39616201720100100

ANNUAL STATEMENT

For the Year Ended December 31, 2017
of the Condition and Affairs of the

Vision Service Plan Insurance Company

NAIC Group Code.....1189, 1189 (Current Period) (Prior Period) NAIC Company Code..... 39616 Employer's ID Number..... 06-1227840

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

Licensed as Business Type.....Property/Casualty Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... June 10, 1987 Commenced Business..... July 1, 1987

Statutory Home Office	3400 Morse Crossing..... Columbus ..... OH ..... US .... 43219 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	3333 Quality Drive..... Rancho Cordova ..... CA ..... US .... 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive..... Rancho Cordova ..... CA ..... US .... 95670 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive..... Rancho Cordova ..... CA ..... US .... 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson *(Name)*	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	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 19th day of FEBRUARY 2018
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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
FEDVIP HIGH OPTION 24900002	1,783,078					1,783,078
FEDVIP HIGH OPTION 12400001	849,918					849,918
TENET HEALTHCARE - ACTIVE	757,479					757,479
ADP	360,999	360,405				721,404
FEDVIP HIGH OPTION 18000009	642,775					642,775
FEDVIP HIGH OPTION 97381600	602,503					602,503
AUTOZONE - PLAN A-ACTIVES	259,788	261,530				521,318
BANNER HEALTH - PREMIER PLAN	492,769					492,769
USAA 1023513003-04	412,006					412,006
FEDVIP HIGH OPTION 97380800	353,744					353,744
HALLIBURTON - ACTIVE	338,994					338,994
CARGILL ACTIVE	327,665					327,665
HONEYWELL ACTIVE PREMIER PLUS	211,643	113,340				324,983
WHOLE FOODS MARKET	324,256					324,256
FEDVIP HIGH OPTION 97380600	289,013					289,013
MERCK	283,923					283,923
XPO LEGACY CW INC FREIGHT-	141,068	142,112				283,180
COMERICA INCORPORATED	132,467	132,331				264,798
FEDVIP HIGH OPTION 97380100	254,111					254,111
NOVANT HEALTH, INC	248,472					248,472
G.I.B. EDUCATION	242,576					242,576
OHP/CHIP 6-18 YEARS	116,883	120,498				237,381
HARRIS TEETER ACTIVE	118,127	117,452				235,579
ADS ALLIANCE DATA SYSTEMS, INC	116,061	115,680				231,741
TRTA	224,064					224,064
WM-ACTIVE	200,250					200,250
NXP ACTIVE	66,200	65,042	65,025			196,267
FEDVIP STD OPTION 24900002	189,713	462				190,175
BEN ASSOC- VOLUNTARY EFF 12/10	93,871	92,550				186,421
BEN ASSOC- PACKAGED EFF 12/10	91,519	91,475				182,994
PHARMA	179,720					179,720
TD BANK-ACTIVE - PREMIER PLAN	169,261					169,261
LOWE'S CORP ACTIVE HIGH PLN PT	165,063					165,063
REGIONS BANK ACTIVES	163,675					163,675
FEDVIP STD OPTION 12400001	162,366					162,366
GEISINGER ACTIVE	154,747					154,747
CENTURA HLTH CATH. FACILITIES	154,133					154,133
FEDVIP HIGH OPTION 97380500	149,011					149,011
GOOD	147,177					147,177
JC PENNEY ACTIVES	144,913					144,913
ACTIVE FULL SERVICE	47,667	47,357	47,353			142,377
PWAC	137,041					137,041
AVIS BUDGET GROUP-ACTIVE	67,923	68,534				136,457
BANNER HEALTH - VALUE PLAN	132,949					132,949
FEDVIP STD OPTION 97381600	127,218					127,218
BIOGEN IDEC	126,174					126,174
AEGON USA, INC	123,466					123,466
MCLANE GROCERY	104,942	18,129				123,071
AUTOZONE - PLAN B-ACTIVES	60,833	61,070				121,903
REALOGY-ACTIVE	117,794					117,794
ARAMARK CORPORATION-SALARY	117,023					117,023
THE AUTO CLUB GROUP ACTIVE	116,398					116,398
SANTANDER HOLDINGS (SHUSA)	116,308					116,308
PART TIME	38,083	38,835	37,848			114,766
ARAMARK CORPORATION-HOURLY	113,618					113,618
CORPORATE OFFICE	57,212	56,256				113,468
BILL TO/SHIP TO:	55,660	57,617				113,277
QUINTILES ACTIVES	112,883					112,883
CLEAN HARBORS ACTIVE	110,966					110,966
FISERV ACTIVE	110,103					110,103

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
US ONCOLOGY - ACTIVE	109,821					109,821
SUPERVALU ACTIVE	56,671	52,162				108,833
G.I.B. STATE	105,788					105,788
MR. COOPER GOLD ACTIVE	53,432	52,059				105,491
AHMD	52,855	52,030				104,885
G.I.B. EDUCATION	104,578					104,578
TEXAS CHILDRENS HOSP FULL TIME	102,359					102,359
FEDVIP HIGH OPTION 97381500	102,314					102,314
SALARIED ACTIVE FULL TIME	78,643	23,043				101,686
FEDVIP HIGH OPTION 14069999	101,308					101,308
BENEFIT PLANS	98,418					98,418
AKAMAI TECHNOLOGIES, INC	34,860	34,563	28,667			98,090
G.I.B. STATE	96,800					96,800
CH ROBINSON	94,338					94,338
BOY SCOUTS	93,724					93,724
VULCAN MATERIALS CO. W/SAFETY	93,342					93,342
AIR METHODS, INC	46,523	46,450				92,973
GREENVILLE HEALTH SYSTEM GOVER	70,776	22,021				92,797
BHP PETROLEUM	44,949	45,373				90,322
GREENVILLE HEALTH SYSTEM	68,154	20,894				89,048
HONEYWELL ACTIVE PREMIER	88,826					88,826
INTEGRIS HEALTH	87,915	299				88,214
ACTIVES	88,101					88,101
XPO LEGACY CW INC FREIGHT-	43,571	43,849				87,420
CITY OF PORTLAND BUY UP	21,621	21,711	21,683	21,631	86,647	(1)
G.I.B. STATE	86,476					86,476
IB-ALL POPULATIONS	86,090					86,090
SPECTRUM HEALTH - SHH	86,089					86,089
FEDVIP HIGH OPTION 14019999	85,951					85,951
FEDVIP HIGH OPTION 88022098	85,315					85,315
DALLAS COUNTY - ACTIVE	42,274	42,391				84,665
INTERTEK US H & W ACTIVE	71,841	12,736				84,577
ASANTE - ACTIVES CORE	42,260	42,275				84,535
ACTIVE	83,253					83,253
INFOSYS LIMITED EE+2 ACTIVE	82,882					82,882
AMEDISYS, INC. ACTIVES	80,687					80,687
PATTERSON DENTAL (ACTIVES)	80,632					80,632
PAREXEL, INTERNATIONAL	41,821	38,035				79,856
EVT CHOICE PLAN B 3-TIER	39,548	39,625				79,173
VIVINT INC ACTIVES	39,735	37,442				77,177
VAIL RESORTS MNTN	29,705	23,789	23,437			76,931
CENTRICA ACTIVE	38,182	38,259				76,441
HEALTH SERVICES (CCHS)	75,331					75,331
CITY OF PORTLAND	19,413	19,396	19,397	17,104	75,309	1
EMPLOYEES	75,203					75,203
CAMPBELL SOUP COMPANY ACTIVE	74,948					74,948
MMC LOW PLAN	74,611					74,611
SCHERING PLOUGH/MERCK	74,577					74,577
PRA ACTIVE	73,963					73,963
CORPORATE SLRD EXEMPT	36,772	36,904				73,676
SYNGENTA CROP PROTECTION, INC	36,771	36,579				73,350
COMMERCIAL METALS CO.-PREMIUM	72,852					72,852
INTERNATIONAL PAPER COMPANY	72,722					72,722
WESTLAKE MANAGEMENT SERVICES	72,139					72,139
CAMERON NONUNION CAMN	71,930					71,930
FEDVIP STD OPTION 18000009	71,610					71,610
CARR	71,291					71,291
JACK HENRY & ASSOCIATES	70,665					70,665
INFOSYS LIMITED EE+3 OR MORE	70,357					70,357
JERSEY CITY EDUCATION ASSOC	69,838					69,838

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
G.I.B. EDUCATION	69,804					69,804
HUNTSVILE HOSPITAL ACTIVE	69,782					69,782
CLYDE HOURLY	34,675	34,242				68,917
BRONSON HEALTHCARE-HIGH PLAN	68,449					68,449
FEDVIP HIGH OPTION 24069999	68,070					68,070
ACTIVE EXEMPT	33,988	34,064				68,052
EZCORP - ACTIVE	23,731	23,935	19,992			67,658
MARKET NA	17,043	16,969	17,014	15,495	66,521	0
ACTIVE CM ONLY	64,733					64,733
EOG RESOURCES, INC	38,651	25,696				64,347
LINCOLN PUBLIC SCHOOLS	63,903					63,903
TD BANK-ACTIVE - BASE PLAN	63,870					63,870
BAPTIST HEALTH	28,287	28,337	7,107			63,731
US CELLULAR	62,616					62,616
FEDVIP STD OPTION 97380800	62,118					62,118
ILRTA	61,814					61,814
ONE GAS ACTIVE	61,748					61,748
DENVER PUBLIC SCHOOL DISTRICT	61,689					61,689
MMC LOW PLAN	60,704					60,704
BANFIELD, THE PET HOSPITAL	60,590					60,590
AUTOMOTIVE-ASG X0002	60,378					60,378
MID MICHIGAN HEALTH	30,102	30,184				60,286
JOHNSON CONTROLS, INC. X0017	59,889					59,889
S-WESTINGHOUSE ELECTRIC	58,818					58,818
NATIONAL HERTIAGE ACADEMIES	58,749					58,749
RAYCOM	19,481	19,596	19,355			58,432
EVT CHOICE PLAN B 2-TIER	29,169	29,179				58,348
GREA	57,941					57,941
STANTEC CONSULTING - ACTIVES	57,639					57,639
ACTIVE CM+SP+2CHILD	56,744					56,744
TARRANT COUNTY - ACTIVE	28,273	28,304				56,577
ACTIVE EMPLOYEES	56,515					56,515
FEDVIP STD OPTION 97380600	56,176					56,176
ACTIVE	27,846	28,265				56,111
PHOENIX CHILDREN'S HOSPITAL	56,041					56,041
THE BON-TON STORES, INC	55,423					55,423
CAREOREGON ADVANTAGE PLUS	55,256					55,256
ARAMARK UNIFORM & CAREER APPRL	55,059					55,059
FISERV PREMIER ACTIVE	54,864					54,864
UAB ACTIVE EMPLOYEE + UP TO 2	54,552					54,552
HEALTHSOUTH ACTIVE-LOW OPTION	54,448					54,448
ACTIVE CM+SPOUSE	54,382					54,382
FEDVIP HIGH OPTION 97380700	53,905					53,905
FIVE STAR-HIGH OPTION	53,774					53,774
HEALTHSOUTH ACTIVE-HIGH OPTION	53,735					53,735
RARITAN BAY MED CTR PLAN C	13,373	13,431	13,444	13,434	53,682	0
BILL TO/SHIP TO:	26,466	26,958				53,424
SH SYSTEM	52,885					52,885
GILBANE BUILDING COMPANY	26,672	26,188				52,860
STANDARD 150 IP CI TX- JAN	35,124	17,595				52,719
CH2M HILL - LOW PLAN	44,879	7,513				52,392
BBVA COMPASS-VSP PLUS PLAN	51,646					51,646
FEDVIP STD OPTION 97380100	51,438					51,438
ENLINK MIDSTREAM OPERATING, L	23,921	25,518	1,730			51,169
CDK GLOBAL ACTIVE	50,868					50,868
ONEOK, INC	49,653					49,653
G.I.B. EDUCATION	49,084					49,084
SPECTRUM HEALTH MEDICAL GROUP	48,667					48,667
LOWE'S CORP ACTIVE	48,599					48,599
SUPPLY CHAIN (NON-JACOBSON)-	24,109	24,211				48,320

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
FULL TIME	24,164	24,089				48,253
MI STATE UNIVERSITY ACTIVES	47,602					47,602
MCLANE FOODSERVICE	38,187	9,380				47,567
BJ SERVICES - ACTIVE	47,192					47,192
150 ON SEMICONDUCTOR-ACTIVES	47,133					47,133
0291 BAXALTA US INC. ACTIVE	47,045					47,045
EAMC/LANIER	23,028	22,995				46,023
AMANA FT HRLY	22,878	23,019				45,897
MARION HRLY	22,813	23,021				45,834
REGIONAL WEST MEDICAL ACTIVE	22,949	22,803				45,752
PULTE HOMES, INC	45,465					45,465
JM ACTIVE	45,070					45,070
FINDLAY HRLY	22,285	22,364				44,649
FEDVIP HIGH OPTION 10005697	44,378					44,378
HONEYWELL-ACTIVES	44,272					44,272
KELLOGG/BROWN & ROOT	44,206					44,206
ACTIVE - PLAN 1	25,831	18,200				44,031
ACTIVES	43,808					43,808
ADVANCED CALL CENTER ACTIVE	14,615	14,811	14,317			43,743
MANPOWERGROUP CONSULTANT ACTIV	15,463	15,921	12,267			43,651
UAB ACTIVE EMPLOYEE ONLY	43,496					43,496
G.I.B. STATE	42,867					42,867
ALL ACTIVE EMPLOYEES	42,842					42,842
UPENN - ACTIVES	42,641					42,641
AVERA MCKENNAN HOSPITAL	42,425					42,425
JACKSON NATIONAL LIFE	42,372					42,372
GARDNER DENVER	21,220	21,143				42,363
INFOSYS LIMITED EE+1 ACTIVE	42,040					42,040
CABELL HUNTINGTON HOSPITAL	41,996					41,996
INSTALLATION SIGNATURE	20,737	20,894				41,631
EQUISTAR	41,238					41,238
ALLSCRIPTS ACTIVE	41,201					41,201
DENVER HEALTH ACTIVES	40,918					40,918
LOGMEIN USA INC	40,456					40,456
HANCOCK HOLDING CO	40,297					40,297
LOUISVILLE METRO GOVERNMENT	40,268					40,268
STANDARD 150 IP CI TX- MAR	27,243	13,013				40,256
VIZIENT	40,213					40,213
VALSPAR CORPORATION	13,140	13,299	13,625			40,064
STANDARD 150 IP CI TX- FEB	32,342	7,448				39,790
PT ENHANCED ACTIVE	39,723					39,723
ADVANCED HOME CARE	12,969	13,015	13,206			39,190
TECH MAHINDRA INC PREM ACTIVE	38,940					38,940
AMERICAN FIDELITY CORPORATION	19,535	19,404				38,939
INVOLUNTARY CLASSIC	21,257	17,166				38,423
G.I.B. LOCAL GOVT	38,145					38,145
BRONSON HEALTHCARE GROUP	38,130					38,130
SOUTH BEND COMMUNITY SCHOOLS	37,746					37,746
IHS INC	37,536					37,536
SALEM HOSPITAL ACTIVE	37,041					37,041
NORTHWEST BANK ACTIVE	18,133	18,061	838			37,032
XPO LEGACY CW INC MENLO-	18,390	18,550				36,940
INVOLUNTARY DELUXE	22,365	14,459				36,824
MN TEAMSTERS H&W PLAN	36,704					36,704
OLATHE USD-PLAN B $10/25	36,569					36,569
CSC SIGNATURE	17,988	18,317				36,305
XPO LOGISTICS INC-ACTIVE-BASIC	18,069	17,973				36,042
DRIVETIME: STANDARD	36,017					36,017
ACTIVE CM+SP+1CHILD	35,989					35,989
LUTHERAN	35,921					35,921

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
MMC VISION CARE PLAN	35,760					35,760
FEDVIP HIGH OPTION 21006944	35,756					35,756
FULL TIME	11,671	11,786	11,691			35,148
MR. COOPER SILVER ACTIVE	16,953	18,091				35,044
OTHER DISH SIGNATURE	17,543	17,438				34,981
MMC VISION CARE PLAN	34,887					34,887
LAKELAND REGIONAL HEALTH SYSTE	34,820					34,820
SLHN - ACTIVE	34,635					34,635
ROBERT W BAIRD & CO INCORPORAT	34,612					34,612
MVT - ACTIVE 12/12/24	34,612					34,612
0295 BIOLIFE PLASMA LLC ACTIVE	34,477					34,477
CENTRAL MAINE HEALTHCARE CORP	34,310					34,310
INFOSYS LIMITED EE ONLY ACTIVE	34,283					34,283
DCP MIDSTREAM, LP-ACTIVE	34,170					34,170
RACKSPACE-ACTIVE	34,137					34,137
TDS TELECOM	34,080					34,080
ACTIVE	34,051					34,051
G.I.B. STATE	33,703					33,703
STAGES STORES - ACTIVE	33,675					33,675
PROGRESS RAIL CORP	33,421					33,421
BIC APP	11,036	11,098	11,074	12	33,220	0
COMPUCOM PREMIER ACTIVE	33,158					33,158
2721 MILGARD MANUFACTURING	16,459	16,618				33,077
MCLANE FSRM	27,162	5,853				33,015
USIC, LLC ACTIVE ENHANCED	33,015					33,015
VAREX IMAGING CORPORATION	16,464	16,487				32,951
3221 MASCO COATINGS GROUP	16,418	16,514				32,932
THE NEMOURS FOUNDATION	32,662					32,662
LAKE REGION MEDICAL ACTIVE	32,558					32,558
ULA NON-REPRESENTED	32,541					32,541
NNE FAIRPOINT COMM ACTIVES	12,923	12,971	6,611			32,505
U.S. XPRESS - FULL SERVICE	32,377					32,377
RAYCOM BUY-UP	10,964	10,873	10,479			32,316
ARAPAHOE COUNTY COLORADO	16,088	15,876				31,964
LOWE'S COBRA HIGH PLAN	14,619	16,433	703			31,755
OPS ACTIVES	31,728					31,728
CARBONITE, INC	10,272	10,718	10,700			31,690
LANDRY'S	15,802	15,871				31,673
CH2M HILL - HIGH PLAN	31,479					31,479
ASANTE - ACTIVES BUY-UP	15,658	15,440				31,098
RENASANT BANK	15,448	15,505				30,953
0352 SHIRE HUMAN GENETIC	30,834					30,834
PRIME LENDING, A PLAINSCAPITAL	30,834					30,834
OU-OKC PREMIUM ACTIVE	30,675					30,675
WASHINGTON COUNTY ACTIVE	30,553					30,553
HANGER, INC	30,549					30,549
TIMCO ACTIVES	30,294					30,294
G.I.B. EDUCATION	30,203					30,203
SUPPLY CHAIN (CLS) - BASIC	15,011	15,181				30,192
SOUTHEAST ALABAMA MEDICAL	30,034					30,034
KERING BASE	10,021	9,963	10,023			30,007
SUNOVION PHARMACEUTICALS INC	29,975					29,975
LYONDELL	29,800					29,800
FULL SERVICE FLEX	29,771					29,771
HSTD	29,710					29,710
AMD-AUSTIN	20,392	9,294				29,686
BOULDER COMMUNITY HEALTH	14,800	14,796				29,596
KS PLAN ADMINISTRATORS LLC	14,606	14,605				29,211
G.I.B. EDUCATION	29,142					29,142
FEDVIP HIGH OPTION 47000016	28,710					28,710

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
SMC - ACTIVE PREMIUM PLAN	7,045	7,026	7,141	7,275	28,488	(1)
DARLING BUY UP PLAN C	28,436					28,436
CHOICE PLN B-VOL 150 CLEX 4 TR	28,388					28,388
DYNEGY, INC	28,308					28,308
AAA CLUB ALLIANCE INC	28,273					28,273
STANDARD 150 IP CI TX- DEC	20,718	7,462				28,180
INDUSTRIAL SERVICES DIVISION	10,838	11,089	6,252			28,179
UAB ACTIVE EMP + 3 OR MORE	28,171					28,171
RPEACA	28,049					28,049
ACTIVE SALARIED	14,140	13,888				28,028
CHOICE BENEFITS - SALARIED	27,624					27,624
RETIREES	27,589					27,589
ACTIVE SALARY	27,516					27,516
PERTH AMBOY BOE- ACTIVE	27,357					27,357
RIPEA	27,234					27,234
CHEROKEE NATION-OPTION 2	27,203					27,203
INRTA	27,197					27,197
POINT72 ASSET MANAGEMENT L.P	13,454	13,509				26,963
JCI-BATTERY-SLI X0015	26,944					26,944
CHENIERE ENERGY SHARED-ACTIVE	26,844					26,844
ACTIVE	26,796					26,796
CRAFT/HRLY NON MAN ACTIVES FT	26,773					26,773
MT. VERNON-HOURLY MTVN	26,734					26,734
SANDOZ	26,501					26,501
AVNET - ACTIVES	26,439					26,439
LRTA	26,266					26,266
FEDVIP STD OPTION 97380500	26,088					26,088
UAHSF	26,009					26,009
POUDRE SCHOOL DISTRICT R-1	26,001					26,001
WESTERN UNION LLC	25,975					25,975
GRAHAM ACTIVE	25,962					25,962
AMERICAN MIDSTREAM GP, LLC	7,989	7,910	7,918	2,066	25,883	0
HARLAND CLARKE	25,870					25,870
UAH ACTIVES	12,890	12,912				25,802
OU-OKC-STANDARD ACTIVE	25,632					25,632
VALASSIS	25,506					25,506
SUPPLY CHAIN (NON-JACOBSON)-	12,681	12,765				25,446
KERING EO BUY-UP	5,200	4,616	4,367	11,258	25,442	(1)
CLEVELAND FT HRLY	12,698	12,730				25,428
MORGAN LEWIS	25,424					25,424
UTILITY	25,396					25,396
NCI BUILDINGS	25,379					25,379
FULL TIME EES - PREMIUM PLAN	25,362					25,362
HINES ACTIVE	25,193					25,193
INDIANA PACKERS CORPORATION	12,401	12,412				24,813
CORPORATE SLRD NON-EXEMPT	12,332	12,407				24,739
PANALPINA - ACTIVE	12,324	12,366				24,690
SYNGENTA CROP PROTECTION, INC	12,301	12,350				24,651
YORK UPG X0083	24,593					24,593
DENTALONE PREMIUM ACTIVE	6,502	6,436	6,508	5,147	24,592	1
ACTIVE EMPLOYEES	24,428					24,428
SABRE, INC	24,226					24,226
DNOW ACTIVE	24,169					24,169
PROFESSIONAL	24,094					24,094
ADIDAS - CORPORATE ACTIVES	24,027					24,027
G.I.B. STATE	24,025					24,025
7012 MASCO CABINETRY MIDDLEFIE	11,972	12,016				23,988
OHM LABORATORIES	4,692	4,721	4,804	9,650	23,867	0
XPO LOGISTICS INC-ACTIVE-BUYUP	11,833	12,007				23,840
AMERICAN CAMPUS COMMUNITIES	11,931	11,774				23,705

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
U.S. COLD STORAGE- BASE ACTIVE	23,536					23,536
ACTIVE	5,832	5,900	5,916	5,873	23,521	0
ALFA MUTUAL INSURANCE - ACTIVE	23,396					23,396
DSOUSCLI	23,389					23,389
CONNECT FOR HEALTH CO JAN	8,632	8,765	5,871			23,268
ACTIVE - ENABLE MIDSTREAM	23,249					23,249
GRADUATES AND UNDERGRADUATES	19,309	3,916				23,225
7701 MASCO CABINETRY-BCG	11,586	11,629				23,215
ALLIED SERVICES	11,374	11,287	361			23,022
PHOENIXVILLE HOSPITAL	7,635	7,626	7,626			22,887
ACCUDYNE INDUSTRIES, LLC	11,508	11,376				22,884
FIVE STAR QUALITY CARE	22,786					22,786
ACTIVE CM+SP+3CHILD	22,612					22,612
IVY TECH ADMIN HOURLY-24 PAYS	22,420					22,420
DENTON COUNTY - ACTIVE	11,210	11,181				22,391
FEDVIP STD OPTION 14069999	22,300					22,300
HUNTERDON HEALTHCARE SYSTEM	22,257					22,257
ACTIVE	22,194					22,194
ACTIVE	22,174					22,174
FULL SERVICE - ALL	22,150					22,150
US FIRE- ACTIVE	22,125					22,125
COORSTEK, LLC-ACTIVE	21,982					21,982
LINK SNACKS	12,004	9,770				21,774
LOW OPTION - ACTIVE EMPLOYEES	21,735					21,735
STANDARD REGISTER, INC	21,679					21,679
SYNOVOS	7,266	7,141	7,157			21,564
Y-12 POST-65 RETIREES	21,550					21,550
CHANDLER, CITY OF	21,428					21,428
RETIREE POST-65	7,102	7,121	7,120			21,343
LANE INDUSTRIES	21,282					21,282
VOLUNTARY CLASSIC	9,682	9,645	1,809			21,136
ASHLAND	21,104					21,104
CHARLOTTE HIGH OPT (72)	21,079					21,079
NO.ST.PAUL-MAPLEWOOD-OAKDALE	21,053					21,053
FIRSTFLEET, INC	21,025					21,025
WILKES-BARRE COMMONWEALTH HEAL	20,931					20,931
EMGS	9,110	9,117	2,637			20,864
VAIL RESORTS LODG	10,372	10,452				20,824
MDWISE-ADULT COVERAGE	20,723					20,723
CREIGHTON EMPLOYEES	20,587					20,587
VECTOR SECURITY ACTIVE	10,207	10,341				20,548
PC CONNECTION, INC	20,541					20,541
ACTIVE EE=FULL DEP=EXAM	6,827	6,828	6,866			20,521
VALLEY VIEW HOSPITAL	10,207	10,312				20,519
HEALTHSMART EMPLOYEES	10,210	10,306				20,516
FEDVIP STD OPTION 97381500	20,501					20,501
FIRST BANK HOLDING COMPANY	20,500					20,500
ART VAN FURNITURE	20,487					20,487
MERCURY SYSTEMS, INC	10,096	10,278				20,374
AFC WELFARE TRUST	10,118	10,123				20,241
FUTURE WEI TECH USA REG	20,117					20,117
CHUB	20,102					20,102
NEMOURS PREMIUM	20,028					20,028
SUN PHARMACEUTICAL INDUSTRIES	10,099	9,872				19,971
CITY OF HUNTSVILLE - ACTIVE	19,773					19,773
INTEGRATED ELECTRICAL ACTIVE	19,710					19,710
MILFORD REGIONAL MEDICAL CTR	9,809	9,897				19,706
EVT CHOICE PLN B VOL 3-TIER	19,662					19,662
STANDARD 150 IP CI TX- APR	19,651					19,651
W.B. MASON COMPANY, INC	19,571					19,571

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
WESTERN ALLIANCE BANK	19,538					19,538
VF JEANSWEAR	9,756	9,704				19,460
CEB	19,450					19,450
MI DENTAL ASSOC-FULL SER PREMI	19,434					19,434
REED SMITH LLP	19,406					19,406
MEM HOSP & HEALTH SILVER	19,202					19,202
AVITUS-EXAM + BUY UP	9,476	9,710				19,186
FEDVIP HIGH OPTION 97381400	19,175					19,175
CACTUS OPERATING, LLC	8,617	10,549				19,166
ACTIVE FULL TIME	19,135					19,135
ACTIVE OPTIV, INC	19,127					19,127
BORDER STATES ELECTRIC	18,916					18,916
SUPPLY CHAIN (CLS) - BUY UP	9,308	9,527				18,835
ONESOURCE VIRTUAL HR, INC	9,466	9,321				18,787
FMP	18,772					18,772
YAMHILL-OHP/CHIP 6-18 YEARS	18,646					18,646
CASH AMERICA PREMIER PLAN	18,600					18,600
AVERA ST. LUKE'S HOSPITAL	9,236	9,202	155			18,593
NOODLES & COMPANY	9,150	9,409				18,559
PRECISION DRILLING OILFIELD	18,494					18,494
ACTIVES	9,284	9,187				18,471
CABELL HUNTINGTON HOSPITAL	18,420					18,420
FEDVIP HIGH OPTION 19000003	18,356					18,356
PORTER HOSPITAL	18,350					18,350
XOME GOLD ACTIVE	9,116	9,090				18,206
SCP DISTRIBUTORS, LLC	18,199					18,199
MIDFIRST BANK-FULL	18,034					18,034
CGB-ACTIVE	18,019					18,019
HEXAWARE TECHNOLOGIES, INC	17,993					17,993
SWBC ACTIVES	17,978					17,978
EVERGREEN UNION ACTIVE	17,959					17,959
FEDVIP STD OPTION 14019999	17,928					17,928
J0252 0004 ECM HOSPITAL	9,091	8,830				17,921
LAKELAND BANCORP	4,440	4,496	4,478	4,507	17,921	0
COBANK, ACB	17,915					17,915
CSG SYSTEMS - ACTIVE LOW	17,862					17,862
SENSATA CORPORATE ACTIVES	17,862					17,862
VAIL RESORTS CORP	7,119	7,242	3,427			17,788
M-D BUILDING PRODUCTS, INC	4,437	4,449	4,417	4,457	17,759	1
MARITIME INDUSTRY/ACTIVE	17,738					17,738
WADDELL & REED EMPLOYEES	17,701					17,701
GRAND VIEW HOSPITAL-PREMIER	8,741	8,891				17,632
USIC, LLC ACTIVE STANDARD	17,628					17,628
LIFEWAY CHRISTIAN - ACTIVE	17,607					17,607
ACTS ACTIVE PREMIER	17,578					17,578
HSSS	17,562					17,562
CINEMARK, INC. (ACTIVE)	17,454					17,454
FEDVIP STD OPTION 24069999	17,435					17,435
PEOPLES HEALTH	8,738	8,676				17,414
DAYBREAK VENTURE	17,412					17,412
BRIDGEPORT HOSPITAL	17,393					17,393
SMU ACTIVE	17,367					17,367
AGFIRST FARM CR BANK -EXPANDED	14,043	3,206				17,249
NEW SEASONS MARKET	17,245					17,245
EMERGENCY PHYSICIANS MEDICAL	5,849	5,863	5,532			17,244
CORPORATE BRENTWOOD 01-ACTIVE	17,202					17,202
STANDARD 150 IP CI NC- JAN	11,201	5,996				17,197
ST. PETERS UNIVERSITY HOSPITAL	17,179					17,179
BEPC ACTIVES	17,177					17,177
CATHOLIC MEDICAL CENTER	17,142					17,142

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
BLACKBOARD - ACTIVE	17,074					17,074
GREENVILLE HRLY	8,512	8,527				17,039
CHARMING CHARLIE CSC	5,600	5,584	5,820			17,004
BROTHER INTERNATIONAL CORP	8,454	8,525				16,979
FLINT GROUP - ACTIVE	16,934					16,934
VF OUTDOOR - VANS	8,574	8,343				16,917
LARIMER COUNTY GOVERNMENT	16,889					16,889
TUMI ACTIVE	5,604	5,645	5,629			16,878
OHP/CHIP 1-5 YEARS	8,342	8,532				16,874
FEDVIP STD OPTION 88022098	16,833					16,833
EVT CHOICE PLN C 3-TIER	9,754	7,039				16,793
CROSSMARK PREMIUM ACTIVE	16,770					16,770
ATKINSON & MULLEN TRAVEL, LLC	8,372	8,378				16,750
CHOICE PLN B-GROUP 150 CLEX 4T	16,744					16,744
TRANSIT	8,398	8,318				16,716
WOODBRIDGE BOE ACTIVE BASE	16,715					16,715
SERO	16,684					16,684
POPULUS GROUP	8,513	8,169				16,682
APL LOGISTICS AMERICAS ACTIVE	16,674					16,674
THE ROBINS & MORTON GROUP	8,463	8,200				16,663
VF OUTDOOR-NORTH FACE	8,277	8,327				16,604
GOLD'S GYM ACTIVE	5,629	5,757	5,214			16,600
BLIND & DISABLED WO/MED <21	8,291	8,284				16,575
GRANDVIEW MEDICAL CENTER	16,490					16,490
HSNS	16,469					16,469
NORTON ROSE FULBRIGHT US LLP	16,397					16,397
MERCY MEDICAL CTR-BASE-ACTIVE	16,357					16,357
PT STANDARD PLAN ACTIVE	16,305					16,305
VOLUNTARY TRADITIONAL	10,297	5,997				16,294
SAGE ACTIVES	16,284					16,284
MISTRAS GROUP-SERVICES	16,269					16,269
SMMC, LLC	16,238					16,238
TULSA HRLY	8,073	8,152				16,225
NUTRITIONAL PRODUCTS	16,140					16,140
STANDARD 150 IP CI TX- MAY	16,116					16,116
TEAMSTERS LOCAL 205 WELFARE	16,065					16,065
GP1USIND	16,060					16,060
SMC CORPORATION - ACTIVE	16,052					16,052
HOLLAND CORPORATE	16,028					16,028
PEGASYSTEMS INC. PREMIUM	16,019					16,019
EZE CASTLE SOFTWARE, LLC	7,957	8,045				16,002
BC1	15,910					15,910
026 SOUTH TEXAS HEALTH	15,908					15,908
ALERE, INC	15,889					15,889
MERIDIAN HEALTH SERVICES CORP	8,341	7,537				15,878
OTIS	15,867					15,867
VALLEY NATIONAL BANK ACTIVE	15,866					15,866
STRATASYS, INC	3,066	3,228	3,179	6,367	15,840	0
AFFINION	15,711					15,711
ST JOSEPH'S HEALTHCARE	15,626					15,626
MUNROE REG MED CENTER	15,520					15,520
BARTHOLOMEW CONSOLIDATED	15,520					15,520
ACTIVE EE+SP=FULL CHLD EXAM	5,110	5,159	5,159			15,428
FREMONT HEALTH	7,706	7,696				15,402
TELECOM	5,127	5,119	5,119			15,365
LAWRENCE & MEMORIAL HOSPITAL	15,291					15,291
TRU STORES - BUYUP	15,282					15,282
DEAD RIVER ACTIVE	7,700	7,547				15,247
OGLALA LAKOTA COLLEGE	5,235	5,235	4,764			15,234
QUEST GLOBAL SERVICES - EG3	9,021	6,124				15,145

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
MPS - ACTIVE - PREM	15,142					15,142
NEX	5,028	5,027	5,027			15,082
VOLUNTARY DELUXE W/PROGRESS	6,326	6,288	2,416			15,030
SALUSCLI	14,996					14,996
PEDS - ON EXCHANGE	3,248	5,783	5,799	161	14,990	1
BANCFIRST CORPORATION	14,957					14,957
CITY OF DETROIT GENERAL	14,939					14,939
CORNERSTONE HOME LENDING, INC	7,494	7,444				14,938
MAURY REGIONAL HOSPITAL ACTIVE	14,867					14,867
HIBBETT SPORTING GOODS, INC	14,849					14,849
TRU STORES - BASE	14,788					14,788
SPARKS HEALTH SYSTEM	14,771					14,771
CORNERSTONE HOME LENDING, INC	7,330	7,349				14,679
EPAM SYSTEMS, INC. - ACTIVE	14,669					14,669
PRICELINE.COM	7,349	7,264				14,613
ROCKY MOUNTAIN CARE	7,191	7,417				14,608
OGLETREE,DEAKINS,NASH,SMOAK&	14,598					14,598
G.I.B. LOCAL GOVT	14,491					14,491
YORK AMERICAS X0082, 613	14,474					14,474
CAREOREGON ADVANTAGE STAR	14,413					14,413
DARLING CORE PLAN B	14,362					14,362
W.H. BRAUM, INC	14,319					14,319
INTERSTATE BATTERY-ACTIVE	14,259					14,259
ADVENT SOFTWARE ACTIVE	7,124	7,101				14,225
FCBI ACTIVE	14,218					14,218
MEMBERS OF FOUNDERS FEDERAL CU	14,210					14,210
ACA ADLT RATE CODE1(AGES19-20)	7,092	7,090				14,182
DIMENSION DEVELOPMENT-ACTIVE	7,380	6,726				14,106
SERVICE SIGNATURE	7,025	7,080				14,105
HONEYWELL FM&T NON-UNION VOL	13,950					13,950
FISHER MARSHALLTOWN	13,938					13,938
BRASFIELD & GORRIE	13,924					13,924
030 NORTHWEST TEXAS HLTHCARE	13,895					13,895
INTREPID ACTIVE	6,979	6,783	121			13,883
088 UHS OF DELAWARE INC	13,847					13,847
EASTER SEALS NEW JERSEY INC	4,651	4,610	4,584			13,845
CPL	13,811					13,811
158 MANATEE MEMORIAL HOSPITAL	13,715					13,715
VIVINT SOLAR ACTIVES	13,704					13,704
VALVOLINE ACTIVES	13,643					13,643
CITY OF MONTGOMERY PREMIER	6,828	6,796				13,624
ASPECT SOFTWARE, INC. ACTIVE	13,623					13,623
STANDARD 150 IP CI TX- JUN	13,617					13,617
104 UHS OF TEXOMA INC	13,573					13,573
WILMERHALE	13,557					13,557
SALUSCLI MATERIAL ONLY	13,542					13,542
ATHENS LIMESTONE	6,547	6,970				13,517
THE CITY OF OKLAHOMA CITY	13,509					13,509
OVERSTOCK.COM	13,490					13,490
CLEVELAND FT SLRD	6,785	6,701				13,486
113 SUMMERLIN HOSP MED CTR	13,449					13,449
SI ACTIVES - 1000	6,709	6,729				13,438
GKN DRIVELINE NA ACTIVE	13,432					13,432
BRIDGEPORT UNION ACTIV	13,396					13,396
MMC LOW PLAN	13,333					13,333
ACTIVES	13,313	13				13,326
ELMCROFT SENIOR LIVING	13,316					13,316
COUNTY OF BOULDER,STATE OF CO	13,206	54				13,260
STANDARD 150 IP CI AL- MAR	9,792	3,449				13,241
ACTIVE EXAM ONLY FAMILY	4,408	4,372	4,347			13,127

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
TRIBAL CASINO	13,098					13,098
WORCESTER POLYTECHNIC INSTITUT	4,438	4,379	4,277			13,094
ENHANCED JCMC	13,092					13,092
NAES	13,089					13,089
OCTAPHARMA PLASMA INC ACTIVE	13,088					13,088
SCF CHILD IN CUSTODY CARE	6,477	6,579				13,056
FARM CR BANK OF TX -EXPANDED	10,600	2,402				13,002
MESA AIR GROUP	12,981					12,981
HUNT OIL COMPANY	12,970					12,970
HOUSTON REFINING LP	12,956					12,956
STANDARD 150 IP CI NC- FEB	9,401	3,522				12,923
BRIGGS EQUIPMENT	12,866					12,866
MARTIN RESOURCE MGMT CORP	12,846					12,846
RIO TINTO AMERICA, INC	12,830					12,830
NATIONAL LIFE GROUP HO	12,789					12,789
LOGAN+	6,370	6,362				12,732
NORTHWEST MED CTR - TUCSON	12,697					12,697
VINELAND EDUCA ASSOC	12,696					12,696
ZOLL LIFEVEST SERVICES	12,646					12,646
COMMERCIAL METALS CO. - BASIC	12,627					12,627
FMC CORP ACTIVE	12,604					12,604
ALERE TOXICOLOGY	12,596					12,596
13290 ST. JOSEPH RMC	6,299	6,198				12,497
BOSTON ACTIVE PREMIER	12,478					12,478
STANDARD 150 IP CI NC- MAR	8,700	3,778				12,478
TIC ACTIVE	12,446					12,446
BOZEMAN ACTIVES	12,403					12,403
ENCORE ELECTRIC, INC	12,402					12,402
SELF PAY RETIREES BASE	6,187	6,197				12,384
(PRE) HIGH OPTIONS- ACTIVE EMP	12,372					12,372
NORTHWEST ISD	12,361					12,361
VNA CARE NETWORK	2,405	2,471	2,488	4,976	12,341	(1)
ACTIVE EE+CH FULL SP=EXAM	4,085	4,111	4,135			12,331
CAROLINAS	12,298					12,298
SAKER SHOPRITES, INC	6,122	6,167				12,289
022 SOUTHWEST HEALTHCARE	12,287					12,287
PARADISE VALLEY USD ACTIVES	12,254					12,254
FAIRPOINT COMMUNICATIONS, INC	5,960	6,084	149			12,193
COVENANT DRIVER	12,190					12,190
MEDISTAR DBA BAY AREA MEDICAL	6,056	6,131				12,187
TSG RESOURCES INC - ACTIVE	12,176					12,176
AMD-OTHER	6,187	5,985				12,172
8212 DELTA FAUCET JACKSON	6,028	6,114				12,142
CROMPTON	12,120					12,120
PASCUA YAQUI TRIBE-GOVERNMENT	12,104					12,104
CAPTIONCALL, LLC ACTIVES	12,102					12,102
J3852 017 PARIS REGIONAL	6,077	6,020				12,097
AGFIRST FARM CR BANK -BASIC	12,087					12,087
ZENITH COMPANIES	4,487	3,890	3,700			12,077
0330 SHIRE US INC ACTIVE	12,056					12,056
CT CMC	11,603	448				12,051
USAPTX ACTIVE	12,044					12,044
PROVIDERS	12,039					12,039
MIDDLEBURY - ACTIVE	12,020					12,020
CDI CORP BASE	12,004					12,004
001 VALLEY HOSPITAL	11,995					11,995
TOLMAR, INC	6,038	5,939				11,977
GREAT RIVER HEALTH SYST ACTIVE	11,965					11,965
FEDVIP STD OPTION 10005697	11,955					11,955
BIG ROCK SPORTS- RICHMOND	1,640	1,640	1,671	6,989	11,939	1

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1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
PHYSICIANS REG MED KNOXVILLE	11,925					11,925
FAIRVIEW+	6,017	5,906				11,923
FULL SERVICE-C03, RETIREMENT	11,913					11,913
TUCSON ELECTRIC-UNCLASSIFIED	11,904					11,904
SCANSOURCE	11,858					11,858
TALEN ENERGY SUPPLY HIGH	11,842					11,842
PEDIATRIC ASSOC FULL TIME	11,819					11,819
STP NUCLEAR OPERATING COMPANY	11,810					11,810
ROCKWATER (CORPORATE)	11,768					11,768
055 GEORGE WASHINGTON UNIV	11,766					11,766
GADSDEN	11,743					11,743
THE MINACS GROUP ACTIVE	11,719					11,719
MOSES TAYLOR HOSPITAL	11,700					11,700
HORMEL - HRL94 ACTIVES BUY UP	11,680					11,680
GIANNA PHYSICIAN ASSOCIATES	3,899	3,913	3,856			11,668
SALARIED EMPLOYEES	11,659					11,659
CHEROKEE NATION-OPTION 1	11,639					11,639
STANDARD 150 IP CI TN- JAN	9,688	1,936				11,624
REID ACTIVE PLAN 2(SILVER)	11,618					11,618
STANDARD 150 IP CI IN- FEB	6,191	5,382				11,573
MTRAN-METRO TRANSIT-PLAN A	6,361	5,197				11,558
LA PORTE HOSPITAL	11,542					11,542
NATIONAL JEWISH HEALTH	11,533					11,533
ST. CLAIR HOSPITAL	11,477					11,477
GLOBAL HEALTHCARE EXCHANGE	5,794	5,678				11,472
ACTIVE	11,471					11,471
SOUTHSIDE REGIONAL MED CENTER	11,428					11,428
AON RETIREE HEALTH EX TX- JAN	7,203	4,213				11,416
DEXTER AXLE	11,411					11,411
CPLC	5,667	5,720				11,387
FULL TIME EES - STANDARD PLAN	11,369					11,369
BOSTON	5,843	5,525				11,368
CIRCOR ACTIVES	11,302					11,302
FEDVIP HIGH OPTION 95040006	11,276					11,276
MT. VERNON-HOURLY LOW	11,263					11,263
WESTMINSTER PUBLIC SCHOOLS	5,619	5,639				11,258
SHERMAN ISD - ACTIVE	5,789	5,468				11,257
ASPEN TECHNOLOGY, INC. ACTIVE	11,250					11,250
ENI US OPERATING CO. INC.(ENI)	11,249					11,249
BOULDER VALLEY SD MBR ONLY	11,246					11,246
PHH CORPORATION BASE PLAN	11,238					11,238
AG EQUIPMENT - ACTIVE	5,678	5,546				11,224
BOOKING.COM CUSTOMER SERVICE	11,222					11,222
ENTERPRISE-COMMERICAL	11,219					11,219
WOODMEN-HOME OFFICE ASSOCIATES	11,197					11,197
HQ	11,103					11,103
GOLD - ACTIVE	11,093					11,093
GALLIANO MARINE BASE	5,534	5,528				11,062
BAYFRONT HEALTH ST PETERSBURG	11,041					11,041
TALEN ENERGY SUPPLY 1600 HIGH	11,026					11,026
SPRINGS GLOBAL CORE	5,493	5,499				10,992
LMH - ACTIVES	10,992					10,992
TUCSON ELECTRIC-CLASSIFIED	10,989					10,989
AFFILIATED FOODS, INC.	10,965					10,965
BRASFIELD & GORRIE	10,962					10,962
SICK, INC	10,951					10,951
MWH	10,947					10,947
SIG SAUER	10,944					10,944
MEMORIAL HEALTH SYSTEM LUFKIN	7,199	3,729				10,928
MT. VERNON-SALARY CTNA	10,921					10,921

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
MEDICAL CENTER	10,917					10,917
FULL TIME & EXECUTIVES	10,897					10,897
ST. JOSEPH'S HOSPITAL OF	5,466	5,399				10,865
PLAINSCAPITAL BANK	10,860					10,860
DCK WORLDWIDE - FULL SERVICE	1,233	1,065	1,002	7,554	10,855	(1)
015-HUB CALIFORNIA	10,851					10,851
FLOWERS	10,837					10,837
DYKEMA ACTIVE	10,822					10,822
CLEBURNE COUNTY BOARD OF EDUC	3,285	3,285	3,127	1,110	10,807	0
FARMER BROS. CO. ACTIVE	10,765					10,765
TRONOX ALKALI GR UNION	10,749					10,749
FULL SERVICE ACTIVE	10,744					10,744
XPO LEGACY CW INC ADMIN SVCS-	5,369	5,361				10,730
NCI - CHOICE & SAFETY	10,717					10,717
ENEL GREEN POWER NORTH AMERICA	3,806	3,753	3,141			10,700
DSOUSCLI MATERIAL ONLY	10,698					10,698
ACTIVE	10,693					10,693
BEN ASSOC- VOLUNTARY EFF 10/10	5,306	5,372				10,678
GP1USIND MATERIAL ONLY	10,670					10,670
ACTIVE CM+CHILD	10,667					10,667
BERKSHIRE BANK	10,666					10,666
HOPKINS COUNTY BOARD OF EDUC	10,662					10,662
SORENSON COMMUNICATIONS-ACTIVE	10,607					10,607
STILLWATER MEDICAL CENTER	10,600					10,600
0332 SHIRE PHARM INC ACTIVE	10,591					10,591
CORP	10,577					10,577
BE RUSKIN	10,569					10,569
ARAMARK CORPORATION-COBRA	5,310	5,256				10,566
FLIGHT CENTRE TRAVEL GROUP	10,565					10,565
SS & C ACTIVE	10,554					10,554
01 - SUPPORT STAFF	5,309	5,231				10,540
CDI CORP PREMIER PLAN	10,463					10,463
VERTEX	1,502	1,511	1,559	5,880	10,452	0
MOUNTAINVIEW	10,443					10,443
CITY OF ROCK HILL	5,213	5,224				10,437
GPA	10,425					10,425
DUNCANVILLE ISD-ACTIVE	10,422					10,422
SMC - ACTIVE STANDARD PLAN	2,065	2,070	2,091	4,184	10,413	(3)
CRESTWOOD HR SERVICE CENTER	10,411					10,411
VERMONT STATE EMP ASSOC ACTIVE	10,403					10,403
SHARON HEALTH	10,390					10,390
PPA BUY UP	3,488	3,404	3,480			10,372
HEADQ	10,367					10,367
ACTIVE	10,344					10,344
BODYCOTE - BTP	10,339					10,339
PHILLIPS PET FOOD & SUPPLIES	9,618	704				10,322
BRADY CORP-ACTIVES BASE	10,311					10,311
BRADY CORP-ACTIVES PREMIER	10,307					10,307
GIVAUDAN-ACTIVE EE + FAMILY	9,949	354				10,303
AMD-BOSTON	5,174	5,102				10,276
EVERGREEN ACTIVE	10,267					10,267
BAKER DONELSON BEARMAN CALDWEL	10,259					10,259
PHOENIX SERVICES LLC	5,149	5,110				10,259
QUALITY TECHNOLOGY SERVICES		10,248				10,248
MILESTONE MANAGEMENT LLC	10,219					10,219
HOBOKEN, CITY OF-MUNICIPAL	10,180					10,180
LIFE CARE - HIGH	5,052	5,107				10,159
ALL ACTIVE	10,153					10,153
FEDVIP STD OPTION 97380700	10,134					10,134
STANDARD 150 IP CI AL- JAN	10,129					10,129

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
PP_ACT	10,097					10,097
HOME OFFICE+	5,036	5,055				10,091
HOLLIDAY FENOGLIO FOWLER, L.P.	10,081					10,081
3280 SALINE HOSPITAL	4,993	5,060				10,053
TRUMBULL MEMORIAL HOSPITAL	10,034					10,034
MDC HOLDINGS - ENHANCED	10,012					10,012
QUICKCHEK CORPORATION	10,010					10,010
0299997. Group subscribers subtotal	31,394,837	4,981,608	629,802	155,130	600,489	36,560,888
0299998. Premiums due and unpaid not individually listed	10,550,866	1,474,274	278,616	235,482	529,526	12,009,712
0299999. Total group	41,945,703	6,455,882	908,418	390,612	1,130,015	48,570,600
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	41,945,703	6,455,882	908,418	390,612	1,130,015	48,570,600

Ex. 3 - Health Care Receivables
NONE

Ex. 3A - Analysis of Health Care Receivables Collected and Accrued
NONE

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims	16,014,404					16,014,404
0199999. Individually listed claims unpaid	16,014,404	0	0	0	0	16,014,404
0499999. Subtotals	16,014,404	0	0	0	0	16,014,404
0599999. Unreported claim and other claim reserves						38,558,449
0799999. Total claims unpaid						54,572,853

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
Vision Service Plan	2,507,386					2,507,386	
0199999. Individually listed receivables	2,507,386	0	0	0	0	2,507,386	0
0399999. Total gross amounts receivable	2,507,386	0	0	0	0	2,507,386	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Vision Service Plan	Sales and management expenses	21,717,778	21,717,778	
0199999. Individually listed payables		21,717,778	21,717,778	0
0399999. Total gross payables		21,717,778	21,717,778	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	0	0.0				
3. All other providers	0	0.0				
4. Total capitation payments	0	0.0	0		0	0
Other Payments:						
5. Fee-for-service	120,576,183	14.0	XXX	XXX		120,576,183
6. Contractual fee payments	740,682,267	86.0	XXX	XXX	740,682,267	
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	861,258,450	100.0	XXX	XXX	740,682,267	120,576,183
13. Total (Line 4 plus Line 12)	861,258,450	100.0	XXX	XXX	740,682,267	120,576,183

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC

NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	0	0	0	0	0	0

NONE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	385,678				385,678					
2. First quarter	410,895				410,895					
3. Second quarter	417,991				417,991					
4. Third quarter	417,030				417,030					
5. Current year	427,767				427,767					
6. Current year member months	5,000,244				5,000,244					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	147,687				147,687					
9. Totals	147,687	0	0	0	147,687	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	33,254,894				33,254,894					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	33,254,894				33,254,894					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	23,497,702				23,497,702					
18. Amount incurred for provision of health care services	23,544,951				23,544,951					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	417,811				417,811					
2. First quarter	432,329				432,329					
3. Second quarter	432,001				432,001					
4. Third quarter	419,989				419,989					
5. Current year	418,687				418,687					
6. Current year member months	5,113,785				5,113,785					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	148,683				148,683					
9. Totals	148,683	0	0	0	148,683	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	32,930,491				32,930,491					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	32,930,491				32,930,491					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	25,820,073				25,820,073					
18. Amount incurred for provision of health care services	25,870,567				25,870,567					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	675,415				675,415					
2. First quarter	679,281				679,281					
3. Second quarter	678,622				678,622					
4. Third quarter	680,124				680,124					
5. Current year	685,009				685,009					
6. Current year member months	8,165,927				8,165,927					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	233,223				233,223					
9. Totals	233,223	0	0	0	233,223	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	49,047,576				49,047,576					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	49,047,576				49,047,576					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	35,502,196				35,502,196					
18. Amount incurred for provision of health care services	35,573,105				35,573,105					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	308,620				308,620					
2. First quarter	296,576				296,576					
3. Second quarter	298,696				298,696					
4. Third quarter	301,687				301,687					
5. Current year	302,193				302,193					
6. Current year member months	3,589,964				3,589,964					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	97,302				97,302					
9. Totals	97,302	0	0	0	97,302	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	24,443,042				24,443,042					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	24,443,042				24,443,042					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	20,264,672				20,264,672					
18. Amount incurred for provision of health care services	20,304,302				20,304,302					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF DISTRICT OF COLUMBIA DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	967,121				43,491		923,630			
2. First quarter	1,003,248				37,803		965,445			
3. Second quarter	1,004,576				37,975		966,601			
4. Third quarter	1,012,981				39,365		973,616			
5. Current year	1,007,799				39,895		967,904			
6. Current year member months	12,068,476				464,440		11,604,036			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	454,149				17,978		436,171			
9. Totals	454,149	0	0	0	17,978	0	436,171	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	113,593,874				4,496,783		109,097,091			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	113,593,874				4,496,783		109,097,091			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	106,490,685				4,215,593		102,275,092			
18. Amount incurred for provision of health care services	106,698,956				4,223,837		102,475,119			

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	68,605				68,605					
2. First quarter	74,118				74,118					
3. Second quarter	74,356				74,356					
4. Third quarter	75,203				75,203					
5. Current year	75,964				75,964					
6. Current year member months	896,435				896,435					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	24,579				24,579					
9. Totals	24,579	0	0	0	24,579	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,011,636				5,011,636					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,011,636				5,011,636					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,863,333				3,863,333					
18. Amount incurred for provision of health care services	3,870,888				3,870,888					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	13,775,002				12,851,372		923,630			
2. First quarter	14,370,983				13,405,538		965,445			
3. Second quarter	14,368,650				13,402,049		966,601			
4. Third quarter	14,328,668				13,355,052		973,616			
5. Current year	14,390,936				13,423,032		967,904			
6. Current year member months	172,429,364				160,825,328		11,604,036			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	4,839,659				4,403,488		436,171			
9. Totals	4,839,659	0	0	0	4,403,488	0	436,171	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	1,085,811,141				976,714,050		109,097,091			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,085,811,141				976,714,050		109,097,091			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	861,258,451				758,983,359		102,275,092			
18. Amount incurred for provision of health care services	863,011,052				760,535,933		102,475,119			

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	128,541				128,541					
2. First quarter	130,267				130,267					
3. Second quarter	130,340				130,340					
4. Third quarter	133,953				133,953					
5. Current year	135,708				135,708					
6. Current year member months	1,587,400				1,587,400					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	50,626				50,626					
9. Totals	50,626	0	0	0	50,626	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	10,672,121				10,672,121					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	10,672,121				10,672,121					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,988,381				7,988,381					
18. Amount incurred for provision of health care services	8,004,003				8,004,003					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	453,051				453,051					
2. First quarter	467,547				467,547					
3. Second quarter	463,936				463,936					
4. Third quarter	464,166				464,166					
5. Current year	470,039				470,039					
6. Current year member months	5,591,559				5,591,559					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	167,319				167,319					
9. Totals	167,319	0	0	0	167,319	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	32,947,172				32,947,172					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	32,947,172				32,947,172					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	24,751,848				24,751,848					
18. Amount incurred for provision of health care services	24,813,947				24,813,947					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	149,475				149,475					
2. First quarter	150,459				150,459					
3. Second quarter	147,407				147,407					
4. Third quarter	148,073				148,073					
5. Current year	150,023				150,023					
6. Current year member months	1,783,694				1,783,694					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	55,021				55,021					
9. Totals	55,021	0	0	0	55,021	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	12,086,298				12,086,298					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	12,086,298				12,086,298					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	8,591,813				8,591,813					
18. Amount incurred for provision of health care services	8,608,616				8,608,616					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	75,627				75,627					
2. First quarter	87,152				87,152					
3. Second quarter	86,852				86,852					
4. Third quarter	88,133				88,133					
5. Current year	86,563				86,563					
6. Current year member months	1,043,018				1,043,018					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	27,562				27,562					
9. Totals	27,562	0	0	0	27,562	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,982,342				5,982,342					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,982,342				5,982,342					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,894,458				3,894,458					
18. Amount incurred for provision of health care services	3,902,074				3,902,074					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	128,486				128,486					
2. First quarter	132,208				132,208					
3. Second quarter	132,287				132,287					
4. Third quarter	139,093				139,093					
5. Current year	139,368				139,368					
6. Current year member months	1,615,507				1,615,507					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	42,042				42,042					
9. Totals	42,042	0	0	0	42,042	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,063,873				9,063,873					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,063,873				9,063,873					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,628,145				6,628,145					
18. Amount incurred for provision of health care services	6,652,295				6,652,295					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	510,667				510,667					
2. First quarter	516,111				516,111					
3. Second quarter	519,861				519,861					
4. Third quarter	519,662				519,662					
5. Current year	523,168				523,168					
6. Current year member months	6,228,755				6,228,755					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	140,545				140,545					
9. Totals	140,545	0	0	0	140,545	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	37,497,766				37,497,766					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	37,497,766				37,497,766					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	27,181,580				27,181,580					
18. Amount incurred for provision of health care services	27,234,737				27,234,737					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	98,051				98,051					
2. First quarter	104,852				104,852					
3. Second quarter	104,494				104,494					
4. Third quarter	104,890				104,890					
5. Current year	104,362				104,362					
6. Current year member months	1,255,187				1,255,187					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	25,347				25,347					
9. Totals	25,347	0	0	0	25,347	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	7,447,712				7,447,712					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	7,447,712				7,447,712					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	5,453,444				5,453,444					
18. Amount incurred for provision of health care services	5,464,109				5,464,109					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	805,887				805,887					
2. First quarter	835,404				835,404					
3. Second quarter	853,393				853,393					
4. Third quarter	858,558				858,558					
5. Current year	862,019				862,019					
6. Current year member months	10,228,682				10,228,682					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	279,469				279,469					
9. Totals	279,469	0	0	0	279,469	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	62,785,434				62,785,434					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	62,785,434				62,785,434					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	46,023,254				46,023,254					
18. Amount incurred for provision of health care services	46,120,013				46,120,013					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	512,008				512,008					
2. First quarter	534,381				534,381					
3. Second quarter	531,414				531,414					
4. Third quarter	524,458				524,458					
5. Current year	524,614				524,614					
6. Current year member months	6,358,051				6,358,051					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	155,011				155,011					
9. Totals	155,011	0	0	0	155,011	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	43,020,425				43,020,425					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	43,020,425				43,020,425					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	34,088,011				34,088,011					
18. Amount incurred for provision of health care services	34,154,673				34,154,673					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	77,385				77,385					
2. First quarter	82,582				82,582					
3. Second quarter	84,549				84,549					
4. Third quarter	87,211				87,211					
5. Current year	89,011				89,011					
6. Current year member months	1,021,607				1,021,607					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	26,675				26,675					
9. Totals	26,675	0	0	0	26,675	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,459,688				5,459,688					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,459,688				5,459,688					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,694,735				3,694,735					
18. Amount incurred for provision of health care services	3,702,697				3,702,697					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	78,933				78,933					
2. First quarter	73,531				73,531					
3. Second quarter	72,680				72,680					
4. Third quarter	71,327				71,327					
5. Current year	72,270				72,270					
6. Current year member months	878,890				878,890					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	15,657				15,657					
9. Totals	15,657	0	0	0	15,657	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,283,141				3,283,141					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,283,141				3,283,141					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	2,135,592				2,135,592					
18. Amount incurred for provision of health care services	2,141,044				2,141,044					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NORTH CAROLINA DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	954,329				954,329					
2. First quarter	1,011,711				1,011,711					
3. Second quarter	999,170				999,170					
4. Third quarter	995,014				995,014					
5. Current year	993,060				993,060					
6. Current year member months	12,016,530				12,016,530					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	323,629				323,629					
9. Totals	323,629	0	0	0	323,629	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	74,819,387				74,819,387					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	74,819,387				74,819,387					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	67,557,069				67,557,069					
18. Amount incurred for provision of health care services	67,689,252				67,689,252					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NORTH DAKOTA DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	24,401				24,401					
2. First quarter	28,786				28,786					
3. Second quarter	29,221				29,221					
4. Third quarter	29,126				29,126					
5. Current year	27,947				27,947					
6. Current year member months	343,067				343,067					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	11,064				11,064					
9. Totals	11,064	0	0	0	11,064	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	2,135,922				2,135,922					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	2,135,922				2,135,922					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,594,292				1,594,292					
18. Amount incurred for provision of health care services	1,597,410				1,597,410					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	117,337				117,337					
2. First quarter	119,476				119,476					
3. Second quarter	119,029				119,029					
4. Third quarter	117,030				117,030					
5. Current year	118,260				118,260					
6. Current year member months	1,423,237				1,423,237					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	44,134				44,134					
9. Totals	44,134	0	0	0	44,134	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,283,981				9,283,981					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,283,981				9,283,981					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,946,633				6,946,633					
18. Amount incurred for provision of health care services	6,960,218				6,960,218					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NEW HAMPSHIRE DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	52,091				52,091					
2. First quarter	57,871				57,871					
3. Second quarter	57,927				57,927					
4. Third quarter	59,282				59,282					
5. Current year	59,873				59,873					
6. Current year member months	698,548				698,548					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	14,996				14,996					
9. Totals	14,996	0	0	0	14,996	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,144,789				4,144,789					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,144,789				4,144,789					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	2,639,947				2,639,947					
18. Amount incurred for provision of health care services	2,645,110				2,645,110					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF NEW JERSEY DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	951,186				951,186					
2. First quarter	917,896				917,896					
3. Second quarter	919,630				919,630					
4. Third quarter	921,967				921,967					
5. Current year	925,654				925,654					
6. Current year member months	11,029,256				11,029,256					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	297,291				297,291					
9. Totals	297,291	0	0	0	297,291	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	68,952,418				68,952,418					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	68,952,418				68,952,418					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	54,027,337				54,027,337					
18. Amount incurred for provision of health care services	54,132,993				54,132,993					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	559,029				559,029					
2. First quarter	580,146				580,146					
3. Second quarter	581,110				581,110					
4. Third quarter	580,690				580,690					
5. Current year	588,745				588,745					
6. Current year member months	6,977,993				6,977,993					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	221,599				221,599					
9. Totals	221,599	0	0	0	221,599	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	47,343,664				47,343,664					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	47,343,664				47,343,664					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	35,804,351				35,804,351					
18. Amount incurred for provision of health care services	35,874,370				35,874,370					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	279,533				279,533					
2. First quarter	301,033				301,033					
3. Second quarter	298,265				298,265					
4. Third quarter	296,428				296,428					
5. Current year	309,971				309,971					
6. Current year member months	3,637,555				3,637,555					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	86,729				86,729					
9. Totals	86,729	0	0	0	86,729	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	20,452,200				20,452,200					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	20,452,200				20,452,200					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	14,538,589				14,538,589					
18. Amount incurred for provision of health care services	14,585,450				14,585,450					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	863,218				863,218					
2. First quarter	947,375				947,375					
3. Second quarter	939,733				939,733					
4. Third quarter	954,221				954,221					
5. Current year	969,499				969,499					
6. Current year member months	11,428,773				11,428,773					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	298,660				298,660					
9. Totals	298,660	0	0	0	298,660	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	59,219,614				59,219,614					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	59,219,614				59,219,614					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	47,284,456				47,284,456					
18. Amount incurred for provision of health care services	47,376,926				47,376,926					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF RHODE ISLAND DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	282,669				282,669					
2. First quarter	313,088				313,088					
3. Second quarter	322,350				322,350					
4. Third quarter	319,775				319,775					
5. Current year	317,599				317,599					
6. Current year member months	3,812,056				3,812,056					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	104,475				104,475					
9. Totals	104,475	0	0	0	104,475	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	26,494,188				26,494,188					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	26,494,188				26,494,188					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	21,791,206				21,791,206					
18. Amount incurred for provision of health care services	21,833,821				21,833,821					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF SOUTH CAROLINA DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	119,913				119,913					
2. First quarter	128,699				128,699					
3. Second quarter	135,653				135,653					
4. Third quarter	135,412				135,412					
5. Current year	136,170				136,170					
6. Current year member months	1,606,914				1,606,914					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	41,328				41,328					
9. Totals	41,328	0	0	0	41,328	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,400,190				9,400,190					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,400,190				9,400,190					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,718,716				6,718,716					
18. Amount incurred for provision of health care services	6,732,872				6,732,872					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF SOUTH DAKOTA DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	103,639				103,639					
2. First quarter	126,656				126,656					
3. Second quarter	125,904				125,904					
4. Third quarter	128,374				128,374					
5. Current year	129,177				129,177					
6. Current year member months	1,529,055				1,529,055					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	55,543				55,543					
9. Totals	55,543	0	0	0	55,543	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,782,759				9,782,759					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,782,759				9,782,759					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	8,097,212				8,097,212					
18. Amount incurred for provision of health care services	8,113,351				8,113,351					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	527,939				527,939					
2. First quarter	547,334				547,334					
3. Second quarter	534,669				534,669					
4. Third quarter	515,474				515,474					
5. Current year	504,520				504,520					
6. Current year member months	6,341,463				6,341,463					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	180,670				180,670					
9. Totals	180,670	0	0	0	180,670	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	39,336,157				39,336,157					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	39,336,157				39,336,157					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	29,561,676				29,561,676					
18. Amount incurred for provision of health care services	29,619,487				29,619,487					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	2,514,221				2,514,221					
2. First quarter	2,631,779				2,631,779					
3. Second quarter	2,625,897				2,625,897					
4. Third quarter	2,580,511				2,580,511					
5. Current year	2,582,970				2,582,970					
6. Current year member months	31,372,222				31,372,222					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	857,156				857,156					
9. Totals	857,156	0	0	0	857,156	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	179,260,590				179,260,590					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	179,260,590				179,260,590					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	143,693,847				143,693,847					
18. Amount incurred for provision of health care services	143,977,417				143,977,417					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

* 3 9 6 1 6 2 0 1 7 4 3 0 4 5 1 0 0 *

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	103,840				103,840					
2. First quarter	117,074				117,074					
3. Second quarter	118,556				118,556					
4. Third quarter	119,297				119,297					
5. Current year	122,154				122,154					
6. Current year member months	1,426,110				1,426,110					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	35,854				35,854					
9. Totals	35,854	0	0	0	35,854	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,189,181				9,189,181					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,189,181				9,189,181					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,852,092				6,852,092					
18. Amount incurred for provision of health care services	6,865,707				6,865,707					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

* 3 9 6 1 6 2 0 1 7 4 3 0 4 6 1 0 0 *

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	66,242				66,242					
2. First quarter	67,328				67,328					
3. Second quarter	68,709				68,709					
4. Third quarter	68,311				68,311					
5. Current year	68,527				68,527					
6. Current year member months	824,074				824,074					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	20,353				20,353					
9. Totals	20,353	0	0	0	20,353	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,836,074				4,836,074					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,836,074				4,836,074					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,551,763				3,551,763					
18. Amount incurred for provision of health care services	3,558,708				3,558,708					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

* 3 9 6 1 6 2 0 1 7 4 3 0 4 8 0 0 0 *

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189 NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	379,477				379,477					
2. First quarter	431,454				431,454					
3. Second quarter	426,350				426,350					
4. Third quarter	428,140				428,140					
5. Current year	428,873				428,873					
6. Current year member months	5,141,625				5,141,625					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	143,279				143,279					
9. Totals	143,279	0	0	0	143,279	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	29,593,751				29,593,751					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	29,593,751				29,593,751					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	22,749,021				22,749,021					
18. Amount incurred for provision of health care services	22,793,564				22,793,564					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

BUSINESS IN THE STATE OF WEST VIRGINIA DURING THE YEAR (Location)

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	34,577				34,577					
2. First quarter	32,336				32,336					
3. Second quarter	33,022				33,022					
4. Third quarter	33,078				33,078					
5. Current year	33,373				33,373					
6. Current year member months	393,705				393,705					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	12,002				12,002					
9. Totals	12,002	0	0	0	12,002	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,038,791				3,038,791					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,038,791				3,038,791					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,980,322				1,980,322					
18. Amount incurred for provision of health care services	1,993,419				1,993,419					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	0									
2. First quarter	0									
3. Second quarter	0									
4. Third quarter	0									
5. Current year	0									
6. Current year member months	0									
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	0									
9. Totals	0	0	0	0	0	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	0									
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	0									
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	0									
18. Amount incurred for provision of health care services	0									

NONE

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsured	5 Domiciliary Jurisdiction	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
Non-Affiliates - U.S. Non-Affiliates											
97179	86-0207231	06/01/1999	American Medical Security Life Insurance Company	OH	OTH/L/G	20,281					
0899999.	Total - Non-Affiliates - U.S. Non-Affiliates					20,281	0	0	0	0	0
1099999.	Total - Non-Affiliates					20,281	0	0	0	0	0
1199999.	Total - U.S.					20,281	0	0	0	0	0
9999999.	Total					20,281	0	0	0	0	0

Sch. S - Pt. 2
NONE

Sch. S - Pt. 3 - Sn. 2
NONE

Sch. S - Pt. 4
NONE

Sch. S - Pt. 5
NONE

Sch. S - Pt. 6
NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	186,517,253		186,517,253
2.	Accident and health premiums due and unpaid (Line 15)	48,570,600		48,570,600
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	72,043,644		72,043,644
6.	Totals assets (Line 28)	307,131,497	0	307,131,497
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	54,572,853		54,572,853
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	6,124,599		6,124,599
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	72,922,517		72,922,517
15.	Total liabilities (Line 24)	133,619,969	0	133,619,969
16.	Total capital and surplus (Line 33)	173,511,531	XXX	173,511,531
17.	Total liabilities, capital and surplus (Line 34)	307,131,500	0	307,131,500
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	0		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	0		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.	Direct Business Only					
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama AL						0
2. Alaska AK						0
3. Arizona AZ						0
4. Arkansas AR						0
5. California CA						0
6. Colorado CO						0
7. Connecticut CT						0
8. Delaware DE						0
9. District of Columbia DC						0
10. Florida FL						0
11. Georgia GA						0
12. Hawaii HI						0
13. Idaho ID						0
14. Illinois IL						0
15. Indiana IN						0
16. Iowa IA						0
17. Kansas KS						0
18. Kentucky KY						0
19. Louisiana LA						0
20. Maine ME						0
21. Maryland MD						0
22. Massachusetts MA						0
23. Michigan MI						0
24. Minnesota MN						0
25. Mississippi MS						0
26. Missouri MO						0
27. Montana MT						0
28. Nebraska NE						0
29. Nevada NV						0
30. New Hampshire NH						0
31. New Jersey NJ						0
32. New Mexico NM						0
33. New York NY						0
34. North Carolina NC						0
35. North Dakota ND						0
36. Ohio OH						0
37. Oklahoma OK						0
38. Oregon OR						0
39. Pennsylvania PA						0
40. Rhode Island RI						0
41. South Carolina SC						0
42. South Dakota SD						0
43. Tennessee TN						0
44. Texas TX						0
45. Utah UT						0
46. Vermont VT						0
47. Virginia VA						0
48. Washington WA						0
49. West Virginia WV						0
50. Wisconsin WI						0
51. Wyoming WY						0
52. American Samoa AS						0
53. Guam GU						0
54. Puerto Rico PR						0
55. US Virgin Islands VI						0
56. Northern Mariana Islands MP						0
57. Canada CAN						0
58. Aggregate Other Alien OT						0
59. Totals	0	0	0	0	0	0

NONE

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	55.000	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 Pty Ltd	AUS	NIA	I Enterprises Pty Ltd	Ownership	96.000	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	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	
		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	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
.....	.....	00000...	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...	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...	.....	.....	.....	.....	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.....	.....40.000	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...	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.....	.....

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	20-1949500	Eastern Vision Service Plan IPA, Inc.					267,555				267,555	
47029	22-2777159	Eastern Vision Service Plan, Inc. (New York)					39,717,358				39,717,358	
	75-1769288	Southwest Vision Service Plan, Inc. (Texas)					15,418,256				15,418,256	
	94-1632821	Vision Service Plan (California)	44,900,000				(417,319,173)				(372,419,173)	
	99-0247673	Vision Service Plan (Hawaii)					2,410,341				2,410,341	
54380	31-0725743	Vision Service Plan (Ohio)	(8,200,000)				21,669,769				13,469,769	
39616	06-1227840	Vision Service Plan Insurance Company (a Ohio stock corporation)	(26,900,000)				222,524,475				195,624,475	
32395	36-3560825	Vision Service Plan Insurance Company (a Missouri stock corporation)	(16,200,000)				47,888,249				31,688,249	
12516	20-0891619	Vision Service Plan of Illinois, NFP					24,153,513				24,153,513	
	83-0212963	Vision Service Plan of Wyoming (Wyoming)					1,516,379				1,516,379	
	26-1998746	VSP Holding Company, Inc.	16,200,000								16,200,000	
53031	23-7089668	VSP Vision Care, Inc. (Virginia)	(9,800,000)				41,753,278				31,953,278	
9999999	Control Totals		0	0	0	0	0	0	XXX	0	0	0

Pooling Information

NAIC Code	Name of Insurer	Pooling %	NAIC Code	Name of Insurer	Pooling %
32395	36-3560825	(1620000000.00%)			

Detailed Explanation

53031

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

		Responses
	MARCH FILING	
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
	AUGUST FILING	
10.	Will the regulator-only (non-public) Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile and electronically with the NAIC (as a regulator-only non-public document) by August 1?	YES

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

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
14.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
15.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
17.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO
	APRIL FILING	
20.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
21.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
22.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	YES
23.	Will the regulator-only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO
	AUGUST FILING	
24.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

3.

4.

5.

6.

7.

8.

9.

10.

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

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

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

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

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

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

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

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

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

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

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

22.

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

24.

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