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HEALTH QUARTERLY STATEMENT

As of September 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	Laura Olson *(Name)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*	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 1. (Printed Name)	James Robinson Lynch 2. (Printed Name)	Daniel Joseph Schauer 3. (Printed Name)
President (Title)	Secretary (Title)	Treasurer (Title)

Subscribed and sworn to before me
This ________ day of OCTOBER 2017

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

Pamela Kropf

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

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	55,639,517		55,639,517	53,633,951
2. Stocks:				
2.1 Preferred stocks			0	12,376
2.2 Common stocks	285,113,325	276,158,708	8,954,617	7,512,589
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 $..........0 encumbrances)			0	
5. Cash ($.....949,927), cash equivalents ($.....92,480,502) and short-term investments ($.....15,463,842)	108,894,270		108,894,270	90,003,277
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)	449,647,112	276,158,708	173,488,404	151,162,193
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	325,781		325,781	210,890
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	47,613,270	781,632	46,831,638	46,456,869
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 ($..........0)			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	55,945,107	474,931	55,470,176	46,719,769
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	7,302,032	4,791,705	2,510,327	3,770,964
19. Guaranty funds receivable or on deposit	5,603,891		5,603,891	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	2,572,847		2,572,847	
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)	569,010,040	282,206,976	286,803,064	248,320,685
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	569,010,040	282,206,976	286,803,064	248,320,685

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. Notes receivable			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 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1.	Claims unpaid (less $..........0 reinsurance ceded)	52,485,002		52,485,002	50,901,308
2.	Accrued medical incentive pool and bonus amounts			0	
3.	Unpaid claims adjustment expenses	854,136		854,136	826,184
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	4,843,961		4,843,961	5,624,522
9.	General expenses due or accrued	820,010		820,010	1,448,865
10.1	Current federal and foreign income tax payable and interest thereon (including $..........0 on realized gains (losses))	12,462,888		12,462,888	18,860,829
10.2	Net deferred tax liability			0	505,594
11.	Ceded reinsurance premiums payable			0	
12.	Amounts withheld or retained for the account of others			0	
13.	Remittances and items not allocated	11,580,058		11,580,058	5,201,164
14.	Borrowed money (including $..........0 current) and interest thereon $..........0 (including $..........0 current)			0	
15.	Amounts due to parent, subsidiaries and affiliates	17,156,319		17,156,319	18,121,181
16.	Derivatives			0	
17.	Payable for securities			0	294,224
18.	Payable for securities lending			0	
19.	Funds held under reinsurance treaties with ($..........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	2,314,859		2,314,859	2,371,456
23.	Aggregate write-ins for other liabilities (including $..........0 current)	7,357,382	0	7,357,382	5,786,612
24.	Total liabilities (Lines 1 to 23)	109,874,615	0	109,874,615	109,941,939
25.	Aggregate write-ins for special surplus funds	XXX	XXX	15,489,676	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	100,000
31.	Unassigned funds (surplus)	XXX	XXX	120,476,191	97,316,164
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	176,928,449	138,378,746
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	286,803,064	248,320,685

DETAILS OF WRITE-INS

		1 Covered	2 Uncovered	3 Total	4 Total
2301.	Taxes, licenses & fees	6,389,554		6,389,554	4,926,046
2302.	Escheatable checks	967,828		967,828	860,566
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)	7,357,382	0	7,357,382	5,786,612
2501.	Health Insurer Assessment	XXX	XXX	15,489,676	
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	15,489,676	0
3001.	Statutory reserves	XXX	XXX		100,000
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	0	100,000

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	121,165,413	119,015,945	158,763,904
2. Net premium income (including $..........0 non-health premium income)	XXX	786,277,950	735,880,235	984,782,291
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....146,813,338 medical expenses)	XXX	32,129,863	28,642,807	34,951,022
5. Risk revenue	XXX	3,812,328	5,389,296	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	822,220,141	769,912,338	1,027,182,896
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		640,652,576	614,212,255	794,444,430
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	640,652,576	614,212,255	794,444,430
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	640,652,576	614,212,255	794,444,430
19. Non-health claims (net)				
20. Claims adjustment expenses, including $..........0 cost containment expenses		11,381,610	10,090,868	15,290,787
21. General administrative expenses		119,129,439	129,299,867	171,145,763
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	771,163,625	753,602,990	980,880,980
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	51,056,516	16,309,348	46,301,916
25. Net investment income earned		811,055	305,432	465,618
26. Net realized capital gains (losses) less capital gains tax of $.....193,348		745,772	86,684	46,118
27. Net investment gains or (losses) (Lines 25 plus 26)	0	1,556,827	392,116	511,736
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $..........0) (amount charged off $.....83,310)]		(83,310)	(125,966)	(320,415)
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	52,530,033	16,575,498	46,493,237
31. Federal and foreign income taxes incurred	XXX	18,019,097	10,639,603	21,178,504
32. Net income (loss) (Lines 30 minus 31)	XXX	34,510,936	5,935,895	25,314,733

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	138,378,746	174,620,374	174,620,374
34. Net income or (loss) from Line 32	34,510,936	5,935,895	25,314,733
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....687,017	9,601,269	(16,565,601)	(20,775,039)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(524,481)	(736,698)	(845,507)
39. Change in nonadmitted assets	(5,038,021)	17,053,754	(16,435,815)
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)	(23,500,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	38,549,703	(15,312,650)	(36,241,628)
49. Capital and surplus end of reporting period (Line 33 plus 48)	176,928,449	159,307,724	138,378,746

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	785,461,127	735,785,665	980,506,956
2.	Net investment income	780,362	516,706	751,538
3.	Miscellaneous income	35,942,191	34,032,103	42,400,605
4.	Total (Lines 1 through 3)	822,183,680	770,334,474	1,023,659,099
5.	Benefit and loss related payments	639,068,882	609,407,823	788,915,768
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	144,116,837	140,471,961	188,439,971
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	24,610,386	14,019,130	16,360,764
10.	Total (Lines 5 through 9)	807,796,105	763,898,914	993,716,503
11.	Net cash from operations (Line 4 minus Line 10)	14,387,575	6,435,560	29,942,596
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	7,830,836	15,462,893	19,683,113
	12.2 Stocks	75,165,526	313,591,365	314,859,984
	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			294,224
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	82,996,362	329,054,258	334,837,435
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	9,921,082	19,740,317	24,903,624
	13.2 Stocks	74,899,129	313,801,982	314,949,638
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	294,224		
	13.7 Total investments acquired (Lines 13.1 to 13.6)	85,114,435	333,542,299	339,853,262
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)	(2,118,073)	(4,488,041)	(5,015,828)
	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	23,500,000
	16.6 Other cash provided (applied)	2,841,185	(326,697)	5,860,347
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	2,841,185	(21,326,697)	(17,639,653)
	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)	15,110,687	(19,379,178)	7,287,115
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	93,783,583	86,496,468	86,496,468
	19.2 End of period (Line 18 plus Line 19.1)	108,894,270	67,117,290	93,783,583

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	13,264,335				12,340,705		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	14,204,068				13,230,452		973,616			
5. Current Year	0									
6. Current Year Member Months	121,165,413				112,459,219		8,706,194			
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	3,569,952				3,239,188		330,764			
9. Total	3,569,952	0	0	0	3,239,188	0	330,764	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	786,277,950				703,597,686		82,680,264			
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	786,277,950				703,597,686		82,680,264			
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	639,068,882				560,821,143		78,247,739			
18. Amount Incurred for Provision of Health Care Services	640,652,576				561,998,985		78,653,591			

(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	12,588,704					12,588,704
0199999. Individually Listed Claims Unpaid	12,588,704	0	0	0	0	12,588,704
0499999. Subtotals	12,588,704	0	0	0	0	12,588,704
0599999. Unreported Claims and Other Claim Reserves						39,896,298
0799999. Total Claims Unpaid						52,485,002

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date: 1 On Claims Incurred Prior to January 1 of Current Year	Claims Paid Year to Date: 2 On Claims Incurred During the Year	Liability End of Current Quarter: 3 On Claims Unpaid December 31 of Prior Year	Liability End of Current Quarter: 4 On Claims Incurred During the Year	5 Claims Incurred in Prior Years (Columns 1 + 3)	6 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	44,041,009	527,827,230	79,842	46,886,152	44,120,851	45,517,722
5. Federal Employees Health Benefits Plan	5,175,290	62,025,353	9,382	5,509,625	5,184,672	5,383,586
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid					0	
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	49,216,299	589,852,583	89,224	52,395,777	49,305,523	50,901,308
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)	49,216,299	589,852,583	89,224	52,395,777	49,305,523	50,901,308

(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	$ 34,510,936	$ 25,314,733
(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	$ 34,510,936	$ 25,314,733
SURPLUS					
(5) Vision Service Plan Insurance Company state basis (Page 3, line 33, Columns 3 & 4)	XXX	XXX	XXX	$ 176,928,449	$ 138,378,746
(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	$ 176,928,449	$ 138,378,746

C. Accounting Policy

(6) Not Applicable

D. Going Concern - There is no doubt regarding the Company’s ability to continue as a going concern.

Management evaluated whether there are conditions and events that raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date that the financial statements are issued. Management’s evaluation was based only on relevant conditions and events that were known and reasonably knowable at the date that the financial statements are issued. Based on the evaluation, the Company is more than able to meet all known obligations at the date that the financial statements are issued, therefore, no conditions or events raise substantial doubt about the Company's ability to continue as a going concern.

Note 2 – Accounting Changes and Corrections of Errors

Not applicable

Note 3 – Business Combinations and Goodwill

A. Statutory Purchase Method – Not applicable

B. Statutory Merger
(1) The company merged with Vision Services Plan, Inc., Oklahoma on July 1, 2017.
(2) The transaction was accounted for as a statutory merger.
(3) There were no voting shares of common stock issued in exchange in the transaction.
(4) Premerger separate company revenue and net income for the previous six months ended June 30, 2017 were $24M and $1.6M, respectively, for Vision Services Plan, Inc., Oklahoma, and $526M and $7.7M, respectively, for the Company.
(5) No adjustments were made directly to the surplus of Vision Services Plan, Inc., Oklahoma as a result of the merger.

C. Assumption Reinsurance – Not applicable

D. Impairment Loss – 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

NOTES TO FINANCIAL STATEMENTS

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

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 $5,603,891 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:		5,603,891
d.	Assets recognized from paid and accrued premium tax offsets and policy surcharges current period		$ 5,603,891

C. Gain Contingencies - Not applicable

NOTES TO FINANCIAL STATEMENTS

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

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) Fair Value Measurements at Reporting Date

	Level 1	Level 2	Level 3	Total
Assets at Fair Value				
Equities	$ 8,954,617	$	$	$ 8,954,617
Total	$ 8,954,617	$	$	$ 8,954,617
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

NOTES TO FINANCIAL STATEMENTS

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short-term investments	$ 15,459,680	$ 15,463,842	$	$ 15,459,680	$	$
Bonds	$ 55,468,297	$ 55,639,517	$ 308,804	$ 55,159,493	$	$
Common Stock	$ 8,954,617	$ 8,954,617	$ 8,954,617	$	$	$

D. Not Practicable to Estimate Fair Value

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

Note 21 – Other Items

No significant changes

Note 22 – Events Subsequent

No significant changes

Note 23 – Reinsurance

Not applicable

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

(1) Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions Yes [ ] No [X]

(2) Not applicable

(3) Not applicable

.

(4) Not applicable

(5) Not applicable

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	$ 51,699,385	$ 46,065,214
Incurred related to:		
Current year	661,721,579	812,422,474
Prior years	(936,986)	(840,804)
Total incurred	660,784,593	811,581,669
Paid related to:		
Current year	(608,382,441)	(760,694,982)
Prior years	(50,762,399)	(45,224,410)
Total paid	(659,144,840)	(805,919,391)
BALANCE - September 30/December 31	$ 53,339,138	$ 51,727,492

Reserves as of September 30, 2017 were $53,339,138. As of Sptember 30, 2017, $50,762,399 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $936,986 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $936,986 favorable prior-year development from December 31, 2016 to September 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

NOTES TO FINANCIAL STATEMENTS

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 [X] No [ ]

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
Vision Services Plan, Inc., Oklahoma	47097	OK

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 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: $ 2,572,847

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	266,529,172	276,158,708
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)	$ 266,529,172	$ 276,158,708
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., 6th Floor, San Francisco, CA 94104
Wells Fargo Institutional Securities, LLC	45 Fremont St., 34th Flr, San Francisco, CA 94105
Robert W. Baird & Co.	1400 Rocky Ridge Dr., Suite 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
Union Bank	U
Wells Fargo Institutional Securities	U
Treasury Manager, VSP	A
RW Baird	U

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
NA	Treasury Manager, VSP	NA	NA	NO
14455	Union Bank	NA	SEC	NO
126292	Wells Fargo Institutional Securities	NA	SEC	NO
8158	RW Baird	NA	SEC	NO

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

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 (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	81.0 %
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 [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	L	24,659,908						24,659,908	
2. Alaska AK	L							0	
3. Arizona AZ	L	24,813,500						24,813,500	
4. Arkansas AR	L							0	
5. California CA	N							0	
6. Colorado CO	L	36,757,671						36,757,671	
7. Connecticut CT	L	18,331,007						18,331,007	
8. Delaware DE	L	3,740,104						3,740,104	
9. District of Columbia DC	L	3,342,895			82,680,264			86,023,159	
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	24,638,136						24,638,136	
16. Iowa IA	L	7,961,895						7,961,895	
17. Kansas KS	L	9,056,012						9,056,012	
18. Kentucky KY	L	4,493,259						4,493,259	
19. Louisiana LA	L	6,725,723						6,725,723	
20. Maine ME	L	5,579,811						5,579,811	
21. Maryland MD	N							0	
22. Massachusetts MA	L							0	
23. Michigan MI	L	46,878,964						46,878,964	
24. Minnesota MN	L	32,374,093						32,374,093	
25. Mississippi MS	L	4,041,758						4,041,758	
26. Missouri MO	N							0	
27. Montana MT	L	2,470,632						2,470,632	
28. Nebraska NE	L	56,167,378						56,167,378	
29. Nevada NV	L							0	
30. New Hampshire NH	L	3,081,032						3,081,032	
31. New Jersey NJ	L	51,640,342						51,640,342	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	L	1,593,585						1,593,585	
35. North Dakota ND	L	6,980,490						6,980,490	
36. Ohio OH	L							0	
37. Oklahoma OK	L	35,378,242						35,378,242	
38. Oregon OR	L	14,797,082						14,797,082	
39. Pennsylvania PA	L	44,159,730						44,159,730	
40. Rhode Island RI	L	19,825,781						19,825,781	
41. South Carolina SC	L	7,024,750						7,024,750	
42. South Dakota SD	L	7,311,940						7,311,940	
43. Tennessee TN	L	29,956,247						29,956,247	
44. Texas TX	L	135,000,505						135,000,505	
45. Utah UT	L	6,845,334						6,845,334	
46. Vermont VT	L	3,620,767						3,620,767	
47. Virginia VA	L							0	
48. Washington WA	L							0	
49. West Virginia WV	L	2,244,025						2,244,025	
50. Wisconsin WI	L	22,105,087						22,105,087	
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	XXX	703,597,685	0	0	82,680,264	0	0	786,277,949	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 43	703,597,685	0	0	82,680,264	0	0	786,277,949	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 Domicilied 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.

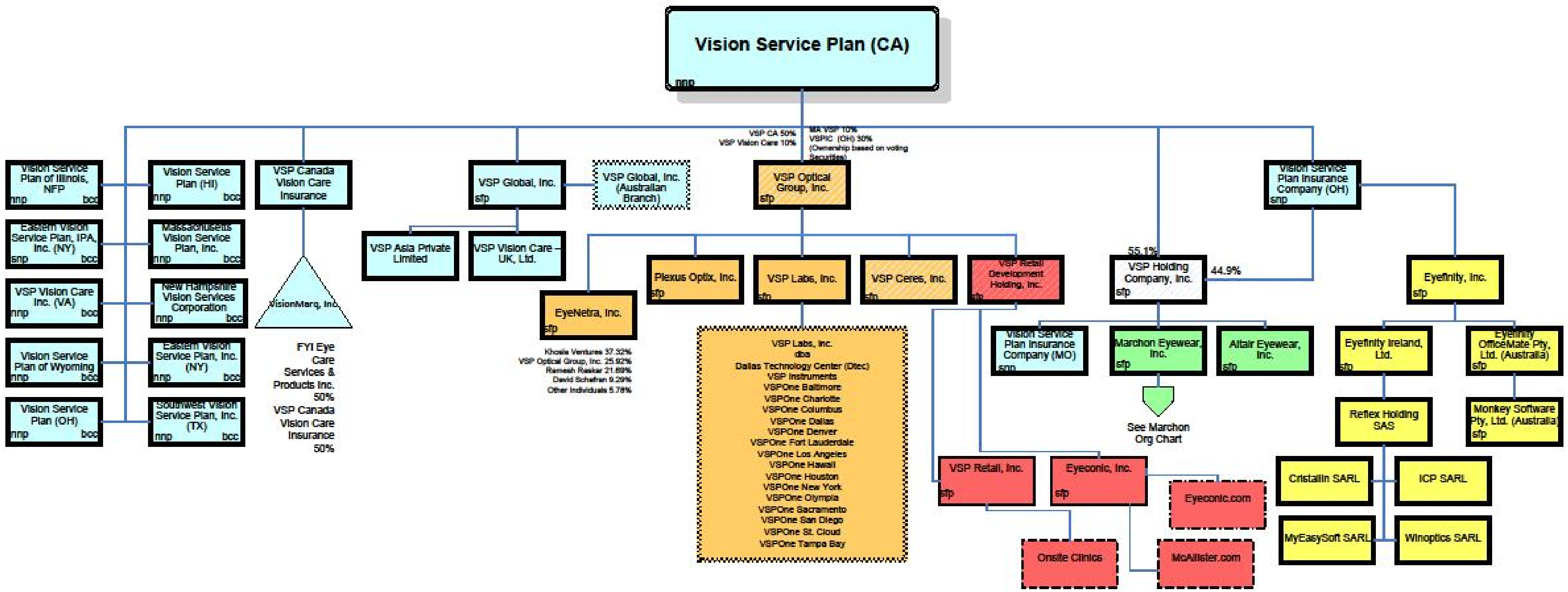
(a) Insert the number of L responses except for Canada and Other Alien.

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

PART 1 – ORGANIZATIONAL CHART

Q15

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 Service Plan of Wyoming	83-0212963	None	VSP Retail Development Holding, Inc.	46-5393037
VSP Vision Care, Inc.	23-7089668	53031	VSP Retail, Inc.	46-5406960

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

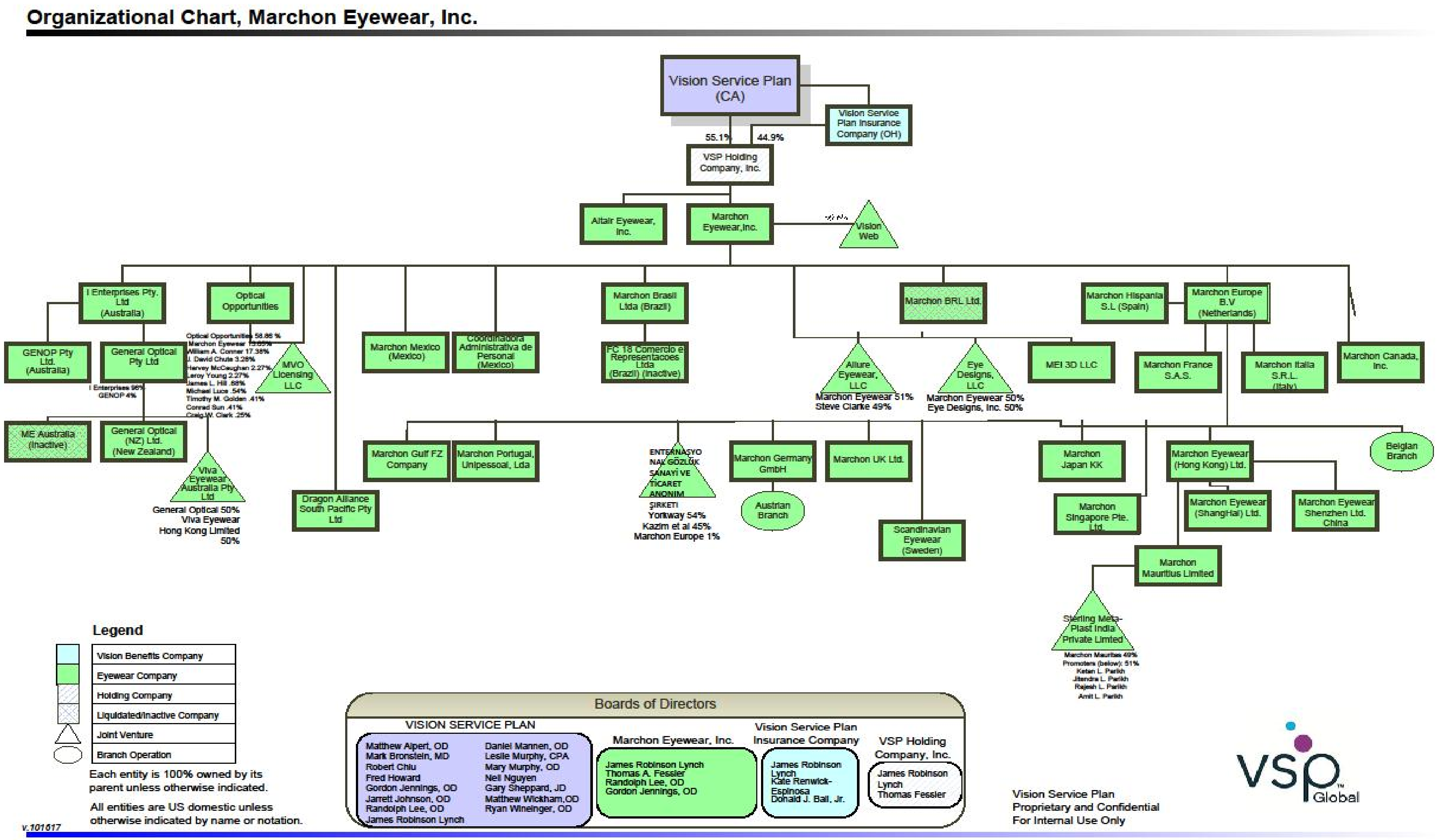
Each entity is 100% owned by its parent unless otherwise indicated.

v.093017

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



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

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		00000	27-3493284				MEI 3D, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Monkey Software Pty. Ltd	AUS	NIA	Eyefinity OfficeMate Pty, Ltd. (Australia)	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-1700596				MVO Licensing, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	13.650	Vision Service Plan (California)	N	
		00000	27-1700596				MVO Licensing, LLC	USA	NIA	Optical Opportunities, LLC	Ownership	58.860	Vision Service Plan (California)	N	
		00000					MyEasySoft SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	
		00000	23-7375685				New Hampshire Vision Services Corporation (New Hampshire)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000	88-0465774				Optical Opportunities, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-0621213				Plexus Optix, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Reflex Holding SAS	IRL	NIA	Eyefinity, Ireland	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Scandinavian Eyewear	SWE	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000	75-1769288				Southwest Vision Service Plan, Inc. (Texas)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000					Sterling Meta-Plast India Private Ltd	IND	NIA	Marchon Mauritius	Ownership	49.000	Vision Service Plan (California)	N	
		00000					VisionMarq, Inc.	CAN	NIA	VSP Canada Vision Care Insurance	Ownership	50.000	Vision Service Plan (California)	N	
		00000	94-1632821				Vision Service Plan (California)	USA	UDP	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	N	
		00000	99-0247673				Vision Service Plan (Hawaii)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	54380	31-0725743				Vision Service Plan (Ohio)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	39616	06-1227840				Vision Service Plan Insurance Company (Ohio)	USA	RE	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	32395	36-3560825				Vision Service Plan Insurance Company (Missouri)	USA	IA	VSP Holding Company, Inc.	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	12516	20-0891619				Vision Service Plan of Illinois, NFP	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000	83-0212963				Vision Service Plan of Wyoming (Wyoming)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		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	30.000	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	Massachusetts Vision Service Plan (Massachusetts)	Ownership	10.000	Vision Service Plan (California)	Y	
		00000	46-5393037				VSP Retail Development Holding, Inc.	USA	NIA	VSP Optical Group, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	46-5406960				VSP Retail, Inc.	USA	NIA	VSP Retail Development Holding, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					VSP Vision Care - UK, Ltd	GBR	NIA	VSP Global, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	53031	23-7089668				VSP Vision Care, Inc. (Virginia)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000					Winoptics SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	

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:

* 3 9 6 1 6 2 0 1 7 3 6 5 0 0 0 0 3 *

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	327,785,785	343,321,252
2. Cost of bonds and stocks acquired	137,297,684	339,853,262
3. Accrual of discount	18,140	16,183
4. Unrealized valuation increase (decrease)	10,288,287	(20,688,171)
5. Total gain (loss) on disposals	552,424	70,836
6. Deduct consideration for bonds and stocks disposed of	135,087,141	334,543,096
7. Deduct amortization of premium	102,338	244,481
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)	340,752,841	327,785,785
11. Deduct total nonadmitted amounts	276,158,708	266,626,868
12. Statement value at end of current period (Line 10 minus Line 11)	64,594,133	61,158,917

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)	71,014,634	18,544,138	17,714,171	8,602	68,399,428	71,014,634	71,853,203	153,458,391
2. NAIC 2 (a)		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	71,014,634	18,794,138	17,714,171	8,602	68,399,428	71,014,634	72,103,203	153,458,391
PREFERRED STOCK								
8. NAIC 1							0	12,376
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	12,376
15. Total Bonds and Preferred Stock	71,014,634	18,794,138	17,714,171	8,602	68,399,428	71,014,634	72,103,203	153,470,767

(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 $.....16,463,686; 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	15,463,842	XXX	15,450,124		

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	99,824,440	90,383,431
2. Cost of short-term investments acquired	354,178,166	999,453,178
3. Accrual of discount	101,111	13,565
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		114
6. Deduct consideration received on disposals	438,604,484	990,025,849
7. Deduct amortization of premium	35,391	
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)	15,463,842	99,824,440
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	15,463,842	99,824,440

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	728,182,333	30,380,256
3. Accrual of discount	3,434	14,744
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	635,705,266	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)	92,480,502	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	92,480,502	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. Special Revenue and Special Assessment									
3134GB N4 0	FEDERAL HOME LOAN MORTGAGE CORP.		09/20/2017	WELLS FARGO SECURITIES LLC.		350,000	350,000		1
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments					350,000	350,000	0	XXX
Bonds - Industrial and Miscellaneous									
14042R HR 5	Capital One, National Association.		08/21/2017	WELLS FARGO SECURITIES LLC.		250,000	250,000		2FE
38148P MJ 3	Goldman Sachs Bank USA.		08/01/2017	WELLS FARGO SECURITIES LLC.		250,000	250,000		1FE
478160 BS 2	JOHNSON & JOHNSON.		07/11/2017	UBOC/UNIONBANC INVESTMENT SVCS.		994,360	1,000,000	6,096	1FE
89236T CZ 6	TOYOTA MOTOR CREDIT CORP.	C	07/20/2017	UBOC/UNIONBANC INVESTMENT SVCS.		1,993,580	2,000,000	11,294	1FE
3899999.	Total - Bonds - Industrial and Miscellaneous					3,487,940	3,500,000	17,390	XXX
8399997.	Total - Bonds - Part 3					3,837,940	3,850,000	17,390	XXX
8399999.	Total - Bonds					3,837,940	3,850,000	17,390	XXX
Common Stocks - Industrial and Miscellaneous									
00507V 10 9	ACTIVISION BLIZZARD ORD.		08/15/2017	RW Baird.	34.000	2,089	XXX		L
042735 10 0	ARROW ELECTRONICS ORD.		08/17/2017	RW Baird.	768.000	58,065	XXX		L
052769 10 6	AUTODESK ORD.		08/15/2017	RW Baird.	12.000	1,312	XXX		L
212015 10 1	CONTINENTAL RESOURCES ORD.		08/15/2017	RW Baird.	50.000	1,651	XXX		L
461202 10 3	INTUIT ORD.		08/15/2017	RW Baird.	26.000	3,559	XXX		L
651290 10 8	NEWFIELD EXPLORATION ORD.		08/15/2017	RW Baird.	56.000	1,419	XXX		L
9099999.	Total - Common Stocks - Industrial and Miscellaneous					68,095	XXX	0	XXX
Common Stocks - Money Market Mutual Funds									
000000 00 0	DREYFUS.		09/01/2017	Direct.	100,427.120	100,427	XXX		V
000000 00 0	GOV SEC CSH I.		08/31/2017	Direct.	51,780.020	51,780	XXX		V
609991 1C 8	MUFG INSTITUTIONAL TRUST DEPOSIT ACCOUNT.		08/28/2017	Direct.	45,865,567.330	45,865,567	XXX		V
9UBITD A0 4	MUFG INSTITUTIONAL TRUST DEPOSIT ACCOUNT.		07/31/2017	Direct.	25,051,069.800	25,051,070	XXX		V
9399999.	Total - Common Stocks - Money Market Mutual Funds					71,068,844	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					71,136,939	XXX	0	XXX
9799999.	Total - Common Stocks					71,136,939	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					71,136,939	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					74,974,879	XXX	17,390	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	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)
Bonds - U.S. Political Subdivisions of States																					
47844P CS 2	JOHNSON CNTY KANS	..	09/01/2017.	Maturity @ 100.0		250,000	250,000	278,433	253,806		(3,806)		(3,806)		250,000			0	7,500	09/01/2017.	1FE
2499999.	Total - Bonds - U.S. Political Subdivisions of States					250,000	250,000	278,433	253,806	0	(3,806)	0	(3,806)	0	250,000	0	0	0	7,500	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3130A9 FY 2	FEDERAL HOME LOAN BANKS	..	09/27/2017.	Call @ 100.0		350,000	350,000	352,870	352,110		(2,110)		(2,110)		350,000			0	5,688	09/27/2019.	1FE
3134G3 YY 0	FREDDIE MAC	..	07/25/2017.	Maturity @ 100.0		1,000,000	1,000,000	1,000,000	1,000,000				0		1,000,000			0	10,000	07/25/2017.	1
3134GA GF 5	FEDERAL HOME LOAN MORTGAGE CORP	..	08/01/2017.	Unknown					424,496		157		157					0	2,338	09/13/2018.	1FE
3135G0 K2 8	FEDERAL NATIONAL MORTGAGE ASSOCIATION	..	08/01/2017.	Unknown					475,000				0					0	2,969	04/26/2019.	1FE
3136G3 QB 4	FEDERAL NATIONAL MORTGAGE ASSOCIATION	..	08/01/2017.	Unknown					500,000				0					0	3,438	05/26/2020.	1FE
3136G4 NE 9	FEDERAL NATIONAL MORTGAGE ASSOCIATION	..	08/01/2017.	Unknown									0					0	1,094	06/29/2020.	1
3137EA EB 1	FEDERAL HOME LOAN MORTGAGE CORP	..	08/01/2017.	Unknown					98,862		234		234					0	435	07/19/2019.	1FE
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments.					1,350,000	1,350,000	1,352,870	2,850,469	0	(1,719)	0	(1,719)	0	1,350,000	0	0	0	25,960	XXX	XXX
Bonds - Industrial and Miscellaneous																					
02587C CK 4	American Express Bank, FSB	..	08/01/2017.	VARIOUS		250,153	250,000	250,000	250,000				0		250,000		153	153	3,218	11/06/2018.	1
037833 AJ 9	APPLE INC	..	08/01/2017.	Unknown					495,982		1,583		1,583					0	2,500	05/03/2018.	1FE
037833 AX 8	APPLE INC	..	08/01/2017.	Unknown					198,437		262		262					0	1,550	02/07/2020.	1FE
166764 AA 8	CHEVRON CORP	..	08/01/2017.	Unknown					499,100		514		514					0	2,760	12/05/2017.	1FE
17284C 3N 2	CIT Bank, National Association	..	08/01/2017.	Unknown					50,000				0					0	521	11/13/2019.	1
24422E ST 7	JOHN DEERE CAPITAL CORP	..	08/01/2017.	Unknown					501,134		(578)		(578)					0	3,375	01/16/2018.	1FE
24422E TJ 8	JOHN DEERE CAPITAL CORP	..	08/01/2017.	Unknown					79,891		21		21					0	583	10/09/2019.	1FE
254671 FG 0	Discover Bank	..	08/08/2017.	Maturity @ 100.0		250,000	250,000	250,000	250,000				0		250,000			0	4,000	08/08/2017.	1
254671 WU 0	Discover Bank	..	08/01/2017.	Unknown					250,000				0					0	2,541	09/25/2018.	1
458140 AL 4	INTEL CORP	..	08/01/2017.	Unknown					249,953		26		26					0	1,688	12/15/2017.	1FE
459200 GJ 4	INTERNATIONAL BUSINESS MACHINES CORP	..	09/14/2017.	Maturity @ 100.0		500,000	500,000	579,105	514,992		(14,992)		(14,992)		500,000			0	28,500	09/14/2017.	1FE
68389X AN 5	ORACLE CORP	..	08/01/2017.	Unknown					249,990		7		7					0	1,500	10/15/2017.	1FE
69912L AA 3	PARGN 7 A1A - CMO/RMBS	C	08/15/2017.	Paydown		34,852	34,852	34,894	35,060		111		111		35,171		(319)	(319)	386	05/15/2034.	1FE
742718 EQ 8	PROCTER & GAMBLE CO	..	08/01/2017.	Unknown							386		386					0	4,250	11/03/2021.	1FE
795450 UC 7	Sallie Mae Bank	..	08/01/2017.	Unknown					250,000				0					0	2,368	10/22/2018.	1
89233P 6S 0	TOYOTA MOTOR CREDIT CORP	C	08/01/2017.	Unknown					499,623		262		262					0	3,125	10/05/2017.	1FE
949763 EC 6	Wells Fargo Bank, National Association	..	08/01/2017.	Unknown									0					0	2,120	01/20/2021.	1
3899999.	Total - Bonds - Industrial and Miscellaneous					1,035,004	1,034,852	1,113,999	4,374,161	0	(12,398)	0	(12,398)	0	1,035,171	0	(166)	(166)	64,986	XXX	XXX
8399997.	Total - Bonds - Part 4					2,635,004	2,634,852	2,745,302	7,478,436	0	(17,923)	0	(17,923)	0	2,635,171	0	(166)	(166)	98,446	XXX	XXX
8399999.	Total - Bonds					2,635,004	2,634,852	2,745,302	7,478,436	0	(17,923)	0	(17,923)	0	2,635,171	0	(166)	(166)	98,446	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
00507V 10 9	ACTIVISION BLIZZARD ORD	..	08/14/2017.	RW Baird	350.000	21,653	XXX	4,497	12,639	(8,141)			(8,141)		4,497		17,155	17,155	105	XXX	L
03073E 10 5	AMERISOURCEBERGEN ORD	..	08/15/2017.	RW Baird	21.000	1,680	XXX	1,015	1,642	(627)			(627)		1,015		666	666	15	XXX	L
03662Q 10 5	ANSYS ORD	..	08/15/2017.	RW Baird	15.000	1,877	XXX	345	1,387	(1,042)			(1,042)		345		1,532	1,532		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 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)
127055 10 1	CABOT ORD	..	08/15/2017.	RW Baird	27.000	1,414	XXX	1,174	1,365	(190)			(190)		1,174		240	240	17	XXX	L
20441A 10 2	SANEAMEN SAO PAU ADR REP 1 ORD	C	07/07/2017.	RW Baird			XXX						0					0	537	XXX	L
23304Y 10 0	DBS GROUP HOLDINGS ADR REP 4 ORD	C	07/10/2017.	RW Baird			XXX						0					0	472	XXX	U
273202 10 1	EAST JAPAN RAILWAY ADR	C	07/11/2017.	RW Baird			XXX						0					0	60	XXX	U
359556 20 6		..	07/11/2017.				XXX						0					0	376	XXX	L
37940X 10 2	GLOBAL PAYMENTS ORD	..	09/01/2017.	RW Baird	14.000	1,323	XXX	335	972	(636)			(636)		335		987	987	0	XXX	L
461202 10 3	INTUIT ORD	..	09/01/2017.	RW Baird	167.000	23,211	XXX	4,003	19,140	(15,137)			(15,137)		4,003		19,208	19,208	170	XXX	L
471038 10 9	JAPAN AIRLIN UNSPON ADR REP 0.5 ORD	C	07/10/2017.	RW Baird			XXX						0					0	232	XXX	U
50540R 40 9	LABORATORY CORPRTN OF AMER HLDGS ORD	..	08/15/2017.	RW Baird	11.000	1,724	XXX	1,280	1,412	(132)			(132)		1,280		444	444		XXX	L
574599 10 6	MASCO ORD	..	08/15/2017.	RW Baird	46.000	1,720	XXX	804	1,455	(650)			(650)		804		916	916	14	XXX	L
654624 10 5	NIPPON TELEGRPH SPON ADR REP ORD	C	07/05/2017.	RW Baird			XXX						0					0	224	XXX	V
695156 10 9	PACKAGING CORP OF AMERICA ORD	..	08/15/2017.	RW Baird	12.000	1,309	XXX	809	1,018	(209)			(209)		809		500	500	23	XXX	L
871607 10 7	SYNOPSYS ORD	..	08/15/2017.	RW Baird	16.000	1,256	XXX	506	942	(436)			(436)		506		750	750		XXX	L
872540 10 9	TJX ORD	..	09/01/2017.	RW Baird	34.000	2,401	XXX	352	2,554	(2,203)			(2,203)		352		2,049	2,049	19	XXX	L
87873R 10 1	TECHTRONIC INDUSTRIES ADR REP 5 ORD	C	07/03/2017.	RW Baird			XXX						0					0	255	XXX	U
9099999.	Total - Common Stocks - Industrial and Miscellaneous					59,568	XXX	15,121	44,525	(29,404)	0	0	(29,404)	0	15,121	0	44,447	44,447	2,520	XXX	XXX
Common Stocks - Money Market Mutual Funds																					
000000 00 0	DREYFUS	..	09/01/2017.	VARIOUS	58,064.640	100,427	XXX	100,427					0		100,427			0	0	XXX	V
000000 00 0	GOV SEC CSH I	..	09/01/2017.	Reclassification		51,780	XXX	51,780					0		51,780			0		XXX	V
609991 1C 8	MUFG INSTITUTIONAL TRUST DEPOSIT ACCOUNT	..	09/01/2017.	VARIOUS	998,164.440	45,865,567	XXX	45,865,567					0		45,865,567			0	4	XXX	V
9UBITD A0 4	MUFG INSTITUTIONAL TRUST DEPOSIT ACCOUNT	..	08/01/2017.	Direct	25,051,070.000	25,051,070	XXX	25,051,070					0		25,051,070			0	64,544	XXX	V
9399999.	Total - Common Stocks - Money Market Mutual Funds					71,068,844	XXX	71,068,844	0	0	0	0	0	0	71,068,844	0	0	0	64,547	XXX	XXX
9799997.	Total - Common Stocks - Part 4					71,128,412	XXX	71,083,965	44,525	(29,404)	0	0	(29,404)	0	71,083,965	0	44,447	44,447	67,067	XXX	XXX
9799999.	Total - Common Stocks					71,128,412	XXX	71,083,965	44,525	(29,404)	0	0	(29,404)	0	71,083,965	0	44,447	44,447	67,067	XXX	XXX
9899999.	Total - Preferred and Common Stocks					71,128,412	XXX	71,083,965	44,525	(29,404)	0	0	(29,404)	0	71,083,965	0	44,447	44,447	67,067	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					73,763,417	XXX	73,829,267	7,522,961	(29,404)	(17,923)	0	(47,327)	0	73,719,136	0	44,281	44,281	165,513	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 4.

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									
RW Baird						(1)	(1)	20,525	XXX
GOV SEC CSH I				38				54,912	XXX
DREYFUS				60				47,306	XXX
MUFG INSTITUTIONAL TRUST DEPOSIT ACCOUNT – S2				33,635		45,800,158	44,867,403	46,908,850	XXX
Bank of America	Sacramento, CA					(19,616,605)	(26,870,733)	(55,634,135)	XXX
Union Bank	Sacramento, CA					7,722,632	9,013,147	9,552,468	XXX
0199999. Total Open Depositories		XXX	XXX	33,733	0	33,906,184	27,009,816	949,927	XXX
0399999. Total Cash on Deposit		XXX	XXX	33,733	0	33,906,184	27,009,816	949,927	XXX
0599999. Total Cash		XXX	XXX	33,733	0	33,906,184	27,009,816	949,927	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
Eli Lilly and Company		08/07/2017		10/06/2017	999,844		1,680
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					999,844	0	1,680
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					999,844	0	1,680
Total Bonds							
7799999. Subtotals - Issuer Obligations					999,844	0	1,680
8399999. Subtotals - Bonds					999,844	0	1,680
Other Cash Equivalents							
BLCKRCK LQDTY T FUND CL INTL MMF		09/28/2017	0.910		91,219,530	34,396	1,710
WELLS FRGO TREASURY PLUS CL I MMF		09/29/2017	0.870		38,677		18
WELLS FRGO TREASURY PLUS CL I MMF	SD	09/29/2017	0.850		22,089		39
FIRST AMER:TRES OBLG;V	SD	09/05/2017	0.760		200,360	125	725
REGIONS TRUST CASH SWEEP		09/01/2017			1		1
8599999. Total - Other Cash Equivalents					91,480,657	34,520	2,493
8699999. Total - Cash Equivalents					92,480,502	34,520	4,173