39616201820100100

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)*	
Main Administrative Office	3333 Quality Drive .. Rancho Cordova .. CA .. US .. 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive .. Rancho Cordova .. CA .. US .. 95670 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive .. Rancho Cordova .. CA .. US .. 95670 *(Street and Number) (City or Town, State, Country and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson *(Name)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*	916-463-9040 *(Fax Number)*

OFFICERS

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

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)	(Signature)	(Signature)
Kate Alison Renwick-Espinosa	Michael J. Guyette	Daniel Joseph Schauer
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 4th day of FEBRUARY 2019
By: Kate Alison Renwick-Espinosa, Michael J. Guyette, and Daniel Joseph Schauer

Pamela Kropf

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

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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
FEDVIP HIGH OPTION 24900002	1,992,667	11,829				2,004,496
FEDVIP HIGH OPTION 12400001	1,347,578					1,347,578
FEDVIP HIGH OPTION 18000009	1,005,421					1,005,421
FEDVIP HIGH OPTION 97381600	981,563					981,563
AUTOZONE - PLAN A-ACTIVES	258,632	259,451	261,173			779,256
ADP	357,172	356,267				713,439
FEDVIP HIGH OPTION 97380800	568,245					568,245
BANNER HEALTH - PREMIER PLAN	512,676					512,676
FEDVIP HIGH OPTION 97380600	475,258					475,258
ACTIVES FULL SERVICE (VSP+)	451,056					451,056
LOWE'S CORP ACTIVE HIGH PLN PT	211,677	211,444				423,121
FEDVIP HIGH OPTION 97380100	409,848					409,848
CARGILL ACTIVE	366,240					366,240
WHOLE FOODS MARKET	320,919					320,919
MERCK	301,975					301,975
FEDVIP STD OPTION 12400001	279,583					279,583
WV MEDICAID CHILD TRADITIONAL	276,448					276,448
HONEYWELL ACTIVE PREMIER PLUS	228,468	46,566				275,034
WASTE MGMT-PLAN B	262,922					262,922
CDA - ACTIVES - BASIC	130,394	130,801	84			261,279
LIFEPOINT HOSP. ACTIVE PREMIER	243,675					243,675
FEDVIP HIGH OPTION 97380500	243,356					243,356
FEDVIP STD OPTION 97381600	226,976					226,976
G.I.B. EDUCATION	223,317					223,317
FEDVIP STD OPTION 24900002	221,955	1,090				223,045
TRTA	201,613					201,613
WM-ACTIVE	199,866					199,866
JERSEY CITY EDUCATION ASSOC	66,463	66,463	66,749			199,675
NXP ACTIVE	66,125	65,370	65,368			196,863
BEN ASSOC- VOLUNTARY EFF 12/10	95,013	93,829				188,842
MCLANE GROCERY 1	87,785	87,733				175,518
AUTOZONE PLAN B ACTIVES	56,163	56,487	56,853			169,503
PWAC	161,865					161,865
ACTIVES	161,007					161,007
FEDVIP HIGH OPTION 97381500	159,845					159,845
JACK HENRY & ASSOCIATES	78,577	78,451				157,028
BEN ASSOC- PACKAGED EFF 12/10	84,502	68,645				153,147
CENTURA HLTH CATH. FACILITIES	150,039					150,039
GOOD	147,520					147,520
FEDVIP HIGH OPTION 14069999	142,976					142,976
JC PENNEY ACTIVES	140,988					140,988
CDA - ACTIVES - BUY UP	71,202	69,549				140,751
FEDVIP HIGH OPTION 88022098	138,567					138,567
FEDVIP HIGH OPTION 14019999	137,539					137,539
HARRIS TEETER ACTIVE	132,819					132,819
LOWE'S CORP ACTIVE	65,498	64,891				130,389
BIOGEN IDEC	125,861					125,861
BANNER HEALTH - VALUE PLAN	124,306					124,306
FEDVIP STD OPTION 18000009	124,008					124,008
ADS ALLIANCE DATA SYSTEMS, INC	121,968					121,968
PROFESSIONAL SERVICES STAFF	121,802					121,802
LIFEPOINT HOSP. ACTIVE BASIC	116,650					116,650
BLACK HILLS ENERGY	57,829	57,673				115,502
CH2M HILL - HIGH PLAN	37,877	37,829	38,567			114,273
JACOBS TECHNOLOGY	114,252					114,252
ARAMARK CORPORATION-HOURLY	113,721					113,721
US ONCOLOGY - ACTIVE	113,667					113,667
NUTRIEN AG SOL-RETAIL PLUS PLA	112,254					112,254
ARAMARK CORPORATION-SALARY	111,782					111,782
REALOGY-ACTIVE	111,337					111,337

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
TEXAS CHILDRENS HOSP FULL TIME	111,005					111,005
FEDVIP STD OPTION 97380800	110,156					110,156
INTERTEK US H & W ACTIVE	60,109	48,194				108,303
JBS USA LLC-SALARY	108,238					108,238
FEDVIP HIGH OPTION 24069999	106,687					106,687
AHMD	53,562	52,629				106,191
CITY OF CHARLOTTE	105,017					105,017
BENEFIT PLANS	103,730					103,730
FEDVIP STD OPTION 97380600	102,379					102,379
SUPERVALU ACTIVE	50,326	51,597				101,923
EMPLOYEES	100,656					100,656
REGIONS BANK ACTIVES	97,555					97,555
BOSE MASSACHUSETTS	48,135	48,087				96,222
CH ROBINSON	95,704					95,704
G.I.B. STATE	94,604					94,604
ARCADIS	46,785	46,854				93,639
IB-ALL POPULATIONS	93,572					93,572
G.I.B. EDUCATION	93,513					93,513
TESORO CORPORATION	92,874					92,874
CP CHEM ACTIVE	46,191	45,844				92,035
BOY SCOUTS	91,947					91,947
FEDVIP HIGH OPTION 97380700	91,507					91,507
FEDVIP STD OPTION 97380100	91,358					91,358
SPECTRUM HEALTH - SHH	91,306					91,306
KELLOGG/BROWN & ROOT	91,169					91,169
AIR METHODS, INC	45,550	45,478				91,028
ACTIVES	90,026					90,026
CDK GLOBAL ACTIVE	46,129	43,618				89,747
BASE ACTIVE	44,414	44,932				89,346
CH2M HILL - LOW PLAN	39,263	39,251	9,942			88,456
SYNGENTA CROP PROTECTION, INC	44,193	43,844				88,037
SUNBELT MEMBER + FAMILY	43,389	43,305				86,694
HONEYWELL ACTIVE PREMIER	85,302					85,302
VIVINT INC ACTIVES	42,251	42,870				85,121
ACTIVE	24,882	24,810	24,574	8,729	82,995	(0)
INFOSYS LIMITED EE+3 OR MORE	82,532					82,532
INFOSYS LIMITED EE+2 ACTIVE	81,008					81,008
PATTERSON DENTAL (ACTIVES)	80,496					80,496
G.I.B. STATE	79,897					79,897
S-WESTINGHOUSE ELECTRIC	38,860	39,321	942			79,123
SNAP-ON INCORPORATED (ACTIVE)	78,605					78,605
HEALTH SERVICES (CCHS)	77,256					77,256
G.I.B. STATE	75,370					75,370
PED AND ADULT EXAM/HARDWARE	75,121					75,121
CARR	74,910					74,910
DEACONESS HEALTH ACTIVES	41,361	33,483				74,844
EVT CHOICE PLAN B 3-TIER	37,013	37,046				74,059
BRONSON HEALTHCARE-HIGH PLAN	73,694					73,694
PRA ACTIVE	73,666					73,666
HUNTSVILE HOSPITAL ACTIVE	71,296					71,296
FEDVIP HIGH OPTION 10005697	71,222					71,222
SLHN - ACTIVE	35,292	35,231				70,523
INTEGER ACTIVE	34,926	34,937				69,863
ILRTA	69,762					69,762
CDM SMITH INC	34,920	34,804				69,724
ACTIVE CM ONLY	69,706					69,706
AVIS BUDGET GROUP-ACTIVE	68,501					68,501
CORPORATE SLRD EXEMPT	34,256	33,794				68,050
CLYDE HOURLY	33,933	33,926				67,859
SCHERING PLOUGH/MERCK	67,710					67,710

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
UKHA ACTIVE PLUS PLAN	66,993					66,993
MCC: ACTIVE	66,990					66,990
GREA	66,352					66,352
LINCOLN PUBLIC SCHOOLS	65,770					65,770
CENTRAL MAINE HEALTHCARE CORP	32,160	32,200	1,314			65,674
ONE GAS ACTIVE	65,133					65,133
DENVER PUBLIC SCHOOL DISTRICT	63,653					63,653
MCLANE FOODSERVICE 1	31,691	31,787				63,478
ACTIVE	63,167					63,167
INTERNATIONAL PAPER COMPANY	61,931					61,931
ACTIVE CM+SP+2CHILD	61,642					61,642
BBVA COMPASS-VSP PLUS PLAN	61,495					61,495
SCA - ACTIVE - BASIC	30,919	30,509	11			61,439
LEANDER ISD - ACTIVE	28,862	28,927	3,428			61,217
G.I.B. EDUCATION	61,077					61,077
COVENANT HEALTHCARE	60,516					60,516
PHOENIX CHILDREN'S HOSPITAL	59,713					59,713
MMC VISION CARE PLAN	59,496					59,496
INFORMA BIWEEKLY	29,102	29,448				58,550
NATIONAL HERTIAGE ACADEMIES	58,420					58,420
TEAMSTERS JC 32- EMPLOYERS H&W	29,066	28,863				57,929
CHOICE PLN B-VOL 150 CLEX 4 TR	29,217	28,620				57,837
DOVER ARTIFICIAL LIFT A12	11,629	11,497	11,486	22,940	57,552	0
FEDVIP HIGH OPTION 21006944	57,296					57,296
MMC VISION CARE PLAN	57,265					57,265
ACTIVE CM+SPOUSE	57,046					57,046
OU-NORMAN STANARD ACTIVE	28,548	27,848				56,396
ENCOMPASS HEALTH ACTIVE-HIGH	56,247					56,247
ENCOMPASS HEALTH ACTIVE-LOW	55,527					55,527
GILBANE BUILDING COMPANY	28,799	26,188				54,987
AMEDISYS, INC. ACTIVES	54,468					54,468
SH SYSTEM	54,377					54,377
METRO HEALTH HOSPITAL PREMIER	18,119	18,201	17,934			54,254
EVT CHOICE PLAN B 2-TIER	27,048	26,978				54,026
ARAMARK UNIFORM & CAREER APPRL	53,716					53,716
CHEC & PREGNANT WOMEN -	53,466					53,466
FREIGHT MANAGEMENT NON-UNION	26,506	26,638				53,144
SPECTRUM HEALTH MEDICAL GROUP	52,256					52,256
SONIC AUTOMOTIVE - ACTIVE	51,412					51,412
BILL TO/SHIP TO:	51,283					51,283
WESTERN UNION - ENHANCED PLAN	25,140	25,228				50,368
ADIDAS - CORPORATE ACTIVES	24,933	24,761				49,694
GREENVILLE HEALTH SYSTEM PREM	49,584					49,584
MI STATE UNIVERSITY ACTIVES	49,502					49,502
BJ SERVICES - ACTIVE	49,384					49,384
COMMERCIAL METALS CO.-PREMIUM	49,286					49,286
UPENN - ACTIVES	48,783					48,783
VIANT AS&O HOLDINGS, LLC	16,156	16,036	16,071			48,263
PED AND ADULT EXAM/HARDWARE/	48,162					48,162
ACTIVE	16,111	15,648	16,293			48,052
EAMC/LANIER	23,900	24,099				47,999
PULTEGROUP, INC	47,910					47,910
ACTIVE FULL SERVICE	47,655					47,655
JM ACTIVE	47,399					47,399
STEWART TITLE COMPANY	47,171					47,171
OU-NORMAN PREMIUM ACTIVE	23,301	23,549				46,850
GROUP PLAN	23,536	22,868				46,404
AVERA MCKENNAN HOSPITAL	46,394					46,394
PARADISE VALLEY USD ACTIVES	23,145	23,113				46,258
BUYUP ACTIVE	23,301	22,532				45,833

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
AMANA FT HRLY	22,864	22,829				45,693
150 ON SEMICONDUCTOR-ACTIVES	45,675					45,675
VIS PREMIUM - FEATURING OTIS &	45,467					45,467
ACTIVES	45,443					45,443
FEDVIP STD OPTION 97380500	45,439					45,439
KRONOS INCORPORATED	45,387					45,387
MARION HRLY	22,811	22,533				45,344
FEDVIP HIGH OPTION 47000016	45,248					45,248
ACTIVE	22,683	22,548				45,231
BOULDER COMMUNITY HEALTH	15,076	15,118	15,008			45,202
LIPPERT COMPONENTS, INC-ACTIVE	44,950					44,950
AAA CLUB ALLIANCE INC	44,576					44,576
0291 BAXALTA US INC. ACTIVE	44,520					44,520
G.I.B. EDUCATION	44,335					44,335
P-WESTINGHOUSE ELECTRIC	21,750	21,882	635			44,267
DENVER HEALTH ACTIVES	44,046					44,046
FINDLAY HRLY	22,039	21,981				44,020
CORP - ACTIVE - BASIC	22,007	21,533				43,540
CONNECT FOR HEALTH CO JAN	11,827	11,874	11,892	7,933	43,525	1
MCLANE FSRM 1	21,592	21,607				43,199
FMP	21,372	21,581				42,953
SAINT FRANCIS HEALTH SYSTEM	42,809					42,809
INVOLUNTARY CLASSIC	21,369	21,356				42,725
EOG RESOURCES, INC	42,568					42,568
DALLAS COUNTY - ACTIVE	42,397					42,397
SCA - ACTIVE - BUY UP	21,327	20,849				42,176
HANCOCK HOLDING CO	41,774					41,774
INVOLUNTARY DELUXE	21,208	20,551				41,759
LIFEPOINT-ACTIVE PREMIER PLAN	41,534					41,534
INSTALLATION SIGNATURE	21,014	20,415				41,429
MMC LOW PLAN	41,166					41,166
WAB ACTIVE: BASE	20,420	20,564				40,984
LOGMEIN USA INC	40,959					40,959
AMERICAN FIDELITY CORPORATION	20,470	20,456				40,926
CITY OF MESA-ACTIVES PLUS	40,733					40,733
LOUISVILLE METRO GOVERNMENT	40,569					40,569
JBS USA LLC-HOURLY	40,453					40,453
ONE MAIN	40,381					40,381
LONZA AMERICA INC	40,243					40,243
PT ENHANCED ACTIVE	26,787	13,379				40,166
NUTRIEN AG SOL-RETAIL BASIC	40,146					40,146
SRS DISTRIBUTION	20,167	19,914				40,081
VIS PLUS - FEATURING OTIS &	39,991					39,991
CIRCOR ACTIVES GOLD	20,587	19,135				39,722
CHEROKEE NATION-OPTION 2	36,584	3,073				39,657
CEVA LOGISTICS NON-UNION	19,866	19,666				39,532
COBANK, ACB	19,671	19,475				39,146
INFOSYS LIMITED EE+1 ACTIVE	38,854					38,854
LUTHERAN	38,781					38,781
ACTIVE ENHANCED PLAN	38,642					38,642
BHP PETROLEUM	38,586					38,586
SWIRE ACTIVES	38,584					38,584
GREENVILLE HEALTH SYSTEM	38,384					38,384
ACTIVE	38,323					38,323
MCLANE GROCERY 2	19,600	18,624				38,224
0295 BIOLIFE PLASMA LLC ACTIVE	37,705					37,705
BRONSON HEALTHCARE GROUP	37,702					37,702
CATHOLIC MEDICAL CENTER	18,593	18,819				37,412
ACTIVE CM+SP+1CHILD	37,250					37,250
ADVANCED HOME CARE	12,606	12,353	12,286			37,245

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
PART TIME	31,893	4,748				36,641
UW HOSP-UNIV HOSPITALS/CLINICS	36,582					36,582
FEDVIP STD OPTION 14069999	36,272					36,272
OTHER DISH SIGNATURE	18,087	17,982				36,069
EVT CHOICE PLN B VOL 3-TIER	22,067	13,803				35,870
SOUTH BEND COMMUNITY SCHOOLS	35,836					35,836
RPEACA	35,563					35,563
G.I.B. STATE	35,454					35,454
MMC LOW PLAN	35,323					35,323
CROWE, LLP BASIC PLAN	35,291					35,291
SEDGWICK COUNTY ACTIVE	34,951					34,951
PREMISE HEALTH-ACTIVE PLUS	34,896					34,896
G.I.B. LOCAL GOVT	34,727					34,727
WADDELL & REED EMPLOYEES	17,302	17,421				34,723
UKHA ACTIVE BASIC PLAN	34,712					34,712
DCP MIDSTREAM, LP-ACTIVE	34,656					34,656
USIC, LLC ACTIVE ENHANCED	34,641					34,641
WYNDHAM HOTEL GROUP - ACTIVES	34,603					34,603
MWW - ACTIVES - BASIC	17,204	17,187	86			34,477
FULL SERVICE-C03, RETIREMENT	17,069	17,362				34,431
COMMERCIAL METALS CO. - BASIC	19,441	14,919				34,360
FIELD SERVICES CRAFT	34,142					34,142
FEDVIP STD OPTION 97381500	34,068					34,068
AKAMAI TECHNOLOGIES, INC	33,965					33,965
NUETERRA CAPITAL, LLC-ACTIVES	17,467	16,497				33,964
PROGRESS RAIL CORP	33,820					33,820
INFOSYS LIMITED EE ONLY ACTIVE	33,740					33,740
OPS ACTIVES	33,677					33,677
VAIL RESORTS MNTN	33,389					33,389
SMC CORPORATION - ACTIVE	16,716	16,640				33,356
ACTIVE SALARY	33,306					33,306
3221 MASCO COATINGS GROUP	16,662	16,620				33,282
ACTIVE EXEMPT	33,130					33,130
STAGES STORES - ACTIVE	33,115					33,115
CHOICE PLN B-GROUP 150 CLEX 4T	16,755	16,327				33,082
SUNBELT MEMBER ONLY	17,043	15,836				32,879
ST. PETERS UNIVERSITY HOSPITAL	16,359	16,513				32,872
HSTD	32,734					32,734
2721 MILGARD MANUFACTURING	16,350	16,290				32,640
URBAN OUTFITTERS CORE	32,615					32,615
ROBERT W BAIRD TRADITIONAL	32,513					32,513
WASHINGTON COUNTY ACTIVE	32,454					32,454
SUFFOLK	16,327	15,938				32,265
MVT - ACTIVE 12/12/24	32,216					32,216
U.S. XPRESS - FULL SERVICE	32,155					32,155
UCOR ACTIVIES	10,717	10,679	10,746			32,142
CORP - ACTIVE - BUY UP	16,168	15,944	26			32,138
0352 SHIRE HUMAN GENETIC	31,335					31,335
FEDVIP HIGH OPTION 16150050	31,050					31,050
BEPC ACTIVES	15,440	15,549				30,989
FULL TIME	30,938					30,938
HANGER, INC	30,830					30,830
FEDVIP STD OPTION 14019999	30,798					30,798
UAB ACTIVE BASIC E+SP/E+SP+1CH	30,703					30,703
AVNET - ACTIVES	30,589					30,589
UAB ACTIVE BASIC EMP ONLY	30,521					30,521
KS PLAN ADMINISTRATORS LLC	21,967	8,405				30,372
CHOICE BENEFITS - SALARIED	30,361					30,361
FEDVIP STD OPTION 88022098	30,345					30,345
FEDVIP HIGH OPTION 97381400	30,223					30,223

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
MARINE GROUP SHR	30,199					30,199
RENASANT BANK	15,099	14,987				30,086
FEDVIP STD OPTION 24069999	29,907					29,907
PEDIATRIC VISION ONLY	29,902					29,902
THE NEMOURS FOUNDATION	29,877					29,877
COMPUCOM PREMIER ACTIVE	29,692					29,692
KENT NON-UNION	14,917	14,762				29,679
TOLLESON UNION HSD-LOW	7,501	7,501	7,317	7,290	29,609	0
TAYLOR COMMUNICATIONS, INC	29,289					29,289
ADVANCED CALL CENTER ACTIVE	14,599	14,599				29,198
BAPTIST HEALTH	29,170					29,170
LRTA	28,975					28,975
FEDVIP HIGH OPTION 19000003	28,930					28,930
G.I.B. STATE	28,910					28,910
MICHIGAN MATERIALS	28,877					28,877
PERTH AMBOY BOE- ACTIVE	28,874					28,874
CHANDLER USD-STD ALONE	23,450	5,402				28,852
RETIREES	28,834					28,834
WOOD GROUP ACTIVE HIGH	28,812					28,812
TARRANT COUNTY - ACTIVE	28,795					28,795
PRIME LENDING, A PLAINSCAPITAL	28,657					28,657
CITY ACTIVE	28,645					28,645
SCC - ACTIVE - BASIC	14,308	14,032	214			28,554
KUEHNE + NAGEL	28,489					28,489
MT. VERNON-HOURLY MTVN	28,487					28,487
EMMC	28,272					28,272
HOLLAND CORPORATE	28,156					28,156
G.I.B. EDUCATION	28,139					28,139
ALLSCRIPTS ACTIVE	27,949					27,949
THE CITY OF OKLAHOMA CITY	27,921					27,921
MIDCONTINENT MEDIA-BUYUP	27,836					27,836
ACTIVE	27,813					27,813
CSC SIGNATURE	13,903	13,850				27,753
Y-12 POST-65 RETIREES	27,735					27,735
MEMBERS OF FOUNDERS FEDERAL CU	14,960	12,711				27,671
IN PUBLIC SCHOOLS ACTIVE	27,493					27,493
INSIGHT-ACTIVE BUY UP	27,302					27,302
CPSI ACTIVE	13,632	13,618				27,250
MIDLAND ISD - PROFESSIONAL	27,152					27,152
UAB ACTIVE PREM E+SP/E+SP+1CH	26,949					26,949
PRECISION DRILLING OILFIELD	22,434	4,498				26,932
BILL TO/SHIP TO:	26,871					26,871
METRO HEALTH HOSPITAL BASIC	9,095	9,098	8,671			26,864
AMERISOURCEBERGEN DRUG	26,857					26,857
DARLING BUY UP PLAN C	26,813					26,813
G.I.B. EDUCATION	26,813					26,813
HEADQ	8,992	8,816	8,548	375	26,731	0
PEORIA USD-MED	26,699					26,699
GALLIANO MARINE BUYUP	13,378	13,284				26,662
3D SYSTEMS INC	13,719	12,932				26,651
UTILITY	26,595					26,595
SALARIED ACTIVE FULL TIME	26,570					26,570
NEMOURS PREMIUM	26,563					26,563
AMD-AUSTIN	23,511	2,888				26,399
NCI BUILDINGS	26,320					26,320
US SYNTHETIC A12	5,440	5,239	5,237	10,276	26,193	(1)
TIMCO ACTIVES	26,186					26,186
ETS - BUY-UP	26,118					26,118
MID MICHIGAN HEALTH	26,089					26,089
SUNBELT MEMBER + CHILD	13,243	12,824				26,067

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
UAB ACTIVE PREM EMP ONLY	26,067					26,067
AGRIUM WHOLESALE-BASIC/US	8,715	8,653	8,644			26,012
AFFORDABLE CARE - ACTIVE	12,944	13,063				26,007
HORMEL - HRL94 ACTIVES BUY UP	12,770	13,138				25,908
MORGAN LEWIS	25,900					25,900
CLEVELAND FT HRLY	12,914	12,937				25,851
CHK - BASE ACTIVE	25,782					25,782
ACTIVE	25,322					25,322
BRIGGS EQUIPMENT	12,605	12,642				25,247
DIMENSION DEVELOPMENT-ACTIVE	8,703	8,551	7,842			25,096
INRTA	25,095					25,095
SABRE, INC	24,983					24,983
GMCR ACTIVES BUY-UP	24,968					24,968
LASH GROUP INC	24,861					24,861
KUEHNE + NAGEL BUY UP	24,781					24,781
FULL TIME (FT)	24,671					24,671
UAHSF VSP	24,556					24,556
SUNBELT MEMBER + FAMILY	12,465	11,991				24,456
HONEYWELL-ACTIVES	24,445					24,445
BRIDGEPORT HOSPITAL	12,271	12,165				24,436
CORPORATE SLRD NON-EXEMPT	12,269	12,122				24,391
ACTIVE - ENABLE MIDSTREAM	24,345					24,345
VOLUNTARY TRADITIONAL	12,031	12,184				24,215
DSOUSCLI	24,212					24,212
RIPEA	24,191					24,191
7012 MASCO CABINETRY MIDDLEFIE	12,025	12,133				24,158
CHOCTAW - ACTIVE	23,966					23,966
FIRSTFLEET, INC	23,917					23,917
PANALPINA - ACTIVE	11,923	11,928				23,851
TEAMSTERS JC 32- EMPLOYERS H&W	11,942	11,895				23,837
ACTIVE CM+SP+3CHILD	23,823					23,823
CITY OF MESA-RETIREES PLUS	23,778					23,778
ENLINK MIDSTREAM OPERATING, L	23,723					23,723
HONEYWELL FM&T PREMIER PLUS	23,633					23,633
COORSTEK, LLC-ACTIVE	23,508					23,508
INGLES MARKET INC BUY UP	19,184	4,239				23,423
HUNTERDON HEALTHCARE SYSTEM	23,279					23,279
GRADUATES AND UNDERGRADUATES	20,048	3,178				23,226
HELEN KELLER HOSPITAL ACTIVE	7,788	7,685	7,715			23,188
ACTIVE EMPLOYEES	23,153					23,153
ALFA MUTUAL INSURANCE - ACTIVE	23,089					23,089
SCC - ACTIVE - BUY UP	11,410	11,415	217			23,042
MI ST. UNIV PREM EO PLN ACTIVE	22,876					22,876
SELECTIVE INSURANCE COMPANY	22,840					22,840
7701 MASCO CABINETRY-BCG	11,348	11,400				22,748
FIRST BANK HOLDING-ACTIVE	22,532					22,532
PATERSON PUBLIC SCHOOLS PLAN B	22,393					22,393
ST LUKE'S BETHLEHEM ACTIVE	22,351					22,351
ACTS ACTIVE PREMIER	22,318					22,318
DNOW ACTIVE	22,105					22,105
LQ MANAGEMENT LLC	22,082					22,082
US FIRE- ACTIVE	22,048					22,048
TP ICAP	10,994	11,046				22,040
TSG RESOURCES INC - ACTIVE	19,879	2,158				22,037
BARNES GROUP PREMIER ACTIVE	10,894	11,009				21,903
ENERFLEX ENERGY SYSTEMS TX	11,130	10,708				21,838
BORDER STATES ELECTRIC	21,798					21,798
TOKIO MARINE ACTIVE	21,726					21,726
CARBONITE, INC	11,037	10,654				21,691
G.I.B. STATE	21,626					21,626

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
SUN PHARMACEUTICAL INDUSTRIES	11,186	10,423				21,609
ALLIED SERVICES	10,707	10,829				21,536
SWBC ACTIVES	21,454					21,454
AG EQUIPMENT - ACTIVE	6,863	6,937	6,809	812	21,421	0
GIVAUDAN-ACTIVE EE + FAMILY	10,656	10,765				21,421
INTEGRATED ELECTRICAL ACTIVE	21,378					21,378
CHANDLER, CITY OF	21,377					21,377
DUNCANVILLE ISD-ACTIVE	10,490	10,779	88			21,357
REGIONAL WEST MEDICAL ACTIVE	21,010					21,010
VALLEY VIEW HOSPITAL	10,495	10,489				20,984
PATRICK INDUSTRIES, INC.	20,941					20,941
VECTOR SECURITY ACTIVE	10,473	10,440				20,913
ALKALI GR UNION	20,887					20,887
PC CONNECTION, INC	20,884					20,884
PT STANDARD PLAN ACTIVE	13,829	6,997				20,826
THE BUCKLE ACTIVE	20,786					20,786
AMERICAN TOWER CORPORATION	20,770					20,770
UAB ACTIVE BASIC EMP+FAMILY	20,625					20,625
ACTIVE BASE PLAN	20,621					20,621
VIS BASIC - FEATURING OTIS &	20,565					20,565
CHARLOTTE	20,522					20,522
FEDVIP STD OPTION 10005697	20,478					20,478
VOLUNTARY CLASSIC	10,448	9,953				20,401
YAMHILL-OHP/CHIP 6-18 YEARS	20,326					20,326
FARMER BROS. CO. ACTIVE	9,999	10,255				20,254
CHUB	20,227					20,227
ACTIVE - PLAN 1	20,210					20,210
WILKES-BARRE COMMONWEALTH HEAL	20,210					20,210
MI DENTAL ASSOC-FULL SER PREMI	19,958					19,958
NORTON ROSE FULBRIGHT US LLP	19,758					19,758
REED SMITH LLP	19,718					19,718
LANE INDUSTRIES	19,654					19,654
PEGASYSTEMS INC. PREMIUM	19,627					19,627
MODERNA, INC	11,564	7,989				19,553
ADP-COBRA	19,430					19,430
CROSSMARK PREMIUM ACTIVE	17,537	1,868				19,405
KINGMAN HOSPITAL-BUY-UP	19,387					19,387
BBC ACTIVE	19,282					19,282
THE BAMA CO	9,357	9,240	587			19,184
DAYBREAK VENTURE	19,185					19,185
HILLTOP COMMUNITY RSRC ACTIVE	3,790	3,801	3,894	7,686	19,172	(1)
ACTIVE PREMIUM PLUS	19,166					19,166
RBFCU ACTIVE	19,114					19,114
CINEMARK, INC. (ACTIVE)	18,965					18,965
CHARLOTTE HIGH OPT (72)	18,875					18,875
GRANDVIEW MEDICAL CENTER	18,816					18,816
ST LUKE'S PHYSICIAN GROUP	18,741					18,741
FEDVIP STD OPTION 97380700	18,705					18,705
DENTALONE PREMIUM ACTIVE	6,170	6,174	6,117	222	18,683	0
ST JOSEPH'S HEALTHCARE	18,674					18,674
HSSS	18,641					18,641
HENDRICKS REG HEALTH-ACTIVE	18,632					18,632
EZCORP - ACTIVE	18,596					18,596
ACTIVES	18,565					18,565
J0252 0004 ECM HOSPITAL	9,352	9,077				18,429
NJU - UROLOGY MANAGEMENT	3,701	3,716	3,645	7,325	18,387	0
CEB				18,332	18,332	0
SERO	18,297					18,297
MIDDLESEX SAVINGS BANK	4,612	4,621	4,601	4,459	18,293	0
U.S. COLD STORAGE- BASE ACTIVE	18,277					18,277

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
TUESDAY MORNING ACTIVE	9,163	9,090				18,253
EDUCATIONAL TESTING SERVICE	18,236					18,236
SENSATA CORPORATE ACTIVES	18,182					18,182
PORTER HOSPITAL	18,037					18,037
USIC, LLC ACTIVE STANDARD	18,036					18,036
SMU ACTIVE	17,989					17,989
TREND MICRO INC	17,963					17,963
MATRIX SERVICE COMPANY	17,941					17,941
FLINT GROUP - ACTIVE	17,890					17,890
H. B. FULLER COMPANY	17,861					17,861
ACTIVE VISION WITH PROTEC	8,923	8,903				17,826
FEDVIP HIGH OPTION 95040006	17,813					17,813
GREENVILLE HRLY	8,900	8,903				17,803
CHK - HIGH OPTION ACTIVE	17,762					17,762
TULSA HRLY	8,911	8,835				17,746
DRIVETIME: PREMIER	17,725					17,725
211 WIND CREEK ATMORE	5,707	5,745	6,236			17,688
HEXAWARE TECHNOLOGIES, INC	17,664					17,664
EASTER SEALS NEW JERSEY INC	4,530	4,528	4,519	4,084	17,661	0
IVY TECH ADMIN HOURLY-24 PAYS	17,643					17,643
CITY OF LAKEWOOD - ACTIVE	8,659	8,896				17,555
VALLEY NATIONAL BANK ACTIVE	17,513					17,513
CSG SYSTEMS - ACTIVE LOW	17,481					17,481
ARAPAHOE COUNTY COLORADO	17,344					17,344
PROGRESS SOFTWARE CORPORATION	5,850	5,770	5,702			17,322
13310 TRIOS HOSPITAL	8,498	8,773				17,271
REGIS UNIVERSITY	8,748	8,514				17,262
HSNS	17,126					17,126
ROWAN COMPANIES, INC	17,059					17,059
NEW SEASONS MARKET	17,018					17,018
CHOICE PLN B-PACK 150 CLEX 4TR	8,439	8,492				16,931
LARIMER COUNTY GOVERNMENT	16,917					16,917
LIFEWAY CHRISTIAN - ACTIVE	16,910					16,910
AMES CONSTRUCTION - ACTIVE	8,425	8,400				16,825
VIS PREMIUM	16,797					16,797
GLENDALE UNION HSD-LOW	8,364	8,334				16,698
WARREN POWER & MACHINERY	16,369	315				16,684
EMPLOYER FLEXIBLE - BASIC	16,682					16,682
SUNBELT MEMBER ONLY W/PRO-TEC	8,612	7,990				16,602
HEARTLAND FINANCIAL - ACTIVES	16,597					16,597
VIS BASIC	16,580					16,580
OTIS	16,510					16,510
MWW - ACTIVES - BUY UP	8,197	8,160	54			16,411
MEM HOSP & HEALTH SILVER	16,408					16,408
DIST	5,403	5,408	5,200	311	16,323	(1)
026 SOUTH TEXAS HEALTH	16,300					16,300
EF EDUCATION - ACTIVE	8,204	8,030				16,234
BRASFIELD & GORRIE	16,228					16,228
AMD-SUNNYVALE	16,225					16,225
GP1USIND	16,208					16,208
FINNEGAN, HENDERSON, FARABOW	8,177	8,004				16,181
RCM TECHNOLOGIES	5,473	5,363	5,301			16,137
AGFIRST FARM CR BANK -EXPANDED	16,100					16,100
BARTHOLOMEW CONSOLIDATED	16,099					16,099
LAWRENCE & MEMORIAL HOSPITAL	16,002					16,002
METRO	7,980	7,964				15,944
SAGE ACTIVES	15,932					15,932
LANSING SCHOOL DISTRICT	15,927					15,927
SUPPLEMENTAL - CHOICE C	15,881					15,881
BANCFIRST CORPORATION	15,819					15,819

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
KIPP TEXAS	15,798					15,798
OGLETREE,DEAKINS,NASH,SMOAK&	15,780					15,780
FEDVIP HIGH OPTION 19009007	15,776					15,776
SALUSCLI	15,712					15,712
MAURY REGIONAL HOSPITAL ACTIVE	15,700					15,700
MPS - ACTIVE - PREM	15,582					15,582
BUY UP - CITY OF BOULDER,	8,110	7,401				15,511
MANPOWERGROUP CONSULTANT ACTIV	15,451					15,451
SPARTAN MOTORS	7,654	7,740				15,394
UAB ACTIVE PREM EMP+FAMILY	15,229					15,229
CGB-ACTIVE	15,212					15,212
MCLANE FOODSERVICE 2	7,776	7,421				15,197
SMMC, LLC	15,120					15,120
ACTIVE	8,234	6,870				15,104
INDIANA PACKERS CORP PREMIUM	15,065					15,065
HARVEY INDUSTRIES, INC	15,050					15,050
ROGERS CORPORATION	15,038					15,038
CHILTERN INTERNATIONAL INC	14,929					14,929
QUEST GLOBAL SERVICES - EG3	9,875	5,051				14,926
GENISYS CONTROLS, LLC	3,735	3,694	3,697	3,667	14,793	0
CLEVELAND FT SLRD	7,528	7,245				14,773
INVOLUNTARY TRADITIONAL	7,476	7,235				14,711
104 UHS OF TEXOMA INC	14,652					14,652
CITY OF DETROIT GENERAL	14,637					14,637
CONNECT FOR HEALTH CO FEB	3,852	3,884	3,900	2,997	14,633	0
FEDVIP STD OPTION 21006944	14,628					14,628
HBI ACTIVE	14,615					14,615
CITY OF MESA-ACTIVES BASIC	14,569					14,569
BOSTON ACTIVE PREMIER	14,538					14,538
CORPORATE BRENTWOOD 01-ACTIVE	14,531					14,531
ACE CASH EXPRESS INC	14,494					14,494
OVERSTOCK.COM	14,481					14,481
COBORN'S INC	14,468					14,468
088 UHS OF DELAWARE INC	14,462					14,462
ACTIVE	7,168	7,228				14,396
ART VAN FURNITURE	14,349					14,349
MESA AIR GROUP	14,325					14,325
TOWER HEALTH	2,898	2,897	2,943	5,576	14,313	1
113 SUMMERLIN HOSP MED CTR	14,262					14,262
158 MANATEE MEMORIAL HOSPITAL	14,240					14,240
OCTAPHARMA PLASMA INC ACTIVE	14,233					14,233
COLUMBUS REGIONAL HOSPITAL	14,231					14,231
01 - SUPPORT STAFF	5,396	5,093	3,665			14,154
WV CHILD TRADITIONAL-ACA EXPAN	14,150					14,150
ACTIVES	14,128					14,128
PROVIDERS	14,089					14,089
FARM BUREAU INS	14,010					14,010
CARTER HEALTHCARE LLC	7,052	6,949				14,001
WESTMINSTER PUBLIC SCHOOLS	6,969	6,949				13,918
CREATIVE FOAM CORPORATION	13,884					13,884
NAES	13,874					13,874
VOLUNTARY DELUXE	6,977	6,896				13,873
WASHTENAW COUNTY	13,809					13,809
030 NORTHWEST TEXAS HLTHCARE	13,775					13,775
W.H. BRAUM, INC	13,762					13,762
MIDCONTINENT MEDIA, INC	13,759					13,759
BROWNSBURG COMM. SCHOOL CORP	13,710					13,710
HUNT OIL COMPANY	13,675					13,675
USAPTX ACTIVE	13,661					13,661
UAH ACTIVES	13,629					13,629

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1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
IPG PHOTONICS, CORPORATION	13,612					13,612
CORP	13,602					13,602
DARLING CORE PLAN B	13,580					13,580
VERMONT STATE EMP ASSOC ACTIVE	13,563					13,563
CHARTER STEEL	13,540					13,540
NORTHWEST MED CTR - TUCSON	13,518					13,518
MMC VISION CARE PLAN	13,515					13,515
WV MEDICAID CHILD TRADITIONAL	13,508					13,508
SHAPE CORPORATION	13,473					13,473
WV ADULT PEC/NCL ONLY-ACA EXPA	13,409					13,409
KELSEY-SEYBOLD MEDICAL GP PLLC	4,509	4,459	4,435			13,403
ECOVA	13,397					13,397
NAVAJO HOUSING AUTHORITY	4,461	4,468	4,459			13,388
BILLINGS PUBLIC SCHOOLS	13,385					13,385
LAKE CHARLES MH ACTIVE	13,275					13,275
UNIT CORPORATION - ACTIVE	13,268					13,268
VOLUNTARY DELUXE W/PROGRESS	6,603	6,623				13,226
EMPOWER HR	13,207					13,207
TALBOTS - ACTIVE	12,913	288				13,201
ADG, LLC	13,154					13,154
SYNGENTA CROP PROTECTION, INC	6,525	6,620				13,145
ST LUKE'S SYSTEM SERVICES	13,116					13,116
AVERA HEALTH (CORP)	13,061					13,061
COUNTY OF BOULDER,STATE OF CO	13,044					13,044
GKN DRIVELINE NA ACTIVE	12,944					12,944
G.I.B. LOCAL GOVT	12,858					12,858
PLUMBERS LOCAL 68	12,848					12,848
PREMISE HEALTH-ACTIVE BASE	12,837					12,837
WESTERLY HOSPITAL	4,293	4,255	4,265			12,813
PASCUA YAQUI TRIBE-GOVERNMENT	12,798					12,798
13290 ST. JOSEPH RMC	6,385	6,390				12,775
CHEROKEE NATION-OPTION 1	11,672	1,081				12,753
UAP ACTIVE	4,225	4,288	4,180			12,693
SALUSCLI MATERIAL ONLY	12,658					12,658
GREAT RIVER HEALTH SYST ACTIVE	12,651					12,651
BOZEMAN ACTIVES	12,577					12,577
INVOLUNTARY PREMIERE	6,336	6,220				12,556
WMH PLUS	12,520					12,520
DHR ACTIVES PREMIUM	12,514					12,514
VINELAND EDUCA ASSOC	12,503					12,503
001 VALLEY HOSPITAL	12,487					12,487
AMERISOURCEBERGEN DRUG	12,485					12,485
ACADEMIC YEAR	9,143	3,294				12,437
MT. VERNON-SALARY CTNA	12,406					12,406
KTH LEESBURG PRODUCTS LLC	4,123	4,026	4,087	153	12,388	1
MARTIN RESOURCE MGMT CORP	12,381					12,381
STILLWATER MEDICAL CENTER	12,380					12,380
TOLMAR, INC	6,192	6,173				12,365
SMC - ACTIVE PREMIUM PLAN	7,474	4,873				12,347
BLUE BELL CREAMERIES, INC	12,342					12,342
BRASFIELD & GORRIE	12,339					12,339
AGFIRST FARM CR BANK -BASIC	12,332					12,332
215 WIND CREEK WETUMPKA	4,020	4,056	4,248			12,324
AFFINION	12,318					12,318
PEDIATRIC ASSOC FULL TIME	12,315					12,315
MT. VERNON-HOURLY LOW	12,305					12,305
TRIPADVISOR BASE	12,286					12,286
8212 DELTA FAUCET JACKSON	6,169	6,113				12,282
AMERISOURCEBERGEN SERVICES	12,258					12,258
MT. STERLING, KY	4,090	3,996	4,166			12,252

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1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
WEX INC. - ACTIVE	12,245					12,245
COVENANT DRIVER	12,231					12,231
055 GEORGE WASHINGTON UNIV	12,228					12,228
022 SOUTHWEST HEALTHCARE	12,180					12,180
MIDDLEBURY - ACTIVE	12,173					12,173
LITCHFIELD ELEMENTARY-LOW	6,121	6,040				12,161
DUNKIN BRANDS, INC	6,085	6,064				12,149
ZOLL LIFEVEST SERVICES	12,000	147				12,147
DOVER ENERGY AUTOMATION A12	2,333	2,390	2,407	5,000	12,130	0
SCOTTSDALE USD-STD ALONE	12,124					12,124
RIO TINTO AMERICA, INC	12,093					12,093
FULL SERVICE ACTIVE	12,093					12,093
CAROLINAS	12,070					12,070
GALLIANO MARINE BASE	6,054	5,992				12,046
SIGNATURE PLAN	12,042					12,042
TYCO TELECOMMUNICATIONS-ACTIVE	12,027					12,027
015-HUB CALIFORNIA	12,025					12,025
TTEC CORPORATE	6,076	5,931				12,007
POPULUS GROUP	11,944					11,944
REID ACTIVE PLAN 3(GOLD)	11,932					11,932
GRAY COURT ACTIVE EXAM & MATS	11,923					11,923
ASSA ABLOY INC	11,893					11,893
MWI VETERINARY SUPPLY COMPANY	11,889					11,889
EEC ACQUISITION-ACTIVE	11,868					11,868
BAYFRONT HEALTH ST PETERSBURG	11,864					11,864
HERSHA GROUP ACTIVE	11,849					11,849
MOUNTAINVIEW	11,849					11,849
BOSTON	6,253	5,590				11,843
FEDVIP HIGH OPTION 97381100	11,839					11,839
J3852 017 PARIS REGIONAL	5,876	5,946				11,822
MERCURY SYSTEMS-BASE PLAN	11,820					11,820
INTEPLAST GRP CORP(BSJK)-TX(H)	3,944	3,892	3,966			11,802
MOSES TAYLOR HOSPITAL	11,783					11,783
LASH GROUP INC	11,770					11,770
FULL SERVICE ACTIVE BUY UP	11,752					11,752
AMERICAN CAMPUS COMMUNITIES	11,711					11,711
STP NUCLEAR OPERATING COMPANY	11,705					11,705
BOULDER VALLEY SD MBR ONLY	11,698					11,698
FULL TIME	11,676					11,676
FIELD SERVICES STAFF	11,655					11,655
ENHANCED JCMC	11,624					11,624
ACTS ACTIVE STANDARD PLAN	11,587					11,587
SHISEIDO AMERICAS CORP	11,579					11,579
ACTIVE EMPLOYEES	11,562					11,562
ACTIVE CM+CHILD	11,508					11,508
NATIONAL JEWISH HEALTH	11,505					11,505
POLARIS ALPHA ACTIVES	11,482					11,482
MCLANE FSRM 2	5,891	5,587				11,478
GMCR ACTIVES CORE	11,465					11,465
ACTIVE	11,452					11,452
DENTON COUNTY - ACTIVE	11,415					11,415
CDI CORP PREMIER PLAN	11,405					11,405
VINSON & ELKINS	11,367					11,367
SERVICE SIGNATURE	5,662	5,697				11,359
MELINTA THERAPEUTICS, INC	5,656	5,700				11,356
CITY OF HUNTSVILLE - ACTIVE	11,341					11,341
PP_ACT EXAM ONLY	11,311					11,311
INVOLUNTARY DELUXE W/PROGRSS	5,873	5,433				11,306
DGC ACTIVES	5,639	5,666				11,305
TRINIDAD DRILLING - SOUTHERN	11,301					11,301

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
HOPKINS COUNTY BOARD OF EDUC	10,499	742				11,241
CORP. OFFICE-NOVI, MI	3,727	3,671	3,782			11,180
GADSDEN	11,152					11,152
FLOWERS	11,082					11,082
TELECOM	5,537	5,534				11,071
PEDIATRIC VISION ONLY	11,057					11,057
SOUTHSIDE REGIONAL MED CENTER	11,050					11,050
WUXI APP TEC - ACTIVE	5,542	5,503				11,045
RITCHIE BROS. AUCTIONEERS (AME	11,043					11,043
TEXAS CHILDRENS HOSP PART TIME	11,014					11,014
MDC HOLDINGS - ENHANCED	11,002					11,002
FLIGHT CENTRE TRAVEL GROUP	10,999					10,999
CITY OF MISHAWAKA	5,539	5,458				10,997
ALL ACTIVE	10,976					10,976
CITY OF ROCK HILL	5,637	5,329				10,966
DSOUSCLI MATERIAL ONLY	10,954					10,954
EBY GROUP - EXAM & MATERIALS	5,242	5,137	553			10,932
BOOKING.COM CUSTOMER SERVICE	10,931					10,931
VALERUS	4,187	4,221	2,448			10,856
NEBO SCHOOL DISTRICT ACTIVE	5,435	5,415				10,850
BASE - CITY OF BOULDER,	5,867	4,977				10,844
PC CONSTRUCTION COMPANY- ACTIV	5,358	5,464				10,822
VAIL RESORTS LODG	10,817					10,817
IVANTI-ACTIVE	10,761					10,761
HIRSCHBACH MOTOR LINES, INC	5,546	5,211				10,757
DRIVETIME: STANDARD	10,744					10,744
OFF EXCHANGE PEDS - SD	10,725					10,725
ASPEN TECHNOLOGY, INC. ACTIVE	10,717					10,717
AUBURN HILLS, MI	3,628	3,552	3,524			10,704
BANNER HEALTH - PREMIER COBRA	3,814	3,524	3,359			10,697
BRADY CORP-ACTIVES PREMIER	10,673					10,673
WHITE STAR PETROLEUM OPERATING	2,581	2,681	2,657	2,739	10,659	(1)
CHICKASAW HEALTH	10,630					10,630
ACTIVE	10,629					10,629
FRED'S -PHARMACY #0001	10,623					10,623
LA PORTE HOSPITAL	10,612					10,612
SJ - 600	5,259	5,317				10,576
OAKBEND MEDICAL CENTER	6,966	3,607				10,573
GPA	10,565					10,565
U.S. COLD STORAGE BUYUP ACTIVE	10,543					10,543
PREMIUM ACTIVE W/ PROTEC	10,543					10,543
NCI - CHOICE & SAFETY	10,540					10,540
FEDVIP STD OPTION 47000016	10,530					10,530
HUNT REFINERY	10,506					10,506
RNA	10,474					10,474
OCEANFIRST BANK	10,471					10,471
3200 NAT. PARK MEDICAL CTR	5,252	5,210				10,462
BODYCOTE - BTP	10,461					10,461
POPLAR BLUFF REG MED CTR	10,397					10,397
PUPPET, INC	5,256	5,086				10,342
TU HEALTH SYSTEM ACTIVE	10,336					10,336
SURGOINSVILLE, TN	3,506	3,386	3,401			10,293
SOUTH JERSEY UNION	1,714	1,714	1,714	5,143	10,286	(1)
337 SPRING VALLEY HOSP MED CT	10,279					10,279
0330 SHIRE US INC ACTIVE	10,260					10,260
MCFA-FULL SERVICE	10,191					10,191
EL PASO COUNTY SCHOOL	10,189					10,189
HORNADY MANUFACTURING COMPANY	10,183					10,183
PEGASYSTEMS INC. BASE	10,168					10,168
PLAINSCAPITAL BANK	10,148					10,148

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
CSG SYSTEMS - ACTIVE HIGH	10,142					10,142
BRADY CORP-ACTIVES BASE	10,061					10,061
MILFORD REGIONAL MEDICAL ACTIV	10,061					10,061
DTC ACTIVES VISION PLAN 2	10,056					10,056
FORT MILL FM01	5,780	4,270				10,050
FIRMENICH	10,032					10,032
GP1USIND MATERIAL ONLY	10,010					10,010
PIPER JAFFRAY	10,009					10,009
EVT CHOICE PLN C 3-TIER	10,001					10,001
0299997. Group subscribers subtotal	33,637,669	5,022,101	820,482	126,049	504,077	39,102,224
0299998. Premiums due and unpaid not individually listed	10,231,746	1,288,665	225,626	201,620	484,814	11,462,843
0299999. Total group	43,869,415	6,310,766	1,046,108	327,669	988,891	50,565,067
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	43,869,415	6,310,766	1,046,108	327,669	988,891	50,565,067

Ex. 3 - Health Care Receivables
NONE

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
Pricing Claims	18,018,202					18,018,202
0199999. Individually listed claims unpaid	18,018,202	0	0	0	0	18,018,202
0499999. Subtotals	18,018,202	0	0	0	0	18,018,202
0599999. Unreported claim and other claim reserves						38,400,993
0799999. Total claims unpaid						56,419,195

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
Vision Service Plan	4,800,382					4,800,382	
0199999. Individually listed receivables	4,800,382	0	0	0	0	4,800,382	0
0399999. Total gross amounts receivable	4,800,382	0	0	0	0	4,800,382	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Vision Service Plan	Sales and management expenses	20,471,356	20,471,356	
0199999. Individually listed payables		20,471,356	20,471,356	0
0399999. Total gross payables		20,471,356	20,471,356	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	0	0.0				
3. All other providers	0	0.0				
4. Total capitation payments	0	0.0	0		0	0
Other Payments:						
5. Fee-for-service	115,943,170	13.0	XXX	XXX		115,943,170
6. Contractual fee payments	775,927,365	87.0	XXX	XXX	775,927,365	
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	891,870,535	100.0	XXX	XXX	775,927,365	115,943,170
13. Total (Line 4 plus Line 12)	891,870,535	100.0	XXX	XXX	775,927,365	115,943,170

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

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

NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

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

NONE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

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

NONE

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	427,767				427,767					
2. First quarter	438,572				438,572					
3. Second quarter	441,455				441,455					
4. Third quarter	444,298				444,298					
5. Current year	460,184				460,184					
6. Current year member months	5,333,185				5,333,185					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	155,700				155,700					
9. Totals	155,700	0	0	0	155,700	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	36,016,819				36,016,819					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	36,016,819				36,016,819					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	24,987,337				24,987,337					
18. Amount incurred for provision of health care services	25,037,355				25,037,355					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

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

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	418,687				418,687					
2. First quarter	433,277				433,277					
3. Second quarter	433,823				433,823					
4. Third quarter	455,860				455,860					
5. Current year	456,384				456,384					
6. Current year member months	5,335,255				5,335,255					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	153,494				153,494					
9. Totals	153,494	0	0	0	153,494	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	34,674,700				34,674,700					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	34,674,700				34,674,700					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	26,680,209				26,680,209					
18. Amount incurred for provision of health care services	26,733,574				26,733,574					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	685,009				685,009					
2. First quarter	725,143				725,143					
3. Second quarter	721,776				721,776					
4. Third quarter	725,934				725,934					
5. Current year	732,751				732,751					
6. Current year member months	8,696,869				8,696,869					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	244,425				244,425					
9. Totals	244,425	0	0	0	244,425	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	52,128,845				52,128,845					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	52,128,845				52,128,845					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	37,731,667				37,731,667					
18. Amount incurred for provision of health care services	37,808,519				37,808,519					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	302,193				302,193					
2. First quarter	294,386				294,386					
3. Second quarter	362,757				362,757					
4. Third quarter	365,934				365,934					
5. Current year	369,048				369,048					
6. Current year member months	4,164,846				4,164,846					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	111,213				111,213					
9. Totals	111,213	0	0	0	111,213	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	27,943,046				27,943,046					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	27,943,046				27,943,046					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	23,074,561				23,074,561					
18. Amount incurred for provision of health care services	23,120,714				23,120,714					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	1,007,799				39,895		967,904			
2. First quarter	1,059,324				42,202		1,017,122			
3. Second quarter	1,061,520				46,219		1,015,301			
4. Third quarter	1,061,763				45,739		1,016,024			
5. Current year	1,056,003				42,090		1,013,913			
6. Current year member months	12,667,418				526,744		12,140,674			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	468,461				18,672		449,789			
9. Totals	468,461	0	0	0	18,672	0	449,789	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	120,975,883				4,821,887		116,153,996			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	120,975,883				4,821,887		116,153,996			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	110,257,698				4,394,679		105,863,019			
18. Amount incurred for provision of health care services	110,478,256				4,403,470		106,074,786			

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	75,964				75,964					
2. First quarter	77,558				77,558					
3. Second quarter	78,020				78,020					
4. Third quarter	78,691				78,691					
5. Current year	80,064				80,064					
6. Current year member months	940,344				940,344					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	25,695				25,695					
9. Totals	25,695	0	0	0	25,695	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,428,325				5,428,325					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,428,325				5,428,325					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,083,305				4,083,305					
18. Amount incurred for provision of health care services	4,091,472				4,091,472					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	14,390,936				13,423,032		967,904			
2. First quarter	14,917,901				13,900,779		1,017,122			
3. Second quarter	14,886,579				13,871,278		1,015,301			
4. Third quarter	14,872,736				13,856,712		1,016,024			
5. Current year	14,926,955				13,913,042		1,013,913			
6. Current year member months	178,591,741				166,451,067		12,140,674			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	4,990,551				4,540,762		449,789			
9. Totals	4,990,551	0	0	0	4,540,762	0	449,789	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	1,136,109,656				1,019,955,660		116,153,996			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,136,109,656				1,019,955,660		116,153,996			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	891,870,540				786,007,521		105,863,019			
18. Amount incurred for provision of health care services	893,716,877				787,642,091		106,074,786			

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

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

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	135,708				135,708					
2. First quarter	133,435				133,435					
3. Second quarter	130,120				130,120					
4. Third quarter	132,720				132,720					
5. Current year	133,712				133,712					
6. Current year member months	1,581,003				1,581,003					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	48,480				48,480					
9. Totals	48,480	0	0	0	48,480	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	10,659,744				10,659,744					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	10,659,744				10,659,744					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,558,311				7,558,311					
18. Amount incurred for provision of health care services	7,573,429				7,573,429					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

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

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	470,039				470,039					
2. First quarter	481,709				481,709					
3. Second quarter	480,499				480,499					
4. Third quarter	479,781				479,781					
5. Current year	483,081				483,081					
6. Current year member months	5,784,069				5,784,069					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	171,237				171,237					
9. Totals	171,237	0	0	0	171,237	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	34,340,585				34,340,585					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	34,340,585				34,340,585					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	25,490,822				25,490,822					
18. Amount incurred for provision of health care services	25,555,197				25,555,197					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	150,023				150,023					
2. First quarter	157,712				157,712					
3. Second quarter	156,145				156,145					
4. Third quarter	153,992				153,992					
5. Current year	155,746				155,746					
6. Current year member months	1,870,992				1,870,992					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	59,424				59,424					
9. Totals	59,424	0	0	0	59,424	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	12,707,751				12,707,751					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	12,707,751				12,707,751					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	9,218,236				9,218,236					
18. Amount incurred for provision of health care services	9,236,674				9,236,674					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	86,563				86,563					
2. First quarter	84,441				84,441					
3. Second quarter	86,277				86,277					
4. Third quarter	87,022				87,022					
5. Current year	87,602				87,602					
6. Current year member months	1,034,362				1,034,362					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	27,953				27,953					
9. Totals	27,953	0	0	0	27,953	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,803,155				5,803,155					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,803,155				5,803,155					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,007,767				4,007,767					
18. Amount incurred for provision of health care services	4,015,783				4,015,783					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	139,368				139,368					
2. First quarter	142,830				142,830					
3. Second quarter	141,371				141,371					
4. Third quarter	141,498				141,498					
5. Current year	142,663				142,663					
6. Current year member months	1,723,800				1,723,800					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	44,543				44,543					
9. Totals	44,543	0	0	0	44,543	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,622,559				9,622,559					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,622,559				9,622,559					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,948,876				6,948,876					
18. Amount incurred for provision of health care services	6,974,793				6,974,793					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	523,168				523,168					
2. First quarter	544,191				544,191					
3. Second quarter	546,404				546,404					
4. Third quarter	552,627				552,627					
5. Current year	558,290				558,290					
6. Current year member months	6,578,238				6,578,238					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	147,675				147,675					
9. Totals	147,675	0	0	0	147,675	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	40,094,511				40,094,511					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	40,094,511				40,094,511					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	28,696,508				28,696,508					
18. Amount incurred for provision of health care services	28,753,906				28,753,906					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	104,362				104,362					
2. First quarter	70,983				70,983					
3. Second quarter	70,770				70,770					
4. Third quarter	71,194				71,194					
5. Current year	72,341				72,341					
6. Current year member months	851,039				851,039					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	18,041				18,041					
9. Totals	18,041	0	0	0	18,041	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,617,377				4,617,377					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,617,377				4,617,377					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,399,195				3,399,195					
18. Amount incurred for provision of health care services	3,405,994				3,405,994					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	862,019				862,019					
2. First quarter	896,285				896,285					
3. Second quarter	895,702				895,702					
4. Third quarter	892,695				892,695					
5. Current year	897,684				897,684					
6. Current year member months	10,744,548				10,744,548					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	295,652				295,652					
9. Totals	295,652	0	0	0	295,652	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	67,677,641				67,677,641					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	67,677,641				67,677,641					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	49,866,975				49,866,975					
18. Amount incurred for provision of health care services	49,972,682				49,972,682					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	524,614				524,614					
2. First quarter	573,923				573,923					
3. Second quarter	569,055				569,055					
4. Third quarter	569,666				569,666					
5. Current year	568,193				568,193					
6. Current year member months	6,845,005				6,845,005					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	158,776				158,776					
9. Totals	158,776	0	0	0	158,776	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	45,170,590				45,170,590					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	45,170,590				45,170,590					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	34,535,196				34,535,196					
18. Amount incurred for provision of health care services	34,604,273				34,604,273					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	89,011				89,011					
2. First quarter	96,940				96,940					
3. Second quarter	97,651				97,651					
4. Third quarter	98,425				98,425					
5. Current year	99,302				99,302					
6. Current year member months	1,174,846				1,174,846					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	30,074				30,074					
9. Totals	30,074	0	0	0	30,074	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	6,341,428				6,341,428					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	6,341,428				6,341,428					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,151,741				4,151,741					
18. Amount incurred for provision of health care services	4,160,044				4,160,044					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	72,270				72,270					
2. First quarter	66,265				66,265					
3. Second quarter	66,236				66,236					
4. Third quarter	67,602				67,602					
5. Current year	69,392				69,392					
6. Current year member months	808,486				808,486					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	14,572				14,572					
9. Totals	14,572	0	0	0	14,572	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,231,704				3,231,704					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,231,704				3,231,704					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	2,050,681				2,050,681					
18. Amount incurred for provision of health care services	2,056,048				2,056,048					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	993,060				993,060					
2. First quarter	991,609				991,609					
3. Second quarter	981,448				981,448					
4. Third quarter	981,891				981,891					
5. Current year	987,444				987,444					
6. Current year member months	11,848,404				11,848,404					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	315,510				315,510					
9. Totals	315,510	0	0	0	315,510	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	77,526,130				77,526,130					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	77,526,130				77,526,130					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	66,523,854				66,523,854					
18. Amount incurred for provision of health care services	66,656,942				66,656,942					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	27,947				27,947					
2. First quarter	30,272				30,272					
3. Second quarter	32,315				32,315					
4. Third quarter	30,564				30,564					
5. Current year	30,591				30,591					
6. Current year member months	368,166				368,166					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	12,738				12,738					
9. Totals	12,738	0	0	0	12,738	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	2,451,783				2,451,783					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	2,451,783				2,451,783					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,808,880				1,808,880					
18. Amount incurred for provision of health care services	1,812,498				1,812,498					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	118,260				118,260					
2. First quarter	123,122				123,122					
3. Second quarter	123,684				123,684					
4. Third quarter	123,688				123,688					
5. Current year	123,796				123,796					
6. Current year member months	1,477,066				1,477,066					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	45,491				45,491					
9. Totals	45,491	0	0	0	45,491	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,551,059				9,551,059					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,551,059				9,551,059					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,172,893				7,172,893					
18. Amount incurred for provision of health care services	7,187,240				7,187,240					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	59,873				59,873					
2. First quarter	61,039				61,039					
3. Second quarter	60,863				60,863					
4. Third quarter	61,801				61,801					
5. Current year	61,758				61,758					
6. Current year member months	735,960				735,960					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	15,589				15,589					
9. Totals	15,589	0	0	0	15,589	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,341,580				4,341,580					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,341,580				4,341,580					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	2,831,327				2,831,327					
18. Amount incurred for provision of health care services	2,836,990				2,836,990					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	925,654				925,654					
2. First quarter	1,002,738				1,002,738					
3. Second quarter	999,099				999,099					
4. Third quarter	959,534				959,534					
5. Current year	964,358				964,358					
6. Current year member months	11,738,174				11,738,174					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	314,222				314,222					
9. Totals	314,222	0	0	0	314,222	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	74,551,914				74,551,914					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	74,551,914				74,551,914					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	57,621,437				57,621,437					
18. Amount incurred for provision of health care services	57,736,690				57,736,690					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

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

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

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

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	588,745				588,745					
2. First quarter	596,487				596,487					
3. Second quarter	595,712				595,712					
4. Third quarter	594,461				594,461					
5. Current year	599,414				599,414					
6. Current year member months	7,159,170				7,159,170					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	227,679				227,679					
9. Totals	227,679	0	0	0	227,679	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	46,825,816				46,825,816					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	46,825,816				46,825,816					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	35,343,972				35,343,972					
18. Amount incurred for provision of health care services	35,414,666				35,414,666					

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

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

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	309,971				309,971					
2. First quarter	305,365				305,365					
3. Second quarter	240,191				240,191					
4. Third quarter	230,747				230,747					
5. Current year	230,314				230,314					
6. Current year member months	3,015,878				3,015,878					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	74,177				74,177					
9. Totals	74,177	0	0	0	74,177	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	19,533,039				19,533,039					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	19,533,039				19,533,039					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	12,981,643				12,981,643					
18. Amount incurred for provision of health care services	13,022,321				13,022,321					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	969,499				969,499					
2. First quarter	1,027,374				1,027,374					
3. Second quarter	1,013,420				1,013,420					
4. Third quarter	1,014,683				1,014,683					
5. Current year	1,008,498				1,008,498					
6. Current year member months	12,163,088				12,163,088					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	324,808				324,808					
9. Totals	324,808	0	0	0	324,808	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	64,759,225				64,759,225					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	64,759,225				64,759,225					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	51,964,162				51,964,162					
18. Amount incurred for provision of health care services	52,068,100				52,068,100					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	317,599				317,599					
2. First quarter	323,258				323,258					
3. Second quarter	330,778				330,778					
4. Third quarter	330,469				330,469					
5. Current year	327,962				327,962					
6. Current year member months	3,923,837				3,923,837					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	107,576				107,576					
9. Totals	107,576	0	0	0	107,576	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	27,577,622				27,577,622					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	27,577,622				27,577,622					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	22,587,325				22,587,325					
18. Amount incurred for provision of health care services	22,632,504				22,632,504					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	136,170				136,170					
2. First quarter	146,018				146,018					
3. Second quarter	146,830				146,830					
4. Third quarter	147,058				147,058					
5. Current year	147,572				147,572					
6. Current year member months	1,754,671				1,754,671					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	45,102				45,102					
9. Totals	45,102	0	0	0	45,102	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	10,125,923				10,125,923					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	10,125,923				10,125,923					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,649,274				7,649,274					
18. Amount incurred for provision of health care services	7,665,751				7,665,751					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	129,177				129,177					
2. First quarter	147,609				147,609					
3. Second quarter	149,383				149,383					
4. Third quarter	152,189				152,189					
5. Current year	153,868				153,868					
6. Current year member months	1,804,507				1,804,507					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	63,044				63,044					
9. Totals	63,044	0	0	0	63,044	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	11,234,419				11,234,419					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	11,234,419				11,234,419					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	9,307,449				9,307,449					
18. Amount incurred for provision of health care services	9,326,333				9,326,333					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	504,520				504,520					
2. First quarter	523,454				523,454					
3. Second quarter	514,272				514,272					
4. Third quarter	514,134				514,134					
5. Current year	507,012				507,012					
6. Current year member months	6,205,273				6,205,273					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	176,216				176,216					
9. Totals	176,216	0	0	0	176,216	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	37,913,339				37,913,339					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	37,913,339				37,913,339					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	28,647,011				28,647,011					
18. Amount incurred for provision of health care services	28,704,310				28,704,310					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	2,582,970				2,582,970					
2. First quarter	2,718,370				2,718,370					
3. Second quarter	2,721,120				2,721,120					
4. Third quarter	2,716,008				2,716,008					
5. Current year	2,726,416				2,726,416					
6. Current year member months	32,593,937				32,593,937					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	886,720				886,720					
9. Totals	886,720	0	0	0	886,720	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	185,815,325				185,815,325					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	185,815,325				185,815,325					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	149,628,834				149,628,834					
18. Amount incurred for provision of health care services	149,930,855				149,930,855					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	122,154				122,154					
2. First quarter	131,361				131,361					
3. Second quarter	134,048				134,048					
4. Third quarter	133,488				133,488					
5. Current year	130,457				130,457					
6. Current year member months	1,583,057				1,583,057					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	39,952				39,952					
9. Totals	39,952	0	0	0	39,952	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	10,374,661				10,374,661					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	10,374,661				10,374,661					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,675,146				7,675,146					
18. Amount incurred for provision of health care services	7,690,963				7,690,963					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

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

NONE

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

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	68,527				68,527					
2. First quarter	73,002				73,002					
3. Second quarter	72,915				72,915					
4. Third quarter	72,380				72,380					
5. Current year	72,634				72,634					
6. Current year member months	872,755				872,755					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	20,442				20,442					
9. Totals	20,442	0	0	0	20,442	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,155,407				5,155,407					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,155,407				5,155,407					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,644,988				3,644,988					
18. Amount incurred for provision of health care services	3,652,278				3,652,278					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

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

NONE

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

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

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	428,873				428,873					
2. First quarter	408,705				408,705					
3. Second quarter	399,491				399,491					
4. Third quarter	397,334				397,334					
5. Current year	398,721				398,721					
6. Current year member months	4,824,141				4,824,141					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	134,162				134,162					
9. Totals	134,162	0	0	0	134,162	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	27,950,304				27,950,304					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	27,950,304				27,950,304					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	21,770,682				21,770,682					
18. Amount incurred for provision of health care services	21,814,240				21,814,240					

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

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3				Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	33,373				33,373					
2. First quarter	31,144				31,144					
3. Second quarter	31,429				31,429					
4. Third quarter	32,605				32,605					
5. Current year	33,700				33,700					
6. Current year member months	389,352				389,352					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	11,708				11,708					
9. Totals	11,708	0	0	0	11,708	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	2,987,447				2,987,447					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	2,987,447				2,987,447					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,972,578				1,972,578					
18. Amount incurred for provision of health care services	1,985,483				1,985,483					

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

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

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

NAIC Group Code.....1189

NAIC Company Code.....39616

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

NONE

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

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

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

Sch. S - Pt. 2
NONE

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

Sch. S - Pt. 4
NONE

Sch. S - Pt. 5
NONE

Sch. S - Pt. 6
NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	169,885,618		169,885,618
2.	Accident and health premiums due and unpaid (Line 15)	50,565,067		50,565,067
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	75,239,014		75,239,014
6.	Totals assets (Line 28)	295,689,699	0	295,689,699
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	56,419,195		56,419,195
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	9,188,858		9,188,858
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	55,600,519		55,600,519
15.	Total liabilities (Line 24)	121,208,572	0	121,208,572
16.	Total capital and surplus (Line 33)	174,481,127	XXX	174,481,127
17.	Total liabilities, capital and surplus (Line 34)	295,689,699	0	295,689,699
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	0		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	0		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

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

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
Members															
		00000	56-2355483				Allure Eyewear, LLC	USA	NIA	Marchon Eyewear, Inc	Ownership	51.000	Vision Service Plan (California)	N	
		00000	68-0295156				Altair Eyewear, Inc	USA	NIA	VSP Holding Company, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Coordinadora Administrativa de Personal	MEX	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Cristallin SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	
		00000	20-1949500				Eastern Vision Service Plan IPA, Inc	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	47029	22-2777159				Eastern Vision Service Plan, Inc	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000					Entemasyon al Gozluk Sanayi VE Ticaret AS	TUR	NIA	Marchon Europe BV	Ownership	55.000	Vision Service Plan (California)	N	
		00000	23-2941185				Eye Designs, LLC	USA	NIA	Marchon Eyewear, Inc	Ownership	50.000	Vision Service Plan (California)	N	
		00000	27-3107295				Eyeconic, Inc	USA	NIA	VSP Retail Development Holding, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Eyefinity Ireland, Ltd	IRL	NIA	Eyefinity, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000	68-0450459				Eyefinity, Inc	USA	NIA	VSPIC (Ohio)	Ownership	100.000	Vision Service Plan (California)	Y	
		00000					Eyefinity OfficeMate Pty, Ltd. (Australia)	AUS	NIA	Eyefinity Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000	45-3675739				EyeNetra, Inc	USA	NIA	VSP Optical Group, Inc	Ownership	25.920	Vision Service Plan (California)	N	
		00000					FC 18 Comerico e Representacoes Ltda	BRA	NIA	Marchon Brasil Ltda	Ownership	100.000	Vision Service Plan (California)	N	
		00000					I Enterprises Pty, Ltd	AUS	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					ICP SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Brasil Ltda	BRA	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000	83-4627457				Marchon Canada, Inc	CAN	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000	98-0201338				Marchon Europe BV	NLD	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear (Hong Kong) Ltd	HKG	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear Shenzhen Ltd. China	CHN	NIA	Marchon Eyewear (Hong Kong) Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear (Shanghai) Ltd	CHN	NIA	Marchon Eyewear (Hong Kong) Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Eyewear Australia Pty Ltd	AUS	NIA	I Enterprises Pty Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000	11-2617364				Marchon Eyewear, Inc	USA	NIA	VSP Holding Company, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000	98-0542016				Marchon France SAS	FRA	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Germany GmbH	DEU	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Gulf FZ Company	ARE	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Hispania SL	ESP	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Italia SRL	ITA	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Japan KK	JPN	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Mauritius Ltd	MUS	NIA	Marchon Eyewear (Hong Kong) Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Mexico	MEX	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Portugal, Unipessoal, Lda	PRT	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon Singapore Pte. Ltd	SGP	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Marchon UK Ltd	GBR	NIA	Marchon Europe BV	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-3493284				MEI 3D, LLC	USA	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Monkey Software Pty. Ltd	AUS	NIA	Eyefinity OfficeMate Pty, Ltd. (Australia)	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-1700596				MVO Licensing, LLC	USA	NIA	Marchon Eyewear, Inc	Ownership	13.650	Vision Service Plan (California)	N	
		00000	27-1700596				MVO Licensing, LLC	USA	NIA	Optical Opportunities, LLC	Ownership	58.860	Vision Service Plan (California)	N	
		00000					MyEasySoft SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	
		00000	88-0465774				Optical Opportunities, LLC	USA	NIA	Marchon Eyewear, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000	27-0621213				Plexus Optix, Inc	USA	NIA	VSP Optical Group, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000					Reflex Holding SAS	IRL	NIA	Eyefinity, Ireland	Ownership	100.000	Vision Service Plan (California)	N	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
		00000...	75-1769288..				Southwest Vision Service Plan, Inc. (Texas)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000...					Sterling Meta-Plast India Private Ltd	IND	NIA	Marchon Mauritius	Ownership	.49.000	Vision Service Plan (California)	N	
		00000...	94-1632821..				Vision Service Plan (California)	USA	UDP	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	99-0247673..				Vision Service Plan (Hawaii)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	54380...	31-0725743..				Vision Service Plan (Ohio)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	39616...	06-1227840..				Vision Service Plan Insurance Company (Ohio)	USA	RE	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	32395...	36-3560825..				Vision Service Plan Insurance Company (Missouri)	USA	IA	VSP Holding Company, Inc	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	12516...	20-0891619..				Vision Service Plan of Illinois, NFP	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000...	83-0212963..				Vision Service Plan of Wyoming (Wyoming)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000...					VSP Asia Private Ltd	HKG	NIA	VSP Global, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					VSP Vision Canada, Inc	CAN	IA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	27-5016913..				VSP Ceres Inc	USA	NIA	VSP Optical Group, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	27-0933693..				VSP Global, Inc	USA	NIA	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	26-1998746..				VSP Holding Company, Inc	USA	NIA	Vision Service Plan (California)	Ownership	.55.100	Vision Service Plan (California)	Y	
		00000...	26-1998746..				VSP Holding Company, Inc	USA	NIA	VSPIC (Ohio)	Ownership	.44.900	Vision Service Plan (California)	Y	
		00000...	27-0621143..				VSP Labs, Inc	USA	NIA	VSP Optical Group, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	27-0621064..				VSP Optical Group, Inc	USA	NIA	Vision Service Plan (California)	Ownership	.50.000	Vision Service Plan (California)	Y	
		00000...	27-0621064..				VSP Optical Group, Inc	USA	NIA	VSPIC (Ohio)	Ownership	.40.000	Vision Service Plan (California)	Y	
		00000...	27-0621064..				VSP Optical Group, Inc	USA	NIA	VSP Vision Care, Inc. (Virginia)	Ownership	.10.000	Vision Service Plan (California)	Y	
		00000...	46-5393037..				VSP Retail Development Holding, Inc	USA	NIA	VSP Optical Group, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	46-5406960..				VSP Retail, Inc	USA	NIA	VSP Retail Development Holding, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					VSP Vision Care (Shanghai) Co., Ltd	CHN	NIA	VSP Asia Private Ltd	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					VSP Vision Care - UK, Ltd	GBR	NIA	VSP Global, Inc	Ownership	100.000	Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	53031...	23-7089668..				VSP Vision Care, Inc. (Virginia)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000...					Winoptics SARL	FRA	NIA	Reflex Holding SAS	Ownership	100.000	Vision Service Plan (California)	N	

SCHEDULE Y

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

1 NAIC Company Code	2 ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	20-1949500	Eastern Vision Service Plan IPA, Inc.					261,975				261,975	
47029	22-2777159	Eastern Vision Service Plan, Inc. (New York)					46,800,926				46,800,926	
	75-1769288	Southwest Vision Service Plan, Inc. (Texas)					16,645,336				16,645,336	
	94-1632821	Vision Service Plan (California)	130,900,000				(443,540,839)				(312,640,839)	
	99-0247673	Vision Service Plan (Hawaii)					2,235,394				2,235,394	
54380	31-0725743	Vision Service Plan (Ohio)	(13,900,000)				20,615,478				6,715,478	
39616	06-1227840	Vision Service Plan Insurance Company (a Ohio stock corporation)	(49,900,000)				239,474,259				189,574,259	
32395	36-3560825	Vision Service Plan Insurance Company (a Missouri stock corporation)	(15,700,000)				44,998,592				29,298,592	
12516	20-0891619	Vision Service Plan of Illinois, NFP					24,988,395				24,988,395	
	83-0212963	Vision Service Plan of Wyoming (Wyoming)					1,452,940				1,452,940	
	26-1998746	VSP Holding Company, Inc.	15,700,000								15,700,000	
53031	23-7089668	VSP Vision Care, Inc. (Virginia)	(67,100,000)				46,067,544				(21,032,456)	
9999999	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

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

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

3.

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10.

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

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

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

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

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

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

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

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

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

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

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

22.

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

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2018 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK