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

HEALTH QUARTERLY STATEMENT

As of June 30, 2018

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		
Statutory Statement Contact	Laura Olson *(Name)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*	916-463-9040 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Kate Alison Renwick-Espinosa	President	2. Michael J. Guyette #	Secretary
3. Daniel Joseph Schauer	Treasurer	4.	

OTHER

DIRECTORS OR TRUSTEES

Kate Alison Renwick-Espinosa   Michael J. Guyette #   Fessler Allan Thomas #

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 26th day of July 2018
By: Kate Alison Renwick-Espinosa, Michael J. Guyette, Daniel Joseph Schauer
Pamela Kropf

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

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	8,783,418		8,783,418	10,278,564
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	15,587,442		15,587,442	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 $..........0 encumbrances)			0	
5. Cash ($.....1,015,234), cash equivalents ($.....9,785,581) and short-term investments ($..........0)	10,800,815		10,800,815	9,365,398
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities	12,852		12,852	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)	35,184,527	0	35,184,527	35,377,509
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	53,399		53,399	46,318
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,969,900	58,082	2,911,818	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 ($..........0)			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	4,154,085	16,376	4,137,709	4,119,047
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset			0	
19. Guaranty funds receivable or on deposit	426,584		426,584	426,584
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	194,674		194,674	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)	42,983,169	74,458	42,908,711	42,790,967
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	42,983,169	74,458	42,908,711	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 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1.	Claims unpaid (less $..........0 reinsurance ceded)	4,679,353		4,679,353	4,849,081
2.	Accrued medical incentive pool and bonus amounts			0	
3.	Unpaid claims adjustment expenses	73,862		73,862	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	500,230		500,230	348,547
9.	General expenses due or accrued	2,072,603		2,072,603	146,155
10.1	Current federal and foreign income tax payable and interest thereon (including $..........0 on realized gains (losses))	1,023,820		1,023,820	3,002,567
10.2	Net deferred tax liability	329,390		329,390	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	1,441,196		1,441,196	1,545,091
14.	Borrowed money (including $..........0 current) and interest thereon $..........0 (including $..........0 current)			0	
15.	Amounts due to parent, subsidiaries and affiliates	985,768		985,768	1,968,241
16.	Derivatives			0	
17.	Payable for securities	8,112		8,112	
18.	Payable for securities lending			0	
19.	Funds held under reinsurance treaties with ($..........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	569,328		569,328	588,722
23.	Aggregate write-ins for other liabilities (including $..........0 current)	1,003,056	0	1,003,056	1,492,005
24.	Total liabilities (Lines 1 to 23)	12,686,718	0	12,686,718	14,494,276
25.	Aggregate write-ins for special surplus funds	XXX	XXX	0	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	29,721,993	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	30,221,993	28,296,691
34.	Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	42,908,711	42,790,967

DETAILS OF WRITE-INS

		1	2	3	4
2301.	Taxes, licenses and fees due or accrued	941,434		941,434	1,435,668
2302.	Escheatable checks	61,622		61,622	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)	1,003,056	0	1,003,056	1,492,005
2501.	Health Insurer Assessment	XXX	XXX		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	0	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	7,886,706	7,869,721	15,692,259
2. Net premium income (including $..........0 non-health premium income)	XXX	49,218,301	49,137,416	98,020,346
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....9,235,047 medical expenses)	XXX	1,413,639	1,492,995	2,840,735
5. Risk revenue	XXX	14,753	16,911	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	50,646,693	50,647,322	100,894,861
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services		38,588,480	39,106,386	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	38,588,480	39,106,386	73,144,774
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	38,588,480	39,106,386	73,144,774
19. Non-health claims (net)				
20. Claims adjustment expenses, including $..........0 cost containment expenses		701,418	599,868	1,258,614
21. General administrative expenses		8,419,598	6,048,850	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	47,709,496	45,755,104	86,933,496
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	2,937,197	4,892,218	13,961,365
25. Net investment income earned		245,825	167,154	364,976
26. Net realized capital gains (losses) less capital gains tax of $.....73,038		274,760	365,664	415,937
27. Net investment gains or (losses) (Lines 25 plus 26)	0	520,585	532,818	780,913
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $..........0) (amount charged off $.....3,816)]		(3,816)	(9,753)	(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	3,453,966	5,415,283	14,733,181
31. Federal and foreign income taxes incurred	XXX	1,075,380	1,757,065	4,864,637
32. Net income (loss) (Lines 30 minus 31)	XXX	2,378,586	3,658,218	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	2,378,586	3,658,218	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 $.....(129,825)	(488,391)	370,051	1,710,423
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	21,439	7,525	(224,247)
39. Change in nonadmitted assets	13,668	21,364	(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)	1,925,302	4,057,158	3,106,422
49. Capital and surplus end of reporting period (Line 33 plus 48)	30,221,993	29,247,427	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	49,291,281	48,888,821	97,242,141
2. Net investment income	233,890	158,550	345,807
3. Miscellaneous income	1,428,392	1,509,906	2,874,515
4. Total (Lines 1 through 3)	50,953,563	50,557,277	100,462,463
5. Benefit and loss related payments	38,758,208	38,783,585	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	7,731,088	7,192,755	14,380,705
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	3,127,165	4,716,743	6,199,026
10. Total (Lines 5 through 9)	49,616,461	50,693,083	93,677,752
11. Net cash from operations (Line 4 minus Line 10)	1,337,103	(135,806)	6,784,711
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,500,000		312,000
12.2 Stocks	2,205,515	5,279,548	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	8,112		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	3,713,627	5,279,548	6,990,556
13. Cost of investments acquired (long-term only):			
13.1 Bonds		1,929,330	4,600,070
13.2 Stocks	2,335,894	5,690,048	7,319,151
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	6,785	423,524	414,794
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,342,679	8,042,902	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)	1,370,948	(2,763,354)	(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)	(1,272,633)	404,585	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)	(1,272,633)	404,585	(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)	1,435,417	(2,494,575)	(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)	10,800,815	11,311,623	9,365,398

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	1,302,358				1,302,358					
2. First Quarter	1,316,828				1,316,828					
3. Second Quarter	1,310,034				1,310,034					
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	7,886,706				7,886,706					
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	222,823				222,823					
9. Total	222,823	0	0	0	222,823	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	49,218,301				49,218,301					
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	49,218,301				49,218,301					
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	38,758,208				38,758,208					
18. Amount Incurred for Provision of Health Care Services	38,588,480				38,588,480					

(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	991,655					991,655
0199999. Individually Listed Claims Unpaid	991,655	0	0	0	0	991,655
0499999. Subtotals	991,655	0	0	0	0	991,655
0599999. Unreported Claims and Other Claim Reserves						3,687,698
0799999. Total Claims Unpaid						4,679,353

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	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only	3,978,915	34,779,293	16,378	4,662,975	3,995,293	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)	3,978,915	34,779,293	16,378	4,662,975	3,995,293	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)	3,978,915	34,779,293	16,378	4,662,975	3,995,293	4,849,081

(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	$ 2,378,586	$ 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	$ 2,378,586	$ 9,868,544
SURPLUS					
(5) Vision Service Plan Company state basis (Page 3, line 33, Columns 3 & 4)	XXX	XXX	XXX	$ 30,221,993	$ 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	$ 30,221,993	$ 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	$ 15,587,442	$	$	$ 15,587,442	$
Total	$ 15,587,442	$	$	$ 15,587,442	$
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	$ 8,659,333	$ 8,783,418	$ 150,181	$ 8,509,152	$	$	$
Common Stock	$ 15,587,442	$ 15,587,442	$ 15,587,442	$	$	$	$
Cash Equivalents	$ 9,785,745	$ 9,785,581	$ 6,789,195	$ 2,996,550	$	$	$

D. Not Practicable to Estimate Fair Value

Not Applicable

Note 21 – Other Items

No significant changes

Note 22 – Events Subsequent

Subsequent events have been considered through August 13, 2018, the date on which the financial statements were available to be issued. There were no events occurring subsequent to the end of the quarter that merited recognition or disclosure in these statements.

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:

	2018	2017
BALANCE — January 1	$ 4,922,294	$ 4,872,862
Incurred related to:		
Current year	40,178,082	75,426,331
Prior years	(869,522)	(436,138)
Total incurred	39,308,560	74,990,193
Paid related to:		
Current year	(35,424,867)	(70,504,037)
Prior years	(4,052,772)	(4,436,724)
Total paid	(39,477,639)	(74,940,761)
BALANCE — June 30/December 31	$ 4,753,215	$ 4,922,294

Reserves as of June 30, 2018 were $4,753,215. As of June 30, 2018, $4,052,772 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now 869,522 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $869,522 favorable prior-year development from December 31, 2017 to June 30, 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? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

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 [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 194,674

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

		1 Prior Year End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	0	0
14.23	Common Stock	0	0
14.24	Short-Term Investments	0	0
14.25	Mortgage Loans on Real Estate	0	0
14.26	All Other	0	0
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]

If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $ 0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $ 0

16.3 Total payable for securities lending reported on the liability page: $ 0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [X] No [ ]

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

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

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

17.4 If yes, give full and complete information relating thereto:

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

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

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

17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") manage more than 10% of the reporting entity's assets? Yes [X] No [ ]

17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [ ] No [X]

17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

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
N/A	Treasury Manager, VSP	N/A	N/A	NO

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

18.2 If no, list exceptions:

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 [X]

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	78.0 %
1.2 A&H cost containment percent	0.0 %
1.3 A&H expense percent excluding cost containment expenses	17.0 %

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

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
	State, Etc.	Active Status (a)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1.	Alabama AL	N							0	
2.	Alaska AK	N							0	
3.	Arizona AZ	N							0	
4.	Arkansas AR	N							0	
5.	California CA	N							0	
6.	Colorado CO	N							0	
7.	Connecticut CT	N							0	
8.	Delaware DE	N							0	
9.	District of Columbia DC	N							0	
10.	Florida FL	N							0	
11.	Georgia GA	N							0	
12.	Hawaii HI	N							0	
13.	Idaho ID	N							0	
14.	Illinois IL	N							0	
15.	Indiana IN	N							0	
16.	Iowa IA	N							0	
17.	Kansas KS	N							0	
18.	Kentucky KY	N							0	
19.	Louisiana LA	N							0	
20.	Maine ME	N							0	
21.	Maryland MD	N							0	
22.	Massachusetts MA	N							0	
23.	Michigan MI	N							0	
24.	Minnesota MN	N							0	
25.	Mississippi MS	N							0	
26.	Missouri MO	N							0	
27.	Montana MT	N							0	
28.	Nebraska NE	N							0	
29.	Nevada NV	N							0	
30.	New Hampshire NH	N							0	
31.	New Jersey NJ	N							0	
32.	New Mexico NM	N							0	
33.	New York NY	N							0	
34.	North Carolina NC	N							0	
35.	North Dakota ND	N							0	
36.	Ohio OH	L	49,218,301						49,218,301	
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	49,218,301	0	0	0	0	0	49,218,301	0
60.	Reporting entity contributions for Employee Benefit Plans	XXX							0	
61.	Total (Direct Business)	XXX	49,218,301	0	0	0	0	0	49,218,301	0

DETAILS OF WRITE-INS

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

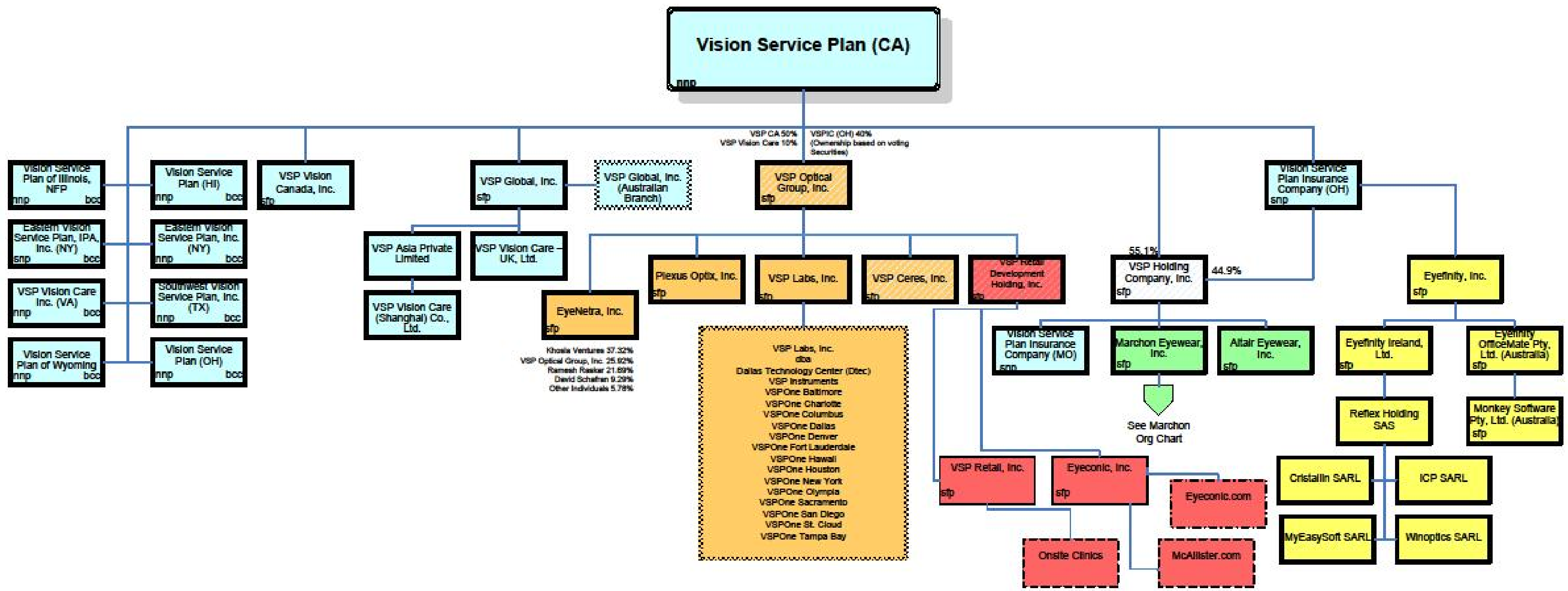
(a) Active Status Count

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

Insurance Entities	FEIN	NAIC
Eastern Vision Service Plan, Inc.	22-2777159	47029
Eastern Vision Service Plan IPA, Inc.	20-1949500	None
Southwest Vision Service Plan, Inc.	75-1769288	None
Vision Service Plan (CA)	94-1632821	None
Vision Service Plan (HI)	99-0247673	None
Vision Service Plan (OH)	31-0725743	54380
Vision Service Plan Insurance Company (OH)	06-1227840	39616
Vision Service Plan Insurance Company (MO)	36-3560825	32395
Vision Service Plan of Illinois, NFP	20-0891619	12516
Vision Service Plan of Wyoming	83-0212963	None
VSP Vision Care, Inc.	23-7089668	53031

Other Entities	FEIN
Altair Eyewear, Inc.	68-0295156
Eyeconic, Inc.	27-3107295
Eyefinity, Inc.	68-0450459
Marchon Eyewear, Inc.	11-2617364
Plexus Optix, Inc.	27-0621213
VSP Ceres, Inc.	27-5016913
VSP Global, Inc.	27-0933693
VSP Holding Company, Inc.	26-1998746
VSP Labs, Inc.	27-0621143
VSP Optical Group, Inc.	27-0621064
VSP Retail Development Holding, Inc.	[illegible]
VSP Retail, Inc.	46-5406960

Legend

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

Corporate Ownership Key

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

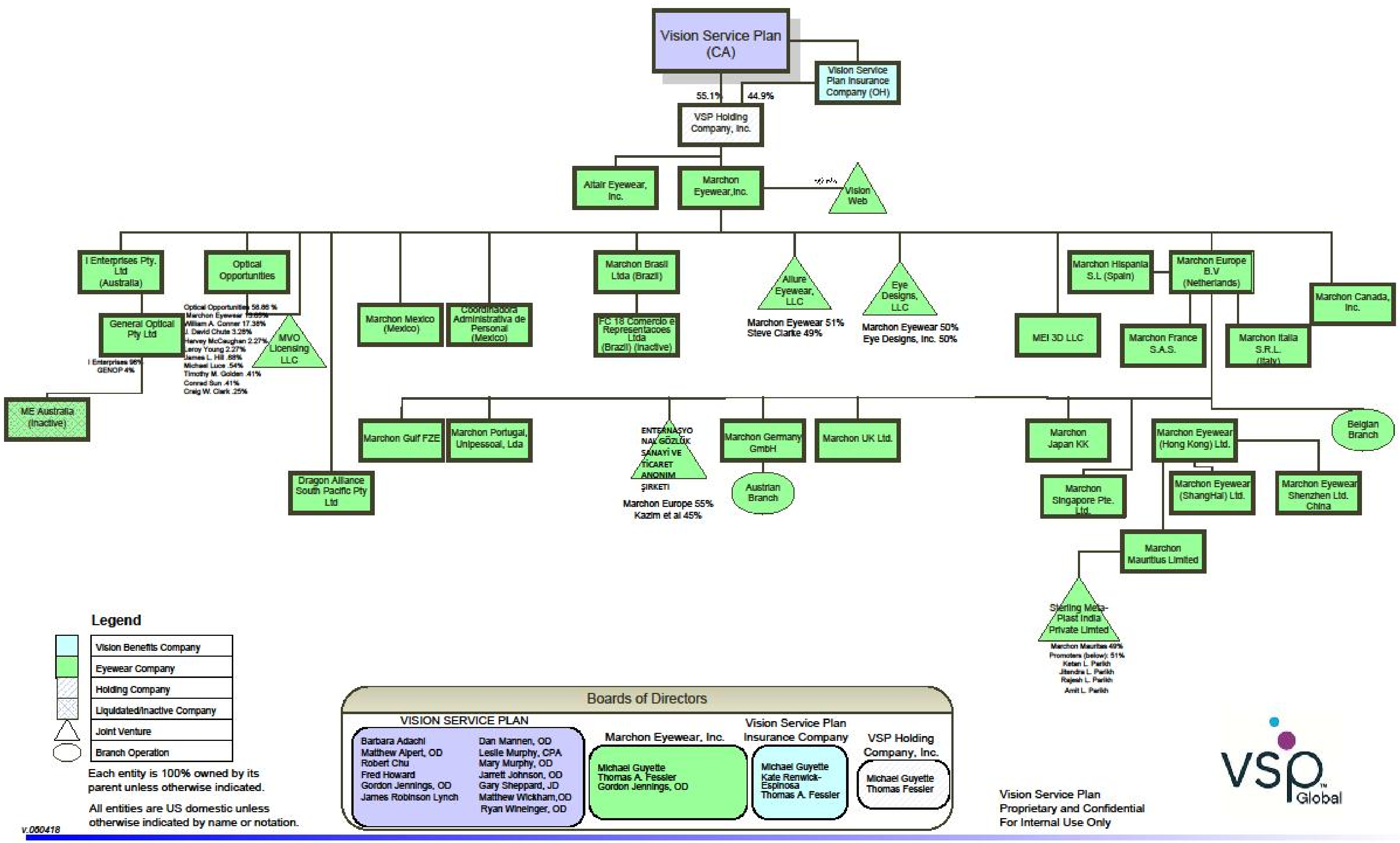
Each entity is 100% owned by its parent unless otherwise indicated.

v.061018

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

PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Marchon Eyewear, Inc.



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

PART 1 – ORGANIZATIONAL CHART

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
Members															
		00000	56-2355483				Allure Eyewear, LLC	USA	NIA	Marchon Eyewear, Inc.	Ownership	51.000	Vision Service Plan (California)	N	
		00000	68-0295156				Altair Eyewear, Inc.	USA	NIA	VSP Holding Company, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Coordinadora Administrativa de Personal	MEX	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Cristallin SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Dragon Alliance South Pacific Pty Ltd	AUS	NIA	Marchon Eyewear, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
		00000	20-1949500				Eastern Vision Service Plan IPA, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	47029	22-2777159				Eastern Vision Service Plan, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000					Entemasyon al Gozluk Sanayi VE Ticaret AS	TUR	NIA	Marchon Europe BV	Ownership	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	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	
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 (Shanghai) Co., Ltd.	CHN	NIA	VSP Asia Private Ltd.	Ownership	100.000	Vision Service Plan (California)	N	
		00000					VSP Vision Care - UK, Ltd.	GBR	NIA	VSP Global, Inc.	Ownership	100.000	Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	53031	23-7089668				VSP Vision Care, Inc. (Virginia)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000					Winoptics SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

		Response
1.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

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

Bar Code:

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

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
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	2,335,894	11,919,220
3. Accrual of discount	5,959	3,518
4. Unrealized valuation increase (decrease)	(618,216)	1,879,322
5. Total gain (loss) on disposals	347,798	639,903
6. Deduct consideration for bonds and stocks disposed of	3,705,515	6,990,556
7. Deduct amortization of premium	1,105	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)	24,370,860	26,006,044
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	24,370,860	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)	10,139,184	9,235,214	8,310,000	14,329	10,139,184	11,078,727		9,577,318
2. NAIC 2 (a)	701,162			(85)	701,162	701,078		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	10,840,346	9,235,214	8,310,000	14,244	10,840,346	11,779,804	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	10,840,346	9,235,214	8,310,000	14,244	10,840,346	11,779,804	0	10,278,564

(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 $.....2,996,386; NAIC 2 $..........0; NAIC 3 $..........0; NAIC 4 $..........0; NAIC 5 $..........0; NAIC 6 $..........0.

SCHEDULE DA - PART 1

Short-Term Investments

NONE

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999		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	82,513,847	78,206,932
3. Accrual of discount	14,625	2,032
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	81,206,681	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)	9,785,581	8,463,789
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	9,785,581	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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Common Stocks - Industrial and Miscellaneous									
00724F 10 1	ADOBE SYSTEM ORD		04/27/2018	RW Baird	90.000	19,925	XXX		L
00971T 10 1	AKAMAI TECHNOLOGIES ORD		04/27/2018	RW Baird	270.000	19,231	XXX		L
015351 10 9	ALEXION PHARMACEUTICALS ORD		04/27/2018	RW Baird	117.000	13,984	XXX		L
02079K 10 7	ALPHABET CL C ORD		04/27/2018	RW Baird	25.000	25,718	XXX		L
02079K 30 5	ALPHABET CL A ORD		04/27/2018	RW Baird	17.000	17,523	XXX		L
023135 10 6	AMAZON COM ORD		04/27/2018	RW Baird	30.000	47,549	XXX		L
025816 10 9	AMERICAN EXPRESS ORD		04/27/2018	RW Baird	141.000	14,046	XXX		L
03524A 10 8	ANHEUSER BUSCH ADR REP 1 ORD	C	04/27/2018	RW Baird	165.000	16,597	XXX		L
037833 10 0	APPLE ORD		06/29/2018	RW Baird	120.000	19,700	XXX		L
075887 10 9	BECTON DICKINSON ORD		06/22/2018	RW Baird	43.000	10,231	XXX		L
084670 70 2	BERKSHIRE HATHWAY CL B ORD		05/29/2018	RW Baird	50.000	9,552	XXX		L
09061G 10 1	BIOMARIN PHARMACEUTICAL ORD		06/15/2018	RW Baird	75.000	6,591	XXX		L
09062X 10 3	BIOGEN ORD		04/27/2018	RW Baird	65.000	17,839	XXX		L
09247X 10 1	BLACKROCK ORD		04/27/2018	RW Baird	36.000	18,898	XXX		L
10922N 10 3	BRIGHTHOUSE FINANCIAL ORD		06/15/2018	RW Baird	231.000	10,568	XXX		L
13645T 10 0	CANADIAN PACIFIC RAILWAY ORD		04/27/2018	RW Baird	50.000	9,226	XXX		L
149123 10 1	CATERPILLAR ORD		04/27/2018	RW Baird	83.000	12,071	XXX		L
151020 10 4	CELGENE ORD		04/27/2018	RW Baird	212.000	19,310	XXX		L
169656 10 5	CHIPOTLE MEXICAN GRILL ORD		04/27/2018	RW Baird	22.000	9,431	XXX		L
171798 10 1	CIMAREX ENERGY ORD		04/25/2018	RW Baird	36.000	3,604	XXX		L
191216 10 0	COCA-COLA ORD		04/27/2018	RW Baird	222.000	9,606	XXX		L
20030N 10 1	COMCAST CL A ORD		04/27/2018	RW Baird	560.000	18,032	XXX		L
22160K 10 5	COSTCO WHOLESALE ORD		04/27/2018	RW Baird	61.000	11,952	XXX		L
24906P 10 9	DENTSPLY SIRONA ORD		04/27/2018	RW Baird	255.000	12,847	XXX		L
25179M 10 3	DEVON ENERGY ORD		05/22/2018	RW Baird	375.000	14,935	XXX		L
254687 10 6	WALT DISNEY ORD		04/27/2018	RW Baird	161.000	16,050	XXX		L
278642 10 3	EBAY ORD		04/27/2018	RW Baird	284.000	10,837	XXX		L
278865 10 0	ECOLAB ORD		04/27/2018	RW Baird	110.000	16,150	XXX		L
29444U 70 0	EQUINIX REIT		06/21/2018	RW Baird	33.000	13,777	XXX		L
30303M 10 2	FACEBOOK CL A ORD		05/11/2018	RW Baird	196.000	34,393	XXX		L
375558 10 3	GILEAD SCIENCES ORD		04/03/2018	RW Baird	88.000	6,370	XXX		L
384802 10 4	WW GRAINGER ORD		04/27/2018	RW Baird	53.000	14,950	XXX		L
437076 10 2	HOME DEPOT ORD		04/27/2018	RW Baird	97.000	18,060	XXX		L
438516 10 6	HONEYWELL INTERNATIONAL ORD		04/27/2018	RW Baird	109.000	16,009	XXX		L
441593 10 0	HOULIHAN LOK CL A ORD		06/01/2018	RW Baird	213.000	10,470	XXX		L
44980X 10 9	IPG PHOTONICS ORD		06/22/2018	RW Baird	181.000	39,766	XXX		L
461202 10 3	INTUIT ORD		04/26/2018	RW Baird	48.000	8,894	XXX		L
478160 10 4	JOHNSON & JOHNSON ORD		04/27/2018	RW Baird	109.000	13,986	XXX		L
55303A 10 5	MGM GROWTH PROPERTIES CL A ORD		04/12/2018	RW Baird	450.000	12,243	XXX		L
579780 20 6	MCCORMICK ORD		04/27/2018	RW Baird	75.000	8,002	XXX		L
594918 10 4	MICROSOFT ORD		04/27/2018	RW Baird	337.000	32,146	XXX		L
68389X 10 5	ORACLE ORD		06/21/2018	RW Baird	363.000	16,526	XXX		L
697435 10 5	PALO ALTO NETWORKS ORD		04/27/2018	RW Baird	69.000	13,278	XXX		L
70450Y 10 3	PAYPAL HOLDINGS ORD		04/27/2018	RW Baird	214.000	15,900	XXX		L
713448 10 8	PEPSICO ORD		05/15/2018	RW Baird	141.000	13,636	XXX		L
723787 10 7	PIONEER NATURAL RESOURCE ORD		04/27/2018	RW Baird	60.000	11,984	XXX		L
74005P 10 4	PRAXAIR ORD		04/27/2018	RW Baird	73.000	11,210	XXX		L

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)
747525 10 3	QUALCOMM ORD		05/10/2018	RW Baird	183.000	9,781	XXX		L
756577 10 2	RED HAT ORD		04/27/2018	RW Baird	128.000	20,860	XXX		L
75886F 10 7	REGENERON PHARMACEUTICALS ORD		04/27/2018	RW Baird	33.000	10,095	XXX		L
79546E 10 4	SALLY BEAUTY HOLDINGS ORD		06/06/2018	RW Baird	789.000	11,908	XXX		L
806857 10 8	SCHLUMBERGER ORD	C	04/27/2018	RW Baird	260.000	18,086	XXX		L
808513 10 5	CHARLES SCHWAB ORD		04/27/2018	RW Baird	251.000	14,051	XXX		L
848637 10 4	SPLUNK ORD		04/27/2018	RW Baird	138.000	14,087	XXX		L
882508 10 4	TEXAS INSTRUMENTS ORD		04/27/2018	RW Baird	215.000	22,173	XXX		L
883556 10 2	THERMO FISHER SCIENTIFIC ORD		04/27/2018	RW Baird	110.000	23,441	XXX		L
90130A 20 0	TWENTY FIRST CENTURY FOX CL B ORD		06/25/2018	RW Baird	298.000	14,343	XXX		L
911312 10 6	UNITED PARCEL SERVICE CL B ORD		04/27/2018	RW Baird	141.000	16,054	XXX		L
91324P 10 2	UNITEDHEALTH GRP ORD		04/27/2018	RW Baird	92.000	22,047	XXX		L
92826C 83 9	VISA CL A ORD		04/27/2018	RW Baird	206.000	25,917	XXX		L
928563 40 2	VMWARE CL A ORD		04/27/2018	RW Baird	75.000	9,963	XXX		L
98850P 10 9	YUM CHINA ORD	C	04/27/2018	RW Baird	336.000	14,048	XXX		L
98978V 10 3	ZOETIS CL A ORD		04/27/2018	RW Baird	189.000	15,988	XXX		L
9099999. Total - Common Stocks - Industrial and Miscellaneous						1,006,445	XXX	0	XXX
Common Stocks - Mutual Funds									
464287 40 8	ISHARES S&P 500 VALUE ETF		04/26/2018	RW Baird	44.000	4,880	XXX		L
464287 59 8	ISHARES RUSSELL 1000 VALUE ETF		04/26/2018	RW Baird	39.000	4,739	XXX		L
464288 24 0	ISHARES MSCI ACWI EX US ETF		04/26/2018	RW Baird	13.000	652	XXX		L
46432F 84 2	ISHARES CORE MSCI EAFE ETF		04/26/2018	RW Baird	9.000	602	XXX		U
78464A 50 8	SPDR S&P 500 VALUE ETF		04/26/2018	RW Baird	165.000	4,920	XXX		L
808524 40 9	SCHWAB STR:US LC VAL ETF		06/29/2018	RW Baird	120.763	6,435	XXX		L
921909 76 8	VANGUARD TOTAL INTERNATIONAL STK ETF		04/26/2018	RW Baird	10.000	570	XXX		L
922042 77 5	VANGUARD FTSE ALL WORLD EX US ETF		04/26/2018	RW Baird	12.000	657	XXX		L
92206C 71 4	VANGUARD RUSSELL 1000 VALUE ETF		04/26/2018	RW Baird	30.000	3,187	XXX		L
922908 74 4	VANGUARD VALUE ETF		04/26/2018	RW Baird	50.000	5,237	XXX		L
9299999. Total - Common Stocks - Mutual Funds						31,880	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						1,038,325	XXX	0	XXX
9799999. Total - Common Stocks						1,038,325	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						1,038,325	XXX	0	XXX
9999999. Total - Bonds, Preferred and Common Stocks						1,038,325	XXX	0	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous																					
037833 AJ 9	APPLE INC.	..	05/03/2018.	Maturity @ 100.00		250,000	250,000	248,993	249,857		143		143		250,000			0	1,250	05/03/2018.	1FE.
931142 DF 7	WAL MART STORES INC.	..	04/11/2018.	Maturity @ 100.00		500,000	500,000	499,940	499,993		7		7		500,000			0	2,813	04/11/2018.	1FE.
3899999.	Total - Bonds - Industrial and Miscellaneous					750,000	750,000	748,933	749,851	0	149	0	149	0	750,000	0	0	0	4,063	XXX	XXX
8399997.	Total - Bonds - Part 4					750,000	750,000	748,933	749,851	0	149	0	149	0	750,000	0	0	0	4,063	XXX	XXX
8399999.	Total - Bonds					750,000	750,000	748,933	749,851	0	149	0	149	0	750,000	0	0	0	4,063	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
037833 10 0	APPLE ORD.	..	05/11/2018.	RW Baird	89.000	16,706	XXX	10,211	11,000	(4,686)			(4,686)		10,211		6,495	6,495	41	XXX	L.
169656 10 5	CHIPOTLE MEXICAN GRILL ORD.	..	06/12/2018.	RW Baird	1.000	466	XXX	429					0		429		37	37		XXX	L.
21036P 10 8	CONSTELLATION BRANDS CL A ORD.	..	05/29/2018.	RW Baird	28.000	6,154	XXX	6,233					0		6,233		(79)	(79)	21	XXX	L.
222070 20 3	COTY CL A ORD.	..	05/25/2018.	RW Baird	1,153.000	16,073	XXX	23,585					0		23,585		(7,512)	(7,512)	144	XXX	L.
278642 10 3	EBAY ORD.	..	06/26/2018.	RW Baird	284.000	10,763	XXX	10,837					0		10,837		(74)	(74)		XXX	L.
48203R 10 4	JUNIPER NETWORKS ORD.	..	04/17/2018.	RW Baird	583.000	14,685	XXX	16,652	16,616	36			36		16,652		(1,967)	(1,967)	113	XXX	L.
485170 30 2	KANSAS CITY SOUTHERN ORD.	..	04/30/2018.	RW Baird	451.000	48,563	XXX	41,195	47,454	(6,259)			(6,259)		41,195		7,368	7,368	325	XXX	L.
562750 10 9	MANHATTAN ASSOCIATES ORD.	..	04/11/2018.	RW Baird	613.000	25,592	XXX	31,152					0		31,152		(5,561)	(5,561)		XXX	L.
594918 10 4	MICROSOFT ORD.	..	04/18/2018.	RW Baird	194.000	18,738	XXX	9,672	16,595	(6,922)			(6,922)		9,672		9,066	9,066	81	XXX	L.
723787 10 7	PIONEER NATURAL RESOURCE ORD.	..	05/18/2018.	RW Baird	2.000	420	XXX	399					0		399		21	21		XXX	L.
82968B 10 3	SIRIUS XM HOLDINGS ORD.	..	06/22/2018.	RW Baird	2,863.000	20,514	XXX	15,640					0		15,640		4,874	4,874	63	XXX	L.
82982L 10 3	SITEONE LANDSCAPE SUPPLY ORD.	..	06/05/2018.	RW Baird	185.000	14,660	XXX	6,736	14,190	(7,453)			(7,453)		6,736		7,924	7,924		XXX	L.
928563 40 2	VMWARE CL A ORD.	..	06/18/2018.	RW Baird	5.000	751	XXX	664					0		664		87	87		XXX	L.
98978V 10 3	ZOETIS CL A ORD.	..	06/29/2018.	RW Baird	150.000	12,936	XXX	6,314	10,734	(4,505)			(4,505)		6,314		6,622	6,622	38	XXX	L.
V7780T 10 3	ROYAL CARIBBEAN CRUISES ORD.	..	05/01/2018.	RW Baird	89.000	9,593	XXX	7,193	10,616	(3,423)			(3,423)		7,193		2,401	2,401	107	XXX	L.
9099999.	Total - Common Stocks - Industrial and Miscellaneous					216,612	XXX	186,912	127,204	(33,213)	0	0	(33,213)	0	186,912	0	29,701	29,701	932	XXX	XXX
Common Stocks - Mutual Funds																					
464287 59 8	ISHARES RUSSELL 1000 VALUE ETF.	..	04/23/2018.	RW Baird	3,294.000	400,014	XXX	265,116	409,576	(144,460)			(144,460)		265,116		134,898	134,898	2,242	XXX	L.
922908 74 4	VANGUARD VALUE ETF.	..	04/23/2018.	RW Baird	3,816.000	400,175	XXX	323,668	405,717	(82,049)			(82,049)		323,668		76,507	76,507	2,301	XXX	L.
9299999.	Total - Common Stocks - Mutual Funds					800,189	XXX	588,785	815,293	(226,508)	0	0	(226,508)	0	588,785	0	211,405	211,405	4,543	XXX	XXX
9799997.	Total - Common Stocks - Part 4					1,016,802	XXX	775,696	942,497	(259,721)	0	0	(259,721)	0	775,696	0	241,106	241,106	5,475	XXX	XXX
9799999.	Total - Common Stocks					1,016,802	XXX	775,696	942,497	(259,721)	0	0	(259,721)	0	775,696	0	241,106	241,106	5,475	XXX	XXX
9899999.	Total - Preferred and Common Stocks					1,016,802	XXX	775,696	942,497	(259,721)	0	0	(259,721)	0	775,696	0	241,106	241,106	5,475	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					1,766,802	XXX	1,524,629	1,692,347	(259,721)	149	0	(259,572)	0	1,525,696	0	241,106	241,106	9,537	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		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
Wells Fargo Securities	Sacramento, CA					250,088	250,072	250,057	XXX
Bank of America - Checking	Sacramento, CA					3,797,390	3,747,322	758,742	XXX
Robert Baird & Co.	Roseville, CA					(756,667)	3,399	6,435	XXX
0199999. Total Open Depositories		XXX	XXX	0	0	3,290,811	4,000,793	1,015,234	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	3,290,811	4,000,793	1,015,234	XXX
0599999. Total Cash		XXX	XXX	0	0	3,290,811	4,000,793	1,015,234	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8	9
CUSIP	Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
Bonds - U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivision - Issuer Obligations								
	FEDERAL HOME LOAN BANKS		06/22/2018		07/24/2018	2,996,386		1,413
2599999. U.S. Special Revenue & Special Assessment Obligations - Issuer Obligations						2,996,386	0	1,413
3199999. Total - U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations						2,996,386	0	1,413
Total Bonds								
7799999. Subtotals - Issuer Obligations						2,996,386	0	1,413
8399999. Subtotals - Bonds						2,996,386	0	1,413
Other Cash Equivalents								
	BLKRK LQ:T-FUND;INSTL		06/28/2018	1.850		6,110,083	5,578	
	DREYFUS GOVT SECS;INST		06/29/2018	1.720		150,062		230
	WELLS FRGO TREASURY PLUS CL I MMF		06/29/2018	1.800		529,050	26	138
8799999. Total - Other Cash Equivalents						6,789,195	5,604	368
8899999. Total - Cash Equivalents						9,785,581	5,604	1,781