



ANNUAL STATEMENT

For the Year Ended December 31, 2018

of the Condition and Affairs of the

Vision Service Plan Insurance Company

NAIC Group Code..... 1189, 1189
(Current Period) (Prior Period)

NAIC Company Code..... 39616

Employer's ID Number..... 06-1227840

Organized under the Laws of OH

State of Domicile or Port of Entry OH

Country of Domicile US

Licensed as Business Type Property/Casualty

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... June 10, 1987

Commenced Business..... July 1, 1987

Statutory Home Office

3400 Morse Crossing .. Columbus .. OH .. US .. 43219
(Street and Number) (City or Town, State, Country and Zip Code)

916-851-5000

Main Administrative Office

3333 Quality Drive .. Rancho Cordova .. CA .. US .. 95670
(Street and Number) (City or Town, State, Country and Zip Code)

(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)

916-851-5000

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)

(Area Code) (Telephone Number)

Internet Web Site Address

www.vsp.com

916-851-5000

Statutory Statement Contact

Laura Olson

(Area Code) (Telephone Number) (Extension)

(Name)

laurol@vsp.com
(E-Mail Address)

916-463-9040

(Fax Number)

OFFICERS

Name

1. Kate Alison Renwick-Espinosa
3. Daniel Joseph Schauer

Title

President
Treasurer

Name

2. Michael J. Guyette #
4.

Title

Secretary

OTHER

DIRECTORS OR TRUSTEES

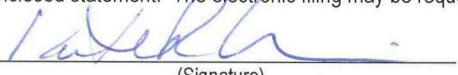
Kate Alison Renwick-Espinosa

Michael J. Guyette #

Thomas Allan Fessler #

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

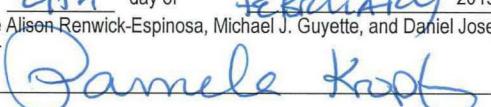
The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any 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) Kate Alison Renwick-Espinosa 1. (Printed Name) President (Title)	(Signature) Michael J. Guyette 2. (Printed Name) Secretary (Title)	(Signature) Daniel Joseph Schauer 3. (Printed Name) Treasurer (Title)
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Subscribed and sworn to before me

This 4th day of February 2019
By: Kate Alison Renwick-Espinosa, Michael J. Guyette, and 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 Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds (Schedule D).....	49,051,599		49,051,599	61,010,061
2. Stocks (Schedule D):				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	267,173,782	256,407,165	10,766,617	12,074,343
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate (Schedule A):				
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 (\$....(31,900,313), Schedule E-Part 1), cash equivalents (\$....124,892,624, Schedule E-Part 2) and short-term investments (\$....17,075,091, Schedule DA).....	110,067,403		110,067,403	113,432,814
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives (Schedule DB).....			0	
8. Other invested assets (Schedule BA).....			0	
9. Receivables for securities.....			0	34
10. Securities lending reinvested collateral assets (Schedule DL).....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	426,292,783	256,407,165	169,885,618	186,517,252
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	371,856		371,856	344,825
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	51,553,958	988,891	50,565,067	48,570,600
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.....	62,618,555	300,231	62,318,324	60,097,577
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	4,673,882	2,480,778	2,193,104	2,913,568
19. Guaranty funds receivable or on deposit.....	5,555,348		5,555,348	6,180,292
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.....	4,800,382		4,800,382	2,507,386
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 to 25).....	555,866,764	260,177,065	295,689,699	307,131,500
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. TOTAL (Lines 26 and 27).....	555,866,764	260,177,065	295,689,699	307,131,500

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 through 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 through 2503 plus 2598) (Line 25 above).....	0	0	0	0

Vision Service Plan Insurance Company
LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	56,419,195		56,419,195	54,572,853
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	961,535		961,535	918,302
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 reserves.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....	9,188,858		9,188,858	6,124,599
9. General expenses due or accrued.....	3,538,787		3,538,787	4,556,489
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)).....	15,829,561		15,829,561	21,214,553
10.2 Net deferred tax liability.....			0	
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....	6,246,511		6,246,511	14,404,544
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	20,471,356		20,471,356	21,717,778
16. Derivatives.....			0	
17. Payable for securities.....			0	8,059
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers).....			0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
22. Liability for amounts held under uninsured plans.....	2,354,068		2,354,068	2,341,254
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	6,198,701	0	6,198,701	7,761,538
24. Total liabilities (Lines 1 to 23).....	121,208,572	0	121,208,572	133,619,969
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	21,390,879
26. Common capital stock.....	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX	38,462,582	38,462,582
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other-than-special surplus funds.....	XXX	XXX	0	0
31. Unassigned funds (surplus).....	XXX	XXX	133,518,545	111,158,070
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	174,481,127	173,511,531
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	295,689,699	307,131,500

DETAILS OF WRITE-INS

2301. Taxes, licenses & fees.....	5,132,245		5,132,245	6,819,794
2302. Escheatable checks.....	1,066,456		1,066,456	941,744
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above).....	6,198,701	0	6,198,701	7,761,538
2501. Health Insurer Assessment.....	XXX	XXX		21,390,879
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above).....	XXX	XXX	0	21,390,879
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above).....	XXX	XXX	0	0

Vision Service Plan Insurance Company
STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months.....	XXX.....	178,591,741	172,429,364
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	1,136,109,656	1,085,831,423
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....		
4. Fee-for-service (net of \$....218,564,885 medical expenses).....	XXX.....	44,930,564	44,335,822
5. Risk revenue.....	XXX.....	2,917,266	4,257,058
6. Aggregate write-ins for other health care related revenues.....	XXX.....	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	1,183,957,486	1,134,424,303
Hospital and Medical:			
9. Hospital/medical benefits.....			
10. Other professional services.....		893,716,877	863,011,052
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
15. Incentive pool, withhold adjustments and bonus amounts.....			
16. Subtotal (Lines 9 to 15).....	0	893,716,877	863,011,052
Less:			
17. Net reinsurance recoveries.....			
18. Total hospital and medical (Lines 16 minus 17).....	0	893,716,877	863,011,052
19. Non-health claims (net).....			
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....		18,913,961	16,712,002
21. General administrative expenses.....		208,520,845	172,573,417
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	1,121,151,683	1,052,296,471
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	62,805,803	82,127,832
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		2,794,325	1,330,659
26. Net realized capital gains or (losses) less capital gains tax of \$....138,804.....		522,169	463,750
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	3,316,494	1,794,409
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$....242,510)].....		(242,510)	(183,227)
29. Aggregate write-ins for other income or expenses.....	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.....	65,879,787	83,739,014
31. Federal and foreign income taxes incurred.....	XXX.....	18,704,971	29,062,711
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	47,174,816	54,676,303

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

Vision Service Plan Insurance Company
STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year	2 Prior Year
33. Capital and surplus prior reporting period.....	173,511,531	146,991,717
34. Net income or (loss) from Line 32.....	47,174,816	54,676,303
35. Change in valuation basis of aggregate policy and claim reserves.....		
36. Change in net unrealized capital gains and (losses) less capital gains tax of \$....343,968.....	(41,603,611)	19,932,182
37. Change in net unrealized foreign exchange capital gain or (loss).....		
38. Change in net deferred income tax.....	(1,169,474)	(338,972)
39. Change in nonadmitted assets.....	46,467,865	(20,849,699)
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.....	(49,900,000)	(26,900,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	969,596	26,519,814
49. Capital and surplus end of reporting period (Line 33 plus 48).....	174,481,127	173,511,531

DETAILS OF WRITE-INS

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

Vision Service Plan Insurance Company

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	1,137,320,571	1,085,360,577
2. Net investment income.....	2,799,302	1,304,551
3. Miscellaneous income.....	47,847,830	48,592,880
4. Total (Lines 1 through 3).....	1,187,967,703	1,135,258,008
5. Benefit and loss related payments.....	891,870,535	861,258,450
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	225,385,343	208,690,133
7. Commissions, expenses paid and aggregate write-ins for deductions.....	24,228,767	28,238,341
8. Dividends paid to policyholders.....	1,141,484,645	1,098,186,924
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	46,483,058	37,071,084
10. Total (Lines 5 through 9).....		
11. Net cash from operations (Line 4 minus Line 10).....		
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	12,925,000	17,784,136
12.2 Stocks.....	5,814,326	5,556,942
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.....	34	
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	18,739,360	23,341,078
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	998,546	23,081,465
13.2 Stocks.....	5,983,773	5,704,818
13.3 Mortgage loans.....		
13.4 Real estate.....		
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....	8,059	286,199
13.7 Total investments acquired (Lines 13.1 to 13.6).....	6,990,378	29,072,482
14. Net increase (decrease) in contract loans and premium notes.....		
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	11,748,982	(5,731,405)
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.....	49,900,000	26,900,000
16.6 Other cash provided (applied).....	(11,697,451)	9,584,237
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(61,597,451)	(17,315,763)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	(3,365,411)	14,023,916
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	113,432,814	99,408,898
19.2 End of year (Line 18 plus Line 19.1).....	110,067,403	113,432,814

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

20,0001
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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plans	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income.....	1,136,109,656				1,019,955,660	116,153,996				
2. Change in unearned premium reserves and reserve for rate credit.....	0									
3. Fee-for-service (net of \$....218,564,885 medical expenses).....	44,930,564				40,336,936	4,593,627				XXX
4. Risk revenue.....	2,917,266				2,619,009	298,257				XXX
5. Aggregate write-ins for other health care related revenues.....	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
7. Total revenues (Lines 1 to 6).....	1,183,957,486	0	0	0	1,062,911,605	121,045,880	0	0	0	
8. Hospital/medical benefits.....	0									XXX
9. Other professional services.....	893,716,877				787,642,091	106,074,786				XXX
10. Outside referrals.....	0									XXX
11. Emergency room and out-of-area.....	0									XXX
12. Prescription drugs.....	0									XXX
13. Aggregate write-ins for other hospital and medical.....	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts.....	0									XXX
15. Subtotal (Lines 8 to 14).....	893,716,877	0	0	0	787,642,091	106,074,786	0	0	0	XXX
16. Net reinsurance recoveries.....	0									XXX
17. Total hospital and medical (Lines 15 minus 16).....	893,716,877	0	0	0	787,642,091	106,074,786	0	0	0	XXX
18. Non-health claims (net).....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including \$....0 cost containment expenses.....	18,913,961				12,969,366	1,476,970				4,467,625
20. General administrative expenses.....	208,520,845				142,984,754	16,283,306				49,252,785
21. Increase in reserves for accident and health contracts.....	0									XXX
22. Increase in reserve for life contracts.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22).....	1,121,151,683	0	0	0	943,596,211	123,835,062	0	0	53,720,410	
24. Net underwriting gain or (loss) (Line 7 minus Line 23).....	62,805,803	0	0	0	119,315,394	(2,789,182)	0	0	(53,720,410)	

DETAILS OF WRITE-INS

UNDERWRITING AND INVESTMENT EXHIBIT**PART 1 - PREMIUMS**

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1 + 2 - 3)
1. Comprehensive (hospital and medical).....				0
2. Medicare supplement.....				0
3. Dental only.....				0
4. Vision only.....	1,019,955,660			1,019,955,660
5. Federal employees health benefits plan.....		116,153,996		116,153,996
6. Title XVIII - Medicare.....				0
7. Title XIX - Medicaid.....				0
8. Other health.....				0
9. Health subtotal (Lines 1 through 8).....	1,136,109,656	0	0	1,136,109,656
10. Life.....				0
11. Property/casualty.....				0
12. Totals (Lines 9 to 11).....	1,136,109,656	0	0	1,136,109,656

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2 - CLAIMS INCURRED DURING THE YEAR**

	1 Total	2 Comprehensive (Hospital and Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Payments during the year:										
1.1 Direct.....	891,870,535				786,007,516	105,863,019				
1.2 Reinsurance assumed.....	0									
1.3 Reinsurance ceded.....	0									
1.4 Net.....	891,870,535	0	0	0	786,007,516	105,863,019	0	0	0	0
2. Paid medical incentive pools and bonuses.....	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct.....	56,419,196				50,650,989	5,768,207				
3.2 Reinsurance assumed.....	0									
3.3 Reinsurance ceded.....	0									
3.4 Net.....	56,419,196	0	0	0	50,650,989	5,768,207	0	0	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct.....	0									
4.2 Reinsurance assumed.....	0									
4.3 Reinsurance ceded.....	0									
4.4 Net.....	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year.....	0									
6. Net healthcare receivables (a).....	0									
7. Amounts recoverable from reinsurers December 31, current year.....	0									
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct.....	54,572,854				49,089,738	5,483,116				
8.2 Reinsurance assumed.....	0									
8.3 Reinsurance ceded.....	0									
8.4 Net.....	54,572,854	0	0	0	49,089,738	5,483,116	0	0	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct.....	0									
9.2 Reinsurance assumed.....	0									
9.3 Reinsurance ceded.....	0									
9.4 Net.....	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year.....	0									
11. Amounts recoverable from reinsurers December 31, prior year.....	0									
12. Incurred benefits:										
12.1 Direct.....	893,716,877	0	0	0	787,568,767	106,148,110	0	0	0	0
12.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
12.4 Net.....	893,716,877	0	0	0	787,568,767	106,148,110	0	0	0	0
13. Incurred medical incentive pools and bonuses.....	0	0	0	0	0	0	0	0	0	0

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

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR**

	1 Total	2 Comprehensive (Medical and Hospital)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in process of adjustment:										
1.1 Direct.....	18,018,203				16,176,051	1,842,152				
1.2 Reinsurance assumed.....	0									
1.3 Reinsurance ceded.....	0									
1.4 Net.....	18,018,203	0	0	0	16,176,051	1,842,152	0	0	0	0
2. Incurred but unreported:										
2.1 Direct.....	38,400,993				34,474,938	3,926,055				
2.2 Reinsurance assumed.....	0									
2.3 Reinsurance ceded.....	0									
2.4 Net.....	38,400,993	0	0	0	34,474,938	3,926,055	0	0	0	0
3. Amounts withheld from paid claims and capitations:										
3.1 Direct.....	0									
3.2 Reinsurance assumed.....	0									
3.3 Reinsurance ceded.....	0									
3.4 Net.....	0	0	0	0	0	0	0	0	0	0
4. Totals:										
4.1 Direct.....	56,419,196	0	0	0	50,650,989	5,768,207	0	0	0	0
4.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded.....	0	0	0	0	0	0	0	0	0	0
4.4 Net.....	56,419,196	0	0	0	50,650,989	5,768,207	0	0	0	0

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE**

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		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.....	46,115,965	754,571,183		50,650,989	46,115,965	49,089,737
5. Federal employees health benefits plan.....	5,251,751	85,931,636		5,768,206	5,251,751	5,483,116
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	51,367,716	840,502,819	0	56,419,195	51,367,716	54,572,853
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).....	51,367,716	840,502,819	0	56,419,195	51,367,716	54,572,853

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

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS**

(000 Omitted)

SECTION A - PAID HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior.....	558,730	558,730	558,730	558,730	558,730
2. 2014.....	524,773	660,161	660,161	660,161	660,161
3. 2015.....	XXX.....	621,960	717,849	717,849	717,849
4. 2016.....	XXX.....	XXX.....	671,994	820,228	820,228
5. 2017.....	XXX.....	XXX.....	XXX.....	810,223	861,591
6. 2018.....	XXX.....	XXX.....	XXX.....	XXX.....	840,503

SECTION B - INCURRED HEALTH CLAIMS - GRAND TOTAL

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior.....	558,730	558,730	558,730	558,730	558,730
2. 2014.....	659,063	660,161	660,161	660,161	660,161
3. 2015.....	XXX.....	715,664	717,849	717,849	717,849
4. 2016.....	XXX.....	XXX.....	822,013	820,228	820,228
5. 2017.....	XXX.....	XXX.....	XXX.....	864,796	861,591
6. 2018.....	XXX.....	XXX.....	XXX.....	XXX.....	896,922

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - GRAND TOTAL

Years in Which Premiums were Earned and Claims were Incurred	1	2	3	4	5	6	7	8	9	10
	Premiums Earned	Claim Payments	Claim Adjustment Expense Payments	Percent (Col. 3/2)	Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	Percent (Col. 5/1)	Claims Unpaid	Unpaid Claim Adjustment Expense	Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	Percent (Col. 9/1)
1. 2014.....	754,885	660,161	16,064	.24	676,225	89.6			676,225	.89.6
2. 2015.....	872,067	717,849	17,567	.24	735,416	84.3			735,416	.84.3
3. 2016.....	939,996	820,228	18,069	.22	838,297	89.2			838,297	.89.2
4. 2017.....	1,085,831	861,591	27,812	.32	889,403	81.9			889,403	.81.9
5. 2018.....	1,136,110	840,503	19,879	.24	860,382	75.7	56,419	962	917,763	.80.8

12.GT

Underwriting and Investment Ex. - Pt. 2C - Development of Paid Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Incurred Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development Ratio Incurred Year Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Paid Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Incurred Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development Ratio Incurred Year Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Paid Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Incurred Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development Ratio Incurred Year Health Claims
NONE

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED CLAIMS**

(\$000 Omitted)

SECTION A - PAID HEALTH CLAIMS - VISION ONLY

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior.....	558,730	558,730	558,730	558,730	558,730
2. 2014.....	524,773	660,161	660,161	660,161	660,161
3. 2015.....	XXX.	621,960	717,849	717,849	717,849
4. 2016.....	XXX.	XXX.	671,994	820,228	820,228
5. 2017.....	XXX.	XXX.	XXX.	810,223	861,591
6. 2018.....	XXX.	XXX.	XXX.	XXX.	840,503

SECTION B - INCURRED HEALTH CLAIMS - VISION ONLY

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2014	2 2015	3 2016	4 2017	5 2018
1. Prior.....	558,730	558,730	558,730	558,730	558,730
2. 2014.....	659,063	660,161	660,161	660,161	660,161
3. 2015.....	XXX.	715,664	717,849	717,849	717,849
4. 2016.....	XXX.	XXX.	822,013	820,228	820,228
5. 2017.....	XXX.	XXX.	XXX.	864,796	861,591
6. 2018.....	XXX.	XXX.	XXX.	XXX.	896,922

SECTION C - INCURRED YEAR HEALTH CLAIM AND CLAIM ADJUSTMENT EXPENSE RATIO - VISION ONLY

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 Percent (Col. 3/2)	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 Percent (Col. 5/1)	7 Claims Unpaid	8 Unpaid Claim Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 Percent (Col. 9/1)
1. 2014.....	754,885	660,161	16,064	2.4	676,225	89.6			676,225	89.6
2. 2015.....	872,067	717,849	17,567	2.4	735,416	84.3			735,416	84.3
3. 2016.....	939,996	820,228	18,069	2.2	838,297	89.2			838,297	89.2
4. 2017.....	1,085,831	861,591	27,812	3.2	889,403	81.9			889,403	81.9
5. 2018.....	1,136,110	840,503	19,877	2.4	860,380	75.7	56,419	.962	917,761	80.8

12.VO

Underwriting and Investment Ex. - Pt. 2C - Development of Paid Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Incurred Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development Ratio Incurred Year Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Paid Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Incurred Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development Ratio Incurred Year Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Paid Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Incurred Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development Ratio Incurred Year Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Paid Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development of Incurred Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2C - Development Ratio Incurred Year Health Claims
NONE

Underwriting and Investment Ex. - Pt. 2D - Aggregate Reserve for A&H Contracts Only
NONE

Vision Service Plan Insurance Company
UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building)		1,240,637	10,037,880		11,278,517
2. Salaries, wages and other benefits		13,845,391	112,014,608	.7,196	125,867,195
3. Commissions (less \$.....0 ceded plus \$.....0 assumed)			28,814,089		28,814,089
4. Legal fees and expenses					0
5. Certifications and accreditation fees					0
6. Auditing, actuarial and other consulting services		707,764	5,911,188		6,618,952
7. Traveling expenses		323,754	2,619,464		2,943,218
8. Marketing and advertising		1,587,669	12,845,686		14,433,355
9. Postage, express and telephone		294,982	2,386,673		2,681,655
10. Printing and office supplies		.99,783	.807,333		.907,116
11. Occupancy, depreciation and amortization		1,131,300	9,153,244		10,284,544
12. Equipment		1,517,893	12,278,771	.2,360	13,799,024
13. Cost or depreciation of EDP equipment and software					0
14. Outsourced services including EDP, claims, and other services		1,443,618	11,680,181		13,123,799
15. Boards, bureaus and association fees		.264,829	2,142,704		2,407,533
16. Insurance, except on real estate		.75,827	.613,510		.689,337
17. Collection and bank service charges					0
18. Group service and administration fees					0
19. Reimbursements by uninsured plans		(4,763,043)	(52,513,555)		(57,276,598)
20. Reimbursements from fiscal intermediaries					0
21. Real estate expenses					0
22. Real estate taxes					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes			(248,524)		(248,524)
23.2 State premium taxes			18,254,079		18,254,079
23.3 Regulatory authority licenses and fees			.791,389		.791,389
23.4 Payroll taxes					0
23.5 Other (excluding federal income and real estate taxes)			21,424,554		21,424,554
24. Investment expenses not included elsewhere					0
25. Aggregate write-ins for expenses	0	1,143,558	9,507,570	0	10,651,128
26. Total expenses incurred (Lines 1 to 25)	0	18,913,962	208,520,844	.9,556	(a) 227,444,362
27. Less expenses unpaid December 31, current year		.961,535	3,538,787		4,500,322
28. Add expenses unpaid December 31, prior year		.918,302	4,556,489		5,474,791
29. Amounts receivable relating to uninsured plans, prior year		.66,810,075			66,810,075
30. Amounts receivable relating to uninsured plans, current year		.62,618,555			62,618,555
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	0	14,679,209	209,538,546	.9,556	224,227,311

DETAILS OF WRITE-INS

2501. Miscellaneous		1,143,558	9,507,570		10,651,128
2502.					0
2503.					0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0	0
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	1,143,558	9,507,570	0	10,651,128

(a) Includes management fees of \$....215,245,493 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....8,950	.....7,987
1.1 Bonds exempt from U.S. tax.....	(a).....	.....
1.2 Other bonds (unaffiliated).....	(a).....956,707	.....913,074
1.3 Bonds of affiliates.....	(a).....	.....
2.1 Preferred stocks (unaffiliated).....	(b).....	.....
2.11 Preferred stocks of affiliates.....	(b).....	.....
2.2 Common stocks (unaffiliated).....	.....231,765	.....232,000
2.21 Common stocks of affiliates.....	.....	.....
3. Mortgage loans.....	(c).....	.....
4. Real estate.....	(d).....	.....
5. Contract loans.....	.....	.....
6. Cash, cash equivalents and short-term investments.....	(e).....2,294,604	.....2,367,747
7. Derivative instruments.....	(f).....	.....
8. Other invested assets.....	.....	.....
9. Aggregate write-ins for investment income.....	.....0	.....0
10. Total gross investment income.....	.....3,492,025	.....3,520,809
11. Investment expenses.....	.....	(g).....9,556
12. Investment taxes, licenses and fees, excluding federal income taxes.....	.....	(g).....
13. Interest expense.....	.....	(h).....
14. Depreciation on real estate and other invested assets.....	.....	(i).....0
15. Aggregate write-ins for deductions from investment income.....	.....	.....716,929
16. Total deductions (Lines 11 through 15).....	.....	.....726,485
17. Net investment income (Line 10 minus Line 16).....	.....	.....2,794,324

DETAILS OF WRITE-INS

0901.....	.....	.....
0902.....	.....	.....
0903.....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above).....	.....0	.....0
1501. Management fees.....	.....	.....716,929
1502.....	.....	.....
1503.....	.....	.....
1598. Summary of remaining write-ins for Line 15 from overflow page.....	.....	.....0
1599. Totals (Lines 1501 through 1503 plus 1598) (Line 15 above).....	.....	.....716,929

(a) Includes \$....36,111 accrual of discount less \$....68,119 amortization of premium and less \$....7,400 paid for accrued interest on purchases.
 (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
 (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
 (d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
 (e) Includes \$....768,201 accrual of discount less \$.....0 amortization of premium and less \$....5,654 paid for accrued interest on purchases.
 (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
 (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
 (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
 (i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....0	.....	.....
1.1 Bonds exempt from U.S. tax.....0	.....	.....
1.2 Other bonds (unaffiliated).....0	.....	.....
1.3 Bonds of affiliates.....0	.....	.....
2.1 Preferred stocks (unaffiliated).....0	.....	.....
2.11 Preferred stocks of affiliates.....0	.....	.....
2.2 Common stocks (unaffiliated).....	.....660,973	.....	.....660,973	.....(2,138,146)	.....
2.21 Common stocks of affiliates.....0	.....(39,121,496)	.....
3. Mortgage loans.....0	.....	.....
4. Real estate.....0	.....	.....
5. Contract loans.....0	.....	.....
6. Cash, cash equivalents and short-term investments.....0	.....	.....
7. Derivative instruments.....0	.....	.....
8. Other invested assets.....0	.....	.....
9. Aggregate write-ins for capital gains (losses).....	.....0	.....0	.....0	.....0	.....0
10. Total capital gains (losses).....	.....660,973	.....0	.....660,973	.....(41,259,642)	.....0

DETAILS OF WRITE-INS

0901.....	.....	.....	.....0	.....	.....
0902.....	.....	.....	.....0	.....	.....
0903.....	.....	.....	.....0	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0	.....0	.....0	.....0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above).....	.....0	.....0	.....0	.....0	.....0

Vision Service Plan Insurance Company
EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....			0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....			0
2.2 Common stocks.....	256,407,165	295,528,661	-39,121,496
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....			0
3.2 Other than first liens.....			0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....			0
4.2 Properties held for the production of income.....			0
4.3 Properties held for sale.....			0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			0
6. Contract loans.....			0
7. Derivatives (Schedule DB).....			0
8. Other invested assets (Schedule BA).....			0
9. Receivables for securities.....			0
10. Securities lending reinvested collateral assets (Schedule DL).....			0
11. Aggregate write-ins for invested assets.....	.0	.0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	256,407,165	295,528,661	-39,121,496
13. Title plants (for Title insurers only).....			0
14. Investment income due and accrued.....			0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	988,891	1,130,014	-141,123
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			0
15.3 Accrued retrospective premiums and contracts subject to redetermination.....			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.....	300,231	6,712,498	6,412,267
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0
18.2 Net deferred tax asset.....	2,480,778	3,273,757	-792,979
19. Guaranty funds receivable or on deposit.....			0
20. Electronic data processing equipment and software.....			0
21. Furniture and equipment, including health care delivery assets.....			0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0
23. Receivables from parent, subsidiaries and affiliates.....			0
24. Health care and other amounts receivable.....			0
25. Aggregate write-ins for other-than-invested assets.....	.0	.0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	260,177,065	306,644,930	-46,467,865
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0
28. TOTALS (Lines 26 and 27).....	260,177,065	306,644,930	-46,467,865

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

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health maintenance organizations.....						
2. Provider service organizations.....						
3. Preferred provider organizations.....						
4. Point of service.....						
5. Indemnity only.....						
6. Aggregate write-ins for other lines of business.....	14,390,936	14,917,901	14,886,579	14,872,736	14,926,955	178,591,741
7. Total.....	14,390,936	14,917,901	14,886,579	14,872,736	14,926,955	178,591,741

DETAILS OF WRITE-INS

0601. Prepaid vision.....	14,390,936	14,917,901	14,886,579	14,872,736	14,926,955	178,591,741
0602.....						
0603.....						
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	0	0	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	14,390,936	14,917,901	14,886,579	14,872,736	14,926,955	178,591,741

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) Company state basis (Page 4, Line 32, Columns 2 & 3)	XXX	XXX	XXX	\$ 47,174,816	\$ 54,676,303
(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	\$ 47,174,816	\$ 54,676,303
SURPLUS					
(5) Company state basis (Page 3, Line 33, Columns 3 & 4)	XXX	XXX	XXX	\$ 174,481,127	\$ 173,511,531
(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	\$ 174,481,127	\$ 173,511,531

B. Use of Estimates in the Preparation of the Financial Statement

The preparation of financial statements in conformity with the Annual Statement Instructions and Accounting Practices and Procedures manual requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

C. Accounting Policy

Premiums are recognized over the period of coverage and are generally based on the number of eligible participants. Receivables and related premiums are estimated based on the most recent eligibility received from clients under the program. Net revenue relating to uninsured plans is recorded as an offset to claims adjustment expenses and general administrative expenses. In addition, the Company uses the following accounting policies:

- (1) Basis for Short-Term Investments
Short-term investments are stated at amortized cost.
- (2) Basis for Bonds and Amortization Schedule
Bonds are stated at amortized cost using the interest method.
- (3) Basis for Common Stocks
Stocks are stated at market value except investments in affiliated entities are recorded based on U.S. GAAP equity of the investees.
- (4) Basis for Preferred Stocks
The Company has no preferred stock.
- (5) Basis for Mortgage Loans
The Company has no mortgaged loans.
- (6) Basis for Loan-Backed Securities and Adjustment Methodology
Loan-backed securities are stated at either amortized cost or the lower of amortized cost or fair market value. The retrospective adjustment method is used to value all securities.
- (7) Accounting Policies for Investments in Subsidiaries, Controlled and Affiliated Entities
The Company carries its investments in Eyefinity, VSP Holding and VSP Optical Group at U.S. GAAP equity. The Company treats these investments as non-admitted assets since stand alone audits of the financial statements are not performed.
- (8) Accounting Policies for Investments in Joint Ventures, Partnerships and Limited Liability Entities
The Company has no investments in Joint Ventures, Partnerships and Limited Liability Companies.
- (9) Accounting Policies for Derivatives
The Company has no derivatives.
- (10) Anticipated Investment Income Used in Premium Deficiency Calculation
The Company does not utilize anticipated investment income as a factor in the calculation of premium deficiency.
- (11) Management's Policies and Methodologies for Estimating Liabilities for Losses and Loss/Claim Adjustment Expenses for A&H Contracts
Claims unpaid and related expenses represent the estimated liability for claims reported to the Company, claims incurred but not yet reported and unpaid claims adjustment expenses.
- (12) Changes in the Capitalization Policy and Predefined Thresholds from Prior Period
The Company has not modified its capitalization policy from the prior period.
- (13) Method Used to Estimate Pharmaceutical Rebate Receivables
The Company does not have pharmaceutical rebate receivables.

NOTES TO FINANCIAL STATEMENTS**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 Correction of Errors

There were no material changes in accounting principles and/or correction of errors.

Note 3 – Business Combinations and Goodwill

Not Applicable

Note 4 – Discontinued Operations

Not Applicable

Note 5 – Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans - Not Applicable

B. Debt Restructuring - Not Applicable

C. Reverse Mortgages - Not Applicable

D. Loan-Backed Securities

(1) Description of Sources Used to Determine Prepayment Assumptions

Prepayment assumptions for mortgage-backed/asset-backed securities were obtained from an external pricing service.

E. Dollar Repurchase Agreements and/or Securities Lending Transactions - Not Applicable

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing - Not Applicable

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing

Repurchase Transactions – Cash Provider – Overview of Secured Borrowing Transactions - Not Applicable

H. Repurchase Agreements Transactions Accounted for as a Sale

Repurchase Transaction – Cash Taker – Overview of Sale Transactions - Not Applicable

I. Reverse Repurchase Agreements Transactions Accounted for as a Sale

Repurchase Transaction – Cash Provider – Overview of Sale Transactions - Not Applicable

J. Real Estate - Not Applicable

K. Low-Income Housing Tax Credits (LIHTC) - Not Applicable

L. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	1 Total Gross Restricted from Current Year	2 Total Gross Restricted from Prior Year	3 Increase (Decrease) (1 minus 2)	4 Total Current Year Nonadmitted Restricted	5 Total Current Year Admitted Restricted (1 minus 4)	6 Gross (Admitted & Nonadmitted) Restricted to Total Assets (a)	7 Additional Restricted to Total Admitted Assets (b)
a. Subject to contractual obligation for which liability is not shown	\$	\$	\$	\$	\$	%	%
b. Collateral held under security lending arrangements						%	%
c. Subject to repurchase agreements						%	%
d. Subject to reverse repurchase agreements						%	%
e. Subject to dollar repurchase agreements						%	%
f. Subject to dollar reverse repurchase agreements						%	%
g. Placed under option contracts						%	%
h. Letter stock or securities restricted as to sale – excluding FHLB capital stock						%	%
i. FHLB capital stock						%	%
j. On deposit with states	4,198,511	4,200,993	(2,482)		4,198,511	0.8%	1.4%
k. On deposit with other regulatory bodies						%	%
l. Pledged as collateral to FHLB (including assets backing funding agreements)						%	%
m. Pledged as collateral not captured in other categories						%	%
n. Other restricted assets						%	%

NOTES TO FINANCIAL STATEMENTS

Restricted Asset Category	1 Total Gross Restricted from Current Year	2 Total Gross Restricted from Prior Year	3 Increase (Decrease) (1 minus 2)	4 Total Current Year Nonadmitted Restricted	5 Total Current Year Admitted Restricted (1 minus 4)	6 Gross (Admitted & Nonadmitted) Restricted to Total Assets (a)	7 Additional Restricted to Total Admitted Assets (b)
o. Total Restricted Assets	\$ 4,198,511	\$ 4,200,993	\$ (2,482)	\$	\$ 4,198,511		0.8% 1.4%

(a) Column 1 divided by Asset Page, Column 1, Line 28
 (b) Column 5 divided by Asset Page, Column 1, Line 28

(2) Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, are Reported in the Aggregate)

Not Applicable

(3) Detail of Other Restricted Assets (Contracts that Share Similar Characteristics, such as Reinsurance and Derivatives, are Reported in the Aggregate)

Not Applicable

(4) Collateral Received and Reflected as Assets Within the Reporting Entity's Financial Statements

Not Applicable

M. Working Capital Finance Investments - Not Applicable

N. Offsetting and Netting of Assets and Liabilities - Not Applicable

O. Structured Notes - Not Applicable

P. 5* Securities - Not Applicable

Q. Short Sales - Not Applicable

R. Prepayment Penalty and Acceleration Fees - Not Applicable

Note 6 – Joint Ventures, Partnerships and Limited Liability Companies

Not Applicable

Note 7 – Investment Income

Not Applicable

Note 8 – Derivative Instruments

Not Applicable

Note 9 – Income Taxes

A. Deferred Tax Assets/(Liabilities)

1. Components of Net Deferred Tax Asset/(Liability)

	2018			2017			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Gross deferred tax assets	\$ 3,745,981	\$ 2,480,778	\$ 6,226,759	\$ 5,046,693	\$ 3,273,757	\$ 8,320,450	\$ (1,300,712)	\$ (792,979)	\$ (2,093,691)
b. Statutory valuation allowance adjustment									
c. Adjusted gross deferred tax assets (1a-1b)	\$ 3,745,981	\$ 2,480,778	\$ 6,226,759	\$ 5,046,693	\$ 3,273,757	\$ 8,320,450	\$ (1,300,712)	\$ (792,979)	\$ (2,093,691)
d. Deferred tax assets nonadmitted		2,480,778	2,480,778		3,273,757	3,273,757		(792,979)	(792,979)
e. Subtotal net admitted deferred tax asset (1c-1d)	\$ 3,745,981	\$	\$ 3,745,981	\$ 5,046,693	\$	\$ 5,046,693	\$ (1,300,712)	\$	(1,300,712)
f. Deferred tax liabilities	1,166,623	386,254	1,552,877	1,297,861	835,264	2,133,125	(131,238)	(449,010)	(580,248)
g. Net admitted deferred tax assets/(net deferred tax liability) (1e-1f)	\$ 2,579,358	\$ (386,254)	\$ 2,193,104	\$ 3,748,832	\$ (835,264)	\$ 2,913,568	\$ (1,169,474)	\$ 449,010	\$ (720,464)

2. Admission Calculation Components SSAP No. 101

	2018			2017			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 3,745,981	\$	\$ 3,745,981	\$ 5,046,693	\$	\$ 5,046,693	\$ (1,300,712)	\$	\$ (1,300,712)

NOTES TO FINANCIAL STATEMENTS

	2018			2017			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
b. Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation. (The lesser of 2(b)1 and 2(b)2 below)									
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date									
2. Adjusted gross deferred tax assets allowed per limitation threshold			25,843,203			25,589,694			253,509
c. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities									
d. Deferred tax assets admitted as the result of application of SSAP 101. Total (2(a)+2(b)+2(c))	\$ 3,745,981	\$ 3,745,981	\$ 5,046,693	\$ 5,046,693	\$ (1,300,712)	\$ (1,300,712)			

3. Other Admissibility Criteria

	2018	2017
a. Ratio percentage used to determine recovery period and threshold limitation amount	627.0%	668.0%
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above	\$ 172,288,023	\$ 170,597,963

4. Impact of Tax Planning Strategies

(a) Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage.

	2018		2017		Change	
	1 Ordinary	2 Capital	3 Ordinary	4 Capital	5 (Col. 1-3) Ordinary	6 (Col. 2-4) Capital
1. Adjusted gross DTAs amount from Note 9A1(c)	\$ 3,745,981	\$ 2,480,778	\$ 5,046,693	\$ 3,273,757	\$ (1,300,712)	\$ (792,979)
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	%	%	%	%	%	%
3. Net Admitted Adjusted Gross DTAs amount from Note 9A1(e)	\$ 3,745,981	\$ 5,046,693	\$ (1,300,712)	\$		
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	%	%	%	%	%	%

(b) Does the company's tax planning strategies include the use of reinsurance? NO

B. Deferred Tax Liabilities Not Recognized

There are no temporary differences for which a DTL has not been established.

NOTES TO FINANCIAL STATEMENTS

C. Current and Deferred Income Taxes

1. Current Income Tax

	1 2018	2 2017	3 (Col 1-2) Change
a. Federal	\$ 17,790,324	\$ 28,889,223	\$ (11,098,899)
b. Foreign	\$	\$	\$
c. Subtotal	\$ 17,790,324	\$ 28,889,223	\$ (11,098,899)
d. Federal income tax on net capital gains	\$ 138,804	\$ 249,711	\$ (110,907)
e. Utilization of capital loss carry-forwards	\$	\$	\$
f. Other	\$ 914,647	\$ 173,488	\$ 741,159
g. Federal and Foreign income taxes incurred	\$ 18,843,775	\$ 29,312,422	\$ (10,468,647)

2. Deferred Tax Assets

	1 2018	2 2017	3 (Col 1-2) Change
a. Ordinary:			
1. Discounting of unpaid losses	\$ 1,110,688	\$ 756,484	\$ 354,204
2. Unearned premium reserve	2,029,250	1,349,749	679,501
3. Policyholder reserves			
4. Investments			
5. Deferred acquisition costs			
6. Policyholder dividends accrual			
7. Fixed assets			
8. Compensation and benefits accrual			
9. Pension accrual			
10. Receivables - nonadmitted	270,716	1,646,928	(1,376,212)
11. Net operating loss carry-forward			
12. Tax credit carry-forward			
13. Other (items <=5% and >5% of total ordinary tax assets)	335,327	1,293,532	(958,205)
Other (items listed individually >5% of total ordinary tax assets)			
Penn Treaty	335,327	611,212	(275,885)
99. Subtotal	3,745,981	5,046,693	(1,300,712)
b. Statutory valuation allowance adjustment			
c. Nonadmitted			
d. Admitted ordinary deferred tax assets (2a99-2b-2c)	3,745,981	5,046,693	(1,300,712)
e. Capital:			
1. Investments	\$ 2,480,778	\$ 3,273,757	\$ (792,979)
2. Net capital loss carry-forward			
3. Real estate			
4. Other (items <=5% and >5% of total capital tax assets)			
Other (items listed individually >5% of total capital tax assets)			
99. Subtotal	\$ 2,480,778	\$ 3,273,757	\$ (792,979)
f. Statutory valuation allowance adjustment			
g. Nonadmitted	2,480,778	3,273,757	(792,979)
h. Admitted capital deferred tax assets (2e99-2f-2g)			
i. Admitted deferred tax assets (2d+2h)	\$ 3,745,981	\$ 5,046,693	\$ (1,300,712)

3. Deferred Tax Liabilities

	1 2018	2 2017	3 (Col 1-2) Change
a. Ordinary:			
1. Investments	\$	\$	\$
2. Fixed assets			
3. Deferred and uncollected premium			
4. Policyholder reserves			
5. Other (items <=5% and >5% of total ordinary tax liabilities)	1,166,623	1,297,861	(131,238)
Other (items listed individually >5% of total ordinary tax liabilities)			
Penn Treaty	1,166,623	1,297,861	(131,238)
99. Subtotal	1,166,623	1,297,861	(131,238)
b. Capital:			
1. Investments	386,254	835,264	(449,010)
2. Real estate			
3. Other (Items <=5% and >5% of total capital tax liabilities)			
Other (items listed individually >5% of total capital tax liabilities)			
99. Subtotal	386,254	835,264	(449,010)
c. Deferred tax liabilities (3a99+3b99)	\$ 1,552,877	\$ 2,133,125	\$ (580,248)
4. Net Deferred Tax Assets (2i – 3c)	\$ 2,193,104	\$ 2,913,568	\$ (720,464)

NOTES TO FINANCIAL STATEMENTS

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate Among the more significant book to tax adjustments were the following:

	Amount	Effective Tax Rate (%)
Permanent Differences:		
Provision computed at statutory rate	\$ 13,863,904	21.0%
Proration of tax exempt investment income		%
Tax exempt income deduction	(17,290)	%
Dividends received deduction	(22,230)	%
Disallowable travel and entertainment		%
Other permanent differences		%
Temporary Differences:		
Total ordinary DTAs	1,376,212	2.1%
Total ordinary DTLs		%
Total capital DTAs		%
Total capital DTLs		%
Other:		
Statutory valuation allowance adjustment		%
Accrual adjustment – prior year		%
Other	4,812,654	7.3%
Totals	20,013,250	30.3%
Federal and foreign income taxes incurred	18,704,971	%
Realized capital gains (losses) tax	138,804	%
Change in net deferred income taxes	1,169,475	%
Total statutory income taxes	\$ 20,013,250	%

E. Operating Loss Carryforwards and Income Taxes Available for Recoupment

1. The Company did not have any unused operating loss carryforwards available to offset against future taxable income.
2. The following is income tax expense for current year and proceeding years that is available for recoupment in the event of future net losses:

Year	Amounts
2018	\$17,929,128
2017	\$30,053,572
2016	\$5,990

3. The Company's aggregate amount of deposits admitted under Section 6603 of the Internal Revenue Service Code is \$0.

F. Consolidated Federal Income Tax Return

1. The Company's federal income tax return is consolidated with the following entities:
Vision Service Plan (CA), Altair Eyewear, Inc., Eyefinity, Inc., Eastern Vision Service Plan, Inc., Vision Service Plan of Illinois, NFP, Vision Service Plan (OH), Vision Service Plan Insurance Company (OH), Eastern Vision Service Plan IPA, Inc., Vision Service Plan Insurance Company (MO), VSP Holding Company, Inc., Marchon Eyewear, Inc., Marchon BRL Ltd., VSP Vision Care, Inc., Southwest Vision Service Plan, Inc., Vision Service Plan (HI), Vision Service Plan of Wyoming, VSP Optical Group, Inc., Plexus Optix, Inc., VSP Labs, Inc., VSP Ceres, Inc., Eyeconic, Inc., VSP Global, Inc., Optical Opportunities, Eyefinity Europe, VSP Retail Development Holding, Inc., VSP Retail, Inc.
2. The manner in which the Board of Directors sets forth for allocating the consolidated federal income tax:
The method of allocation among companies is subject to a written agreement, approved by the Board of Directors, whereby allocation is made on a separate return basis with credit for tax attributes used by the consolidated group.

G. Federal or Foreign Federal Income Tax Loss Contingencies:

The Company does not have any tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

H. Repatriation Transition Tax (RTT) - RTT owed under the TCJA - Not Applicable

I. Alternative Minimum Tax (AMT Credit) - Not Applicable

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

- Nature of the Relationship Involved
The Company is a wholly owned subsidiary of Vision Service Plan (a California non-profit corporation).
- Transactions
The Company paid an extraordinary dividend to Vision Service Plan, the Parent Company, on August 3, 2018, totaling \$49.9M.
- Dollar Amounts of Transactions
The Company incurred expenses during 2018 and 2017 of \$215,245,493 and \$194,286,133 respectively, for such services.
- Amounts Due From or To Related Parties
The amounts due to Vision Service Plan as of December 31, 2018 and 2017 were \$20,471,356 and \$21,717,778, respectively.
- Guarantees or Undertakings
There are no guarantees or undertakings in place between the Company and any related party.
- Material Management or Service Contracts and Cost-Sharing Arrangements
Vision Service Plan provides the Company with data processing, employee related services and other administrative services for an agreed upon fee under the Administrative and Marketing Agreement.

NOTES TO FINANCIAL STATEMENTS**G. Nature of the Control Relationship**

The Company holds 64 shares of Common Stock in its affiliate, Eyefinity, Inc.; 45 shares of common stock in its affiliate, VSP Holding Company, Inc.; and 21,623 shares of voting common stock and 75,610 shares of non-voting common stock in its affiliate, VSP Optical Group.

H. Amount Deducted from the Value of Upstream Intermediate Entity or Ultimate Parent Owned
Not Applicable**I. Investments in SCA that Exceed 10% of Admitted Assets**

As of December 31, 2018, the Company holds 64 shares of \$0.50 par value common stock of Eyefinity, Inc., which represents 100% of common stock outstanding. The Company is treating its investment in Eyefinity as a non-admitted asset since a stand-alone audit of Eyefinity's financial statements is not performed. The net carrying values of the investment in Eyefinity of \$6,275,535 and \$7,885,468 were non-admitted for the years ended December 31, 2018 and 2017, respectively. The Company's investment in Eyefinity represents less than 10% of the total admitted assets of the Company. Eyefinity had assets and liabilities of \$42,385,000 and \$22,022,000, respectively, as of November 30, 2018 and a net loss of \$3,509,000 for the eleven months ended November 30, 2018.

The Company owns a 45% interest in VSP Holding Company, Inc., which the Company is treating as a non-admitted asset since a stand-alone audit is not performed. The net carrying values of the investment in VSP Holding Company, Inc. of \$203,221,350 and \$240,216,300 were non-admitted for the years ended December 31, 2018 and 2017, respectively. The Company's investment in VSP Holding Company, Inc. exceeds 10% of the total admitted assets of the Company. VSP Holding Company, Inc. had assets of \$832,487,000 and liabilities of \$380,884,000, respectively, as of November 30, 2018 and net income of \$14,651,000 for the eleven months ended November 30, 2018.

The Company owns an 8.7% interest in VSP Optical Group, whose carrying value exceeds 10% of the admitted assets of the Company. The Company carries VSP Optical Group at GAAP equity. There is no goodwill. The net carrying values of the investment in VSP Optical Group of \$51,202,982 and \$47,426,893 were nonadmitted for the years ended December 31, 2018 and 2017, respectively. The investment was admitted in prior years when stand-alone audits were completed. VSP Optical Group, Inc. had assets of \$769,607,000 and liabilities of \$180,156,000, respectively, as of November 30, 2018 and net income of \$28,305,000 for the eleven months ended November 30, 2018.

J. Investments in Impaired SCAs
Not Applicable**K. Investment in Foreign Insurance Subsidiary**
Not Applicable**L. Investment in Downstream Noninsurance Holding Company**
Not Applicable**M. All SCA Investments****(1) Balance Sheet Value (Admitted and Nonadmitted) All SCAs (Except 8bi Entities)**

SCA Entity	Percentage of SCA Ownership	Gross Amount	Admitted Amount	Nonadmitted Amount
a. SSAP No. 97 8a Entities				
	% \$	\$	\$	\$
Total SSAP No. 97 8a Entities	XXX	\$	\$	\$
b. SSAP No. 97 8b(ii) Entities				
Eyefinity, Inc.	100.0%	\$ 6,275,535	\$	\$ 6,275,535
Total SSAP No. 97 8b(ii) Entities	XXX	\$ 6,275,535	\$	\$ 6,275,535
c. SSAP No. 97 8b(iii) Entities				
VSP Holding Company, Inc.	45.0%	\$ 203,221,350	\$	\$ 203,221,350
VSP Optical Group	8.7%	\$ 51,202,982	\$	\$ 51,202,982
Total SSAP No. 97 8b(iii) Entities	XXX	\$ 254,424,332	\$	\$ 254,424,332
d. SSAP No. 97 8b(iv) Entities				
	% \$	\$	\$	\$
Total SSAP No. 97 8b(iv) Entities	XXX	\$	\$	\$
e. Total SSAP No. 97 8b Entities (except 8b(i) entities) (b + c + d)	XXX	\$ 260,699,867	\$	\$ 260,699,867
f. Aggregate Total (a + e)	XXX	\$ 260,699,867	\$	\$ 260,699,867

(2) NAIC Filing Response Information

SCA Entity (Should be the same entities as shown in M(1) above)	Type of NAIC Filing*	Date of Filing to the NAIC	NAIC Valuation Amount	NAIC Response Received Y/N	NAIC Disallowed Entities Valuation Method	Resubmission Required Y/N	Code**
a. SSAP No. 97 8a Entities			\$				
Total SSAP No. 97 8a Entities	XXX	XXX	\$	XXX	XXX	XXX	XXX
b. SSAP No. 97 8b(ii) Entities							
Eyefinity, Inc.	S1	06/08/2017	\$ 6,260,353	Y	N	I	
Total SSAP No. 97 8b(ii) Entities	XXX	XXX	\$ 6,260,353	XXX	XXX	XXX	XXX
c. SSAP No. 97 8b(iii) Entities							
VSP Holding Company, Inc.	S1	01/18/2017	\$ 220,165,872	Y	N	I	
VSP Optical Group	S2	05/25/2016	\$ 30,295,442	Y	N	I	
Total SSAP No. 97 8b(iii) Entities	XXX	XXX	\$ 250,461,314	XXX	XXX	XXX	XXX
d. SSAP No. 97 8b(iv) Entities			\$				
Total SSAP No. 97 8b(iv) Entities	XXX	XXX	\$	XXX	XXX	XXX	XXX

NOTES TO FINANCIAL STATEMENTS

SCA Entity (Should be the same entities as shown in M(1) above)	Type of NAIC Filing*	Date of Filing to the NAIC	NAIC Valuation Amount	NAIC Response Received Y/N	NAIC Disallowed Entities Valuation Method	Resubmission Required Y/N	Code**
e. Total SSAP No. 97 8b Entities (except 8b(i) entities) (b + c + d)	XXX	XXX	\$ 256,721,667	XXX	XXX	XXX	XXX
f. Aggregate Total (a + e)	XXX	XXX	\$ 256,721,667	XXX	XXX	XXX	XXX

* S1 – Sub-1, S2 – Sub-2 or RDF – Resubmission of Disallowed Filing

** I – Immaterial or M – Material

N. Investment in Insurance SCAs
Not Applicable

O. SCA Loss Tracking
Not Applicable

Note 11 – Debt

Not Applicable

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

Not Applicable

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

(1) Number of Share and Par or State Value of Each Class
The Company has 100,000 shares of \$100 par value common stock authorized of which 25,000 shares are issued and outstanding.

(2) Dividend Rate, Liquidation Value and Redemption Schedule of Preferred Stock Issues
The Company has no preferred stock outstanding.

(3) Dividend Restrictions
The Company is required to notify the Commissioner prior to payment of extraordinary dividends, and may do so unless disapproved within 30 days of notification.

(4) Dates and Amounts of Dividends Paid
The Company paid an extraordinary dividend to Vision Service Plan, the Parent Company, on August 3, 2018, totaling \$49.9M.

(5) Profits that may be Paid as Ordinary Dividends to Stockholders
The Company has no restrictions on the Company's profits.

(6) Restrictions Plans on Unassigned Funds (Surplus)
The Company has no restrictions on surplus.

(7) Amount of Advances to Surplus not Repaid
Not Applicable

(8) Amount of Stock Held for Special Purposes
Not Applicable

(9) Reasons for Changes in Balance of Special Surplus Funds from Prior Period
Not Applicable

(10) The Portion of Unassigned Funds (Surplus) Represented or Reduced by Unrealized Gains and Losses is: \$103,053,532.

(11) The Reporting Entity Issued the Following Surplus Debentures or Similar Obligations
Not Applicable

(12) The impact of any restatement due to prior quasi-reorganizations is as follows
Not Applicable

(13) Effective Date of Quasi-Reorganization for a Period of Ten Years Following Reorganization
Not Applicable

Note 14 – Liabilities, Contingencies and Assessments

A. Contingent Commitments

(1) Total SSAP No. 97, Investments in Subsidiary, Controlled, and Affiliated Entities, A Replacement of SSAP No. 88, and SSAP No. 48, Joint Ventures, Partnerships and Limited Liability Company contingent liabilities: \$0.

(2) Detail of other contingent commitments
Not Applicable

NOTES TO FINANCIAL STATEMENTS

(3) Guarantee Obligations
Not Applicable

B. Assessments

(1) Assessments Where Amount is Known or Unknown
Not Applicable

(2) Assessments

The asset represents accrued premium tax offsets related to the PennTreaty/American National Insurance Companies' insolvencies.

a. Assets recognized from paid and accrued premium tax offsets and policy surcharges prior year-end	\$ 6,180,292
b. Decreases current period:	4,583,497
c. Increases current period:	
d. Assets recognized from paid and accrued premium tax offsets and policy surcharges current period	\$ 1,596,795

(3) Guaranty Fund Liabilities and Assets Related to Assessments from Insolvencies for Long-Term Care Contracts

The Company has established a liability due to expected assessments from various state insurance guaranty funds related to the PennTreaty/American National Insurance Companies' insolvencies. The liability, and related asset representing future credits on premium tax returns are based on the 4.25% discounted tables on the National Organization of Life & Health Insurance Guaranty Associations website. The liability and asset at December 31, 2018 totaled \$1,596,795 and \$5,555,348, respectively.

a. Discount Rate Applied 4.3%

b. The undiscounted and discounted amount of the guaranty fund assessments and related assets by insolvency:

Name of the Insolvency	Guaranty Fund Assessment		Related Assets	
	Undiscounted	Discounted	Undiscounted	Discounted
PennTreaty Insurance Company	\$ 1,592,172,172	\$ 1,088,167,042	\$ 1,434,639,170	\$ 989,586,967
American National Insurance Company	\$ 533,295,637	\$ 228,707,290	\$ 300,251,346	\$ 130,133,121

c. Number of jurisdictions, ranges of years used to discount and weighted average number of years of the discounting time period for payables and recoverables by insolvency:

Name of the Insolvency	Payables			Recoverables		
	Number of Jurisdictions	Range of Years	Weighted Average Number of Years	Number of Jurisdictions	Range of Years	Weighted Average Number of Years
PennTreaty Insurance Company	29	45-67		27	'5-20	
American National Insurance Company	29	17-65		26	'5-20	

C. Gain Contingencies
Not ApplicableD. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - Total SSAP 97 and SSAP 48 Contingent Liabilities
Not ApplicableE. Joint and Several Liabilities
Not ApplicableF. All Other Contingencies
Not Applicable**Note 15 – Leases**

Not Applicable

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

Not Applicable

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

Not Applicable

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

A. ASO Plans

The Company does not have ASO Plans.

NOTES TO FINANCIAL STATEMENTS**B. ASC Plans**

The gain from operations from Administrative Services Contract (ASC) uninsured plans and the uninsured portion of partially insured plans was as follows during 2018:

	ASC Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASC
a. Gross reimbursement for medical cost incurred	\$ 599,826,250	\$	\$ 599,826,250
b. Gross administrative fees accrued	48,447,194		48,447,194
c. Other income or expenses (including interest paid to or received from plans)	(110,997,008)		(110,997,008)
d. Gross expenses incurred (claims and administrative)	590,996,846		590,996,846
e. Total net gain or loss from operations	\$ (53,720,410)	\$	\$ (53,720,410)

C. Medicare or Similarly Structured Cost Based Reimbursement Contract - Not Applicable**Note 19 – Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

Not Applicable

Note 20 – Fair Value Measurements**A. Fair Value Measurements****(1) Fair Value Measurements at Reporting Date**

Description for Each Type of Asset or Liability	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Total
Assets at Fair Value					
Common Stock	\$ 10,766,617	\$	\$	\$	\$ 10,766,617
Total	\$ 10,766,617	\$	\$	\$	\$ 10,766,617
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)	Net Asset Value (NAV)	Not Practicable (Carrying Value)
Short-term investments	\$ 17,065,140	\$ 17,075,091	\$	\$ 17,065,140	\$	\$	\$
Bonds	\$ 48,412,107	\$ 49,051,599	\$ 530,685	\$ 47,881,422	\$	\$	\$
Common Stock	\$ 10,766,617	\$ 10,766,617	\$ 107,666,617	\$	\$	\$	\$
Cash Equivalents	\$ 124,888,394	\$ 124,892,624	\$ 64,957,144	\$ 59,931,250	\$	\$	\$

D. Not Practicable to Estimate Fair Value

Not Applicable

E. NAV Practical Expedient Investments

Not Applicable

Note 21 – Other Items

Not Applicable

NOTES TO FINANCIAL STATEMENTS**Note 22 – Events Subsequent**

On January 1, 2019, the Company would have been subject to an annual fee under section 9010 of the Affordable Care Act (ACA); however, in 2018, Congress approved a one-year moratorium on the collection of the health insurance provider fee for the 2019 calendar year. Accordingly, there will be no ACA fee assessment payable for the upcoming year and there was \$0 earmarked as special surplus funds at December 31, 2018.

Subsequent events have been considered through February 28, 2019 for these statutory financial statements which are to be issued on March 1, 2019.

A. Did the reporting entity write accident and health insurance premium that is subject to Section 9010 of the Federal Affordable Care Act (YES/NO)?

Yes [] No []

	2018	2017
B. ACA fee assessment payable for the upcoming year	\$ 21,390,879	
C. ACA fee assessment paid	\$ 21,423,054	
D. Premium written subject to ACA 9010 assessment	\$ 1,136,109,656	\$ 1,085,831,423
E. Total adjusted capital before surplus adjustment (Five-Year Historical Line 14)	\$ 174,481,127	
F. Total adjusted capital after surplus adjustment (Five-Year Historical Line 14 minus 22B above)	\$ 174,481,127	
G. Authorized control level (Five-Year Historical Line 15)	\$ 27,458,549	
H. Would reporting the ACA assessment as of December 31, 2018 have triggered an RBC action level (YES/NO)?		Yes [<input type="checkbox"/>] No [<input checked="" type="checkbox"/>]

Note 23 – Reinsurance

Not Applicable

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not Applicable

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

A. Change in Incurred Losses and Loss Adjustment Expenses

	2018	2017
BALANCE—January 1	<u>\$ 55,491,155</u>	<u>\$ 53,618,328</u>
Incurred related to:		
Current year	917,760,250	892,258,922
Prior years	<u>(2,908,665)</u>	<u>(910,956)</u>
Total incurred	914,851,585	891,347,966
Paid related to:		
Current year	(860,379,520)	(836,767,767)
Prior years	<u>(52,582,490)</u>	<u>(52,707,372)</u>
Total paid	<u>(912,962,010)</u>	<u>(889,475,139)</u>
BALANCE - December 31	<u>\$ 57,380,730</u>	<u>\$ 55,491,155</u>

Reserves as of December 31, 2018 were \$57,380,730. As of December 31, 2018, \$52,582,490 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$2,908,665 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$2,908,665 favorable prior-year development from December 31, 2017 to December 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

NOTES TO FINANCIAL STATEMENTS

Note 30 – Premium Deficiency Reserves

1. Liability carried for premium deficiency reserve: \$0
2. Date of most recent evaluation of this liability: January 9, 2019
3. Was anticipated investment income utilized in the calculation? Yes [] No [X]

Note 31 – Anticipated Salvage and Subrogation

Not Applicable

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES****GENERAL**

1.1 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, 1A and 2.

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []

1.3 State regulating? Ohio

1.4 Is the reporting entity publicly traded or a member of publicly traded group? Yes [] No [X]

1.5 If the response to 1.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group.

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 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2013

3.2 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

3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 02/04/2015

3.4 By what department or departments? Connecticut Department of Insurance

3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments? Yes [] No [X] N/A [X]

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [X] N/A []

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? Yes [] No [X]

4.12 renewals? Yes [] No [X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? Yes [] No [X]

4.22 renewals? Yes [] No [X]

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
If the answer is YES, complete and file the merger history data file with the NAIC.

5.2 If yes, provide the 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	2 NAIC Company Code	3 State of Domicile
Name of Entity		

6.1 Has the 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]

6.2 If yes, give full information:

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]

7.2 If yes,

7.21 State the percentage of foreign control %

7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity

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 locations (city and state of the main office) of any affiliates regulated by a federal financial 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. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit? Deloitte & Touche, 555 Mission Street, San Francisco, CA 94105

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]

10.2 If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 18A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]

10.4 If the response to 10.3 is yes, provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES**

10.6 If the response to 10.5 is no or n/a, please explain:

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Frederick W. Kilbourne, 100 E San Marcos Blvd, Suite 400, San Marcos, CA 92069 (independent actuary)

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]

12.11 Name of real estate holding company		0
12.12 Number of parcels involved		
12.13 Total book/adjusted carrying value	\$	0

12.2 If yes, provide explanation

13. **FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:**

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []

13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []

14.1 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.

14.11 If the response to 14.1 is no, please explain:

14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

14.21 If the response to 14.2 is yes, provide information related to amendment(s).

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [] No [X]

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
			\$

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinator committee thereof? Yes [X] No []

17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No []

18. Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

20.11 To directors or other officers	\$	0
20.12 To stockholders not officers	\$	0
20.13 Trustees, supreme or grand (Fraternal only)	\$	0

20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):

20.21 To directors or other officers	\$	0
20.22 To stockholders not officers	\$	0
20.23 Trustees, supreme or grand (Fraternal only)	\$	0

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]

21.2 If yes, state the amount thereof at December 31 of the current year:

21.21 Rented from others	\$	0
21.22 Borrowed from others	\$	0
21.23 Leased from others	\$	0
21.24 Other	\$	0

22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? Yes [] No [X]

22.2 If answer is yes:

22.21 Amount paid as losses or risk adjustment	\$	0
22.22 Amount paid as expenses	\$	0
22.23 Other amounts paid	\$	0

23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []

23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 4,800,382

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES****INVESTMENT**

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.03)? Yes [] No [X]

24.02 If no, give full and complete information, relating thereto:
Securities are held by banks or brokers pursuant to safekeeping custodial agreements.

24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).

24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the *Risk-Based Capital Instructions*? Yes [] No [] N/A [X]

24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$ _____ 0

24.06 If answer to 24.04 is no, report amount of collateral for other programs \$ _____ 0

24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] N/A [X]

24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] N/A [X]

24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [] No [] N/A [X]

24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:

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

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

24.103 Total payable for securities lending reported on the liability page: \$ _____ 0

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is current in force? (Exclude securities subject to Interrogatory 21.1 and 24.03.) Yes [X] No []

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements	<input type="checkbox"/> \$ _____ 0
25.22 Subject to reverse repurchase agreements	<input type="checkbox"/> \$ _____ 0
25.23 Subject to dollar repurchase agreements	<input type="checkbox"/> \$ _____ 0
25.24 Subject to reverse dollar repurchase agreements	<input type="checkbox"/> \$ _____ 0
25.25 Placed under option agreements	<input type="checkbox"/> \$ _____ 0
25.26 Letter stock or securities restricted as sale – excluding FHLB Capital Stock	<input type="checkbox"/> \$ _____ 0
25.27 FHLB Capital Stock	<input type="checkbox"/> \$ _____ 0
25.28 On deposit with states	<input type="checkbox"/> \$ _____ 4,198,511
25.29 On deposit with other regulatory bodies	<input type="checkbox"/> \$ _____ 0
25.30 Pledged as collateral – excluding collateral pledged to an FHLB	<input type="checkbox"/> \$ _____ 0
25.31 Pledged as collateral to FHLB – including assets backing funding agreements	<input type="checkbox"/> \$ _____ 0
25.32 Other	<input type="checkbox"/> \$ _____ 0

25.3 For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount
		<input type="checkbox"/> \$ _____

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year: \$ _____ 0

28. 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 []

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

1 Name of Custodian(s)	2 Custodian's Address
Union Bank	350 California St., 6th Floor MC H-600, San Francisco, CA 94104
Wells Fargo Institutional Securities, LLC	45 Fremont St., 34th Flr, San Francisco, CA 94105
Robert W. Baird & Co.	1400 Rocky Ridge Dr., Suite 250, Roseville, CA 95661
Morgan Stanley	2380 E. Bidwell St. Folsom, CA 95630

28.02 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)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [] No [X]

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

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

28.05 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"].

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES**

1 Name of Firm or Individual	2 Affiliation
Treasury Manager, VSP	A
RW Baird	U
Morgan Stanley	U

28.0597 For those firms/individuals listed in the table for Question 28.05, 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 [] No [X]

28.0598 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 28.05, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [] No [X]

28.06 For those firms or individuals listed in the table for 28.05 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
N/A	Treasury Manager, VSP	N/A	N/A	NO
8158	RW Baird	N/A	SEC	NO
149777	Morgan Stanley	N/A	SEC	NO

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [] No [X]

29.2 If yes, complete the following schedule:

1 CUSIP	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
		\$
29.2999 TOTAL		\$

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
		\$	

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

		1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1	Bonds	\$ 126,062,171	\$ 125,408,497	\$ (653,674)
30.2	Preferred Stocks	\$ 0	\$ 0	\$ 0
30.3	Totals	\$ 126,062,171	\$ 125,408,497	\$ (653,674)

30.4 Describe the sources or methods utilized in determining the fair values:

The fair values were obtained from Thomson Reuters, a pricing service, or from other reliable independent sources when not available from Thomson Reuters.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [X] No []

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [X] No []

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

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

32.2 If no, list exceptions:

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

- a. Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.
- 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 5GI securities? Yes [] No [X]

34. By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:

- a. The security was purchased prior to January 1, 2018.
- b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
- c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as an NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.
- d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.

Has the reporting entity self-designated PLGI securities? Yes [] No [X]

OTHER

35.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$ 0

35.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
	\$

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES**

36.1 Amount of payments for legal expenses, if any? \$ 0

36.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
	\$

37.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$ 0

37.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
	\$

GENERAL INTERROGATORIES**PART 2 – HEALTH INTERROGATORIES**

1.1	Does the reporting entity have any direct Medicare Supplement Insurance in force?	Yes []	No [X]
1.2	If yes, indicate premium earned on U.S. business only.	\$	0
1.3	What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?	\$	0
1.31	Reason for excluding:		
1.4	Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.	\$	0
1.5	Indicate total incurred claims on all Medicare Supplement insurance.	\$	0
1.6	Individual policies:		
	Most current three years:		
1.61	Total premium earned	\$	0
1.62	Total incurred claims	\$	0
1.63	Number of covered lives		0
	All years prior to most current three years:		
1.64	Total premium earned	\$	0
1.65	Total incurred claims	\$	0
1.66	Number of covered lives		0
1.7	Group policies:		
	Most current three years:		
1.71	Total premium earned	\$	0
1.72	Total incurred claims	\$	0
1.73	Number of covered lives		0
	All years prior to most current three years:		
1.74	Total premium earned	\$	0
1.75	Total incurred claims	\$	0
1.76	Number of covered lives		0
2.	Health Test:		
		1 Current Year	2 Prior Year
2.1	Premium Numerator	\$ 1,136,109,656	\$ 1,085,831,423
2.2	Premium Denominator	\$ 1,136,109,656	\$ 1,085,831,423
2.3	Premium Ratio (2.1/2.2)		100.0%
2.4	Reserve Numerator	\$ 56,419,195	\$ 54,572,853
2.5	Reserve Denominator	\$ 56,419,195	\$ 54,572,853
2.6	Reserve Ratio (2.4/2.5)		100.0%
3.1	Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?	Yes []	No [X]
3.2	If yes, give particulars:		
4.1	Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?	Yes [X]	No []
4.2	If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?	Yes []	No [X]
5.1	Does the reporting entity have stop-loss reinsurance?	Yes []	No [X]
5.2	If no, explain:		
5.3	Maximum retained risk (see instructions)		
5.31	Comprehensive Medical	\$	0
5.32	Medical Only	\$	0
5.33	Medicare Supplement	\$	0
5.34	Dental and Vision	\$	200
5.35	Other Limited Benefit Plan	\$	0
5.36	Other	\$	0
6.	Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements: <u>The company's agreements with its Member Doctors prohibits them from seeking payment (except for copayment, if any) from, or bringing any legal action against the Company's subscribers or their dependents for the Company's covered services. The company maintains other arrangements of</u>		

GENERAL INTERROGATORIES**PART 2 – HEALTH INTERROGATORIES**the type to the extent required by law.

7.1	Does the reporting entity set up its claim liability for provider services on a service date basis?	Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]																																																																
7.2	If no, give details																																																																		
8.	Provide the following information regarding participating providers:																																																																		
8.1	Number of providers at start of reporting year		17,228																																																																
8.2	Number of providers at end of reporting year		17,218																																																																
9.1	Does the reporting entity have business subject to premium rate guarantees?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																																																																
9.2	If yes, direct premium earned:																																																																		
9.21	Business with rate guarantees with rate guarantees between 15-36 months	\$	0																																																																
9.22	Business with rate guarantees over 36 months	\$	0																																																																
10.1	Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																																																																
10.2	If yes:																																																																		
10.21	Maximum amount payable bonuses		0																																																																
10.22	Amount actually paid for year bonuses		0																																																																
10.23	Maximum amount payable withhold		0																																																																
10.24	Amount actually paid for year withhold		0																																																																
11.1	Is the reporting entity organized as:																																																																		
11.12	A Medical Group/Staff Model,	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																																																																
11.13	An Individual Practice Association (IPA), or,	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																																																																
11.14	A Mixed Model (combination of above)?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																																																																
11.2	Is the reporting entity subject to Statutory Minimum Capital and Surplus Requirements?	Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]																																																																
11.3	If yes, show the name of the state requiring such minimum capital and surplus. <u>Ohio</u>																																																																		
11.4	If yes, show the amount required.	\$	54,917,098																																																																
11.5	Is this amount included as part of a contingency reserve in stockholder's equity?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																																																																
11.6	If the amount is calculated, show the calculation <u>Refer to Risk Based Capital report.</u>																																																																		
12.	List service areas in which reporting entity is licensed to operate:																																																																		
	<table border="1"> <thead> <tr> <th>1</th> <th>Name of Service Area</th> </tr> </thead> <tbody> <tr><td>Alabama</td><td></td></tr> <tr><td>Alaska</td><td></td></tr> <tr><td>Arizona</td><td></td></tr> <tr><td>Arkansas</td><td></td></tr> <tr><td>Colorado</td><td></td></tr> <tr><td>Connecticut</td><td></td></tr> <tr><td>Delaware</td><td></td></tr> <tr><td>District of Columbia</td><td></td></tr> <tr><td>Hawaii</td><td></td></tr> <tr><td>Illinois</td><td></td></tr> <tr><td>Indiana</td><td></td></tr> <tr><td>Iowa</td><td></td></tr> <tr><td>Kansas</td><td></td></tr> <tr><td>Kentucky</td><td></td></tr> <tr><td>Louisiana</td><td></td></tr> <tr><td>Maine</td><td></td></tr> <tr><td>Massachusetts</td><td></td></tr> <tr><td>Michigan</td><td></td></tr> <tr><td>Minnesota</td><td></td></tr> <tr><td>Mississippi</td><td></td></tr> <tr><td>Montana</td><td></td></tr> <tr><td>Nebraska</td><td></td></tr> <tr><td>Nevada</td><td></td></tr> <tr><td>New Hampshire</td><td></td></tr> <tr><td>New Jersey</td><td></td></tr> <tr><td>North Carolina</td><td></td></tr> <tr><td>North Dakota</td><td></td></tr> <tr><td>Ohio</td><td></td></tr> <tr><td>Oklahoma</td><td></td></tr> <tr><td>Oregon</td><td></td></tr> <tr><td>Pennsylvania</td><td></td></tr> </tbody> </table>	1	Name of Service Area	Alabama		Alaska		Arizona		Arkansas		Colorado		Connecticut		Delaware		District of Columbia		Hawaii		Illinois		Indiana		Iowa		Kansas		Kentucky		Louisiana		Maine		Massachusetts		Michigan		Minnesota		Mississippi		Montana		Nebraska		Nevada		New Hampshire		New Jersey		North Carolina		North Dakota		Ohio		Oklahoma		Oregon		Pennsylvania			
1	Name of Service Area																																																																		
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GENERAL INTERROGATORIES**PART 2 – HEALTH INTERROGATORIES**

Rhode Island
South Carolina
South Dakota
Tennessee
Texas
Utah
Vermont
Virginia
Washington
West Virginia
Wisconsin
Wyoming

13.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$ 0

13.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date. \$ 0

14.1 Are any of the captive affiliates reported on Schedule S, Part 3, authorized reinsurers? Yes [] No [] N/A [X]

14.2 If the answer to 14.1 is yes, please provide the following:

1 Company Name	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other
	0	\$	\$	\$	\$	\$

15. Provide the following for individual ordinary life insurance* policies (U.S. business only) for the current year (prior to reinsurance assumed or ceded).

15.1 Direct Premium Written	\$ 0
15.2 Total Incurred Claims	\$ 0
15.3 Number of Covered Lives	0

*Ordinary Life Insurance Includes
Term (whether full underwriting, limited underwriting, jet issue, "short form app")
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")
Variable Life (with or without secondary guarantee)
Universal Life (with or without secondary guarantee)
Variable Universal Life (with or without secondary guarantee)

16. Is the reporting entity licensed or charted, registered, qualified, eligible or writing business in at least two states? Yes [X] No []

16.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity? Yes [] No [X]

Vision Service Plan Insurance Company

FIVE-YEAR HISTORICAL DATA

	1 2018	2 2017	3 2016	4 2015	5 2014
Balance Sheet Items (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28).....	295,689,699	307,131,500	261,297,821	286,497,782	304,946,753
2. Total liabilities (Page 3, Line 24).....	121,208,572	133,619,969	114,306,104	97,902,202	93,524,957
3. Statutory minimum capital and surplus requirement.....	54,917,098	51,091,740	45,017,826	43,341,084	40,071,006
4. Total capital and surplus (Page 3, Line 33).....	174,481,127	173,511,531	146,991,717	188,595,580	211,421,796
Income Statement Items (Page 4)					
5. Total revenues (Line 8).....	1,183,957,486	1,134,424,303	1,064,051,427	992,812,279	912,840,650
6. Total medical and hospital expenses (Line 18).....	893,716,877	863,011,052	820,691,721	775,161,989	709,641,832
7. Claims adjustment expenses (Line 20).....	18,913,961	16,712,002	15,791,614	13,262,792	11,568,653
8. Total administrative expenses (Line 21).....	208,520,845	172,573,417	177,214,385	159,369,567	145,533,119
9. Net underwriting gain (loss) (Line 24).....	62,805,803	82,127,832	50,353,707	45,017,931	46,097,046
10. Net investment gain (loss) (Line 27).....	3,316,494	1,794,409	519,392	1,680,216	1,656,161
11. Total other income (Lines 28 plus 29).....	(242,510)	(183,227)	(338,402)	(152,029)	(360,382)
12. Net income or (loss) (Line 32).....	47,174,816	54,676,303	27,732,692	26,757,863	25,614,006
Cash Flow (Page 6)					
13. Net cash from operations (Line 11).....	46,483,058	37,071,084	33,300,384	29,888,764	17,924,942
Risk-Based Capital Analysis					
14. Total adjusted capital.....	174,481,127	173,511,531	146,991,717	188,595,580	211,421,796
15. Authorized control level risk-based capital.....	27,458,549	25,545,870	24,776,823	25,374,548	25,457,576
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7).....	14,926,955	14,390,936	13,775,002	12,966,549	12,231,490
17. Total member months (Column 6, Line 7).....	178,591,741	172,429,364	164,783,548	154,012,651	145,629,091
Operating Percentage (Page 4) (Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5).....	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Line 18 plus Line 19).....	78.5	79.2	80.2	81.2	81.1
20. Cost containment expenses.....	.....	.....	.....	.....	.....
21. Other claims adjustment expenses.....	1.7	1.5	1.6	1.4	1.3
22. Total underwriting deductions (Line 23).....	98.4	96.5	99.1	99.3	99.2
23. Total underwriting gain (loss) (Line 24).....	.5.5	.7.5	.4.5	.4.2	.4.7
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5).....	51,367,716	51,035,344	45,855,365	40,981,239	36,443,863
25. Estimated liability of unpaid claims - [prior year (Line 13, Col. 6)]	54,572,853	52,820,251	47,176,322	40,239,381	39,611,012
Investments in Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1).....	.....	.....	.....	.....	.....
27. Affiliated preferred stocks (Sch. D. Summary, Line 18, Col. 1).....	.....	.....	.....	29,278,197	33,277,480
28. Affiliated common stocks (Sch. D. Summary, Line 24, Col. 1).....	256,407,165	295,528,661	274,364,349	266,188,330	333,305,118
29. Affiliated short-term investments (subtotal included in Sch. DA, Verification, Column 5, Line 10).....	.....	.....	.....	.....	.....
30. Affiliated mortgage loans on real estate.....	.....	.....	.....	.....	.....
31. All other affiliated.....	.....	.....	.....	.....	.....
32. Total of above Lines 26 to 31.....	256,407,165	295,528,661	274,364,349	295,466,527	366,582,598
33. Total investment in parent included in Lines 26 to 31 above.....	.....	.....	.....	.....	.....

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?

Yes [] No []

If no, please explain:

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.	1 Active Status (a)	Direct Business Only							
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Plan Premiums	6 Life & Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit- Type Contracts
1. Alabama.....	AL	.....36,016,819						.....36,016,819	
2. Alaska.....	AK	.....L						.....0	
3. Arizona.....	AZ	.....L	.....34,674,700					.....34,674,700	
4. Arkansas.....	AR	.....L						.....0	
5. California.....	CA	.....N						.....0	
6. Colorado.....	CO	.....L	.....52,128,845					.....52,128,845	
7. Connecticut.....	CT	.....L	.....27,943,046					.....27,943,046	
8. Delaware.....	DE	.....L	.....5,428,325					.....5,428,325	
9. District of Columbia.....	DC	.....L	.....4,821,887		.....116,153,996			.....120,975,883	
10. Florida.....	FL	.....N						.....0	
11. Georgia.....	GA	.....N						.....0	
12. Hawaii.....	HI	.....L						.....0	
13. Idaho.....	ID	.....N						.....0	
14. Illinois.....	IL	.....L						.....0	
15. Indiana.....	IN	.....L	.....34,340,585					.....34,340,585	
16. Iowa.....	IA	.....L	.....10,659,744					.....10,659,744	
17. Kansas.....	KS	.....L	.....12,707,751					.....12,707,751	
18. Kentucky.....	KY	.....L	.....5,803,155					.....5,803,155	
19. Louisiana.....	LA	.....L	.....9,622,559					.....9,622,559	
20. Maine.....	ME	.....L	.....4,617,377					.....4,617,377	
21. Maryland.....	MD	.....N						.....0	
22. Massachusetts.....	MA	.....L	.....40,094,511					.....40,094,511	
23. Michigan.....	MI	.....L	.....67,677,641					.....67,677,641	
24. Minnesota.....	MN	.....L	.....45,170,590					.....45,170,590	
25. Mississippi.....	MS	.....L	.....6,341,428					.....6,341,428	
26. Missouri.....	MO	.....N						.....0	
27. Montana.....	MT	.....L	.....3,231,704					.....3,231,704	
28. Nebraska.....	NE	.....L	.....9,551,059					.....9,551,059	
29. Nevada.....	NV	.....L						.....0	
30. New Hampshire.....	NH	.....L	.....4,341,580					.....4,341,580	
31. New Jersey.....	NJ	.....L	.....74,551,914					.....74,551,914	
32. New Mexico.....	NM	.....N						.....0	
33. New York.....	NY	.....N						.....0	
34. North Carolina.....	NC	.....L	.....77,526,130					.....77,526,130	
35. North Dakota.....	ND	.....L	.....2,451,783					.....2,451,783	
36. Ohio.....	OH	.....L						.....0	
37. Oklahoma.....	OK	.....L	.....46,825,816					.....46,825,816	
38. Oregon.....	OR	.....L	.....19,533,039					.....19,533,039	
39. Pennsylvania.....	PA	.....L	.....64,759,225					.....64,759,225	
40. Rhode Island.....	RI	.....L	.....27,577,622					.....27,577,622	
41. South Carolina.....	SC	.....L	.....10,125,923					.....10,125,923	
42. South Dakota.....	SD	.....L	.....11,234,419					.....11,234,419	
43. Tennessee.....	TN	.....L	.....37,913,339					.....37,913,339	
44. Texas.....	TX	.....L	.....185,815,325					.....185,815,325	
45. Utah.....	UT	.....L	.....10,374,661					.....10,374,661	
46. Vermont.....	VT	.....L	.....5,155,407					.....5,155,407	
47. Virginia.....	VA	.....L						.....0	
48. Washington.....	WA	.....L						.....0	
49. West Virginia.....	WV	.....L	.....2,987,447					.....2,987,447	
50. Wisconsin.....	WI	.....L	.....27,950,304					.....27,950,304	
51. Wyoming.....	WY	.....L						.....0	
52. American Samoa.....	AS	.....N						.....0	
53. Guam.....	GU	.....N						.....0	
54. Puerto Rico.....	PR	.....N						.....0	
55. U.S. Virgin Islands.....	VI	.....N						.....0	
56. Northern Mariana Islands.....	MP	.....N						.....0	
57. Canada.....	CAN	.....N						.....0	
58. Aggregate Other alien.....	OT	....XXX	.....0	.....0	.....0	.....0	.....0	.....0	.....0
59. Subtotal.....		....XXX	.....1,019,955,660	.....0	.....0	.....116,153,996	.....0	.....1,136,109,656	.....0
60. Reporting entity contributions for Employee Benefit Plans.....		....XXX						.....0	
61. Total (Direct Business).....		....XXX	.....1,019,955,660	.....0	.....0	.....116,153,996	.....0	.....1,136,109,656	.....0

DETAILS OF WRITE-INS

58001.....								.....0	
58002.....								.....0	
58003.....								.....0	
58998. Summary of remaining write-ins for line 58.....		.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
58999. Total (Lines 58001 through 58003 + 58998).....		.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0

Explanation of basis of allocation by states, premiums by state, etc.

The Company allocates based on the situs of the contract.

(a) Active Status Counts:

L - Licensed or Chartered - Licensed insurance carrier or domiciled RRG.....43

E - Eligible - Reporting entities eligible or approved to write surplus lines in the state.....0

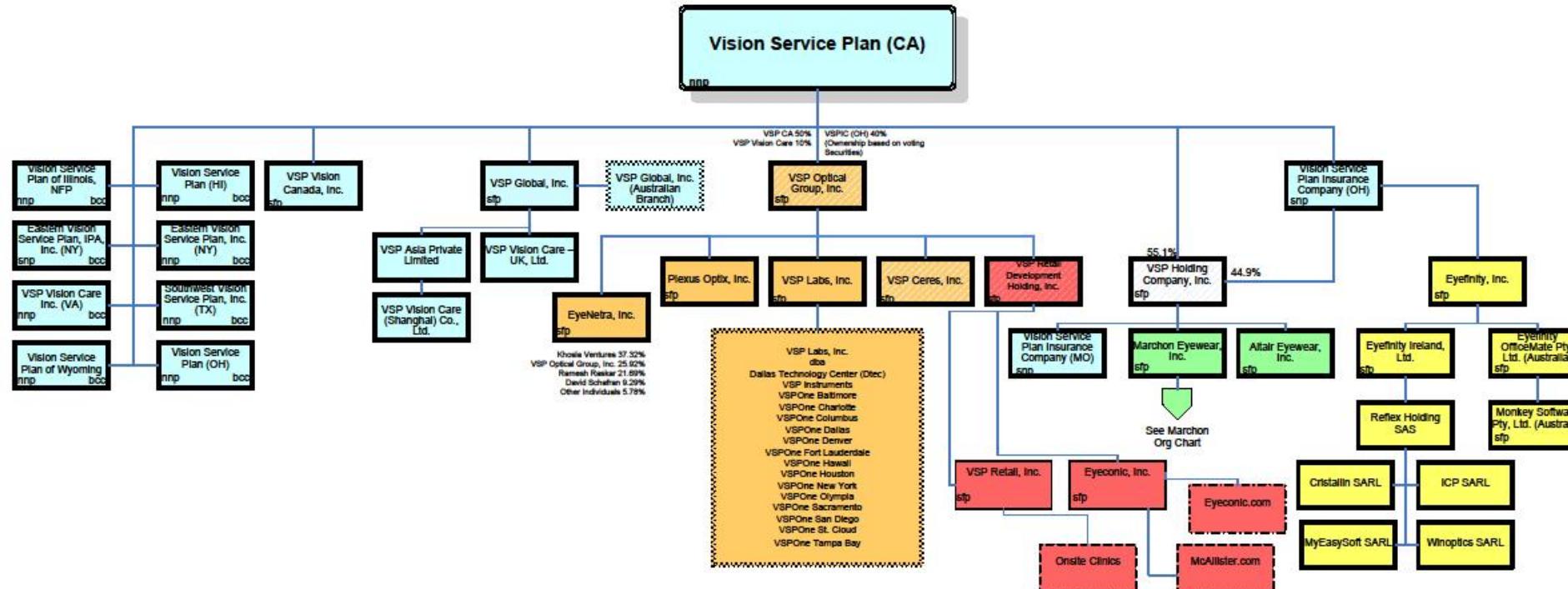
R - Registered - Non-domiciled RRGs.....0

Q - Qualified - Qualified or accredited reinsurer.....0

N - None of the above - Not allowed to write business in the state.....14

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

Organizational Chart, Vision Service Plan



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

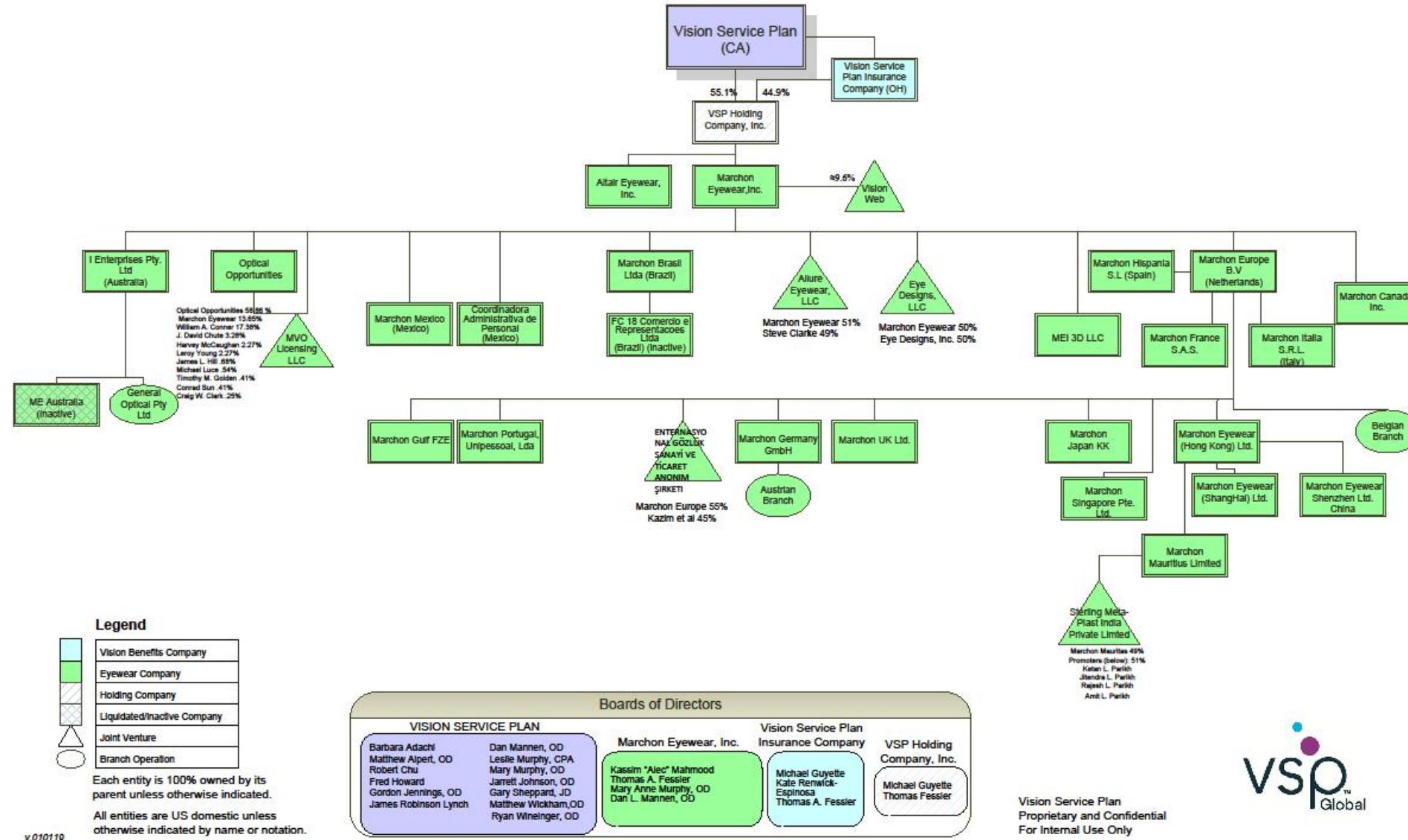
Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Eastern Vision Service Plan, Inc.	22-2777159	47029	Altair Eyewear, Inc.	68-029515
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyeconic, Inc.	27-310725
Southwest Vision Service Plan, Inc.	75-1769288	None	Eyefinity, Inc.	68-045045
Vision Service Plan (CA)	94-1632821	None	Marchon Eyewear, Inc.	11-261736
Vision Service Plan (HI)	99-0247673	None	Plexus Optix, Inc.	27-062121
Vision Service Plan (OH)	31-0725743	54380	VSP Ceres, Inc.	27-501697
Vision Service Plan Insurance Company (OH)	06-1227840	39616	VSP Global, Inc.	27-093365
Vision Service Plan Insurance Company (MO)	36-3560625	32395	VSP Holding Company, Inc.	26-199874
Vision Service Plan of Illinois, NFP	20-0891619	12516	VSP Labs, Inc.	27-062114
Vision Service Plan of Wyoming	83-0212963	None	VSP Optical Group, Inc.	27-062106
VSP Vision Care, Inc.	23-7089668	53031	VSP Retail Development Holding, Inc.	48-530937
			VSP Retail, Inc.	46-540696



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.



v.01011

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

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

All entities are US domestic unless

Boards of Directors			
VISION SERVICE PLAN		Vision Service Plan Insurance Company	
Marchon Eyewear, Inc.		VSP Holding Company, Inc.	
Barbara Adachi	Dan Mannen, OD	Kassim "Alec" Mahmood	Michael Guyette
Matthew Alpert, OD	Leslie Murphy, CPA	Thomas A. Fessler	Kate Rowwick-Espinoza
Robert Chu	Mary Murphy, OD	Mary Anne Murphy, OD	Thomas A. Fessler
Fred Howard	Jarrett Johnson, OD	Dan L. Mannen, OD	Michael Guyette
Gordon Jennings, OD	Gary Sheppard, JD		Thomas Fessler
James Robinson Lynch	Matthew Wickham, OD		
	Ryan Winkelger, OD		

Vision Service Plan
Proprietary and Confidential
For Internal Use Only

VSP
Global

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

2018 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK

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