 30 0	NATIONAL GRID PLC	C	05/22/2017	CORPORATE ACTION	209.000	11,344	XXX		L
64110W 10 2	NETEASE ADR REP 25 ORD	C	06/26/2017	RW Baird	107.000	33,555	XXX		L
693475 10 5	PNC FINANCIAL SERVICES GROUP ORD		04/27/2017	RW Baird	100.000	11,902	XXX		L
70450Y 10 3	PAYPAL HOLDINGS ORD		04/27/2017	RW Baird	425.000	19,612	XXX		L
713448 10 8	PEPSICO ORD		04/20/2017	RW Baird	56.000	6,374	XXX		L
75886F 10 7	REGENERON PHARMACEUTICALS ORD		05/03/2017	RW Baird	74.000	29,007	XXX		L
774341 10 1	ROCKWELL COLLINS ORD		05/30/2017	RW Baird	435.000	46,133	XXX		L
808513 10 5	CHARLES SCHWAB ORD		05/02/2017	RW Baird	449.000	17,894	XXX		L
82968B 10 3	SIRIUS XM HOLDINGS ORD		05/01/2017	RW Baird	1,572.000	7,768	XXX		L
83404D 10 9	SOFTBANK GRUP UNSPON ADR REP 0.5 ORD	C	04/28/2017	RW Baird	435.000	16,504	XXX		U
87901J 10 5	TEGNA ORD		06/01/2017	CORPORATE ACTION	1,083.000	15,342	XXX		L
92345Y 10 6	VERISK ANALYTICS ORD		06/22/2017	RW Baird	139.000	11,617	XXX		L
92826C 83 9	VISA CL A ORD		04/05/2017	RW Baird	50.000	4,492	XXX		L
942622 20 0	WATSCO ORD		05/03/2017	RW Baird	165.000	22,968	XXX		L
98978V 10 3	ZOETIS CL A ORD		04/05/2017	RW Baird	165.000	8,763	XXX		L
G66721 10 4	NORWEGIAN CRUISE LINE HOLDINGS ORD		06/23/2017	RW Baird	702.000	36,931	XXX		L
G81477 10 4	SINA ORD	D	04/28/2017	RW Baird	211.000	16,105	XXX		L
V7780T 10 3	ROYAL CARIBBEAN CRUISES ORD		04/25/2017	RW Baird	98.000	9,725	XXX		L
9099999. Total - Common Stocks - Industrial and Miscellaneous						627,125	XXX	0	XXX
Common Stocks - Mutual Funds									
464287 40 8	ISHARES S&P 500 VALUE ETF		04/12/2017	RW Baird	335.000	34,595	XXX		L
464287 59 8	ISHARES RUSSELL 1000 VALUE ETF		04/12/2017	RW Baird	300.000	34,233	XXX		L
464288 24 0	ISHARES MSCI ACWI EX US ETF		04/12/2017	RW Baird	1,965.000	85,242	XXX		L
46432F 84 2	ISHARES CORE MSCI EAFE ETF		06/07/2017	RW Baird	13,185.000	819,448	XXX		L
78464A 50 8	SPDR S&P 500 VALUE ETF		04/12/2017	RW Baird	415.000	46,395	XXX		L
808524 40 9	SCHWAB US LARGE CAP VALUE ETF		06/23/2017	RW Baird	785.761	38,853	XXX		L
921909 76 8	VANGUARD TOTAL INTERNATIONAL STK ETF		06/07/2017	RW Baird	15,575.000	819,541	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
922042 77 5	VANGUARD FTSE ALL WORLD EX US ETF		04/12/2017	RW Baird	1,790.000	85,114	XXX		L
92206C 71 4	VANGUARD RUSSELL 1000 VALUE ETF		04/12/2017	RW Baird	450.000	44,874	XXX		L
922908 74 4	VANGUARD VALUE ETF		04/12/2017	RW Baird	345.000	32,651	XXX		L
9299999. Total - Common Stocks - Mutual Funds						2,040,945	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						2,668,070	XXX	0	XXX
9799999. Total - Common Stocks						2,668,070	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						2,668,070	XXX	0	XXX
9999999. Total - Bonds, Preferred and Common Stocks						3,847,400	XXX	276	XXX

(a) For all common stock bearing NAIC market indicator "U" provide the number of such issues:......1.

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 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	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)
Common Stocks - Industrial and Miscellaneous																					
00202F 10 2	A P MOLLER MAERSK UNSPON ADR REP ORD	C	06/02/2017.	RW Baird	1,559.000	15,169	XXX	11,466	12,472	(1,006)			(1,006)		11,466		3,702	3,702	108	XXX	U
007924 10 3	AEGON ADR	C	06/02/2017.	RW Baird	5,747.000	28,619	XXX	32,482					0		32,482		(3,863)	(3,863)	714	XXX	L
008252 10 8	AFFILIATED MANAGERS GROUP ORD	..	05/30/2017.	RW Baird	334.000	51,136	XXX	66,044	44,607	17,200			17,200		66,044		(14,907)	(14,907)	127	XXX	L
018805 10 1	ALLIANZ ADR REP ONE TENTH ORD	C	06/02/2017.	RW Baird	1,773.000	34,661	XXX	23,900	29,219	(5,319)			(5,319)		23,900		10,762	10,762	1,083	XXX	U
02263T 10 4	AMADEUS IT GROUP UNSPON ADR REP ORD	C	06/02/2017.	RW Baird	388.000	22,957	XXX	16,416	17,743	(1,327)			(1,327)		16,416		6,541	6,541	119	XXX	U
03524A 10 8	ANHEUSER BUSCH ADR REP 1 ORD	C	06/02/2017.	RW Baird	201.000	23,742	XXX	12,392	21,193	(8,801)			(8,801)		12,392		11,350	11,350	283	XXX	L
037833 10 0	APPLE ORD	..	04/20/2017.	RW Baird	82.000	11,700	XXX	7,965	9,497	(1,532)			(1,532)		7,965		3,735	3,735	47	XXX	L
041232 10 9	ARKEMA ADR	C	06/16/2017.	RW Baird	319.000	34,269	XXX	30,240	31,166	(926)			(926)		30,240		4,029	4,029	612	XXX	U
043393 20 6	ASAHI GLASS ADR	C	06/02/2017.	RW Baird	2,574.000	21,768	XXX	17,143	17,426	(283)			(283)		17,143		4,625	4,625	130	XXX	U
049255 80 5	ATLAS COPCO ADR	C	06/02/2017.	RW Baird	928.000	30,670	XXX	15,775	25,429	(9,655)			(9,655)		15,775		14,895	14,895	249	XXX	U
053015 10 3	AUTOMATIC DATA PROCESSING ORD	..	05/11/2017.	RW Baird	463.000	44,933	XXX	41,114	47,587	(6,473)			(6,473)		41,114		3,819	3,819	528	XXX	L
054536 10 7	AXA ADR REPSG 1 ORD	C	06/02/2017.	RW Baird	1,190.000	32,033	XXX	29,433					0		29,433		2,600	2,600	1,226	XXX	U
05577E 10 1	BT GROUP ADR REP 5 ORD	C	04/28/2017.	RW Baird	1,105.000	22,000	XXX	17,656	25,448	(7,792)			(7,792)		17,656		4,344	4,344	311	XXX	L
072743 30 5	BAYERISCHE MOTOREN WERKE	..	06/02/2017.	RW Baird	1,047.000	33,786	XXX	25,037	32,467	(7,431)			(7,431)		25,037		8,749	8,749	962	XXX	U
096813 20 9	BOC HONG KONG HOLDINGS ADR	C	06/02/2017.	RW Baird	453.000	41,204	XXX	35,647					0		35,647		5,557	5,557		XXX	U
13645T 10 0	CANADIAN PACIFIC RAILWAY ORD	..	06/02/2017.	RW Baird	90.000	14,231	XXX	6,514	12,849	(6,335)			(6,335)		6,514		7,718	7,718	58	XXX	L
139098 10 7	CAPGEMINI	C	06/08/2017.	RW Baird	1,853.000	39,097	XXX	30,759					0		30,759		8,338	8,338	455	XXX	U
14040H 10 5	CAPITAL ONE FINANCIAL ORD	..	06/29/2017.	RW Baird	167.000	13,518	XXX	10,778	14,569	(3,791)			(3,791)		10,778		2,740	2,740	126	XXX	L
14575E 10 5	CARS.COM ORD	..	06/07/2017.	RW Baird	361.000	9,697	XXX	8,604					0		8,604		1,093	1,093		XXX	L
151020 10 4	CELGENE ORD	..	06/08/2017.	RW Baird	502.000	59,709	XXX	16,220	58,107	(41,887)			(41,887)		16,220		43,490	43,490		XXX	L
151290 88 9	CEMEX ADR REP 10 PAR	C	06/02/2017.	VARIOUS	3,026.400	25,634	XXX	23,661	23,367	294			294		23,661		1,973	1,973		XXX	L
15132H 10 1	CENCOSUD S.A.	C	06/02/2017.	RW Baird	1,833.000	14,978	XXX	15,815	15,397	418			418		15,815		(837)	(837)	145	XXX	L
17275R 10 2	CISCO SYSTEMS ORD	..	06/15/2017.	RW Baird	586.000	18,507	XXX	16,900	17,709	(809)			(809)		16,900		1,607	1,607	322	XXX	L
20441A 10 2	SANEAMEN SAO PAU ADR REP 1 ORD	C	06/02/2017.	RW Baird	2,079.000	18,877	XXX	15,630	18,046	(2,415)			(2,415)		15,630		3,247	3,247		XXX	L
23304Y 10 0	DBS GROUP HOLDINGS ADR REP 4 ORD	C	06/02/2017.	RW Baird	682.000	40,639	XXX	28,223	32,562	(4,339)			(4,339)		28,223		12,416	12,416		XXX	U
234064 30 1	DAIWA SECURITIES GROUP SPON ADR	C	04/28/2017.	RW Baird	3,120.000	18,942	XXX	19,562					0		19,562		(620)	(620)	260	XXX	L
256746 10 8	DOLLAR TREE ORD	..	06/26/2017.	RW Baird	460.000	31,968	XXX	41,988	35,503	6,485			6,485		41,988		(10,020)	(10,020)		XXX	L
273202 10 1	EAST JAPAN RAILWAY ADR	C	06/02/2017.	RW Baird	1,016.000	16,632	XXX	15,443					0		15,443		1,188	1,188		XXX	U
285512 10 9	ELECTRONIC ARTS ORD	..	05/25/2017.	RW Baird	32.000	3,639	XXX	2,446	2,520	(75)			(75)		2,446		1,193	1,193		XXX	L
29081P 30 3	EMBOTELLAD ANDIN ADR REP 6 SR B ORD	C	06/09/2017.	RW Baird	850.000	20,592	XXX	17,916	19,100	(1,183)			(1,183)		17,916		2,676	2,676	310	XXX	L
335889 20 0	FIRST PAC ADR	C	06/02/2017.	RW Baird	5,598.000	22,070	XXX	20,377					0		20,377		1,693	1,693		XXX	U
339041 10 5	FLEETCOR TECHNOLOGIES ORD	..	04/25/2017.	RW Baird	305.000	44,657	XXX	47,317	37,503	3,032			3,032		47,317		(2,660)	(2,660)		XXX	L
359556 20 6	FUJI HEAVY INDUSTRIES LTD	..	06/02/2017.	RW Baird	1,772.000	31,116	XXX	33,178	35,972	(2,793)			(2,793)		33,178		(2,063)	(2,063)		XXX	V
426281 10 1	JACK HENRY AND ASSOCIATES ORD	..	06/28/2017.	RW Baird	141.000	14,862	XXX	8,590	12,518	(3,928)			(3,928)		8,590		6,272	6,272	87	XXX	L

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	Foreign	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)
450737 10 1	IBERDROLA ADR	C	06/02/2017.	RW Baird	909.000	29,233	XXX	23,089					0		23,089		6,144	6,144		XXX	U
452308 10 9	ILLINOIS TOOL ORD	..	06/16/2017.	RW Baird	70.000	10,349	XXX	7,393	8,572	(1,180)			(1,180)		7,393		2,957	2,957	91	XXX	L
456837 10 3	ING GROEP ADR REP 1 ORD	C	06/02/2017.	RW Baird	3,674.000	61,946	XXX	49,111	51,803	(2,692)			(2,692)		49,111		12,835	12,835	1,379	XXX	L
465562 10 6	ITAU UNIBANCO HOLDING ADR REP 1 PRF	C	04/13/2017.	RW Baird			XXX						0					0	(93)	XXX	L
471038 10 9	JAPAN AIRLIN UNSPON ADR REP 0.5 ORD	C	06/02/2017.	RW Baird	839.000	12,299	XXX	13,416					0		13,416		(1,116)	(1,116)		XXX	U
471105 20 5	JAPAN TOBACO UNSPN ADR REP 1 500 ORD	C	04/11/2017.	RW Baird			XXX						0					0	203	XXX	U
48241F 10 4	KBC GROEP ADR	C	06/02/2017.	RW Baird	1,009.000	37,433	XXX	31,723					0		31,723		5,710	5,710	644	XXX	U
485170 30 2	KANSAS CITY SOUTHERN ORD	..	06/21/2017.	RW Baird	44.000	4,419	XXX	3,934					0		3,934		485	485		XXX	L
495724 40 3	KINGFISHER ADR	C	06/22/2017.	RW Baird	1,684.000	14,549	XXX	15,037	14,398	639			639		15,037		(487)	(487)	273	XXX	U
500631 10 6	KOREA ELECTRIC POWER ADR REP 1/2 ORD	C	05/01/2017.	RW Baird			XXX						0					0	389	XXX	L
50186V 10 2	LG DISPLAY ADR REP 1/2 ORD	C	03/06/2017.	RW Baird			XXX						0					0	78	XXX	L
54338V 10 1	LONZA GROUP ADR	C	06/15/2017.	RW Baird	908.000	19,431	XXX	7,289	15,690	(8,401)			(8,401)		7,289		12,141	12,141	1,436	XXX	U
559222 40 1	MAGNA INTERNATIONAL ORD	..	06/12/2017.	RW Baird	1,076.000	49,840	XXX	38,979	46,698	(7,720)			(7,720)		38,979		10,862	10,862	503	XXX	L
636274 30 0	NATIONAL GRID PLC	C	06/02/2017.	CORPORATE ACTION	228.000	11,344	XXX	11,344	13,299	(1,955)			(1,955)		11,344			0	1,446	XXX	L
636274 30 0	NATIONAL GRID PLC	C	06/02/2017.	RW Baird	209.000	14,074	XXX	11,344					0		11,344		2,730	2,730		XXX	L
641069 40 6	NESTLE ADR REP 1 SR B ORD	C	06/02/2017.	RW Baird	794.000	68,410	XXX	44,178	56,962	(12,784)			(12,784)		44,178		24,232	24,232	1,520	XXX	U
654624 10 5	NIPPON TELEGRPH SPON ADR REP ORD	C	06/02/2017.	RW Baird	582.000	27,860	XXX	25,500					0		25,500		2,359	2,359		XXX	V
66987V 10 9	NOVARTIS ADR REPSG 1 ORD	C	06/02/2017.	RW Baird	304.000	25,051	XXX	16,700	22,143	(5,443)			(5,443)		16,700		8,350	8,350	700	XXX	L
670100 20 5	NOVO NORDISK ADR REPSG 1 ORD	C	06/02/2017.	RW Baird	867.000	38,114	XXX	24,459	31,091	(6,632)			(6,632)		24,459		13,655	13,655	416	XXX	L
684060 10 6	ORANGE ADR REP 1 ORD	C	06/02/2017.	RW Baird	2,175.000	38,148	XXX	34,604					0		34,604		3,544	3,544		XXX	L
686330 10 1	ORIX ADR REP 5 ORD	C	06/13/2017.	RW Baird	730.000	59,450	XXX	43,842	56,816	(12,974)			(12,974)		43,842		15,607	15,607	822	XXX	L
71646E 10 0	PETROCHINA ADR REPSNTG 100 H ORD	C	06/02/2017.	RW Baird	196.000	13,024	XXX	15,837					0		15,837		(2,813)	(2,813)		XXX	L
743476 20 2	PROSIEBENST 1 MEDIA ADR REP 0.25 ORD	C	06/02/2017.	RW Baird	2,687.000	28,885	XXX	27,972					0		27,972		913	913	920	XXX	U
767204 10 0	RIO TINTO ADR REP ONE ORD	C	06/02/2017.	RW Baird	372.000	15,207	XXX	16,107					0		16,107		(900)	(900)	467	XXX	L
771195 10 4	ROCHE HLDG ADR REP 0.125 ORD	C	06/02/2017.	RW Baird	1,125.000	38,654	XXX	24,233	32,096	(7,863)			(7,863)		24,233		14,421	14,421	952	XXX	U
780259 20 6	ROYAL DUTCH SHELL ADR RPSTG 2 A ORD	C	06/26/2017.	RW Baird	371.000	19,990	XXX	20,414					0		20,414		(424)	(424)	593	XXX	L
78392U 10 5	RYOHIN KEIKKU UNSPN ADR REP 0.20 ORD	C	03/06/2017.	RW Baird			XXX						0					0	85	XXX	L
808513 10 5	CHARLES SCHWAB ORD	..	04/01/2017.	Adjustment			XXX						0					0	(22)	XXX	L
816078 30 7	SEKISUI HOUSE ADR REP 1 ORD	C	06/02/2017.	RW Baird	1,165.000	20,566	XXX	16,007	19,339	(3,332)			(3,332)		16,007		4,559	4,559	260	XXX	U
81783H 10 5	SEVEN I HOLDINGS ADR REP 0.50 ORD	C	06/12/2017.	RW Baird	1,656.000	35,835	XXX	27,903	31,398	(3,494)			(3,494)		27,903		7,932	7,932	237	XXX	U
82481R 10 6	SHIRE ADS REP 3 ORD	C	06/08/2017.	RW Baird	437.000	75,565	XXX	72,410	74,456	(2,046)			(2,046)		72,410		3,156	3,156	337	XXX	L
826197 50 1	SIEMENS 2 ADR REP 1 ORD	C	06/02/2017.	RW Baird	678.000	49,371	XXX	36,020	41,500	(5,480)			(5,480)		36,020		13,351	13,351	964	XXX	U
82968B 10 3	SIRIUS XM HOLDINGS ORD	..	05/25/2017.	RW Baird	887.000	4,541	XXX	3,539	3,947	(408)			(408)		3,539		1,002	1,002	9	XXX	L

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	Foreign	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)
83404D 10 9	SOFTBANK GRUP UNSPON ADR REP 0.5 ORD	C	06/02/2017.	RW Baird	435.000	17,700	XXX	16,504					0		16,504		1,196	1,196		XXX	U
855244 10 9	STARBUCKS ORD	..	04/28/2017.	RW Baird	600.000	35,848	XXX	33,332	33,312	20			20		33,332		2,516	2,516	150	XXX	L
867224 10 7	SUNCOR ENERGY ORD	..	06/26/2017.	RW Baird	818.000	25,407	XXX	28,623	26,740	1,883			1,883		28,623		(3,216)	(3,216)	334	XXX	L
870195 10 4	SWEDBANK ADR	C	06/02/2017.	RW Baird	701.000	16,880	XXX	12,692	16,929	(4,237)			(4,237)		12,692		4,188	4,188	697	XXX	U
87873R 10 1	TECHTRONIC INDUSTRIES ADR REP 5 ORD	C	06/02/2017.	RW Baird	1,650.000	38,477	XXX	19,072	29,651	(10,579)			(10,579)		19,072		19,405	19,405		XXX	U
87901J 10 5	TEGNA ORD	..	06/01/2017.	CORPORATE ACTION	1,083.000	23,946	XXX	23,946	23,165	781			781		23,946			0	303	XXX	L
89151E 10 9	TOTAL ADR REP 1 ORD	C	06/29/2017.	RW Baird	939.000	48,829	XXX	48,248					0		48,248		581	581	1,059	XXX	L
919134 30 4	VALEO ADR REP 1/2 ORD	C	06/20/2017.	RW Baird	1,248.000	45,376	XXX	11,182	35,693	(24,511)			(24,511)		11,182		34,194	34,194	711	XXX	U
949746 10 1	WELLS FARGO ORD	..	06/01/2017.	RW Baird	792.000	42,757	XXX	37,327	43,647	(6,321)			(6,321)		37,327		5,430	5,430	460	XXX	L
983134 10 7	WYNN RESORTS ORD	..	06/26/2017.	RW Baird	123.000	16,883	XXX	12,153					0		12,153		4,730	4,730	62	XXX	L
G0177J 10 8	ALLERGAN ORD	C	06/15/2017.	RW Baird	134.000	29,954	XXX	38,017	28,141	9,875			9,875		38,017		(8,063)	(8,063)	180	XXX	L
G81477 10 4	SINA ORD	D	06/02/2017.	RW Baird	211.000	20,407	XXX	16,105					0		16,105		4,302	4,302		XXX	L
N00985 10 6	AERCAP HOLDINGS ORD	C	06/02/2017.	RW Baird	386.000	17,539	XXX	15,339	16,061	(722)			(722)		15,339		2,200	2,200		XXX	L
N6596X 10 9	NXP SEMICONDUCTORS ORD	C	06/14/2017.	RW Baird	647.000	68,930	XXX	55,026	63,412	(8,386)			(8,386)		55,026		13,904	13,904		XXX	L
9099999.	Total - Common Stocks - Industrial and Miscellaneous					2,180,536	XXX	1,792,581	1,486,940	(214,634)	0	0	(214,634)	0	1,792,581	0	387,955	387,955	26,823	XXX	XXX
Common Stocks - Mutual Funds																					
97717W 85 1	WISDOMTREE JAPAN HEDGED EQUITY ETF	..	06/02/2017.	RW Baird	596.000	31,272	XXX	25,147	29,526	(4,379)			(4,379)		25,147		6,125	6,125		XXX	L
9299999.	Total - Common Stocks - Mutual Funds					31,272	XXX	25,147	29,526	(4,379)	0	0	(4,379)	0	25,147	0	6,125	6,125	0	XXX	XXX
9799997.	Total - Common Stocks - Part 4					2,211,807	XXX	1,817,728	1,516,465	(219,013)	0	0	(219,013)	0	1,817,728	0	394,079	394,079	26,823	XXX	XXX
9799999.	Total - Common Stocks					2,211,807	XXX	1,817,728	1,516,465	(219,013)	0	0	(219,013)	0	1,817,728	0	394,079	394,079	26,823	XXX	XXX
9899999.	Total - Preferred and Common Stocks					2,211,807	XXX	1,817,728	1,516,465	(219,013)	0	0	(219,013)	0	1,817,728	0	394,079	394,079	26,823	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					2,211,807	XXX	1,817,728	1,516,465	(219,013)	0	0	(219,013)	0	1,817,728	0	394,079	394,079	26,823	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 29.

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

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

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

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

Sch. DL - Pt. 1
NONE

Sch. DL - Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
Bank of America - Checking	Sacramento, CA					6,007,118	9,447,421	9,304,393	XXX
Robert Baird & Co.	Roseville, CA					6,899	8,020	47,102	XXX
0199999. Total Open Depositories		XXX	XXX	0	0	6,014,017	9,455,441	9,351,495	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	6,014,017	9,455,441	9,351,495	XXX
0599999. Total Cash		XXX	XXX	0	0	6,014,017	9,455,441	9,351,495	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	0.850			172	
WELLS FRGO TREASURY PLUS CL I MMF		06/30/2017	0.850		9,490		0
DRYFS GOVT SEC CSH MGT CL INST MMF		06/30/2017	0.810		204,920		350
8599999. Total - Other Cash Equivalents					214,410	172	350
8699999. Total - Cash Equivalents					214,410	172	350