54380201720100100

ANNUAL STATEMENT

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

Vision Service Plan

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

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

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

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

Statutory Home Office	3400 Morse Crossing..... Columbus ..... OH ..... US .... 43219 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	3333 Quality Drive..... Rancho Cordova ..... CA ..... US .... 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive..... Rancho Cordova ..... CA ..... US .... 95670 *(Street and Number 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)* laurol@vsp.com *(E-Mail Address)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)* 916-463-9040 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Kate Alison Renwick-Espinosa	President	2. James Robinson Lynch #	Secretary
3. Daniel Joseph Schauer #	Treasurer	4.	

OTHER

DIRECTORS OR TRUSTEES

Kate Alison Renwick-Espinosa James Robinson Lynch # Donald Joseph Ball, Jr.

State of..... California
County of..... Sacramento

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Kate Alison Renwick-Espinosa	James Robinson Lynch	Daniel Joseph Schauer
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 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						
ACTIVE	285,929					285,929
BIG LOTS	120,294					120,294
SOUTHERN OHIO MEDICAL CENTER	33,768	33,862	19,567			87,197
GENESIS HEALTHCARE SYSTEM	39,136	39,288				78,424
SECOND PAIR BUY-UP ACTIVE	76,672					76,672
SUMMA HEALTH SYSTEM	53,620	14,176				67,796
REED ELSEVIER INC	57,871					57,871
AULTMAN	53,584					53,584
ACTIVE PREMIER PLAN	53,034					53,034
SOUTHERN OHIO MEDICAL CENTER	16,500	16,397	16,404			49,301
WESTFIELD GROUP ACTIVE	43,258					43,258
WORTHINGTON INDUSTRIES INC	41,068					41,068
ACTIVE	37,386					37,386
FAIRFIELD MEDICAL CENTER	35,602					35,602
CBIZ ACTIVE BASIC	33,932					33,932
ACTIVE BASE PLAN	32,741					32,741
BVHS	31,167					31,167
INFINITY TRUST - PLAN B	15,492	15,427				30,920
SWAGELOK COMPANY	30,863					30,863
BOB EVANS FARMS - ACTIVES	6,731	6,684	6,696	6,729	26,840	0
ENID	11,329	11,640				22,968
CBIZ ACTIVE VISION PLUS	22,878					22,878
CUYAHOGA COUNTY ACTIVE	22,744					22,744
COOPERATIVE GROUP	22,600					22,600
THE UNIVERSITY OF AKRON	22,133					22,133
LICKING MEMORIAL HEALTH	21,658					21,658
NON-BARGAINING ENHANCED	21,213					21,213
EMERSON ACTIVES	20,565					20,565
INFINITY TRUST - PLAN C	10,354	10,126				20,481
M/I HOMES	10,068	10,030				20,098
AMERICAN SIGNATURE INC	19,879					19,879
GOOD SAMARITAN HOSPITAL	17,412					17,412
SAUDER WOODWORKING CO	16,355					16,355
CLAREMONT,AMHERST & EASLEY	7,987	8,181				16,168
CORP BUY UP-LENS OPTIONS	7,600	7,493				15,093
ACTIVE PLUS PLAN	14,881					14,881
NON-BARGAINING STANDARD	14,816					14,816
BENJAMIN LOGAN LOCAL SCHOOLS	4,424	4,646	4,513	687	14,271	0
WORTHINGTON INDUSTRIES INC	14,204					14,204
LAKE HEALTH ACTIVE: BASE	12,926					12,926
CINCINNATI	6,212	6,336				12,548
OCLC FULL SERVICE-ACTIVES	11,801					11,801
EXECUTIVE JET MANAGEMENT	11,549					11,549
INFINITY TRUST - CHOICE PLAN C	5,618	5,370				10,988
LUTHERAN SOCIAL SERVICES OF	2,664	2,622	2,651	2,663	10,600	(0)
INFINITY TRUST - CHOICE PLAN B	5,169	5,086				10,255
LMH PLAN 2	10,027					10,027
0299997. Group subscribers subtotal	1,467,714	197,363	49,831	10,080	51,711	1,673,276
0299998. Premiums due and unpaid not individually listed	947,286	184,997	22,664	11,262	26,386	1,139,824
0299999. Total group	2,415,000	382,360	72,495	21,342	78,097	2,813,100
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	2,415,000	382,360	72,495	21,342	78,097	2,813,100

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	1,432,745					1,432,745
0199999. Individually listed claims unpaid	1,432,745	0	0	0	0	1,432,745
0499999. Subtotals	1,432,745	0	0	0	0	1,432,745
0599999. Unreported claim and other claim reserves						3,416,336
0799999. Total claims unpaid						4,849,081

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	8,409					8,409	
0199999. Individually listed receivables	8,409	0	0	0	0	8,409	0
0399999. Total gross amounts receivable	8,409	0	0	0	0	8,409	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	1,968,241	1,968,241	
0199999. Individually listed payables		1,968,241	1,968,241	0
0399999. Total gross payables		1,968,241	1,968,241	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	10,233,723	14.0	XXX	XXX		10,233,723
6. Contractual fee payments	62,864,298	86.0	XXX	XXX	62,864,298	
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	73,098,021	100.0	XXX	XXX	62,864,298	10,233,723
13. Total (Line 4 plus Line 12)	73,098,021	100.0	XXX	XXX	62,864,298	10,233,723

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

* 5 4 3 8 0 2 0 1 7 4 3 0 5 9 1 0 0 *

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....54380

	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	1,394,988				1,394,988					
2. First quarter	1,313,767				1,313,767					
3. Second quarter	1,315,061				1,315,061					
4. Third quarter	1,300,132				1,300,132					
5. Current year	1,302,358				1,302,358					
6. Current year member months	15,692,259				15,692,259					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	439,149				439,149					
9. Totals	439,149	0	0	0	439,149	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	98,020,346				98,020,346					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	98,020,346				98,020,346					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	73,098,021				73,098,021					
18. Amount incurred for provision of health care services	73,144,774				73,144,774					

(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 2. Columbus, OH

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

NAIC Group Code.....1189

NAIC Company Code.....54380

	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	1,394,988				1,394,988					
2. First quarter	1,313,767				1,313,767					
3. Second quarter	1,315,061				1,315,061					
4. Third quarter	1,300,132				1,300,132					
5. Current year	1,302,358				1,302,358					
6. Current year member months	15,692,259				15,692,259					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	439,149				439,149					
9. Totals	439,149	0	0	0	439,149	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	98,020,346				98,020,346					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	98,020,346				98,020,346					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	73,098,021				73,098,021					
18. Amount incurred for provision of health care services	73,144,774				73,144,774					

(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

Sch. S - Pt. 1 - Sn. 2
NONE

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)	35,377,509		35,377,509
2.	Accident and health premiums due and unpaid (Line 15)	2,813,100		2,813,100
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	4,600,358		4,600,358
6.	Totals assets (Line 28)	42,790,967	0	42,790,967
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	4,849,081		4,849,081
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	348,547		348,547
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)	9,296,648		9,296,648
15.	Total liabilities (Line 24)	14,494,276	0	14,494,276
16.	Total capital and surplus (Line 33)	28,296,691	XXX	28,296,691
17.	Total liabilities, capital and surplus (Line 34)	42,790,967	0	42,790,967
	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.....	RE.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....N.....	.....
1189	Vision Serv Plan Group.....	39616...	06-1227840..	.....	.....	.....	Vision Service Plan Insurance Company (Ohio)	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....N.....	.....
1189	Vision Serv Plan Group.....	32395...	36-3560825..	.....	.....	.....	Vision Service Plan Insurance Company (Missouri)	USA.....	IA.....	VSP Holding Company, Inc.....	Board.....	.....	Vision Service Plan (California).....	.....N.....	.....
1189	Vision Serv Plan Group.....	12516...	20-0891619..	.....	.....	.....	Vision Service Plan of Illinois, NFP.....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....N.....	.....
.....	.....	00000...	83-0212963..	.....	.....	.....	Vision Service Plan of Wyoming (Wyoming).....	USA.....	IA.....	Vision Service Plan (California).....	Board.....	.....	Vision Service Plan (California).....	.....N.....	.....
.....	.....	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

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?	NO

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

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