39616201920100100

ANNUAL STATEMENT

For the Year Ended December 31, 2019
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	Darrin Furtado *(Name)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	darrfu@vsp.com *(E-Mail Address)*	916-463-9040 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Kate Alison Renwick-Espinosa	President	2. Michael Joseph Guyette	Secretary
3. Monica Renee Perez	Treasurer	4.	

OTHER

DIRECTORS OR TRUSTEES

Kate Alison Renwick-Espinosa
Michael Joseph Guyette
Thomas Allan Fessler
Bradley Nelson Garber #
Daniel Joseph Schauer #

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 Joseph Guyette	Monica Renee Perez
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 31st day of January 2020
By: Kate Alison Renwick-Espinosa, Michael Joseph Guyette, Monica Renee Perez

NATALIA MIKHAYLEVSKAYA
Notary Public - California
Sacramento County
Commission # 2299080
My Comm. Expires Jul 28, 2023

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	2,245,845	3,900				2,249,745
LOWE'S STORES HIGH PLAN	1,532,661					1,532,661
FEDVIP HIGH OPTION 51500015	983,499	(1,218)				982,281
FEDVIP HIGH OPTION 12400001	834,032	111,479				945,511
CAREMARK-ACTIVES-PREMIER PLAN	907,756					907,756
FEDVIP HIGH OPTION 18000009	614,352	86,375				700,727
FEDVIP HIGH OPTION 97381600	613,480	83,792				697,272
CAREMARK-ACTIVES-BASE PLAN	651,447					651,447
OHIOHEALTH	595,808					595,808
MEDTRONIC - ACTIVE	538,526					538,526
BANNER HEALTH - PREMIER PLAN	525,157					525,157
FEDVIP HIGH OPTION 97380800	351,837	48,187				400,024
ADP	370,914	(890)				370,024
LOWE'S STORES	346,090					346,090
CARGILL ACTIVE	339,870					339,870
FEDVIP HIGH OPTION 97380600	297,382	38,921				336,303
HALLIBURTON - ACTIVE	333,890					333,890
FEDVIP STD OPTION 51500015	331,748	(21)				331,727
MERCK	319,540		(857)			318,683
PROFESSIONAL SERVICES STAFF	300,476					300,476
FEDVIP HIGH OPTION 97380100	253,398	34,355				287,753
G.I.B. EDUCATION	270,180	13,310				283,490
AUTOZONE - PLAN A-ACTIVES	270,757					270,757
FEDVIP STD OPTION 24900002	266,775	283				267,058
LIFEPOINT HOSP. ACTIVE PREMIER	242,181					242,181
HSRC LEGACY	244,176	(5,583)				238,593
LOWE'S CORP ACTIVE HIGH PLN PT	237,874					237,874
CITY OF CHARLOTTE	217,498	(104)				217,394
TRTA	216,077					216,077
FEDVIP STD OPTION 12400001	188,275	23,819				212,094
BROOKDALE SENIOR LIVING-ACTIVE	206,845					206,845
REPUBLIC SERVICES INC-ACTIVES	205,386					205,386
NXP ACTIVE	130,433	65,159				195,592
WM-ACTIVE	194,700					194,700
AMEDISYS HOLDINGS LLC ACTIVE	180,927					180,927
PWAC	180,345					180,345
ACTIVES	179,212					179,212
HEALTH SERVICES (CCHS)	176,322		(40)			176,282
FEDVIP STD OPTION 97381600	155,244	20,554				175,798
UNFI - ACTIVE	174,304	(1,030)				173,274
FEDVIP HIGH OPTION 97380500	158,955	14,280				173,235
EXEL - ACTIVE	169,366					169,366
CDK GLOBAL ACTIVE	111,062	55,215		(16)		166,261
MCLANE GROCERY 1	153,517					153,517
HARRIS TEETER ACTIVE	146,745					146,745
GOOD	146,731					146,731
SUNBELT MEMBER + FAMILY	98,146	47,331				145,477
BIG LOTS	145,442					145,442
AHMD	142,149					142,149
HONEYWELL ACTIVE PREMIER PLUS	140,969					140,969
LOWE'S DISTRIBUTION HIGH PLAN	139,698					139,698
UKHS ACTIVE PLUS PLAN	139,155	848	(12)	(340)		139,651
JACOBS TECHNOLOGY	138,503					138,503
JC PENNEY ACTIVES	135,130					135,130
LOWE'S CORPORATE HIGH PLAN	134,901					134,901

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
BANNER HEALTH - VALUE PLAN	133,946					133,946
LINCOLN PUBLIC SCHOOLS	133,966	(972)				132,994
AVIS BUDGET GROUP-ACTIVE	132,796	(6)				132,790
KPMG- ACTIVE EMPLOYEES	132,483					132,483
UW HOSP-UNIV HOSPITALS/CLINICS	87,166	43,361				130,527
ROBERT BOSCH CORPORATION	122,869	6,739				129,608
JBS USA LLC-SALARY	128,856					128,856
US ONCOLOGY - ACTIVE	126,526					126,526
CDA - ACTIVES - BASIC	124,375					124,375
NATIONAL GENERAL MANAGEMENT	61,590	60,964				122,554
TE CONNECTIVITY - ACTIVES	120,063					120,063
AMERISOURCE ENHANCED	117,887					117,887
INTERTEK US H & W ACTIVE	117,844	(289)				117,555
BIOGEN IDEC	114,694					114,694
HOSPITAL AND FOUNDATION	113,666	(30)				113,636
FEDVIP HIGH OPTION 97381500	99,223	12,772				111,995
BENEFIT PLANS	111,828	(645)				111,183
ARAMARK CORPORATION-HOURLY	110,874					110,874
LIFEPOINT HOSP. ACTIVE BASIC	110,610					110,610
LIPPERT COMPONENTS, INC-ACTIVE	81,159	29,426				110,585
INTEGER ACTIVE	73,182	36,421				109,603
PPC - SALARY	110,557	(1,066)				109,491
G.I.B. STATE	108,817					108,817
SANFORD ACTIVE	107,902					107,902
FULL TIME	71,510		34,713			106,223
SANTANDER BANK,N.A. ACTIVE	105,970					105,970
VULCAN MATERIALS CO. W/SAFETY	105,010					105,010
G.I.B. EDUCATION	104,951					104,951
IBM INDIA	69,559	(548)	34,380			103,391
FISERV PREMIER ACTIVE	101,101	1,592				102,693
MLH PLUS PLAN	102,422					102,422
ARAMARK CORPORATION-SALARY	102,127					102,127
CABELL HUNTINGTON HOSPITAL	50,059	50,397				100,456
REALOGY-ACTIVE	99,957					99,957
FEDVIP HIGH OPTION 88022098	87,525	12,037				99,562
ARCADIS	98,999	(225)				98,774
D.R. HORTON-PREMIUM PLUS PLAN	98,180					98,180
BEN ASSOC- VOLUNTARY EFF 12/10	97,405					97,405
IB-ALL POPULATIONS	97,294					97,294
EVT CHOICE PLAN B 3-TIER	68,809	28,199				97,008
CH ROBINSON	96,907					96,907
CUYAHOGA COUNTY ACTIVE	96,552					96,552
FEDVIP HIGH OPTION 14019999	83,732	12,085				95,817
DE CAROLINAS, LLC ACTIVE	95,134					95,134
COMMERCIAL METALS CO.-PREMIUM	93,170					93,170
FEDVIP HIGH OPTION 14069999	84,766	8,292				93,058
FEDVIP STD OPTION 18000009	81,799	11,211				93,010
SPECTRUM HEALTH - SHH	92,776					92,776
SC USA ACTIVE ENHANCED OPTION	44,332	47,416				91,748
SAINT FRANCIS HEALTH SYSTEM	90,182					90,182
ACTIVES	89,743					89,743
INFOSYS LIMITED EE+3 OR MORE	88,831					88,831
REGIONAL HEALTH-PREMIUM	88,354	(165)				88,189
FISERV ACTIVE	87,782					87,782
ENSCO INTL ACTIVE	43,249	21,737	22,032			87,018
G.I.B. STATE	86,606					86,606

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
OCEANEERING INTERNATIONAL	42,845	21,210	21,235			85,290
AMGH ACTIVE	85,235					85,235
FEDVIP STD OPTION 97380800	75,137	9,406				84,543
INTERNATIONAL PAPER COMPANY	83,861					83,861
G.I.B. STATE	83,332					83,332
BEN ASSOC- PACKAGED EFF 12/10	83,086					83,086
AIR METHODS, INC	82,989	(51)				82,938
INGLES MARKET INC BUY UP	50,604	2,333	25,179	4,249	82,366	(1)
REGIONS BANK ACTIVES	81,996					81,996
DE BUSINESS SERVICES LLC ACTV	81,595					81,595
PATTERSON DENTAL (ACTIVES)	81,566		(340)			81,226
SNAP-ON INCORPORATED (ACTIVE)	80,872					80,872
ASANTE - ACTIVES CORE	80,713					80,713
MORGAN LEWIS	53,657	26,256				79,913
FEDVIP STD OPTION 97380600	70,850	8,720				79,570
BASE ACTIVE	74,407	4,271				78,678
PRA ACTIVE	78,803	(128)				78,675
ALLSCRIPTS ACTIVE	77,615					77,615
WORLEYPARSONS GROUP	77,332					77,332
FAIRFIELD MEDICAL CENTER	74,844	(214)				74,630
EXPRESSJET ACTIVES	49,716	24,689				74,405
HUNTSVILE HOSPITAL ACTIVE	73,951					73,951
IRON MOUNTAIN ACTIVE	73,622					73,622
UKHS ACTIVE BASIC PLAN	73,245	(86)				73,159
LOWE'S CORP ACTIVE	72,214					72,214
BBVA COMPASS-VSP PLUS PLAN	71,733					71,733
CDA - ACTIVES - BUY UP	71,587					71,587
CARR	71,545					71,545
BVHS	71,708	(326)				71,382
MCW EXAM+ MATERIALS ACTIVE	71,364	(59)				71,305
FEDVIP HIGH OPTION 24069999	62,741	8,530				71,271
H. B. FULLER COMPANY	70,239	1,031				71,270
COMMUNITY HEALTH NETWORK, INC	71,182					71,182
MCC: ACTIVE	138,251	(67,077)				71,174
INFOSYS LIMITED EE+2 ACTIVE	71,072					71,072
FEDVIP STD OPTION 97380100	61,798	8,950				70,748
ACTIVE CM ONLY	69,925					69,925
KCLC PLAN B	69,950	(99)				69,851
FMP	46,249	23,093				69,342
ADIDAS - CORPORATE ACTIVES	38,182	30,669				68,851
KCLC PLAN C	68,868	(164)				68,704
GATES	68,333	(4)				68,329
AKAMAI TECHNOLOGIES, INC	68,315					68,315
NON-BARGAINING ENHANCED	45,415	22,693				68,108
G.I.B. EDUCATION	67,990					67,990
CENTRAL MAINE HEALTHCARE CORP	67,392	(154)				67,238
CORPORATE SLRD EXEMPT	67,260	(104)				67,156
ACTIVE	33,618	(489)		33,923	67,053	(1)
MODA HEALTH PPORX	66,948					66,948
SYNGENTA CROP PROTECTION, INC	77,638	(2,446)	(8,909)			66,283
FEDVIP HIGH OPTION 97380700	58,769	7,254				66,023
ST LUKE'S PHYSICIAN GROUP	65,937	(15)				65,922
D.R. HORTON-PREMIUM PLAN	65,078					65,078
PHOENIX CHILDREN'S HOSPITAL	64,943					64,943
ST LUKE'S BETHLEHEM ACTIVE	64,805					64,805
MIDLAND NATIONAL ACTIVE	43,089	21,569				64,658

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
MMC VISION CARE PLAN	62,322	2,230				64,552
NORTH MEMORIAL HEALTH - ACTIVE	64,423					64,423
CLYDE HOURLY	64,469	(92)				64,377
SCHERING PLOUGH/MERCK	64,063					64,063
ACTIVE CM+SP+2CHILD	64,008					64,008
NATIONAL HERTIAGE ACADEMIES	64,156	(337)				63,819
BHP PETROLEUM	42,359	21,441	(613)			63,187
ENCOMPASS HEALTH ACTIVE-HIGH	62,655					62,655
TTEC ACTIVES	62,465					62,465
CORPORATE ACTIVES	60,418		1,751			62,169
ONE GAS ACTIVE	61,902					61,902
STATE OF WISCONSIN RETIREES	61,697	(6)				61,691
S-WESTINGHOUSE ELECTRIC	62,250	(639)				61,611
BLACK HILLS ENERGY	61,246					61,246
MI STATE UNIVERSITY ACTIVES	52,877	8,060				60,937
DCP MIDSTREAM, LP-ACTIVE	61,065	(164)				60,901
SALARIED/NON UNION HOURLY	60,659					60,659
DE PROGRESS INC ACTIVE	60,655					60,655
SH SYSTEM	60,430					60,430
ILRTA	60,203					60,203
BUYUP ACTIVE	60,245	(89)				60,156
GREA	60,140					60,140
HANESBRANDS ACTIVE	60,626	(649)	(152)			59,825
LEANDER ISD - ACTIVE	59,655	(41)				59,614
ACTIVE CM+SPOUSE	59,436					59,436
AMERCIAN FAMILY ACTIVE	67,078	(4,112)	(3,982)			58,984
ASANTE - ACTIVES BUY-UP	58,679	(61)				58,618
MMC VISION CARE PLAN	56,385	2,230				58,615
ACTIVE PREMIER PLAN	58,516					58,516
MCLANE GROCERY 2	58,452					58,452
INFORMA BIWEEKLY	58,451	(34)				58,417
SUNBELT MEMBER ONLY	39,723	18,577				58,300
SCP DISTRIBUTORS, LLC	58,291	(25)				58,266
MCLANE FOODSERVICE 1	58,038					58,038
AUTOZONE - PLAN B-ACTIVES	57,426					57,426
STAGES STORES - ACTIVE	57,114	232				57,346
ACTIVE EMPLOYEES	57,284					57,284
GILBANE BUILDING COMPANY	31,359	(100)	25,998			57,257
SWIRE ACTIVES	45,551	23,720	(12,169)			57,102
JERSEY CITY EDUCATION ASSOC	56,874					56,874
MIAMI VALLEY HOSPITAL	57,015	(291)				56,724
ENCOMPASS HEALTH ACTIVE-LOW	56,490					56,490
CAMPBELL SOUP COMPANY ACTIVE	56,433					56,433
AMERISOURCE STANDARD	56,085					56,085
JAMES AVERY CRAFTSMAN-ACTIVE	55,810					55,810
ACTIVE	36,912	18,416				55,328
MODERNA, INC	27,488	13,922	13,626			55,036
UPENN - ACTIVES	54,858					54,858
FIVE STAR-HIGH OPTION	54,837					54,837
P-WESTINGHOUSE ELECTRIC	54,666	(39)				54,627
EVT CHOICE PLAN B 2-TIER	54,044	(40)				54,004
BROOKDALE SENIOR LIVING-ACTIVE	53,642					53,642
INDEED, INC.: BASE	53,640	(103)				53,537
DAYTON CHILDRENS HOSPITAL	52,968	(192)				52,776
TEAMSTERS LOCAL 639-EMPLOYERS	55,770	(3,216)				52,554
JM ACTIVE	52,192					52,192

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
PNA- ACTIVE EMPLOYEES	52,007					52,007
ENTERPRISE-COMMERICAL	41,454	9,435				50,889
AVERA MCKENNAN HOSPITAL-BASE	50,605					50,605
G.I.B. EDUCATION	50,477					50,477
ACTIVE SALARY EO BUY UP	50,819	(443)				50,376
LOGMEIN USA INC	50,291					50,291
NCI BUILDINGS	50,082	(81)				50,001
KRONOS INCORPORATED	49,937					49,937
ST. PETERS UNIVERSITY HOSPITAL	33,741	16,894	(717)			49,918
SPECTRUM HEALTH MEDICAL GROUP	49,780					49,780
SONIC AUTOMOTIVE - ACTIVE	49,263					49,263
ACTIVE	49,168					49,168
KERRY INC	49,016					49,016
FEDVIP HIGH OPTION 10005697	42,917	5,948				48,865
HSBE	48,652					48,652
REGIONAL HEALTH-ACTIVES	48,175	(85)				48,090
ARAMARK UNIFORM & CAREER APPRL	58,029	4,063	(14,109)			47,983
ADENA HEALTH PREMIER	47,645					47,645
PIONEER NATURAL RESOURCES USA	46,302	1,117				47,419
SLHN - ACTIVE	42,471	2,411	2,521			47,403
INSTALLATION SIGNATURE	47,442	(42)				47,400
LOWE'S CORPORATE	47,244					47,244
ACTIVE PREMIUM PLUS	46,698	(44)				46,654
GULF STATES TOYOTA	46,500					46,500
SPX CORP ACTIVE	46,415					46,415
NEXTIER HOLDING CO.-ACTIVE	43,157		3,228			46,385
HUNTERDON HEALTHCARE SYSTEM	46,105					46,105
BOULDER COMMUNITY HEALTH	15,354	15,301	15,341			45,996
MARION HRLY	45,999	(17)				45,982
GEODIS LOGISTICS, LLC	46,147	(191)				45,956
GENESIS HEALTHCARE SYSTEM	45,917					45,917
AMANA FT HRLY	45,936	(33)				45,903
BRADY CORP-ACTIVES PREMIER	22,842	11,330	11,652			45,824
STEWART TITLE COMPANY	45,665					45,665
PATERSON PUBLIC SCHOOLS PLAN B	45,519	(33)				45,486
BOSE MASSACHUSETTS	45,484					45,484
HANCOCK HOLDING CO: STANDARD	45,357					45,357
SUNBELT MEMBER + CHILD	30,704	14,510				45,214
TSG RESOURCES INC - ACTIVE	39,600	5,577				45,177
INDEED, INC.: EO ENHANCED	45,076					45,076
EAMC/LANIER	46,873	(949)	(873)			45,051
ACTIVE - PLAN 1	24,744		20,210			44,954
150 ON SEMICONDUCTOR-ACTIVES	44,886					44,886
BRIGHT HORIZONS BUY UP	44,829					44,829
ACTS ACTIVE PREMIER	22,486	20,309	1,893			44,688
CAC ACTIVE	44,602					44,602
APPLIED INDUSTRIAL TECH, INC	44,264					44,264
VIZIENT	43,632					43,632
CITY OF HUNTSVILLE - ACTIVE	25,161	18,451				43,612
PRECISION DRILLING OILFIELD	43,610	(105)				43,505
SUNBELT MEMBER + FAMILY	29,370	13,885				43,255
SHAWNEE MISSION SCHOOL DIST	29,612	1,428	1,302	10,836	43,178	0
VIVINT INC ACTIVES	43,001		(12)			42,989
ST LUKE'S SYSTEM SERVICES	42,923	(47)				42,876
MOLINA MEDICARE COMPLETE CARE	42,791					42,791
DIAGEO NORTH AMERICA, INC	28,179	14,193				42,372

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
NON-BARGAINING STANDARD	28,267	14,084				42,351
SALARIED/NON UNION HOURLY	42,081					42,081
TOLL BROTHERS - BUY UP ACTIVE	20,776	21,180				41,956
OLATHE USD-PLAN B $10/25	41,932					41,932
FINDLAY HRLY	41,860	(128)				41,732
STANTEC CONSULTING - ACTIVES	41,725					41,725
EVT CHOICE PLN B VOL 3-TIER	41,634	(30)				41,604
ST JOSEPH'S HEALTHCARE	41,222					41,222
OTHER DISH SIGNATURE	41,209					41,209
LIFEPOINT-ACTIVE PREMIER PLAN	40,968					40,968
FEDVIP HIGH OPTION 21006944	36,211	4,669				40,880
FULL SERVICE - ALL	42,698	(884)	(991)			40,823
HENRY FOR ALLEGIANCE ACTIVE	39,960	503				40,463
BAPTIST HEALTH	34,013	3,933	2,483			40,429
ACTIVE	40,242					40,242
ACTIVES	40,042					40,042
DST	39,953					39,953
TECH MAHINDRA INC PREM ACTIVE	39,898					39,898
SALEM HOSPITAL ACTIVE	39,884					39,884
WPS ACTIVE	19,811	20,039				39,850
SOUTH METRO FIRE RESCUE AUTH	26,904	12,917				39,821
PASADENA ISD	39,640	(105)		140	39,675	0
CPSI ACTIVE	26,426	13,217				39,643
G.I.B. LOCAL GOVT	39,449					39,449
ARTECH INFORMATION SYSTEMS	19,061	9,785	10,434			39,280
ADAMS KEEGAN, INC	(1,108)	40,262				39,154
HILCORP - ACTIVE	39,088					39,088
ACTIVE CM+SP+1CHILD	38,944					38,944
WESTFIELD GROUP ACTIVE	38,801					38,801
ACTIVE- ENHANCED PLAN	38,707					38,707
G.I.B. STATE	38,622					38,622
HELMERICH & PAYNE, INC. LOW	38,557					38,557
USX BASE	36,848		1,569			38,417
LOUISVILLE METRO GOVERNMENT	38,326					38,326
UAB ACTIVE BASIC E+SP/E+SP+1CH	38,261					38,261
HSTD	38,257					38,257
JACKSON NATIONAL LIFE	38,171					38,171
ACTIVE ENHANCED PLAN	37,994	538	(679)			37,853
LANDRY'S	18,689	19,024				37,713
USIC, LLC ACTIVE ENHANCED	37,501					37,501
SICK, INC	24,993	12,507				37,500
FULL SERVICE-C03, RETIREMENT	18,783	18,649				37,432
BJ SERVICES - ACTIVE	37,180					37,180
ACTIVE & GCC	37,152	16				37,168
NOBLE ENERGY, INC	37,015	(52)				36,963
FULL TIME	21,820	10,886	4,066			36,772
MCLANE FSRM 1	36,726					36,726
ARCHROCK SERVICES, L.P. ACTIVE	36,755	(72)				36,683
LUTHERAN	36,672					36,672
BRADY CORP-ACTIVES BASE	18,234	9,073	9,249			36,556
MMC LOW PLAN	36,544					36,544
OCEANEERING MOBILE WORKFORCE,	18,105	8,999	8,920			36,024
HEXAWARE TECHNOLOGIES, INC	35,993	(53)				35,940
SC USA ACTIVE BASE	18,837	17,088				35,925
SOUTH BEND COMMUNITY SCHOOLS	36,594	(669)				35,925
CDM SMITH INC	35,920					35,920

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
FEDVIP STD OPTION 97380500	33,520	2,208				35,728
EMPLOYER FLEXIBLE - BASIC	35,636					35,636
INFOSYS LIMITED EE ONLY ACTIVE	35,565					35,565
STANTEC CONSULTING BUY UP ACT	35,392					35,392
BANCORPSOUTH ACTIVE	35,389					35,389
ROBERT W BAIRD TRADITIONAL	35,465	(96)				35,369
TRC ACTIVES	35,366					35,366
SEDGWICK COUNTY ACTIVE	35,364					35,364
COUNTY OF BOULDER,STATE OF CO	33,118	1,043	1,191			35,352
LAKELAND REGIONAL HS-ACTIVE	35,326					35,326
UNIV. OF MN PHYSICIANS-ACTIVE	35,294	(15)				35,279
MMC LOW PLAN	35,224					35,224
PT ENHANCED ACTIVE	34,275	946				35,221
CBIZ ACTIVE BASIC	35,218					35,218
APERGY ARTIFICIAL LIFT A12	23,315	11,852				35,167
BRIGHT HORIZONS - ACTIVE	35,139					35,139
IVY TECH ADMIN HOURLY-26 PAYS	36,132	(1,073)				35,059
INVOLUNTARY CLASSIC	29,904	5,021				34,925
LINK SNACKS	11,939	11,636	11,540	(358)		34,757
INFOSYS LIMITED EE+1 ACTIVE	34,700					34,700
INDIANA PACKERS CORP PREMIUM	35,903	(1,263)				34,640
MPS - ACTIVE - PREM	34,582					34,582
CABELL HUNTINGTON HOSPITAL	17,079	17,129	357			34,565
URBAN OUTFITTERS CORE	34,304					34,304
AGFIRST FARM CR BANK -EXPANDED	34,324	(105)				34,219
OFF EXCHANGE PEDS - SD	22,745	11,314				34,059
ACTIVE	33,421					33,421
G.I.B. STATE	33,411					33,411
3221 MASCO COATINGS GROUP	33,416	(54)				33,362
ACTIVE BASE PLAN	33,262					33,262
DE FL INC ACTIVE NON-BARG	33,241					33,241
NEMOURS PREMIUM	33,516	(491)				33,025
UAB ACTIVE BASIC EMP ONLY	33,006					33,006
AUTO-OWNERS INSURANCE COMPANY	32,972					32,972
TTI-MILWAUKEE ELECTRIC TOOL-	32,910					32,910
RPEACA	32,865					32,865
THE CITY OF OKLAHOMA CITY	32,740					32,740
HOLY NAME MEDICAL CNTR ACTIVE	32,610					32,610
SUNBELT MEMBER ONLY W/PRO-TEC	21,994	10,495				32,489
ALLIED SERVICES	22,126	10,977	(660)			32,443
CROCS, INC	16,082	8,041	8,110			32,233
MAURY REGIONAL HOSPITAL ACTIVE	16,325	(23)	15,840			32,142
PERTH AMBOY BOE- ACTIVE	33,064	(24)	(973)			32,067
SUPERVALU ACTIVE	32,014					32,014
ACTIVE SALARY	31,995					31,995
HELMERICH & PAYNE, INC. HIGH	31,904					31,904
BRIGHTVIEW ACTIVE GOLD	32,147	(293)				31,854
HELM HR, LLC	30,989	786				31,775
MI ST. UNIV PREM EO PLN ACTIVE	31,734					31,734
SUNOVION PHARMACEUTICALS-ACT	31,601					31,601
TRANSIT	21,076	10,400				31,476
2721 MILGARD MANUFACTURING	31,510	(92)				31,418
G.I.B. EDUCATION	31,291					31,291
HANGER, INC	31,791	(155)	(388)			31,248
GALLIANO MARINE BUYUP	30,083	912				30,995
DSOUSCLI	30,904					30,904

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
VALLEY VIEW HOSPITAL	20,779	10,122		(131)		30,770
MARINE GROUP SHR	30,760					30,760
INSIGHT-ACTIVE BUY UP	30,653					30,653
LOWE'S DISTRIBUTION	30,613					30,613
G.I.B. EDUCATION	30,583					30,583
CHOICE BENEFITS - SALARIED	30,564					30,564
SCA - ACTIVE - BASIC	30,266					30,266
INVOLUNTARY DELUXE	25,862	4,374				30,236
USAPTX ACTIVE	30,172	(12)				30,160
RETIREES	30,147					30,147
MIDCONTINENT MEDIA-BUYUP	29,673		281			29,954
PART TIME	446	29,505				29,951
MANPOWERGROUP CONSULTANT ACTIV	14,428	(673)		16,022	29,777	0
SRS DISTRIBUTION	29,734					29,734
MIAMI UNIVERSITY - ACTIVE	29,716	(192)				29,524
AVNET - ACTIVES	29,802	(301)				29,501
WASHTENAW COUNTY	29,452	(36)				29,416
AMES CONSTRUCTION - ACTIVE	19,367	9,019		1,005	29,391	0
KUEHNE + NAGEL BUY UP	30,415	(1,087)				29,328
OMYA INC	19,444	(56)	9,912			29,300
MARION GENERAL	29,333	(35)				29,298
UAB ACTIVE PREM E+SP/E+SP+1CH	29,257					29,257
CITY ACTIVE	29,254					29,254
CHENIERE LNG O&M SVCS-ACTIVE	29,157					29,157
ACTIVE EMPLOYEES	28,811		306			29,117
RDO EQUIPMENT CO 19301-12	29,246	(34)	(120)			29,092
OCTAPHARMA PLASMA INC ACTIVE	29,291	(200)				29,091
GOLD - ACTIVE	28,970					28,970
SHISEIDO AMERICAS CORP	28,983	(63)				28,920
MVT - ACTIVE 12/12/24	28,793					28,793
DEAN FOODS CORP	18,863	9,861				28,724
UAB ACTIVE PREM EMP ONLY	28,697					28,697
MT. VERNON-HOURLY MTVN	28,671					28,671
THE NEMOURS FOUNDATION	28,932		(268)			28,664
HINES ACTIVE	28,742	(81)				28,661
TRINIDAD DRILLING - SOUTHERN	18,815	9,814				28,629
EMMC	28,438					28,438
WINNEBAGO INDUSTRIES	28,428	(21)				28,407
DARLING BUY UP PLAN C	28,264					28,264
ENERSYS	28,159					28,159
WESTERVILLE CITY S.D. - ACTIVE	1,179	917	25,971			28,067
SS&C TECHNOLOGIES INC	28,057					28,057
FIRSTFLEET, INC	27,950					27,950
BLACKBAUD ACTIVE	27,868					27,868
FEDVIP HIGH OPTION 47000016	19,362	8,474				27,836
INFINITY TRUST - PLAN B	27,923	(153)				27,770
AGES 21 AND OVER	21,132	6,473				27,605
BOZEMAN ACTIVES	27,721	(136)				27,585
IN PUBLIC SCHOOLS ACTIVE	27,567					27,567
ECOLAB ACTIVE	17,282	10,264				27,546
KUEHNE + NAGEL	27,541					27,541
PTC THERAPEUTICS, INC	11,914	5,282	5,204	5,057	27,457	0
PROGRESS RAIL CORP	27,395					27,395
FREIGHT MANAGEMENT NON-UNION	27,355					27,355
INRTA	27,330					27,330

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
FIRST BANK HOLDING-ACTIVE	25,898	701	688			27,287
BLUESTREAM PROFESSIONAL	17,846	9,417				27,263
GRACO - ACTIVE ENHANCED	27,233	(40)				27,193
FEDVIP HIGH OPTION 51100011	27,064	90				27,154
ALL ACTIVE	27,068	(50)				27,018
SHG	23,796	1,476	1,652			26,924
FEDVIP STD OPTION 14069999	23,818	3,016				26,834
MINUTECLINIC, L.L.C	26,937	(150)				26,787
HOLLAND CORPORATE	26,762					26,762
BOARD OF PENSIONS EYEWEAR	26,592					26,592
AVITUS-EXAM + BUY UP	26,329	(43)	289			26,575
ADVANCED CALL CENTER ACTIVE	26,330	91				26,421
MLH CORE PLAN	26,246					26,246
BALL STATE UNIVERSITY	25,229		894			26,123
INTEGRATED ELECTRICAL ACTIVE	26,108					26,108
PED AND ADULT EXAM/HARDWARE/	230	25,783				26,013
CBIZ ACTIVE VISION PLUS	25,950					25,950
FEDVIP STD OPTION 97381500	23,034	2,881				25,915
HASBRO/WIZARDS/LTD	25,881					25,881
COMPUCOM PREMIER ACTIVE	25,828					25,828
FORRESTER RESEARCH	17,319	8,474				25,793
AMERICAN FIDELITY CORPORATION	25,731					25,731
PAYCOM PAYROLL, LLC	25,570					25,570
ENERFLEX ENERGY SYSTEMS TX	25,548	(27)				25,521
FARM CR BANK OF TX -EXPANDED	25,607	(118)				25,489
ACTIVE - ENABLE MIDSTREAM	25,483					25,483
HORMEL - HRL94 ACTIVES BUY UP	25,504	(104)				25,400
RIPEA	25,388					25,388
INGEVITY CORP ACTIVE	27,776	(2,419)				25,357
ACTIVE PLUS PLAN	25,138					25,138
BROWN UNIV-ACTIVE	25,060					25,060
UAHSF VSP	24,900					24,900
CLEVELAND FT HRLY	24,926	(55)				24,871
MID MICHIGAN HEALTH	6,892	3,617	14,300			24,809
TOKIO MARINE ACTIVE	24,768					24,768
CORPORATE SLRD NON-EXEMPT	24,755	(17)				24,738
LICKING MEMORIAL HEALTH	24,668					24,668
CSC SIGNATURE	24,700	(74)				24,626
ABC- IA, NE	24,469					24,469
AGFIRST FARM CR BANK -BASIC	24,543	(117)				24,426
G.I.B. STATE	24,384					24,384
LRTA	24,353					24,353
HENRY SCHEIN ANIMAL HEALTH	12,220	12,080				24,300
GRAHAM ACTIVE	25,870	(1,631)				24,239
AVALON OWNED FACILITIES BUY UP	24,259	(47)				24,212
AXON ENTERPRISE, INC	16,218	7,957				24,175
COUSHATTA CASINO RESORT ACTIVE	16,390	(17)	7,778			24,151
US FIRE- ACTIVE	24,098					24,098
INNOVAGE	24,077	(9)				24,068
AISIN USA MFG-FULL SERVICE AUM	24,220	(162)				24,058
Y-12 POST-65 RETIREES	23,943					23,943
REGIONAL WEST MEDICAL ACTIVE	24,019	(172)				23,847
BUY UP	23,703					23,703
LUMINEX CORPORATION	23,563	(23)				23,540
IVY TECH FACULTY-20 PAYS	23,490	(7)				23,483
ACTIVE CM+SP+3CHILD	23,435					23,435

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
PEGASYSTEMS INC. BASE	12,237		11,182			23,419
ADTRAN, INC BASIC	11,597	11,818				23,415
7012 MASCO CABINETRY MIDDLEFIE	23,431	(52)				23,379
MCLANE FOODSERVICE 2	23,214					23,214
SALES SUPPORT CORP	11,937	11,270				23,207
DERP	23,188					23,188
REID ACTIVE PLAN 2(SILVER)	17,755	2,704	2,719			23,178
EEC ACQUISITION-ACTIVE	11,566	11,607				23,173
PRIME LENDING, A PLAINSCAPITAL	23,582	(423)				23,159
ALKERMES INC-HIGH OPTION	22,938					22,938
UNDER 21 AND SCHIP	17,004	5,925				22,929
FEDVIP STD OPTION 88022098	20,472	2,438				22,910
ALFA MUTUAL INSURANCE BASE	22,893					22,893
INGLES MARKET INC BASE	11,219	577	5,520	5,561	22,878	(1)
SUBCOM LLC ACTIVE	18,725	(466)	4,448			22,707
REGAL CINEMAS	22,832	(135)				22,697
SELECTIVE INSURANCE COMPANY	22,686					22,686
EMPLOYER FLEXIBLE - PREMIER	22,679					22,679
SAL EXEMPT/NON-EXEMPT ACTIVE	22,645					22,645
AMERICAN ADDICTION CENTERS	14,751	7,628	251			22,630
UAHSF VSP PLUS	11,535	11,094				22,629
HARBOR GROUP, INC-BUY-UP PLAN	15,246	7,359				22,605
FEDVIP STD OPTION 14019999	19,975	2,554				22,529
AISIN IL MFG LLC AMI-FS	22,637	(140)				22,497
EBY GROUP - EXAM & MATERIALS	14,284	7,630		571	22,485	0
PEGASYSTEMS INC. PREMIUM	22,480					22,480
NO.ST.PAUL-MAPLEWOOD-OAKDALE	22,474					22,474
HUNT REFINERY	22,638	(376)				22,262
WESTERN UNION - ENHANCED PLAN	22,241					22,241
NCI - CHOICE & SAFETY	22,271	(78)				22,193
EMPLOYER PAID-CITY OF E ORANGE	14,758	7,410				22,168
FEDVIP STD OPTION 24069999	19,601	2,475				22,076
RENASANT BANK	22,505	(437)				22,068
ROCKY MOUNTAIN CARE	7,219	52	14,778			22,049
POLICE ACTIVES	21,987					21,987
TPG GLOBAL, LLC	21,943					21,943
BORDER STATES ELECTRIC	21,876					21,876
HILTI ACTIVE	21,851					21,851
MAYFIELD DAIRY FARMS - ATHENS	14,507	7,331				21,838
CHANDLER, CITY OF	21,837					21,837
SALUSCLI	21,781					21,781
VECTOR SECURITY ACTIVE	21,520	144				21,664
BGSU	21,641					21,641
COMMERCIAL METALS CO. - BASIC	21,555					21,555
SCA - ACTIVE - BUY UP	21,532					21,532
SKYWORKS - ACTIVE	21,516					21,516
EMPOWER HR	21,551	(44)				21,507
BHP MARKETING COBRA ASIA	13,038	8,444				21,482
DRIVETIME: PREMIER	21,443					21,443
LANE INDUSTRIES	21,476	(36)				21,440
LTCG ACTIVES	21,400					21,400
CORP - ACTIVE - BASIC	21,397					21,397
HSSS	21,370					21,370
FEDVIP HIGH OPTION 97381400	19,041	2,318				21,359
ACTS ACTIVE STANDARD PLAN	19,671	795	811			21,277
HMCGA	21,272					21,272

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
AMERICAN TOWER CORPORATION	21,250					21,250
SWBC ACTIVES	21,271		(35)			21,236
7701 MASCO CABINETRY-BCG	21,280	(86)				21,194
DTC ACTIVES VISION PLAN 2	21,304		(117)			21,187
CONTINENTAL RESOURCES, INC	21,127					21,127
NC	21,066	(24)	20			21,062
ACQUISITIONS DIVISION # 1000	21,026					21,026
PC CONNECTION, INC	20,980					20,980
CHUB	20,915					20,915
LMH PLAN 2	20,895					20,895
NORTON ROSE FULBRIGHT US LLP	20,876					20,876
ON EXCHANGE PEDS - SD	14,051	6,818				20,869
KINGMAN HOSPITAL-BUY-UP	20,173	694				20,867
DNOW ACTIVE	20,813					20,813
REED SMITH LLP	42,402	(21,613)				20,789
3 TWENTY-THREE PERSONNEL, LLC	20,755					20,755
RBFCU ACTIVE	20,538	(27)	231			20,742
LOWE'S COBRA HIGH PLAN	20,716					20,716
HOBOKEN, CITY OF-MUNICIPAL	10,389	10,324				20,713
ACTIVES	22,976	(2,280)				20,696
MI DENTAL ASSOC-FULL SER PREMI	20,633					20,633
BALL STATE UNIV-PREMIUM PLAN	10,030	(52)	9,688	830	20,496	0
GRANDVIEW MEDICAL CENTER	20,457					20,457
COBANK, ACB	20,233					20,233
CHARLOTTE PLANT - N.C. HIGH	20,241	(59)				20,182
PATRICK INDUSTRIES, INC	20,289	(129)				20,160
CATHOLIC MEDICAL CENTER	20,159					20,159
PREMIUM PLAN	20,358	(206)				20,152
CORP BUY UP-LENS OPTIONS	19,562	538				20,100
FEDVIP HIGH OPTION 19000003	17,508	2,534				20,042
UAB ACTIVE BASIC EMP+FAMILY	20,002					20,002
NORTHWEST BANK ACTIVE	20,146	(82)	(95)			19,969
PREMIUM ACTIVE W/ PROTEC	15,529	4,429				19,958
FOUNDATION MEDICINE, INC	19,890		(4)			19,886
ACTIVE	19,881					19,881
WEX INC. - ACTIVE	19,850					19,850
DIMENSION DEVELOPMENT-ACTIVE	10,985		8,864			19,849
RED ROBIN ACTIVES	19,841					19,841
HOME SRVC USA CORP-NON-UNION	19,752	(23)				19,729
SMU ACTIVE	19,700					19,700
HSNS	19,651					19,651
EPAM SYSTEMS, INC. - ACTIVE	19,590		4			19,594
MEDVET ACTIVES	19,502	(6)				19,496
JBS USA LLC-HOURLY	19,485					19,485
THE ROBINS & MORTON GROUP	9,875	9,591				19,466
SUN PHARMACEUTICAL INDUSTRIES	9,597			9,866	19,462	1
DRIVETIME: STANDARD	19,456					19,456
AKER SOLUTIONS	9,861	4,773	4,743			19,377
COOPERATIVE GROUP	19,332	19				19,351
MINUTECLINIC, L.L.C.-BASE PLAN	19,280					19,280
CARTER HEALTHCARE LLC	12,200	(17)		6,943	19,127	(1)
BURNSIDE HOURLY	18,451	216	435			19,102
ART VAN FURNITURE	19,093					19,093
ART VAN FURNITURE PREMIUM	16,571		2,509			19,080
CEVA LOGISTICS NON-UNION	19,049					19,049
AUROLIFE PHARMA LLC	5,365	2,630		11,039	19,034	0

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
FORUM ENERGY ACTIVE	19,159	(136)				19,023
ACTIVE VISION WITH PROTEC	18,980					18,980
NEOVIA ACTIVE BUY UP	19,352	(377)				18,975
VOLUNTARY TRADITIONAL	14,711	4,252				18,963
HENDRICKS REG HEALTH-ACTIVE	18,961					18,961
PANALPINA - ACTIVE	19,287	(370)				18,917
ACTIVE	18,892					18,892
ARAPAHOE COUNTY COLORADO	18,885					18,885
OTIS	18,877					18,877
DE INDIANA INC. ACTIVE	18,820					18,820
KINETIC CONCEPTS INC - ACTIVE	19,347	(291)	(301)			18,755
SERO	18,591					18,591
AUTOMOTIVE	18,573					18,573
TULSA HRLY	18,569					18,569
ST LUKE'S ALLENTOWN ACTIVE	18,587	(26)				18,561
FULL SERVICE ACTIVE	18,520					18,520
DEAD RIVER ACTIVE	18,528	(31)				18,497
GP1USIND	18,449					18,449
SMC - ACTIVE PREMIUM PLAN	16,614	875		931	18,420	0
MODA HEALTH PPO	18,400					18,400
ATLANTA BRAVES ACTIVE	9,356	4,569	4,468			18,393
WILKES-BARRE COMMONWEALTH HEAL	18,389					18,389
ADENA HEALTH SYSTEM	36,285	(17,926)				18,359
ABS ACTIVE	18,416	(80)				18,336
IDS PROPERTY CASUALTY ACTIVE	17,459	724				18,183
GREENVILLE HRLY	18,181	(17)				18,164
ROBERT W BAIRD PREMIER	18,160					18,160
LGH VSP PLUS PLAN	9,239	4,591	4,324			18,154
LARIMER COUNTY GOVERNMENT	17,681	428				18,109
GRAND VIEW HOSPITAL-PREMIER	18,088					18,088
SMILE DOCTORS CLINICAL	10,937	(37)	7,167			18,067
BALL STATE UNIV - 10 MONTH EES	19,089	(129)	(942)			18,018
SHAPE CORPORATION	17,886					17,886
AMERICAN SIGNATURE INC	17,883					17,883
HIGH PLAN - ACTIVE	17,866					17,866
MCLANE FSRM 2	17,848					17,848
LAWRENCE & MEMORIAL HOSPITAL	17,775					17,775
FIVE STAR QUALITY CARE	17,736					17,736
PORTER HOSPITAL	17,706					17,706
STARKEY - ACTIVE	5,853	5,885	5,880			17,618
ACTIVE BASE PLAN	18,094		(499)			17,595
NEW SEASONS MARKET	17,567					17,567
ACTIVES-DRINKER BIDDLE & REATH	17,578	(75)				17,503
TRIBAL CASINO: HIGH+LENS	12,933	4,503				17,436
S-GC SALARY EMPLOYEES-NONUN	12,938	4,462				17,400
THE FINISH LINE-ENHANCED	5,746	5,784	5,851			17,381
PIEDMONT NATURAL GAS CO. INC	17,376					17,376
LIVANOVA PLC FULL SERVICE	17,331					17,331
HEALTHLINKS- INTERNAL MEDICINE	4,337	4,297	4,323	4,371	17,327	1
DATTO, INC	17,288					17,288
ASHLAND	17,281					17,281
PLANO ISD BASE PLAN	17,272					17,272
MWW - ACTIVES - BASIC	17,259					17,259
BRASFIELD & GORRIE	17,235					17,235
STATE ELECTRIC SUPPLY COMPANY	17,271	(40)				17,231
ENGINEERS + CONSTRUCTORS	17,227					17,227

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
PARKVIEW MEDICAL CENTER	17,171					17,171
IROBOT CORPORATION	17,137					17,137
LLC	5,680	5,580		5,871	17,131	0
BLUE BELL CREAMERIES, INC	17,084					17,084
THE WESTERN SUGAR COOPERATIVE	17,084					17,084
OFS BRANDS	17,012	39				17,051
MOLINA MEDICARE COMPLETE CARE	16,976					16,976
0009 GBD-GB	17,331	(88)	(276)			16,967
UAB ACTIVE PREM EMP+FAMILY	16,931					16,931
ALLIANZ LIC OF N AMER ACTIVE	16,899					16,899
TROY AIRCRAFT W&B HQ	11,296	5,590				16,886
FARM CR BANK OF TX - BASIC	16,868	(11)				16,857
CADENCE BANK, N.A	17,375	(668)				16,707
A DUIE PYLE COMPANIES - ACTIVE	16,573					16,573
AMEREAM NJP LLC	8,756	3,272	2,369	2,163	16,561	(1)
SCHEPPS - DALLAS	10,997	5,564				16,561
SILVER - ACTIVE	16,537					16,537
NATIONAL LIFE GROUP HO	16,526					16,526
USIC, LLC ACTIVE STANDARD	16,507					16,507
FLINT GROUP - ACTIVE	15,908		574			16,482
JPS HEALTH NETWORK-PLUS PLAN	16,407					16,407
U.S. COLD STORAGE- BASE ACTIVE	16,402					16,402
FINNEGAN, HENDERSON, FARABOW	16,565		(166)			16,399
UNION CONSTRUCTION WORKERS	16,397					16,397
COBORN'S INC	16,295					16,295
HEARTLAND FINANCIAL - ACTIVES	15,117	1,167				16,284
ACTIVES	16,283	(47)				16,236
KIPP TEXAS	(76)	16,804	(514)			16,214
CACTUS FEEDERS	8,202		7,973			16,175
SWBNO - ACTIVE	8,157	8,037	(73)			16,121
PP BENDIX-ELYRIA SALARIED	10,782	5,330				16,112
FUTUREWEI TECH USA - COBRA	10,728	3,991	424	929	16,072	0
OBBT ACTIVE	16,031					16,031
VERMONT STATE EMP ASSOC ACTIVE	15,983					15,983
US SYNTHETIC A12	10,416	5,538				15,954
GERMAN AMERICAN BANCORP	15,954					15,954
INFINITY TRUST - PLAN C	16,047	(119)				15,928
ADTRAN, INC PREMIUM	7,634	8,285				15,919
ACTIVES	15,844					15,844
WADDELL & REED EMPLOYEES	15,830					15,830
DYNETICS, INC	15,826					15,826
TOLL BROTHERS - ACTIVE	15,836	(22)				15,814
KGP TELECOMMUNICATIONS, INC	10,419	5,335				15,754
NUTRITIONAL PRODUCTS	15,732					15,732
BEPC ACTIVES	15,820			(141)		15,679
CLEVELAND FT SLRD	15,690	(27)				15,663
U.S. COLD STORAGE BUYUP ACTIVE	15,558					15,558
METRO	15,536	6				15,542
SALARY ACTIVE	15,646	(129)				15,517
ASSA ABLOY INC	15,500					15,500
CENTURA HLTH CATH. FACILITIES		15,487				15,487
JOHNSONVILLE PLUS PLAN 3AN	15,596	(120)				15,476
KUM & GO ACTIVE	15,444					15,444
FCBI ACTIVE	15,332					15,332
BARTHOLOMEW CONSOLIDATED	15,315					15,315
AFFINION	15,349	(43)				15,306

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
BILLINGS PUBLIC SCHOOLS	15,306					15,306
MERCY MEDICAL CTR-BASE-ACTIVE	15,515	(233)				15,282
ENEL NORTH AMERICA	9,021	(31)	6,281			15,271
UAH ACTIVES	15,262					15,262
GREENVILLE	15,035	188				15,223
BRISTOL HOSPITAL	10,167	5,026				15,193
CORP	15,167					15,167
MEM HOSP & HEALTH SILVER	15,120					15,120
FEDVIP STD OPTION 10005697	13,301	1,810				15,111
EQUINITI TRUST COMPANY	10,142	4,946				15,088
B & G FOODS, INC	10,069	4,979				15,048
BOSTON ACTIVE PREMIER	15,047					15,047
BANCFIRST CORPORATION	15,018					15,018
GRAND DESIGN	15,034	(39)				14,995
VOLUNTARY CLASSIC	12,882	2,047				14,929
INFINITY TRUST - CHOICE PLAN C	14,938	(9)				14,929
DARLING CORE PLAN B	14,920					14,920
VOLUNTARY DELUXE W/PROGRESS	11,553	3,322				14,875
NCHC	2,942	2,954	3,015	5,957	14,868	0
CHALMETTE - ACTIVE	14,862					14,862
CHEROKEE NATION-OPTION 2	14,838					14,838
CITY OF DETROIT GENERAL	14,832					14,832
LMH - ACTIVES	14,812					14,812
GEODIS USA, INC	4,943	9,826	(19)			14,750
WESTLAKE HARDWARE ACTIVE	14,843	(93)				14,750
WAB ACTIVE: BASE	14,749					14,749
HARBOR GROUP, INC-BASE PLAN	9,833	4,821				14,654
BRIGGS EQUIPMENT	14,644					14,644
SCC - ACTIVE - BASIC	14,613					14,613
HEALTHSMART BENEFITS MGMT, LLC	14,602					14,602
COMPASS MINERALS ACTIVES	14,833		(303)			14,530
AMERESCO	7,340	7,158				14,498
CAE-USA BUY-UP	11,226	3,251				14,477
FEDVIP STD OPTION 97380700	12,754	1,668				14,422
PCS ACTIVE HIGH	14,416	(12)				14,404
WEX HEATLTH- ACTIVE	14,400					14,400
TILT HOLDINGS INC	5,724	2,875	2,907	2,883	14,389	0
NORTHWEST MED CTR - TUCSON	14,368					14,368
NORTH AMERICAN DENTAL- PREMIER	14,367					14,367
CORP - ACTIVE - BUY UP	14,359					14,359
SMC CORPORATION - ACTIVE	(134)			14,460	14,326	0
ST LUKE'S ANDERSON ACTIVE	14,349	(24)				14,325
PREMIER PLAN C	14,314					14,314
TREK ACTIVE	14,310					14,310
HOME OFFICE ACTIVE	9,469	4,821				14,290
ENERVEST ACTIVE	14,289					14,289
HCH-HILL COUNTRY HOLDINGS	9,422	4,846				14,268
AGP, INC	14,267					14,267
SALES HIGH	14,210					14,210
ACTIVE-BASIC PLAN	14,170					14,170
BAKER BOTTS L.L.P	14,607	(437)				14,170
PT STANDARD PLAN ACTIVE	13,729	405				14,134
PED AND ADULT EXAM/HARDWARE	253	13,878				14,131
REID ACTIVE PLAN 3(GOLD)	14,083					14,083
GARELICK FARMS - FRANKLIN	9,311	4,714				14,025
HIBBETT SPORTING GOODS, INC	14,024					14,024

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
M RESORTS	14,022					14,022
CHOICE PLAN	14,085	(151)				13,934
EVT CHOICE PLN C 3-TIER	13,933					13,933
SIMPSON GUMPERTZ & HEGER, INC	13,886					13,886
CHOICE ONLY	1,566	1,566	1,566	9,157	13,855	0
TGCS ACTIVE	13,853					13,853
MARY FREE BED REHABILITATION H	13,851					13,851
MMC VISION CARE PLAN	13,848					13,848
AVERA HEALTH (CORP)-BASE	13,824					13,824
TALBOTS - ACTIVE	13,810					13,810
PACKSIZE, LLC	9,298	4,496				13,794
POINT72 ASSET MANAGEMENT L.P.	13,765					13,765
ACTIVE HOURLY EO BUY UP	13,820	(103)				13,717
BROWNSBURG COMM. SCHOOL CORP	13,715					13,715
ECOVA	13,795	(93)				13,702
CAPITAL VACATIONS, LLC	6,641	6,459	12	554	13,665	1
CHARTER STEEL	13,651					13,651
AVID ACTIVES	13,660	(24)				13,636
MUZAK	13,596					13,596
TU HEALTH SYSTEM ACTIVE	12,203	1,386				13,589
NAES	13,589					13,589
ACE CASH EXPRESS INC	13,505					13,505
QUEST DEFENSE - CJU	13,470					13,470
SESI	13,450					13,450
POPULUS GROUP	12,065	635	715			13,415
CORPORATE BRENTWOOD 01-ACTIVE	13,387					13,387
CANVAS CREDIT UNION	6,835		6,545			13,380
CATHOLIC ARCHDIOCESE OF OMAHA	6,683	6,668				13,351
FERRERO USA LEGACY ACTIVES	7,088	3,160	3,080			13,328
JEFFCOED-ACTIVE	4,532	2,748	2,307	3,736	13,323	0
CASABLANCA US HOLDINGS INC	13,311					13,311
VSP EXAM - ADULT	2	13,281				13,283
DECATUR MORGAN ACTIVE	13,282					13,282
LENDINGTREE, LLC. ACTIVE	13,278					13,278
SIG SAUER	13,234					13,234
SCANSOURCE - PLAN 2	13,406	(183)				13,223
RETIREE POST-65	13,209					13,209
ALLIANZ PARTNERS ACTIVE	12,905	271				13,176
ENI US OPERATING CO. INC.(ENI)	13,176					13,176
CAROLINA FINANCIAL	13,151					13,151
DELAWARE CITY REFINERY -ACTIVE	13,147	(7)				13,140
ADVANCED HOME CARE	13,137					13,137
D.A. DAVIDSON COMPANIES	13,114					13,114
PURITY DAIRIES - NASHVILLE	8,558	4,554				13,112
SIGNATURE PLAN	13,096					13,096
SIOUX CITY COMMUNITY SD ACTIVE	7	13,148	(73)			13,082
ST. CLAIR HOSPITAL	13,186	(71)	(89)			13,026
SYNERON CANDELA	13,037	(15)				13,022
FXI	12,853	54	110			13,017
LUFKIN PREMIER PLAN ACTIVE	13,004					13,004
VM CONSOLIDATED, INC	12,995					12,995
URBAN OUTFITTERS BASE	12,962					12,962
G.I.B. LOCAL GOVT	12,949					12,949
GALLIANO MARINE BASE	12,924					12,924
NATIONAL PUBLIC RADIO	12,912					12,912

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
AMERICAN WELL CORPORATION	12,861					12,861
MIDCONTINENT MEDIA, INC	12,832					12,832
T.G. LEE - ORLANDO	8,444	4,277				12,721
RANIR, LLC WITH PROTEC	4,220		(3)	8,496	12,713	0
STRATASYS, INC	8,528	4,184				12,712
BLUEFIELD HOSPITAL COMPANY, LL	4,288	8,520	(96)			12,712
MERCURY SYSTEMS-BASE PLAN	12,680					12,680
BARGAINING ENHANCED	8,425	4,229				12,654
FUYAO GLASS AMERICA INC	12,647					12,647
VIGILANT - PLAN C	13,810	(1,180)				12,630
M/I HOMES	12,616					12,616
HOBOKEN BOARD OF EDUCATION	6,324	6,250				12,574
RIO TINTO AMERICA, INC	12,538					12,538
LOGAN+	6,239		6,251			12,490
ACTIVE HOURLY	12,531	(48)				12,483
KPMG- ACTIVE PARTNERS	12,481					12,481
MT. VERNON-SALARY CTNA	12,479					12,479
CORNERSTONE HOME LENDING, INC	12,468					12,468
HEALTHEDGE SOFTWARE, INC	8,398	4,055				12,453
MNA	10,617	(4)	1,833			12,446
ECLIPSE SR LIVING ACTIVE	12,446					12,446
FEDVIP STD OPTION 51100011	12,344	40				12,384
ZOLL LIFEVEST SERVICES	12,378					12,378
METABANK	(957)	13,531	(202)			12,372
CURRENT LIGHTING HOLDCO ACTIVE	12,358					12,358
GPA	12,354					12,354
SHAPE CORPORATION PREMIUM	12,344					12,344
HUNT OIL COMPANY	12,692	(373)				12,319
BAIN - BOSTON	12,304	(17)				12,287
VINSON & ELKINS	12,598	(324)				12,274
PAR PACIFIC HOLDINGS	12,243					12,243
ENHANCED CORP	12,205					12,205
INFINITY TRUST - CHOICE PLAN B	12,278	(106)				12,172
SANTANDER BANK,N.A. ACTIVE BSC	12,160					12,160
KPMG- RETIREES	12,145					12,145
SHINTECH LOUISIANA, LLC	12,163	17	(42)			12,138
FLIGHT CENTRE TRAVEL GROUP	12,135					12,135
ACTIVES	14,565	(1,823)		(625)		12,117
GUN LAKE CASINO	12,115					12,115
INSTRUCTURE INC	12,107					12,107
SUBCOM CABLE SYSTEMS	14,572	(2,473)				12,099
FAIRVIEW+	6,085		6,009			12,094
BRASFIELD & GORRIE	14,209	(2,155)				12,054
NEOVIA ACTIVE CORE	12,172	(125)				12,047
FEDVIP HIGH OPTION 95040006	10,718	1,301				12,019
ACTIVE EMPLOYEES	12,013					12,013
GRANGE INS COMP -ACTIVE ASSOC	11,998					11,998
VOLUNTARY DELUXE	10,852	1,141				11,993
DICKINSON ISD	11,964	(6)				11,958
015-HUB CALIFORNIA	12,788	(832)				11,956
ENGIE - FULL SERVICE	12,061	(108)				11,953
QUICKCHEK CORPORATION	11,951					11,951
DYCORA ACTIVE	6,872	1,742	5,201	(1,880)		11,935
DIRECT SALES SIGNATURE	11,937	(13)				11,924
SOVEREIGN MEDICAL SERVICES,INC	2,109	1,078	1,286	7,421	11,894	0
AISIN AUTO CASTINGS TN (AACT)	12,003	(161)				11,842

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
ATRIUM MEDICAL CENTER	11,834					11,834
MT. VERNON-HOURLY LOW	11,812					11,812
CATAPULT LEARNING	11,807					11,807
LAKEVILLE, MA (CORP)	7,842	3,956				11,798
MAPLE GROVE HOSPITAL - ACTIVE	11,780					11,780
GIANNA PHYSICIAN ASSOCIATES	3,979	(24)		7,817	11,773	(1)
MOUNTAINVIEW	11,769					11,769
AMERICAN CAMPUS COMMUNITIES	12,239	(491)				11,748
VINELAND EDUCA ASSOC	11,782	(45)				11,737
BAIN-SAN FRANCISCO/LOS ANGELES	11,720	(9)				11,711
SCC - ACTIVE - BUY UP	11,694					11,694
BASE - CITY OF BOULDER,	6,198		5,493			11,691
SALUSCLI MATERIAL ONLY	11,688					11,688
ACTIVE	11,692	(13)				11,679
ACTIVE	11,677					11,677
CAE-USA	11,647					11,647
HOME OFFICE+	5,793		5,825			11,618
CITY OF TUSCALOOSA ACTIVE	11,615					11,615
NEBO SCHOOL DISTRICT ACTIVE	6,154	(21)	5,479			11,612
MARTIN RESOURCE MGMT CORP	11,597					11,597
UPPER VALLEY MEDICAL CENTER	11,592					11,592
COOK'S PEST CONTROL, INC	11,583					11,583
ACTIVE BUY-UP	11,578					11,578
STARKEY - BUYUP	7,713	3,851				11,564
CSU - PLAN C OPTIONAL UPGRADE	11,559					11,559
POWER TOOLS	11,537					11,537
NEW ENGLAND BAPTIST HOSPITAL	7,676	3,851				11,527
ALLIANZ GLOBAL RISKS US ACTIVE	11,563	(45)				11,518
ST LUKE'S MONROE	11,499	(9)				11,490
8212 DELTA FAUCET JACKSON	11,487	(19)				11,468
MTRAN-METRO TRANSIT-PLAN C	563		10,896			11,459
BAYFRONT HEALTH ST PETERSBURG	11,424					11,424
OSAGE NATION	10,375	852	172			11,399
ST. PETER'S HEALTH	11,394					11,394
INVOLUNTARY PREMIERE	6,996	4,394				11,390
CRISPR THERAPEUTICS INC	11,387	(18)				11,369
VAIL HEALTH HOSPITAL	11,363					11,363
MOSES TAYLOR HOSPITAL	11,363					11,363
GOLDSBORO	7,559			3,791	11,350	0
HERSHA GROUP ACTIVE			11,346			11,346
OAK FARMS - HOUSTON	7,510	3,806				11,316
MARKET AMERICA	11,312					11,312
FMC CORP ACTIVE	11,295					11,295
GIVAUDAN-ACTIVE EE + FAMILY	10,305	967				11,272
FLATIRON CONSTRUCTION CORP	11,274	(16)				11,258
NATIONAL JEWISH HEALTH	11,217					11,217
BUTLER ANIMAL HEALTH SUPPLY	11,696	(506)				11,190
AGRIUM US INC. ACTIVE	11,177					11,177
SACRED HEART ACTIVE	11,171	(14)				11,157
MARION AREA PHYSICIANS	11,150					11,150
DAKOTA COUNTY	17,294	(6,152)				11,142
TP ICAP	11,124					11,124
PLASTICS	7,366	3,739				11,105
SOUTHSIDE REGIONAL MED CENTER	11,095					11,095
RADIUS HEALTH,INC	11,108	(27)				11,081
MEDICAL CENTER	11,091	(23)				11,068

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
ARMSTRONG WOOD PRODUCTS ACTIVE	(172)	11,300	(63)			11,065
ASPEN TECHNOLOGY, INC. ACTIVE	11,082	(27)				11,055
WAB ACTIVE: PREMIUM	11,036					11,036
FEDVIP STD OPTION 21006944	9,920	1,089				11,009
ENHANCED JCMC	11,002					11,002
ACTIVE CM+CHILD	10,976					10,976
HIGH	10,962					10,962
MILFORD REGIONAL MEDICAL ACTIV	22,064	(61)	(11,048)			10,955
S-OI GEN SALARY EMPLOYEES-	8,094	2,847				10,941
GADSDEN	10,940					10,940
PEDIATRIC VISION ONLY	298	10,636				10,934
SJ - 600	10,938	(14)				10,924
COHEN BROTHERS, INC	7,331	3,578				10,909
FLOWERS	10,900					10,900
PRIMORIS T&D CHOICE	10,889					10,889
OCEANFIRST BANK	10,880	(56)				10,824
ALLIED SOLUTIONS, LLC	10,922	(118)				10,804
FEDVIP HIGH OPTION 19009007	9,691	1,108				10,799
INSULET CORPORATION	10,886		(99)			10,787
BOWLING GREEN PCC 78	10,764					10,764
MADISON HEALTH	7,068	3,694				10,762
TERUMO MEDICAL CORPORATION	10,786	(25)				10,761
SUNDYNE, LLC	7,167	3,535				10,702
ARCHITECTURAL	10,648					10,648
AMERCIAN FAMILY RETIREES	3,514	3,649	3,480			10,643
CAREMARK-COBRA-PREMIER PLAN	10,627					10,627
TALEN ENERGY SUPPLY HIGH	10,616					10,616
METAL WEST	3,653	3,468	3,482			10,603
CITY OF SCOTTSDALE - ACTIVE	10,581					10,581
TALLGRASS MANAGEMENT LLC	10,573					10,573
APL LOGISTICS AMERICAS ACTIVE	10,556					10,556
ST LUKE'S WARREN ACTIVE	10,571	(47)				10,524
HORNADY MANUFACTURING COMPANY	10,520					10,520
CITY OF CEDAR RAPIDS-ACTIVE	10,523	(12)				10,511
PROGRESS SOFTWARE CORPORATION	10,596	5,563	(5,652)			10,507
SKYWORKS-ACTIVE-EASYOPTIONS	10,486					10,486
OHIO CAT - ACTIVE	10,478	(26)				10,452
FOREST CITY ENTERPRISES	5,066	247	5,130			10,443
012-SPA (SPARTANBURG)-ACTIVE	10,410					10,410
PAPPAS DEPT - BUY UP	10,638	(245)				10,393
POPLAR BLUFF REG MED CTR	10,385					10,385
SOUTH JERSEY NON-UNION	5,326	2,573	2,483			10,382
OAKBEND MEDICAL CENTER	10,043	294				10,337
BOARD OF PENSIONS EXAM	10,328					10,328
CRESTWOOD	10,318					10,318
CARBONITE, INC	10,292					10,292
PENNONI ASSOCIATES INC	10,274	13				10,287
CITY OF LAKEWOOD - ACTIVE	10,280					10,280
RMC ANNISTON	10,124	143				10,267
LMH PLAN 1	10,259					10,259
SERVICE SIGNATURE	10,289	(32)				10,257
BARNES GROUP PREMIER ACTIVE	10,253					10,253
SEIU LOCAL 49 - ACTIVE	10,226					10,226
NORTH COUNTRY HOSPITAL	5,140	5,140	(69)			10,211
EMPLOYER FLEXIBLE - PREMIUM	10,206					10,206
RAPID7 LLC	10,197					10,197

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
ALLIANCE UNION ACTIVE	10,191					10,191
AVALON OWNED FACILITIES BASE	10,361	5,179	(5,365)			10,175
HERR FOODS, INC	10,173					10,173
LAKE HEALTH ACTIVE: BASE	10,196	(27)				10,169
PIPER SANDLER	10,104					10,104
APPLE AMERICAN GROUP LLC	10,097					10,097
BOOKING.COM (USA) INC	5,025	(34)	5,069			10,060
SIGNATURE & SAFETY EYECARE	5,001	5,050				10,051
E.W.P - ACTIVE	10,050					10,050
AMARIN PHARMA INC.- PREMIER	10,041					10,041
ACTIVES BASE	10,456	(170)	(256)			10,030
0027 GBD EAST RIVER	6,709	3,317				10,026
SUNBELT MEMBER + CHILD	6,707	3,317				10,024
MCFA-FULL SERVICE	10,020					10,020
EMH1	10,016					10,016
0299997. Group subscribers subtotal	47,806,868	2,434,898	518,359	181,088	660,046	50,281,167
0299998. Premiums due and unpaid not individually listed	1,593,214	(121,297)	121,316	293,710	1,134,368	752,575
0299999. Total group	49,400,082	2,313,601	639,675	474,798	1,794,414	51,033,742
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	49,400,082	2,313,601	639,675	474,798	1,794,414	51,033,742

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	20,088,978					20,088,978
0199999. Individually listed claims unpaid	20,088,978	0	0	0	0	20,088,978
0499999. Subtotals	20,088,978	0	0	0	0	20,088,978
0599999. Unreported claim and other claim reserves						40,672,430
0799999. Total claims unpaid						60,761,408

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	2,883,652					2,883,652	
0199999. Individually listed receivables	2,883,652	0	0	0	0	2,883,652	0
0399999. Total gross amounts receivable	2,883,652	0	0	0	0	2,883,652	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	36,703,001	36,703,001	
0199999. Individually listed payables		36,703,001	36,703,001	0
0399999. Total gross payables		36,703,001	36,703,001	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	110,387,494	11.0	XXX	XXX		110,387,494
6. Contractual fee payments	893,135,181	89.0	XXX	XXX	893,135,181	
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	1,003,522,675	100.0	XXX	XXX	893,135,181	110,387,494
13. Total (Line 4 plus Line 12)	1,003,522,675	100.0	XXX	XXX	893,135,181	110,387,494

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	460,184				460,184					
2. First quarter	471,521				471,521					
3. Second quarter	472,033				472,033					
4. Third quarter	474,778				474,778					
5. Current year	483,785				483,785					
6. Current year member months	5,685,118				5,685,118					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	163,428				163,428					
9. Totals	163,428	0	0	0	163,428	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	38,706,609				38,706,609					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	38,706,609				38,706,609					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	26,360,688				26,360,688					
18. Amount incurred for provision of health care services	26,353,048				26,353,048					

(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 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	456,384				456,384					
2. First quarter	463,397				463,397					
3. Second quarter	459,082				459,082					
4. Third quarter	445,612				445,612					
5. Current year	444,525				444,525					
6. Current year member months	5,447,325				5,447,325					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	156,372				156,372					
9. Totals	156,372	0	0	0	156,372	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	35,525,987				35,525,987					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	35,525,987				35,525,987					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	27,199,948				27,199,948					
18. Amount incurred for provision of health care services	27,192,065				27,192,065					

(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	732,751				732,751					
2. First quarter	769,175				769,175					
3. Second quarter	769,370				769,370					
4. Third quarter	766,231				766,231					
5. Current year	771,257				771,257					
6. Current year member months	9,224,545				9,224,545					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	255,139				255,139					
9. Totals	255,139	0	0	0	255,139	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	54,485,605				54,485,605					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	54,485,605				54,485,605					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	39,399,714				39,399,714					
18. Amount incurred for provision of health care services	39,388,169				39,388,169					

(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 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	369,048				369,048					
2. First quarter	387,298				387,298					
3. Second quarter	419,175				419,175					
4. Third quarter	418,814				418,814					
5. Current year	418,548				418,548					
6. Current year member months	4,934,446				4,934,446					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	132,796				132,796					
9. Totals	132,796	0	0	0	132,796	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	30,728,904				30,728,904					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	30,728,904				30,728,904					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	24,864,841				24,864,841					
18. Amount incurred for provision of health care services	24,857,635				24,857,635					

(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 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	1,056,003				42,090		1,013,913			
2. First quarter	1,272,439				40,576		1,231,863			
3. Second quarter	1,278,415				42,015		1,236,400			
4. Third quarter	1,292,385				44,124		1,248,261			
5. Current year	1,296,784				44,087		1,252,697			
6. Current year member months	15,389,177				511,377		14,877,800			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	535,625				18,210		517,415			
9. Totals	535,625	0	0	0	18,210	0	517,415	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	142,646,731				4,849,642		137,797,089			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	142,646,731				4,849,642		137,797,089			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	127,030,450				4,318,726		122,711,724			
18. Amount incurred for provision of health care services	126,993,629				4,317,474		122,676,155			

(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 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	80,064				80,064					
2. First quarter	84,225				84,225					
3. Second quarter	85,105				85,105					
4. Third quarter	87,030				87,030					
5. Current year	88,608				88,608					
6. Current year member months	1,028,512				1,028,512					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	27,726				27,726					
9. Totals	27,726	0	0	0	27,726	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,995,336				5,995,336					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,995,336				5,995,336					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,485,059				4,485,059					
18. Amount incurred for provision of health care services	4,483,759				4,483,759					

(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							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	16,239,708				15,225,795		1,013,913			
2. First quarter	16,813,114				15,581,251		1,231,863			
3. Second quarter	16,818,571				15,582,171		1,236,400			
4. Third quarter	16,854,813				15,606,552		1,248,261			
5. Current year	16,881,064				15,628,367		1,252,697			
6. Current year member months	202,160,248				187,282,448		14,877,800			
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	5,606,701				5,089,286		517,415			
9. Totals	5,606,701	0	0	0	5,089,286	0	517,415	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	1,296,446,805				1,158,649,716		137,797,089			
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	1,296,446,805				1,158,649,716		137,797,089			
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,003,522,675				880,810,951		122,711,724			
18. Amount incurred for provision of health care services	1,003,223,865				880,547,710		122,676,155			

(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

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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 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	133,712				133,712					
2. First quarter	145,312				145,312					
3. Second quarter	146,762				146,762					
4. Third quarter	147,863				147,863					
5. Current year	148,446				148,446					
6. Current year member months	1,757,835				1,757,835					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	51,619				51,619					
9. Totals	51,619	0	0	0	51,619	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	11,627,947				11,627,947					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	11,627,947				11,627,947					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,992,366				7,992,366					
18. Amount incurred for provision of health care services	7,990,049				7,990,049					

(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

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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 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	483,081				483,081					
2. First quarter	489,392				489,392					
3. Second quarter	483,695				483,695					
4. Third quarter	480,828				480,828					
5. Current year	480,394				480,394					
6. Current year member months	5,812,881				5,812,881					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	172,364				172,364					
9. Totals	172,364	0	0	0	172,364	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	34,562,247				34,562,247					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	34,562,247				34,562,247					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	25,386,586				25,386,586					
18. Amount incurred for provision of health care services	25,377,114				25,377,114					

(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	155,746				155,746					
2. First quarter	152,211				152,211					
3. Second quarter	153,422				153,422					
4. Third quarter	154,132				154,132					
5. Current year	155,188				155,188					
6. Current year member months	1,839,430				1,839,430					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	58,914				58,914					
9. Totals	58,914	0	0	0	58,914	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	12,704,601				12,704,601					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	12,704,601				12,704,601					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	9,439,203				9,439,203					
18. Amount incurred for provision of health care services	9,436,467				9,436,467					

(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 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	87,602				87,602					
2. First quarter	97,127				97,127					
3. Second quarter	97,509				97,509					
4. Third quarter	88,538				88,538					
5. Current year	86,838				86,838					
6. Current year member months	1,110,447				1,110,447					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	29,487				29,487					
9. Totals	29,487	0	0	0	29,487	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	6,205,316				6,205,316					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	6,205,316				6,205,316					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,246,345				4,246,345					
18. Amount incurred for provision of health care services	4,245,114				4,245,114					

(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 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	142,663				142,663					
2. First quarter	150,601				150,601					
3. Second quarter	146,621				146,621					
4. Third quarter	147,933				147,933					
5. Current year	148,299				148,299					
6. Current year member months	1,778,922				1,778,922					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	45,469				45,469					
9. Totals	45,469	0	0	0	45,469	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,753,816				9,753,816					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,753,816				9,753,816					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,231,217				7,231,217					
18. Amount incurred for provision of health care services	7,228,884				7,228,884					

(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	558,290				558,290					
2. First quarter	559,689				559,689					
3. Second quarter	569,283				569,283					
4. Third quarter	572,817				572,817					
5. Current year	577,857				577,857					
6. Current year member months	6,827,208				6,827,208					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	154,203				154,203					
9. Totals	154,203	0	0	0	154,203	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	41,774,303				41,774,303					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	41,774,303				41,774,303					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	29,912,441				29,912,441					
18. Amount incurred for provision of health care services	29,903,771				29,903,771					

(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 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	72,341				72,341					
2. First quarter	75,417				75,417					
3. Second quarter	75,464				75,464					
4. Third quarter	74,685				74,685					
5. Current year	75,668				75,668					
6. Current year member months	903,228				903,228					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	18,227				18,227					
9. Totals	18,227	0	0	0	18,227	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,848,587				4,848,587					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,848,587				4,848,587					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,501,349				3,501,349					
18. Amount incurred for provision of health care services	3,500,334				3,500,334					

(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	897,684				897,684					
2. First quarter	886,931				886,931					
3. Second quarter	903,212				903,212					
4. Third quarter	896,379				896,379					
5. Current year	891,471				891,471					
6. Current year member months	10,766,695				10,766,695					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	295,641				295,641					
9. Totals	295,641	0	0	0	295,641	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	66,968,168				66,968,168					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	66,968,168				66,968,168					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	49,383,456				49,383,456					
18. Amount incurred for provision of health care services	49,367,314				49,367,314					

(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	568,193				568,193					
2. First quarter	619,278				619,278					
3. Second quarter	614,354				614,354					
4. Third quarter	612,923				612,923					
5. Current year	604,222				604,222					
6. Current year member months	7,355,376				7,355,376					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	165,464				165,464					
9. Totals	165,464	0	0	0	165,464	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	47,669,369				47,669,369					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	47,669,369				47,669,369					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	36,120,119				36,120,119					
18. Amount incurred for provision of health care services	36,109,650				36,109,650					

(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	99,302				99,302					
2. First quarter	101,938				101,938					
3. Second quarter	105,027				105,027					
4. Third quarter	106,167				106,167					
5. Current year	107,857				107,857					
6. Current year member months	1,256,973				1,256,973					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	32,003				32,003					
9. Totals	32,003	0	0	0	32,003	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	6,535,660				6,535,660					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	6,535,660				6,535,660					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	4,408,117				4,408,117					
18. Amount incurred for provision of health care services	4,406,840				4,406,840					

(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	69,392				69,392					
2. First quarter	72,302				72,302					
3. Second quarter	71,705				71,705					
4. Third quarter	68,304				68,304					
5. Current year	68,906				68,906					
6. Current year member months	851,683				851,683					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	15,830				15,830					
9. Totals	15,830	0	0	0	15,830	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,607,025				3,607,025					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,607,025				3,607,025					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	2,242,137				2,242,137					
18. Amount incurred for provision of health care services	2,241,394				2,241,394					

(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 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	987,444				987,444					
2. First quarter	925,053				925,053					
3. Second quarter	922,856				922,856					
4. Third quarter	910,168				910,168					
5. Current year	916,099				916,099					
6. Current year member months	11,067,448				11,067,448					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	290,656				290,656					
9. Totals	290,656	0	0	0	290,656	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	77,127,621				77,127,621					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	77,127,621				77,127,621					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	61,183,219				61,183,219					
18. Amount incurred for provision of health care services	61,165,486				61,165,486					

(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 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	30,591				30,591					
2. First quarter	32,950				32,950					
3. Second quarter	33,311				33,311					
4. Third quarter	34,100				34,100					
5. Current year	34,237				34,237					
6. Current year member months	400,693				400,693					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	13,843				13,843					
9. Totals	13,843	0	0	0	13,843	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	2,769,744				2,769,744					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	2,769,744				2,769,744					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	1,966,336				1,966,336					
18. Amount incurred for provision of health care services	1,965,766				1,965,766					

(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 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	123,796				123,796					
2. First quarter	117,592				117,592					
3. Second quarter	117,816				117,816					
4. Third quarter	117,561				117,561					
5. Current year	118,682				118,682					
6. Current year member months	1,415,338				1,415,338					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	43,768				43,768					
9. Totals	43,768	0	0	0	43,768	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	9,129,456				9,129,456					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	9,129,456				9,129,456					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	6,846,971				6,846,971					
18. Amount incurred for provision of health care services	6,844,986				6,844,986					

(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	61,758				61,758					
2. First quarter	66,678				66,678					
3. Second quarter	67,106				67,106					
4. Third quarter	71,679				71,679					
5. Current year	71,963				71,963					
6. Current year member months	827,625				827,625					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	24,408				24,408					
9. Totals	24,408	0	0	0	24,408	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	4,836,383				4,836,383					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	4,836,383				4,836,383					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,162,843				3,162,843					
18. Amount incurred for provision of health care services	3,161,926				3,161,926					

(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 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	964,358				964,358					
2. First quarter	985,041				985,041					
3. Second quarter	984,341				984,341					
4. Third quarter	992,751				992,751					
5. Current year	984,582				984,582					
6. Current year member months	11,834,834				11,834,834					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	314,632				314,632					
9. Totals	314,632	0	0	0	314,632	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	75,650,551				75,650,551					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	75,650,551				75,650,551					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	57,399,512				57,399,512					
18. Amount incurred for provision of health care services	57,382,875				57,382,875					

(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	1,312,753				1,312,753					
2. First quarter	1,363,129				1,363,129					
3. Second quarter	1,361,147				1,361,147					
4. Third quarter	1,387,738				1,387,738					
5. Current year	1,383,932				1,383,932					
6. Current year member months	16,471,010				16,471,010					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	446,014				446,014					
9. Totals	446,014	0	0	0	446,014	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	104,360,654				104,360,654					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	104,360,654				104,360,654					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	79,313,936				79,313,936					
18. Amount incurred for provision of health care services	79,290,945				79,290,945					

(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	599,414				599,414					
2. First quarter	625,698				625,698					
3. Second quarter	623,479				623,479					
4. Third quarter	621,476				621,476					
5. Current year	624,366				624,366					
6. Current year member months	7,480,970				7,480,970					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	236,632				236,632					
9. Totals	236,632	0	0	0	236,632	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	50,502,496				50,502,496					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	50,502,496				50,502,496					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	36,601,330				36,601,330					
18. Amount incurred for provision of health care services	36,590,721				36,590,721					

(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	230,314				230,314					
2. First quarter	256,755				256,755					
3. Second quarter	257,745				257,745					
4. Third quarter	259,562				259,562					
5. Current year	267,454				267,454					
6. Current year member months	3,116,871				3,116,871					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	77,300				77,300					
9. Totals	77,300	0	0	0	77,300	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	20,533,377				20,533,377					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	20,533,377				20,533,377					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	13,132,423				13,132,423					
18. Amount incurred for provision of health care services	13,126,743				13,126,743					

(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	1,008,498				1,008,498					
2. First quarter	1,072,707				1,072,707					
3. Second quarter	1,061,379				1,061,379					
4. Third quarter	1,079,453				1,079,453					
5. Current year	1,079,787				1,079,787					
6. Current year member months	12,870,208				12,870,208					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	343,850				343,850					
9. Totals	343,850	0	0	0	343,850	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	70,677,907				70,677,907					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	70,677,907				70,677,907					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	57,554,096				57,554,096					
18. Amount incurred for provision of health care services	57,537,415				57,537,415					

(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	327,962				327,962					
2. First quarter	333,671				333,671					
3. Second quarter	343,704				343,704					
4. Third quarter	342,182				342,182					
5. Current year	339,879				339,879					
6. Current year member months	4,064,384				4,064,384					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	112,268				112,268					
9. Totals	112,268	0	0	0	112,268	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	28,806,303				28,806,303					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	28,806,303				28,806,303					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	23,824,641				23,824,641					
18. Amount incurred for provision of health care services	23,817,736				23,817,736					

(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 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	147,572				147,572					
2. First quarter	118,507				118,507					
3. Second quarter	113,613				113,613					
4. Third quarter	115,076				115,076					
5. Current year	115,337				115,337					
6. Current year member months	1,394,432				1,394,432					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	36,551				36,551					
9. Totals	36,551	0	0	0	36,551	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	8,007,949				8,007,949					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	8,007,949				8,007,949					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	5,745,192				5,745,192					
18. Amount incurred for provision of health care services	5,743,492				5,743,492					

(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	153,868				153,868					
2. First quarter	154,723				154,723					
3. Second quarter	154,771				154,771					
4. Third quarter	156,248				156,248					
5. Current year	156,343				156,343					
6. Current year member months	1,880,971				1,880,971					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	66,163				66,163					
9. Totals	66,163	0	0	0	66,163	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	11,828,426				11,828,426					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	11,828,426				11,828,426					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	9,724,753				9,724,753					
18. Amount incurred for provision of health care services	9,721,889				9,721,889					

(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 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	507,012				507,012					
2. First quarter	520,473				520,473					
3. Second quarter	511,361				511,361					
4. Third quarter	506,104				506,104					
5. Current year	513,517				513,517					
6. Current year member months	6,191,296				6,191,296					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	174,336				174,336					
9. Totals	174,336	0	0	0	174,336	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	37,599,575				37,599,575					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	37,599,575				37,599,575					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	28,574,931				28,574,931					
18. Amount incurred for provision of health care services	28,566,649				28,566,649					

(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	2,726,416				2,726,416					
2. First quarter	2,761,220				2,761,220					
3. Second quarter	2,737,897				2,737,897					
4. Third quarter	2,742,462				2,742,462					
5. Current year	2,736,191				2,736,191					
6. Current year member months	32,988,048				32,988,048					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	898,252				898,252					
9. Totals	898,252	0	0	0	898,252	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	190,117,959				190,117,959					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	190,117,959				190,117,959					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	151,951,359				151,951,359					
18. Amount incurred for provision of health care services	151,907,237				151,907,237					

(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	130,457				130,457					
2. First quarter	135,352				135,352					
3. Second quarter	134,731				134,731					
4. Third quarter	137,354				137,354					
5. Current year	136,768				136,768					
6. Current year member months	1,634,890				1,634,890					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	41,046				41,046					
9. Totals	41,046	0	0	0	41,046	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	11,115,868				11,115,868					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	11,115,868				11,115,868					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	7,923,231				7,923,231					
18. Amount incurred for provision of health care services	7,920,686				7,920,686					

(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

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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 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	72,634				72,634					
2. First quarter	69,857				69,857					
3. Second quarter	69,663				69,663					
4. Third quarter	69,394				69,394					
5. Current year	70,087				70,087					
6. Current year member months	835,650				835,650					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	19,227				19,227					
9. Totals	19,227	0	0	0	19,227	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	5,107,406				5,107,406					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	5,107,406				5,107,406					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	3,442,171				3,442,171					
18. Amount incurred for provision of health care services	3,441,174				3,441,174					

(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	398,721				398,721					
2. First quarter	439,014				439,014					
3. Second quarter	436,627				436,627					
4. Third quarter	436,654				436,654					
5. Current year	443,160				443,160					
6. Current year member months	5,258,568				5,258,568					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	143,729				143,729					
9. Totals	143,729	0	0	0	143,729	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	30,531,591				30,531,591					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	30,531,591				30,531,591					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	23,698,904				23,698,904					
18. Amount incurred for provision of health care services	23,692,035				23,692,035					

(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 9 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	33,700				33,700					
2. First quarter	36,441				36,441					
3. Second quarter	36,790				36,790					
4. Third quarter	39,432				39,432					
5. Current year	40,027				40,027					
6. Current year member months	457,211				457,211					
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-physician	13,719				13,719					
9. Totals	13,719	0	0	0	13,719	0	0	0	0	0
10. Hospital patient days incurred	0									
11. Number of inpatient admissions	0									
12. Health premiums written (b)	3,397,328				3,397,328					
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	3,397,328				3,397,328					
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	2,272,791				2,272,791					
18. Amount incurred for provision of health care services	2,270,868				2,270,868					

(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)	206,034,833		206,034,833
2.	Accident and health premiums due and unpaid (Line 15)	51,033,742		51,033,742
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	88,254,750		88,254,750
6.	Totals assets (Line 28)	345,323,325	0	345,323,325
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	60,761,408		60,761,408
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	6,605,490		6,605,490
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)	88,711,070		88,711,070
15.	Total liabilities (Line 24)	156,077,968	0	156,077,968
16.	Total capital and surplus (Line 33)	189,245,357	XXX	189,245,357
17.	Total liabilities, capital and surplus (Line 34)	345,323,325	0	345,323,325
	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			NONE			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

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...	26-3268063..				Community Eye Care of South Carolina, LLC	USA	NIA	Independant Eye Care MSO, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....Y.....	
		00000...					Community Eye Care, LLC (North Carolina)	USA	NIA	Independant Eye Care MSO, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....Y.....	
		00000...					Coordinadora Administrativa de Personal	MEX	NIA	Marchon Eyewear, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	
		00000...					Cristallin SARL	FRA	NIA	Reflex Holding SAS	Ownership	....100.000	Vision Service Plan (California)	.....N.....	
		00000...					Dragon Alliance South Pacific Pty. Ltd.	AUS	NIA	Marchon Eyewear, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	
		00000...	20-1949500..				Eastern Vision Service Plan IPA, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	.....N.....	
1189	Vision Serv Plan Group	47029...	22-2777159..				Eastern Vision Service Plan, Inc.	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	.....N.....	
		00000...					ECCA Managed Vision Care, Inc. (TX)	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	....100.000	Vision Service Plan (California)	.....N.....	
		00000...					Empire Vision Centers, Inc.	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	....100.000	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...					Eye Drx Retail Management, Inc.	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	....100.000	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...	56-1985814..				Independant Eye Care MSO, Inc.	USA	NIA	VSPIC (Ohio)	Ownership	....100.000	Vision Service Plan (California)	.....Y.....	
		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.....	

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...					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	
		00000...	83-4635050..				Rosin of Tennessee Management Company, LLC	USA	NIA	VSP Ventures Management Services LLC	Ownership	60.000	Vision Service Plan (California)	N	
		00000...	75-1769288..				Southwest Vision Service Plan, Inc. (Texas)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
		00000...					Sterling Meta-Plast India Private Ltd	IND	NIA	Marchon Mauritius	Ownership	49.000	Vision Service Plan (California)	N	
		00000...	94-1632821..				Vision Service Plan (California)	USA	UDP	Vision Service Plan (California)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	99-0247673..				Vision Service Plan (Hawaii)	USA	IA	Vision Service Plan (California)	Board		Vision Service Plan (California)	N	
1189	Vision Serv Plan Group	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...	74-2849554..				Visionary Properties, Inc., (DE)	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					Visionary Retail Management, LLC	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...	02-0677066..				Visionworks, Inc. (DE)	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					Visionworks Distribution Services, Ltd., (TX)	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					Visionworks Enterprises, Inc. (DE)	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					Visionworks of America, Inc. (TX)	USA	NIA	VSP Optical Group, Inc	Ownership	100.000	Vision Service Plan (California)	N	
		00000...					Visionworks Lab Services, Inc., (TX)	USA	NIA	Visionworks of America, Inc. (TX)	Ownership	100.000	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	

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...	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...	61-1930870..	.....	.....	.....	VSP Ventures Management Services LLC	USA	NIA	VSP Labs, Inc.	Ownership	....100.000	Vision Service Plan (California)	.....N.....	.....
.....	.....	00000...	84-2383097..	.....	.....	.....	VSP Ventures Optometric Solutions LLC	USA	NIA	VSP Labs, 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.					167,404				167,404	
47029	22-2777159	Eastern Vision Service Plan, Inc. (New York)					54,013,270				54,013,270	
	75-1769288	Southwest Vision Service Plan, Inc. (Texas)					15,240,208				15,240,208	
	94-1632821	Vision Service Plan (California)	47,000,000				(472,244,356)				(425,244,356)	
	99-0247673	Vision Service Plan (Hawaii)					2,374,464				2,374,464	
39616	06-1227840	Vision Service Plan Insurance Company (a Ohio stock corporation)	(47,000,000)				271,113,151				224,113,151	
32395	36-3560825	Vision Service Plan Insurance Company (a Missouri stock corporation).	(29,500,000)				48,065,182				18,565,182	
12516	20-0891619	Vision Service Plan of Illinois, NFP					26,746,473				26,746,473	
	83-0212963	Vision Service Plan of Wyoming (Wyoming)					1,579,583				1,579,583	
	26-1998746	VSP Holding Company, Inc.	29,500,000								29,500,000	
53031	23-7089668	VSP Vision Care, Inc. (Virginia)					52,944,621				52,944,621	
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:

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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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