



HEALTH QUARTERLY STATEMENT

As of March 31, 2018
of the Condition and Affairs of the

Vision Service Plan

NAIC Group Code.....1189, 1189

NAIC Company Code..... 54380

Employer's ID Number.....
31-0725743

(Current Period) (Prior Period)

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

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. Michael J. Guyette #	Secretary
3. Daniel Joseph Schauer	Treasurer	4.	

OTHER

DIRECTORS OR TRUSTEES

Kate Alison Renwick-Espinosa Michael J. Guyette # Donald Joseph Ball, Jr.

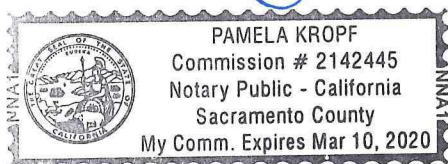
State of..... California
County of..... Sacramento

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	Michael J. Guyette	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 7th day of May 2018
By: Kate Alison Renwick-Espinosa, Michael J. Guyette, Daniel Joseph Schauer

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



ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	9,530,983		9,530,983	10,278,564
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	15,511,614		15,511,614	15,727,480
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$....874,344), cash equivalents (\$....10,517,580) and short-term investments (\$.....0).....	11,391,924		11,391,924	9,365,398
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....	5,461		5,461	6,067
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	36,439,982	0	36,439,982	35,377,509
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	42,985		42,985	46,318
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,923,604	67,027	2,856,577	2,813,100
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			0	
15.3 Accrued retrospective premiums (\$.....0) and contracts subject to redetermination (\$.....0).....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			0	
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....	4,094,004	39,370	4,054,634	4,119,047
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....			0	
19. Guaranty funds receivable or on deposit.....	426,584		426,584	426,584
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....			0	8,409
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	43,927,159	106,397	43,820,762	42,790,967
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	43,927,159	106,397	43,820,762	42,790,967

DETAILS OF WRITE-INS

1101.....			0	
1102.....			0	
1103.....			0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501.....			0	
2502.....			0	
2503.....			0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	4,768,469		4,768,469	4,849,081
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	75,269		75,269	73,213
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....			0	
5. Aggregate life policy reserves.....			0	
6. Property/casualty unearned premium reserve.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....	468,544		468,544	348,547
9. General expenses due or accrued.....	2,062,369		2,062,369	146,155
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	3,338,247		3,338,247	3,002,567
10.2 Net deferred tax liability.....	364,816		364,816	480,654
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....	1,055,204		1,055,204	1,545,091
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	2,066,650		2,066,650	1,968,241
16. Derivatives.....			0	
17. Payable for securities.....	23,292		23,292	
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
22. Liability for amounts held under uninsured plans.....	575,814		575,814	588,722
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	1,776,746	0	1,776,746	1,492,005
24. Total liabilities (Lines 1 to 23).....	16,575,420	0	16,575,420	14,494,276
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	484,487	1,931,001
26. Common capital stock.....	XXX	XXX		
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX		
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	500,000	500,000
31. Unassigned funds (surplus).....	XXX	XXX	26,260,855	25,865,690
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	27,245,342	28,296,691
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	43,820,762	42,790,967

DETAILS OF WRITE-INS

2301. Taxes, licenses and fees due or accrued.....	1,713,666		1,713,666	1,435,668
2302. Escheatable checks.....	63,080		63,080	56,337
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	1,776,746	0	1,776,746	1,492,005
2501. Health Insurer Assessment.....	XXX	XXX	484,487	1,931,001
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	484,487	1,931,001
3001. Statutory Reserve.....	XXX	XXX	500,000	500,000
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	500,000	500,000

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX	3,953,379	3,923,538	15,692,259
2. Net premium income (including \$.....0 non-health premium income).....	XXX	24,593,267	24,419,347	98,020,346
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$.....4,777,833 medical expenses).....	XXX	803,574	780,533	2,840,735
5. Risk revenue.....	XXX	10,790	10,960	33,780
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	25,407,631	25,210,840	100,894,861
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....		20,376,885	20,958,190	73,144,774
11. Outside referrals.....				
12. Emergency room and out-of-area.....				
13. Prescription drugs.....				
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....	0	20,376,885	20,958,190	73,144,774
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	20,376,885	20,958,190	73,144,774
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		370,441	286,423	1,258,614
21. General administrative expenses.....		5,246,022	2,930,703	12,530,108
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....				
23. Total underwriting deductions (Lines 18 through 22).....	0	25,993,348	24,175,316	86,933,496
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(585,717)	1,035,524	13,961,365
25. Net investment income earned.....		97,791	58,881	364,976
26. Net realized capital gains (losses) less capital gains tax of \$.....22,405.....		84,288	109,513	415,937
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	182,079	168,394	780,913
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....588)].....		(588)	(2,410)	(9,097)
29. Aggregate write-ins for other income or expenses.....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	(404,226)	1,201,508	14,733,181
31. Federal and foreign income taxes incurred.....	XXX	313,275	454,754	4,864,637
32. Net income (loss) (Lines 30 minus 31).....	XXX	(717,501)	746,754	9,868,544

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	28,296,691	25,190,269	25,190,269
34. Net income or (loss) from Line 32.....	(717,501)	746,754	9,868,544
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$....(90,597).....	(340,817)	316,361	1,710,423
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	25,241	83,982	(224,247)
39. Change in nonadmitted assets.....	(18,272)	4,598	(48,298)
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital changes:			
44.1 Paid in.....			
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			(8,200,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	(1,051,349)	1,151,695	3,106,422
49. Capital and surplus end of reporting period (Line 33 plus 48).....	27,245,342	26,341,964	28,296,691

DETAILS OF WRITE-INS

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

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	24,680,857	24,146,594	97,242,141
2. Net investment income.....	98,706	43,149	345,807
3. Miscellaneous income.....	814,364	791,493	2,874,515
4. Total (Lines 1 through 3).....	25,593,927	24,981,236	100,462,463
5. Benefit and loss related payments.....	20,457,497	20,861,920	73,098,021
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	3,391,877	3,796,994	14,380,705
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....			6,199,026
10. Total (Lines 5 through 9).....	23,849,374	24,658,914	93,677,752
11. Net cash from operations (Line 4 minus Line 10).....	1,744,553	322,322	6,784,711
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	750,000		312,000
12.2 Stocks.....	1,188,713	3,067,741	6,678,556
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....	23,898		
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	1,962,611	3,067,741	6,990,556
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....		750,000	4,600,070
13.2 Stocks.....	1,297,569	3,021,978	7,319,151
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....		422,460	414,794
13.7 Total investments acquired (Lines 13.1 to 13.6).....	1,297,569	4,194,438	12,334,015
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	665,042	(1,126,697)	(5,343,459)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			8,200,000
16.6 Other cash provided (applied).....	(383,069)	765,737	2,317,948
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(383,069)	765,737	(5,882,052)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	2,026,526	(38,638)	(4,440,800)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	9,365,398	13,806,198	13,806,198
19.2 End of period (Line 18 plus Line 19.1).....	11,391,924	13,767,560	9,365,398

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

20.0001			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	1,302,358				1,302,358					
2. First Quarter.....	1,316,828				1,316,828					
3. Second Quarter.....	0									
4. Third Quarter.....	0									
5. Current Year.....	0									
6. Current Year Member Months.....	3,953,379				3,953,379					
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	115,372				115,372					
9. Total.....	115,372	0	0	0	115,372	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	24,593,267				24,593,267					
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	24,593,267				24,593,267					
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	20,457,497				20,457,497					
18. Amount Incurred for Provision of Health Care Services.....	20,376,885				20,376,885					

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims.....	1,444,450					1,444,450
0199999. Individually Listed Claims Unpaid.....	1,444,450	0	0	0	0	1,444,450
0499999. Subtotals.....	1,444,450	0	0	0	0	1,444,450
0599999. Unreported Claims and Other Claim Reserves.....						3,324,019
0799999. Total Claims Unpaid.....						4,768,469

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....	3,910,443	16,547,054	107,767	4,660,702	4,018,210	4,849,081
5. Federal Employees Health Benefits Plan.....					0	
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	3,910,443	16,547,054	107,767	4,660,702	4,018,210	4,849,081
10. Healthcare receivables (a).....					0	
11. Other non-health.....					0	
12. Medical incentive pools and bonus amounts.....					0	
13. Totals (Lines 9-10+11+12).....	3,910,443	16,547,054	107,767	4,660,702	4,018,210	4,849,081

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(a) Excludes \$.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS**Note 1 – Summary of Significant Accounting Policies and Going Concern**

A. Accounting Practices

This statement has been completed in accordance with the Accounting Practices and Procedures Manual. The Company does not employ accounting practices that depart from the Manual.

	SSAP #	F/S Page	F/S Line #	2018	2017
NET INCOME					
(1) Vision Service Plan Company state basis (Page 4, Line 32, Columns 2 & 4)	XXX	XXX	XXX	\$ (717,501)	\$ 9,868,544
(2) State Prescribed Practices that are an increase/(decrease) from NAIC SAP				\$	\$
(3) State Permitted Practices that are an increase/(decrease) from NAIC SAP				\$	\$
(4) NAIC SAP (1 – 2 – 3 = 4)	XXX	XXX	XXX	\$ (717,501)	\$ 9,868,544
SURPLUS					
(5) Vision Service Plan Company state basis (Page 3, line 33, Columns 3 & 4)	XXX	XXX	XXX	\$ 27,245,342	\$ 28,296,691
(6) State Prescribed Practices that are an increase/(decrease) from NAIC SAP				\$	\$
(7) State Permitted Practices that are an increase/(decrease) from NAIC SAP				\$	\$
(8) NAIC SAP (5 – 6 – 7 = 8)	XXX	XXX	XXX	\$ 27,245,342	\$ 28,296,691

C. Accounting Policy

- (6) Basis for Loan-Backed Securities and Adjustment Methodology
The Company has no loan-backed securities.

D. Going Concern

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

Note 2 – Accounting Changes and Corrections of Errors

Not Applicable

Note 3 – Business Combinations and Goodwill

Not Applicable

Note 4 – Discontinued Operations

Not Applicable

Note 5 – Investments

D. Loan-Backed Securities

- (1) Not Applicable
(2) Not Applicable
(3) Not Applicable
(4) Not Applicable
(5) Not Applicable

E. Dollar Repurchase Agreements and/or Securities Lending Transactions

- (3) Not Applicable

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing

- (1) Not Applicable
(2) Not Applicable
(3) Not Applicable
(4) Not Applicable

NOTES TO FINANCIAL STATEMENTS

- (5) Not Applicable
- (6) Not Applicable
- (7) Not Applicable
- (8) Not applicable
- (9) Not Applicable
- (10) Not Applicable
- (11) Not Applicable

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing

- (1) Not Applicable
- (2) Not Applicable
- (3) Not Applicable
- (4) Not Applicable
- (5) Not Applicable
- (6) Not Applicable
- (7) Not Applicable
- (8) Not applicable
- (9) Not Applicable
- (10) Not Applicable

H. Repurchase Agreements Transactions Accounted for as a Sale

- (1) Not Applicable
- (2) Not Applicable
- (3) Not Applicable
- (4) Not Applicable
- (5) Not Applicable
- (6) Not Applicable
- (7) Not Applicable
- (8) Not applicable
- (9) Not Applicable

I. Reverse Repurchase Agreements Transactions Accounted for as a Sale

- (1) Not Applicable
- (2) Not Applicable
- (3) Not Applicable
- (4) Not Applicable
- (5) Not Applicable
- (6) Not Applicable
- (7) Not Applicable
- (8) Not applicable

M. Working Capital Finance Investments

- (2) Not Applicable
- (3) Not Applicable

NOTES TO FINANCIAL STATEMENTS

Note 6 – Joint Ventures, Partnerships and Limited Liability Companies

Not Applicable

Note 7 – Investment Income

No significant changes

Note 8 – Derivative Instruments

Not Applicable

Note 9 – Income Taxes

No significant changes

Note 10 – Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant changes

Note 11 – Debt

B. FHLB (Federal Home Loan Bank) Agreements

(1) Not Applicable

(2) Not Applicable

(3) Not Applicable

(4) Not Applicable

Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan - Not Applicable

Note 13 – Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

No significant changes

Note 14 – Liabilities, Contingencies and Assessments

No significant changes

Note 15 – Leases

Not Applicable

Note 16 – Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not Applicable

Note 17 – Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

B. Transfer and Servicing of Financial Assets - Not Applicable

C. Wash Sales

(1) Description of the Objectives Regarding These Transactions - Not Applicable

(2) Not Applicable

Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Portion of Partially Insured Plans

No significant changes

Note 19 – Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable

NOTES TO FINANCIAL STATEMENTS**Note 20 – Fair Value Measurements**

A. Fair Value Measurements

(1) Fair Value Measurements at Reporting Date

	Level 1	Level 2	Level 3	Total	Net Asset Value (NAV) Included in Level 2
Assets at Fair Value					
Equities	\$ 15,511,614	\$	\$	\$ 15,511,614	\$
Total	\$ 15,511,614	\$	\$	\$ 15,511,614	\$
Liabilities at Fair Value					
	\$	\$	\$	\$	\$
Total	\$	\$	\$	\$	\$

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy - Not Applicable

(3) Policies when Transfers Between Levels are Recognized - Not Applicable

(4) Description of Valuation Techniques and Inputs Used in Fair Value Measurement - Not Applicable

(5) Fair Value Disclosures - Not Applicable

B. Fair Value Reporting under SSAP 100 and Other Accounting Pronouncements

Not Applicable

C. Fair Value Level

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)	Net Asset Value (NAV) Included in Level 2
Bonds	\$ 9,415,309	\$ 9,530,983	\$ 150,921	\$ 9,264,388	\$	\$	\$
Common Stock	\$ 15,511,614	\$ 15,511,614	\$ 15,511,614	\$	\$	\$	\$
Cash Equivalents	\$ 10,517,614	\$ 10,517,580	\$ 10,517,614	\$	\$	\$	\$

D. Not Practicable to Estimate Fair Value

Not Applicable

Note 21 – Other Items

No significant changes

Note 22 – Events Subsequent

No significant changes

Note 23 – Reinsurance

Not Applicable

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

E. Risk Sharing Provisions of the Affordable Care Act

(1) Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions

Yes [] No [X]

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

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

Explanations of Adjustments - Not Applicable

(4) Roll-Forward of Risk Corridors Asset and Liability Balances by Program Benefit Year - Not Applicable

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

NOTES TO FINANCIAL STATEMENTS**Note 25 – Change in Incurred Losses and Loss Adjustment Expenses**

A. Change in Incurred Losses and Loss Adjustment Expenses

Activity in claims unpaid and related expenses is summarized as follows:

	<u>2018</u>	<u>2017</u>
BALANCE — January 1	\$ 4,922,294	\$ 4,872,862
Incurred related to:		
Current year	21,636,660	75,426,331
Prior years	<u>(953,747)</u>	<u>(436,138)</u>
Total incurred	20,682,913	74,990,193
Paid related to:		
Current year	(16,792,922)	(70,504,037)
Prior years	<u>(3,968,547)</u>	<u>(4,436,724)</u>
Total paid	<u>(20,761,469)</u>	<u>(74,940,761)</u>
BALANCE — March 31/December 31	<u>\$ 4,843,738</u>	<u>\$ 4,922,294</u>

Reserves as of March 31, 2018 were \$4,843,738. As of March 31, 2017, \$3,968,547 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now 953,747 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$953,747 favorable prior-year development from December 31, 2017 to March 31, 2018. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

B. Information about Significant Changes in Methodologies and Assumptions

Not Applicable

Note 26 – Intercompany Pooling Arrangements

Not Applicable

Note 27 – Structured Settlements

Not Applicable

Note 28 – Health Care Receivables

Not Applicable

Note 29 – Participating Policies

Not Applicable

Note 30 – Premium Deficiency Reserves

No significant changes

Note 31 – Anticipated Salvage and Subrogation

Not Applicable

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change: _____
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? If yes, complete Schedule Y, Parts 1 and 1A. Yes [X] No []
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 3.4 Is the reporting entity publicly traded or a member of a publicly traded group? Yes [] No [X]
- 3.5 If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group. _____
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation. Yes [] No [X] N/A []
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2013
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/13/2015
- 6.4 By what department or departments?
Ohio Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated with the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

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

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
13. Amount of real estate and mortgages held in short-term investments: \$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]
- 14.2 If yes, please complete the following:

	1 Prior Year End Book/Adjusted Carrying Value		2 Current Quarter Book/Adjusted Carrying Value
14.21	\$ 0		\$ 0
14.22	0		0
14.23	0		0
14.24	0		0
14.25	0		0
14.26	0		0
14.27	\$ 0		\$ 0
14.28	\$ 0		\$ 0

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
- If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$ 0
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$ 0
- 16.3 Total payable for securities lending reported on the liability page: \$ 0
17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Wells Fargo Institutional Securities, LLC	45 Fremont St. 34th Flr, San Francisco, CA 94105
Robert W. Baird & Co.	1400 Rocky Ridge Dr. Ste. 250, Roseville, CA 95661

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

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

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]
- 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such ["...that have access to the investment accounts", "handle securities"].

1 Name of Firm or Individual	2 Affiliation
Wells Fargo Institutional Securities, LLC	U
Robert W. Baird & Co.	U
Treasury Manager, VSP	A

- 17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") manage more than 10% of the reporting entity's assets? Yes [X] No []
- 17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [] No [X]
- 17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
126292	Wells Fargo Institutional Securities, LLC	N/A	SEC	NO
8158	Robert W. Baird & Co.	N/A	SEC	NO

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

1	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	Investment Management Agreement (IMA) Filed
N/A	Treasury Manager, VSP	N/A	N/A	NO

18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? Yes [] No []

18.2 If no, list exceptions:

19. By self-designating 5*GI securities, the reporting entity is certifying the following elements for each self-designated 5*GI security:

- a. Documentation necessary to permit a full credit analysis of the security does not exist.
- b. Issuer or obligor is current on all contracted interest and principal payments.
- c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.

Has the reporting entity self-designated 5*GI securities?

Yes [] No []

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:			
1.1 A&H loss percent			83.0 %
1.2 A&H cost containment percent			0.0 %
1.3 A&H expense percent excluding cost containment expenses			21.0 %
2.1 Do you act as a custodian for health savings accounts?	Yes []	No [X]	
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.			0
2.3 Do you act as an administrator for health savings accounts?	Yes []	No [X]	
2.4 If yes, please provide the amount of funds administered as of the reporting date.			0
3. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states?.....	Yes []	No [X]	
3.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile or the reporting entity?.....	Yes []	No [X]	

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

1 State, Etc.	2 Active Status (a)	Direct Business Only							
		3 Accident and Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life and Annuity Premiums and Other Considerations	8 Property/Casualty Premiums	9 Total Columns 2 through 7	10 Deposit-Type Contracts
1. Alabama.....AL	N								0
2. Alaska.....AK	N								0
3. Arizona.....AZ	N								0
4. Arkansas.....AR	N								0
5. California.....CA	N								0
6. Colorado.....CO	N								0
7. Connecticut.....CT	N								0
8. Delaware.....DE	N								0
9. District of Columbia.....DC	N								0
10. Florida.....FL	N								0
11. Georgia.....GA	N								0
12. Hawaii.....HI	N								0
13. Idaho.....ID	N								0
14. Illinois.....IL	N								0
15. Indiana.....IN	N								0
16. Iowa.....IA	N								0
17. Kansas.....KS	N								0
18. Kentucky.....KY	N								0
19. Louisiana.....LA	N								0
20. Maine.....ME	N								0
21. Maryland.....MD	N								0
22. Massachusetts.....MA	N								0
23. Michigan.....MI	N								0
24. Minnesota.....MN	N								0
25. Mississippi.....MS	N								0
26. Missouri.....MO	N								0
27. Montana.....MT	N								0
28. Nebraska.....NE	N								0
29. Nevada.....NV	N								0
30. New Hampshire.....NH	N								0
31. New Jersey.....NJ	N								0
32. New Mexico.....NM	N								0
33. New York.....NY	N								0
34. North Carolina.....NC	N								0
35. North Dakota.....ND	N								0
36. Ohio.....OH	L	24,593,267							24,593,267
37. Oklahoma.....OK	N								0
38. Oregon.....OR	N								0
39. Pennsylvania.....PA	N								0
40. Rhode Island.....RI	N								0
41. South Carolina.....SC	N								0
42. South Dakota.....SD	N								0
43. Tennessee.....TN	N								0
44. Texas.....TX	N								0
45. Utah.....UT	N								0
46. Vermont.....VT	N								0
47. Virginia.....VA	N								0
48. Washington.....WA	N								0
49. West Virginia.....WV	N								0
50. Wisconsin.....WI	N								0
51. Wyoming.....WY	N								0
52. American Samoa.....AS	N								0
53. Guam.....GU	N								0
54. Puerto Rico.....PR	N								0
55. U.S. Virgin Islands.....VI	N								0
56. Northern Mariana Islands.....MP	N								0
57. Canada.....CAN	N								0
58. Aggregate Other alien.....OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal.....	XXX	24,593,267	0	0	0	0	0	0	24,593,267
60. Reporting entity contributions for Employee Benefit Plans.....	XXX								0
61. Total (Direct Business).....	XXX	24,593,267	0	0	0	0	0	0	24,593,267

DETAILS OF WRITE-INS

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

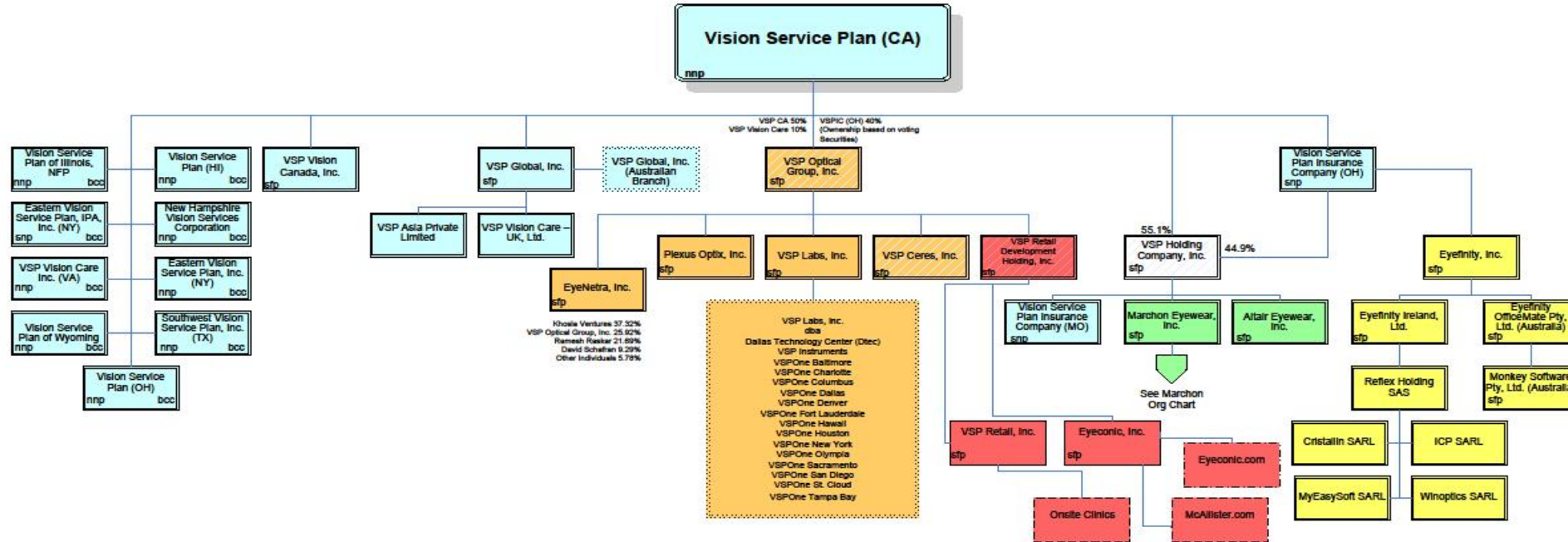
(a) Active Status Count

L - Licensed or Chartered - Licensed insurance carrier or domiciled RRG.....	1	R - Registered - Non-domiciled RRGs.....	0
E - Eligible - Reporting entities eligible or approved to write surplus lines in the state.....	0	Q - Qualified - Qualified or accredited reinsurer.....	0
		N - None of the above - Not allowed to write business in the state.....	56

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



Q15

Legend

	Vision Benefits Company
	Eyewear Company
	Practice Solutions Company
	Ophthalmic Operations Company
	Holding Company
	Corporate division or DBA
	Joint Venture
	Retail

Corporate Ownership Key

nnp	Non-Stock, non-profit corporation
snp	Stock, non-profit corporation
sfp	Stock, for-profit corporation
bcc	Board-controlled corporation
XX%	Ownership percentage

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

Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Eastern Vision Service Plan, Inc.	22-2777159	47029	Altair Eyewear, Inc.	68-0295156
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyeconic, Inc.	27-3107295
New Hampshire Vision Services Corporation	23-7375685	None	Eyefinity, Inc.	68-0450459
Southwest Vision Service Plan, Inc.	75-1769288	None	Marchon Eyewear, Inc.	11-2617364
Vision Service Plan (CA)	94-1632821	None	Plexus Optix, Inc.	27-0621213
Vision Service Plan (HI)	99-0247673	None	VSP Ceres, Inc.	27-5016913
Vision Service Plan (OH)	31-0725743	54380	VSP Global, Inc.	27-0933693
Vision Service Plan Insurance Company (OH)	06-1227840	39616	VSP Holding Company, Inc.	26-1998746
Vision Service Plan Insurance Company (MO)	36-3560825	32395	VSP Labs, Inc.	27-0621143
Vision Service Plan of Illinois, NFP	20-0891619	12516	VSP Optical Group, Inc.	27-0621064
Vision Service Plan of Wyoming	83-0212963	None	VSP Retail Development Holding, Inc.	48-5993037
VSP Vision Care, Inc.	23-7089668	53031	VSP Retail, Inc.	46-5406960

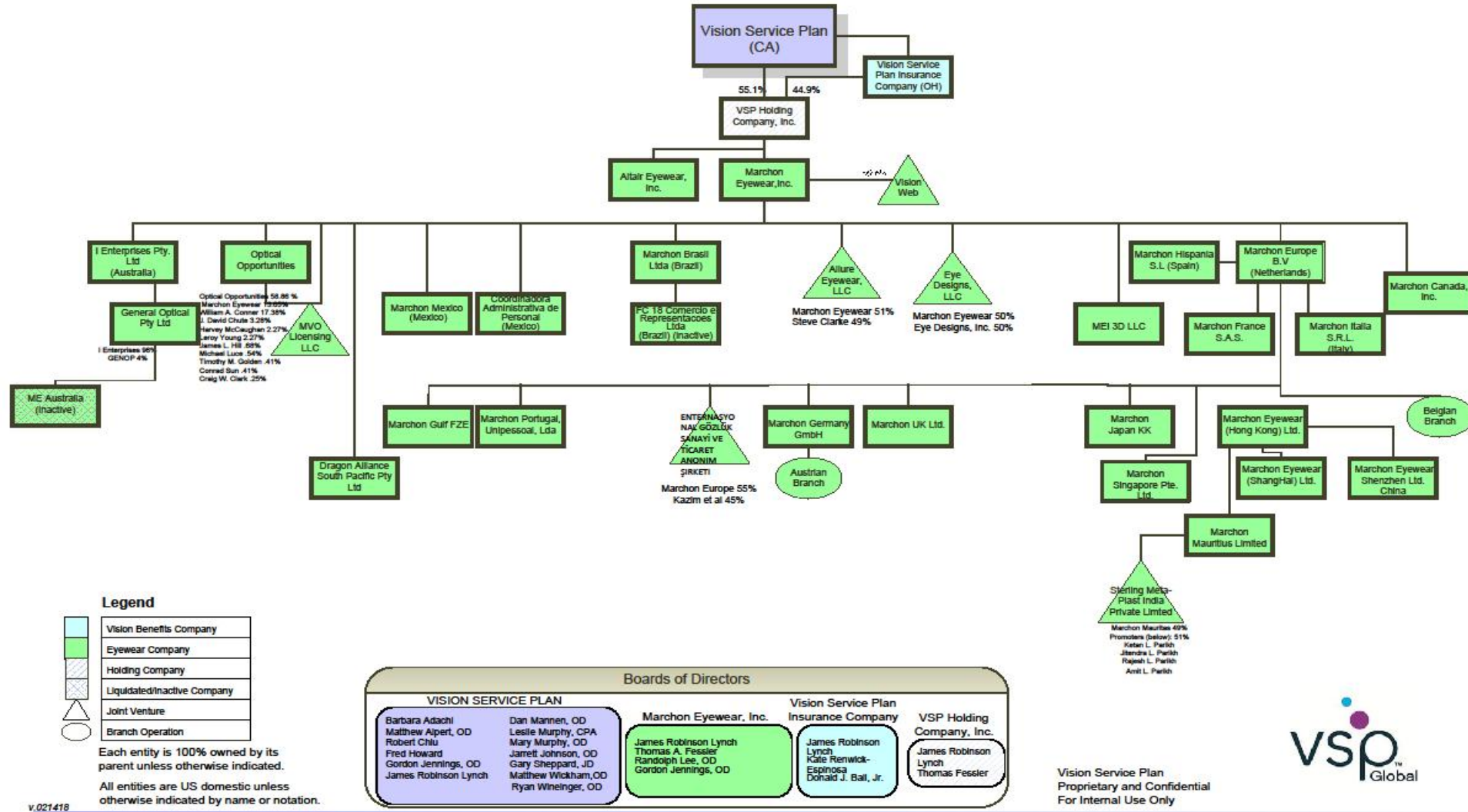


Vision Service Plan
Proprietary and Confidential
For Internal Use Only

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Marchon Eyewear, Inc.



Q15.1

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*	
Members																
016	Vision Serv Plan Group	00000	56-2355483				Allure Eyewear, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	51.000	Vision Service Plan (California)	N		
		00000	68-0295156				Altair Eyewear, Inc.	USA	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	N		
		00000					Coordinadora Administrativa de Personal	MEX	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N		
		00000					Cristallin SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N		
		00000					Dragon Alliance South Pacific Pty Ltd	AUS	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N		
		00000	20-1949500				Eastern Vision Service Plan IPA, Inc.	USA	IA	Vision Service Plan (California)	Board			Vision Service Plan (California)	N	
		00000	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 Comercio 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	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
		00000	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	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	
							Vision Service Plan Insurance Company (Missouri)	USA	IA	VSP Holding Company, Inc.	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	32395	36-3560825				Vision Service Plan of Illinois, NFP	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	12516	20-0891619				Vision Service Plan of Wyoming (Wyoming)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000	83-0212963				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	

Q16.1

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

NO

Explanation:

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

Bar Code:



Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other-than-temporary impairment recognized.....		
8. Deduct current year's depreciation.....		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	26,006,044	18,557,496
2. Cost of bonds and stocks acquired.....	1,297,569	11,919,220
3. Accrual of discount.....	2,988	3,518
4. Unrealized valuation increase (decrease).....	(431,415)	1,879,322
5. Total gain (loss) on disposals.....	106,693	639,903
6. Deduct consideration for bonds and stocks disposed of.....	1,938,713	6,990,556
7. Deduct amortization of premium.....	570	2,860
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10).....	25,042,597	26,006,044
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	25,042,597	26,006,044

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	9,577,318	3,591,547	3,035,000	5,319	10,139,184			9,577,318
2. NAIC 2 (a).....	701,246			(84)	701,162			701,246
3. NAIC 3 (a).....					.0			
4. NAIC 4 (a).....					.0			
5. NAIC 5 (a).....					.0			
6. NAIC 6 (a).....					.0			
7. Total Bonds.....	10,278,564	3,591,547	3,035,000	5,235	10,840,346	.0	.0	10,278,564
PREFERRED STOCK								
8. NAIC 1.....					.0			
9. NAIC 2.....					.0			
10. NAIC 3.....					.0			
11. NAIC 4.....					.0			
12. NAIC 5.....					.0			
13. NAIC 6.....					.0			
14. Total Preferred Stock.....	.0	.0	.0	.0	.0	.0	.0	.0
15. Total Bonds and Preferred Stock.....	10,278,564	3,591,547	3,035,000	5,235	10,840,346	.0	.0	10,278,564

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(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....1,309,364; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 NONE Par Value	3 Market Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....		XXX.....			

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	.0	7,103,331
2. Cost of short-term investments acquired.....		1,420,062
3. Accrual of discount.....		9,769
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....		8,530,192
7. Deduct amortization of premium.....		2,971
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	.0	.0
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	.0	.0

**Sch. DB - Pt. A - Verification
NONE**

**Sch. DB - Pt. B - Verification
NONE**

**Sch. DB - Pt. C - Sn. 1
NONE**

**Sch. DB - Pt. C - Sn. 2
NONE**

**Sch. DB - Verification
NONE**

SCHEDULE E - PART 2 - VERIFICATION

Cash Equivalents

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	8,463,789	
2. Cost of cash equivalents acquired.....	34,472,144	78,206,932
3. Accrual of discount.....	2,817	2,032
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	32,421,170	69,745,174
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	10,517,580	8,463,789
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	10,517,580	8,463,789

**Sch. A - Pt. 2
NONE**

**Sch. A - Pt. 3
NONE**

**Sch. B - Pt. 2
NONE**

**Sch. B - Pt. 3
NONE**

**Sch. BA - Pt. 2
NONE**

**Sch. BA - Pt. 3
NONE**

SCHEDULE D - PART 3

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

1	2		3	4	5		6	7	8	9	10		
CUSIP Identification	Description		Foreign	Date Acquired	Name of Vendor		Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)		
Common Stocks - Industrial and Miscellaneous													
015351	10	9		01/08/2018	RW Baird		271.000	33,053	XXX		L		
075887	10	9		02/06/2018	RW Baird		32.000	7,087	XXX		L		
084670	70	2		02/28/2018	RW Baird		172.000	35,591	XXX		L		
09247X	10	1		03/09/2018	RW Baird		85.000	47,800	XXX		L		
09857L	10	8		03/07/2018	RW Baird		3.000	6,344	XXX		L		
114340	10	2		02/14/2018	RW Baird		1,644.000	41,582	XXX		L		
171798	10	1		01/08/2018	RW Baird		160.000	20,584	XXX		L		
21036P	10	8		03/23/2018	RW Baird		28.000	6,233	XXX		L		
222070	20	3		01/08/2018	RW Baird		1,153.000	23,585	XXX		L		
25179M	10	3		02/09/2018	RW Baird		740.000	28,105	XXX		L		
285512	10	9		03/07/2018	RW Baird		296.000	36,454	XXX		L		
30303M	10	2		03/29/2018	RW Baird		196.000	32,291	XXX		L		
33616C	10	0		01/16/2018	RW Baird		99.000	8,674	XXX		L		
375558	10	3		03/07/2018	RW Baird		207.000	15,765	XXX		L		
410345	10	2		01/08/2018	RW Baird		1,231.000	26,602	XXX		L		
441593	10	0		03/13/2018	RW Baird		878.000	41,696	XXX		L		
461202	10	3		03/07/2018	RW Baird		221.000	37,169	XXX		L		
494368	10	3		01/08/2018	RW Baird		498.000	59,376	XXX		L		
55303A	10	5		01/09/2018	RW Baird		1,350.000	38,765	XXX		L		
55354G	10	0		02/06/2018	RW Baird		347.000	48,913	XXX		L		
562750	10	9		01/09/2018	RW Baird		613.000	31,152	XXX		L		
59156R	10	8		01/30/2018	RW Baird		424.000	21,375	XXX		L		
594918	10	4		02/01/2018	RW Baird		420.000	37,565	XXX		L		
60871R	20	9		02/21/2018	RW Baird		436.000	36,185	XXX		L		
703395	10	3		01/09/2018	RW Baird		993.000	37,384	XXX		L		
718172	10	9		01/08/2018	RW Baird		469.000	48,907	XXX		L		
75886F	10	7		01/08/2018	RW Baird		236.000	89,431	XXX		L		
79546E	10	4		01/09/2018	RW Baird		2,047.000	36,429	XXX		L		
810186	10	6		03/28/2018	RW Baird		192.000	16,315	XXX		L		
82968B	10	3		03/07/2018	RW Baird		7,840.000	44,898	XXX		L		
87901J	10	5		01/08/2018	RW Baird		899.000	13,040	XXX		L		
882508	10	4		03/16/2018	RW Baird		232.000	24,687	XXX		L		
883556	10	2		03/05/2018	RW Baird		213.000	45,561	XXX		L		
891160	50	9		03/01/2018	RW Baird		213.000	12,445	XXX		L		
90130A	20	0		02/08/2018	RW Baird		164.000	5,776	XXX		L		
910047	10	9		02/05/2018	RW Baird		604.000	40,525	XXX		L		
92826C	83	9		02/06/2018	RW Baird		53.000	6,189	XXX		L		
983134	10	7		02/01/2018	RW Baird		63.000	10,654	XXX		L		
G5960L	10	3	C	01/08/2018	RW Baird		479.000	40,982	XXX		L		
G6672I	10	4		01/08/2018	RW Baird		266.000	14,491	XXX		L		
N22717	10	7	C	01/09/2018	RW Baird		169.000	19,851	XXX		L		
9099999	Total - Common Stocks - Industrial and Miscellaneous									1,229,511	XXX	0	XXX
Common Stocks - Mutual Funds													
464287	40	8		01/19/2018	RW Baird		39.000	4,624	XXX		L		
464287	59	8		01/19/2018	RW Baird		33.000	4,249	XXX		L		
464288	24	0		01/19/2018	RW Baird		140.000	7,375	XXX		L		
46432F	84	2		01/19/2018	RW Baird		124.000	8,637	XXX		U		

QE04

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
78464A 50 8	SPDR S&P 500 VALUE ETF.....		01/19/2018.....	RW Baird.....	335.000	10,673	XXX		L.....
808524 40 9	SCHWAB US LARGE CAP VALUE ETF.....		03/22/2018.....	RW Baird.....	108.709	5,821	XXX		L.....
921909 76 8	VANGUARD TOTAL INTERNATIONAL STK ETF.....		01/19/2018.....	RW Baird.....	145.000	8,696	XXX		L.....
922042 77 5	VANGUARD FTSE ALL WORLD EX US ETF.....		01/19/2018.....	RW Baird.....	128.000	7,388	XXX		L.....
92206C 71 4	VANGUARD RUSSELL 1000 VALUE ETF.....		01/19/2018.....	RW Baird.....	47.000	5,288	XXX		L.....
922908 74 4	VANGUARD VALUE ETF.....		01/19/2018.....	RW Baird.....	48.000	5,307	XXX		L.....
9299999	Total - Common Stocks - Mutual Funds.....					68,058	XXX	0	XXX.....
9799997	Total - Common Stocks - Part 3.....					1,297,569	XXX	0	XXX.....
9799999	Total - Common Stocks.....					1,297,569	XXX	0	XXX.....
9899999	Total - Preferred and Common Stocks.....					1,297,569	XXX	0	XXX.....
9999999	Total - Bonds, Preferred and Common Stocks.....					1,297,569	XXX	0	XXX.....

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

QE04.1

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For ei g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than- Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous																					
24422E	ST 7		01/16/2018	Maturity @ 100.0		500,000	500,000	501,355	500,045		(45)		(45)		500,000			0	3,375	01/16/2018	1FE
48124J	SZ 2		02/20/2018	Maturity @ 100.00		250,000	250,000	250,000	250,000				0		250,000			0	1,410	02/20/2018	1FE
3899999	Total - Bonds - Industrial and Miscellaneous																				
8399997	Total - Bonds - Part 4																				
8399999	Total - Bonds																				
Common Stocks - Industrial and Miscellaneous																					
015351	10 9		02/01/2018	RW Baird	344,000	40,973	XXX	42,859	8,730	1,076			1,076		42,859		(1,886)	(1,886)		XXX	L
02079K	30 5		01/08/2018	RW Baird	6,000	6,699	XXX	1,830	6,320	(4,491)			(4,491)		1,830		4,869	4,869		XXX	L
192422	10 3		01/29/2018	RW Baird	704,000	45,929	XXX	14,277	43,057	(28,780)			(28,780)		14,277		31,652	31,652		XXX	L
256746	10 8		03/07/2018	RW Baird	845,000	75,035	XXX	74,385	90,677	(16,292)			(16,292)		74,385		650	650		XXX	L
345370	86 0		03/01/2018	RW Baird	3,885,000	40,855	XXX	48,325	48,524	(198)			(198)		48,325		(7,470)	(7,470)	1,088	XXX	L
354613	10 1		01/08/2018	RW Baird	257,000	11,312	XXX	8,481	11,136	(2,655)			(2,655)		8,481		2,831	2,831		XXX	L
416515	10 4		02/02/2018	RW Baird	160,000	9,351	XXX	6,526	9,005	(2,479)			(2,479)		6,526		2,825	2,825	67	XXX	L
46625H	10 0		03/01/2018	RW Baird	245,000	27,820	XXX	15,254	26,200	(10,947)			(10,947)		15,254		12,567	12,567	79	XXX	L
48203R	10 4		03/22/2018	RW Baird	1,245,000	32,687	XXX	30,897	35,483	(4,586)			(4,586)		30,897		1,790	1,790	76	XXX	L
494368	10 3		03/28/2018	RW Baird	159,000	17,683	XXX	18,958		0			0		18,958		(1,275)	(1,275)		XXX	L
571748	10 2		01/04/2018	RW Baird	80,000	6,609	XXX	5,257	6,511	(1,254)			(1,254)		5,257		1,352	1,352		XXX	L
61174X	10 9		01/10/2018	RW Baird	195,000	12,400	XXX	5,157	12,342	(7,185)			(7,185)		5,157		7,244	7,244		XXX	L
617446	44 8		02/27/2018	RW Baird	846,000	46,836	XXX	20,924	44,390	(23,466)			(23,466)		20,924		25,912	25,912	40	XXX	L
693475	10 5		01/30/2018	RW Baird	77,000	12,131	XXX	6,522	11,110	(4,588)			(4,588)		6,522		5,608	5,608		XXX	L
703395	10 3		03/05/2018	RW Baird	993,000	24,751	XXX	37,384		0			0		37,384		(12,633)	(12,633)	258	XXX	L
717081	10 3		01/08/2018	RW Baird	393,000	14,311	XXX	13,653	14,234	(582)			(582)		13,653		658	658		XXX	L
742718	10 9		03/22/2018	RW Baird	10,000	771	XXX	830	919	(89)			(89)		830		(58)	(58)	7	XXX	L
75886F	10 7		02/06/2018	RW Baird	204,000	69,533	XXX	79,640	31,581	2,586			2,586		79,640		(10,106)	(10,106)		XXX	L
855244	10 9		01/26/2018	RW Baird	639,000	36,494	XXX	35,487	36,698	(1,211)			(1,211)		35,487		1,007	1,007		XXX	L
913017	10 9		02/14/2018	RW Baird	13,000	1,638	XXX	1,309	1,658	(349)			(349)		1,309		329	329		XXX	L
983134	10 7		03/05/2018	RW Baird	356,000	58,356	XXX	42,195	49,397	(17,856)			(17,856)		42,195		16,161	16,161	178	XXX	L
98978V	10 3		01/10/2018	RW Baird	189,000	13,907	XXX	7,901	13,616	(5,714)			(5,714)		7,901		6,005	6,005		XXX	L
9099999	Total - Common Stocks - Industrial and Miscellaneous																				
Common Stocks - Mutual Funds																					
464287	59 8		01/08/2018	RW Baird	2,144,000	271,084	XXX	262,961	266,585	(3,624)			(3,624)		262,961		8,123	8,123		XXX	L
464287	61 4		01/08/2018	RW Baird	1,190,000	165,479	XXX	157,651	160,269	(2,618)			(2,618)		157,651		7,828	7,828		XXX	L
464287	63 0		01/09/2018	RW Baird	1,138,000	145,446	XXX	142,876	143,104	(228)			(228)		142,876		2,571	2,571		XXX	L
808524	40 9		01/19/2018	RW Baird	11,000	622	XXX	484	601	(118)			(118)		484		138	138		XXX	L
9299999	Total - Common Stocks - Mutual Funds																				
9799997	Total - Common Stocks - Part 4																				

QE05

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
9799999	Total - Common Stocks.....					.....1,188,713	XXX	.....1,082,020	.....1,072,145	.....(135,647)	.....0	.....0	.....(135,647)	.....0	.....1,082,020	.....0	.....106,693	.....106,693	.....1,793	XXX	XXX
9899999	Total - Preferred and Common Stocks.....					.....1,188,713	XXX	.....1,082,020	.....1,072,145	.....(135,647)	.....0	.....0	.....(135,647)	.....0	.....1,082,020	.....0	.....106,693	.....106,693	.....1,793	XXX	XXX
9999999	Total - Bonds, Preferred and Common Stocks.....					.....1,938,713	XXX	.....1,833,375	.....1,822,190	.....(135,647)	.....(45)	.....0	.....(135,692)	.....0	.....1,832,020	.....0	.....106,693	.....106,693	.....6,578	XXX	XXX

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

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

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

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

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

**Sch. DL - Pt. 1
NONE**

**Sch. DL - Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
Wells Fargo Securities Sacramento, CA.....		.2070		2,095	250,132	250,118	250,103	XXX
Bank of America - Checking..... Sacramento, CA.....					3,039,465	3,739,786	624,241	XXX
0199998. Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	XXX	XXX			72,255	(0)	(0)	XXX
0199999. Total Open Depositories.....	XXX	XXX	0	2,095	3,361,852	3,989,904	874,344	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	0	2,095	3,361,852	3,989,904	874,344	XXX
0599999. Total Cash.....	XXX	XXX	0	2,095	3,361,852	3,989,904	874,344	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due & Accrued	9 Amount Received During Year
U.S. Government Bonds - Issuer Obligations								
	UNITED STATES TREASURY.....		03/28/2018.....		04/12/2018.....	1,309,364		174
0199999	U.S. Government Bonds - Issuer Obligations.....					1,309,364	.0	174
0599999	Total - U.S. Government Bonds.....					1,309,364	.0	174
Total Bonds								
7799999	Subtotals - Issuer Obligations.....					1,309,364	.0	174
8399999	Subtotals - Bonds.....					1,309,364	.0	174
Other Cash Equivalents								
	BLKRK LQ:T-FUND;INSTL.....		03/30/2018.....	1.550		9,075,467	.6,749	
	DREYFUS GOVT SECS;INST.....		03/29/2018.....	1.450		130,742		174
	WELLS FRGO TREASURY PLUS CL I MMF.....		03/29/2018.....	1.490		2,007	.0	6
8799999	Total - Other Cash Equivalents.....					9,208,216	.6,749	180
8899999	Total - Cash Equivalents.....					10,517,580	.6,749	354

QE13