

STATE OF INDIANA)
) SS: BEFORE THE INDIANA
COUNTY OF MARION) COMMISSIONER OF INSURANCE

IN THE MATTER OF:)
)
Indiana Vision Services, Inc.)
3333 Quality Drive)
Rancho Cordova, California 95670)

Examination of **Indiana Vision Services, Inc.**

NOTICE OF ENTRY OF ORDER

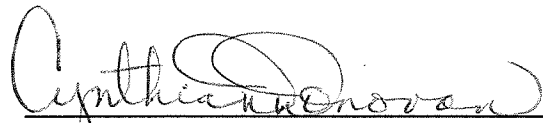
Enclosed is the Final Order entered by Stephen W. Robertson, Commissioner of the Indiana Department of Insurance, after fully considering and reviewing the Verified Report of Examination of **Indiana Vision Services, Inc.**, any relevant examination work papers, and any written submissions or rebuttals. The Verified Report of Examination, as sent to you on March 22, 2011, has been adopted by the Commissioner.

Pursuant to Ind. Code § 27-1-3.1-12(b), within thirty (30) days of receipt of the Final Order, each director of **Indiana Vision Services, Inc.** shall file an affidavit with the Indiana Department of Insurance stating that he/she has received a copy of the Verified Report of Examination and the Final Order.

The Final Order is a final administrative decision that may be appealed pursuant to Ind. Code § 4-21.5-5.

5/6/2011

Date



Cynthia D. Donovan
Chief Financial Examiner

CERTIFIED MAIL NUMBER: 7005 3110 0002 4443 8264

STATE OF INDIANA)
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COUNTY OF MARION) COMMISSIONER OF INSURANCE

IN THE MATTER OF:)
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Indiana Vision Services, Inc.)
3333 Quality Drive)
Rancho Cordova, California 95670)

Examination of **Indiana Vision Services, Inc.**

FINDINGS AND FINAL ORDER

The Indiana Department of Insurance conducted an examination into the affairs of the **Indiana Vision Services, Inc.** (hereinafter "Company") for the time period January 1, 2005 through December 31, 2009.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter "Commissioner") by the Examiner on March 1, 2011.

A copy of the Verified Report of Examination, along with a Notice of Opportunity to Make Written Submission or Rebuttal, was mailed to the Company via Certified Mail on March 22, 2011 and was received by the Company on March 28, 2011.

The Company did not file any objections.

NOW THEREFORE, based on the Verified Report of Examination, I hereby make the following **FINDINGS**:

1. That the Verified Report of Examination is a true and accurate report of the financial condition and affairs of the **Indiana Vision Services, Inc.** as of December 31, 2009.
2. That the Examiners' Recommendations are reasonable and necessary in order for the **Indiana Vision Services, Inc.** to comply with the laws of the State of Indiana.

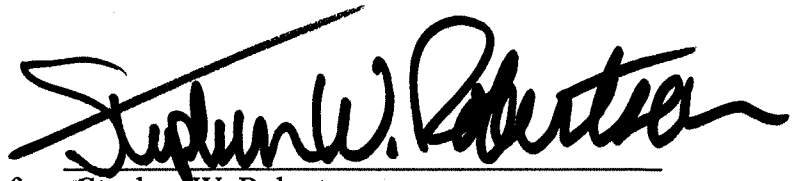
Based on the FINDINGS, the Commissioner does hereby ORDER:

1. Pursuant to Ind. Code § 27-1-3.1-11(a)(1), the Verified Report of Examination is adopted and shall be filed. Hereafter the Verified Report of Examination, may constitute prima facie evidence of the facts contained therein in any action or proceeding taken by the Indiana Department of Insurance against the Company, its officers, directors, or agents.

2. The Company shall comply with the Examiner's Recommendations enumerated in summary form and throughout the text of the Verified Report of Examination. A written response to these recommendations should be provided to the Department within 30 days of receipt of this order.

3. Compliance with the Examiner's recommendations shall be completed on or before the filing of the subsequent annual statement. In the event it is not feasible to comply with a recommendation before the filing of the subsequent annual statement, the Company shall submit a written explanation as to why it was not feasible with the filing of the annual statement.

Signed and Sealed this 6th day of
May, 2011.



Stephen W. Robertson
Insurance Commissioner
Indiana Department of Insurance

STATE OF INDIANA

Department of Insurance

REPORT OF EXAMINATION

OF

INDIANA VISION SERVICES, INC.

NAIC Co. CODE 52050

As of

December 31, 2009

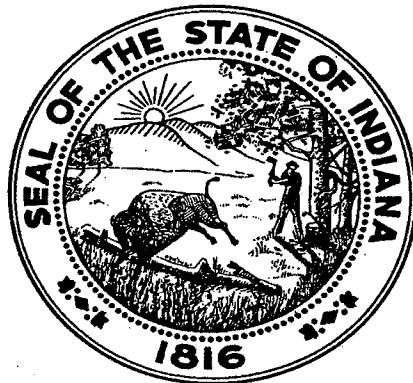


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STATE OF INDIANA

MITCHELL E. DANIELS, JR., Governor

IDOI

INDIANA DEPARTMENT OF INSURANCE

311 W. WASHINGTON STREET, SUITE 300

INDIANAPOLIS, INDIANA 46204-2787

TELEPHONE: (317) 232-2385

FAX: (317) 232-5251

Stephen W. Robertson, Commissioner

March 2, 2011

Honorable Stephen W. Robertson
Commissioner, Indiana Department of Insurance
311 W. Washington Street, Suite 300
Indianapolis, Indiana 46204-2787

Dear Commissioners:

Pursuant to the authority vested in Appointment Number 3662, an examination has been made of the affairs and financial condition of:

Indiana Vision Services, Inc.
3333 Quality Dr.
Rancho Cordova, California 95670

hereinafter referred to as the "Company," an Indiana domestic health maintenance organization. The examination was conducted at the Company's corporate offices in Rancho Cordova, California.

The Report of Examination, reflecting the status of the Company as of December 31, 2009, is hereby respectfully submitted.

ACCREDITED BY THE
NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

AGENCY SERVICES
(317) 232-2413

COMPANY COMPLIANCE
(317) 233-0697

CONSUMER SERVICES
(317) 232-2395
In-State 1-800-622-4461

EXAMINATIONS / FINANCIAL SERVICES
(317) 232-2390

MEDICAL MALPRACTICE
(317) 232-2402

SECURITIES / COMPANY RECORDS
(317) 232-1991

SCOPE OF EXAMINATION

The Company was last examined by representatives of the Indiana Department of Insurance (IDOI) as of the period ending December 31, 2006. The present examination was conducted by Noble Consulting Services, Inc. (Noble) and covered the period from January 1, 2007, through December 31, 2009, and included any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination.

Merlinos & Associates, Inc. was appointed by the IDOI and conducted a review of the Company's statutory reserves as of December 31, 2009. There were no actuarial adjustments or recommendations resulting from the review performed by Merlinos & Associates, Inc.

We conducted our examination pursuant to and in accordance with the 2010 NAIC *Financial Condition Examiners Handbook* (Handbook). The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with Statutory Accounting Principles, and annual statement instructions with applicable to domestic state regulations.

The Information Systems work performed by the Connecticut Department of Insurance was reviewed and relied upon.

HISTORY

The Company is a wholly-owned subsidiary of Vision Service Plan (VSP), a California non-profit corporation. The Company was organized as a non-profit corporation under the laws of the State of Indiana to provide and administer vision care plans in order to make available professional optometric services to eligible members of participating groups. The Company commenced business in 1975.

On April 1, 1990, the Company was acquired by VSP. VSP and its affiliates provide vision coverage in all fifty (50) states. In February of 2003, the Company requested the approval of the IDOI to transfer all vision business to a company domiciled in Connecticut and licensed in Indiana. It was determined on October 31, 2003, that the plans for merging the Company with its Connecticut affiliate were to be put on hold until the completion of IRS examinations of certain affiliates. As the Connecticut affiliate was a taxable entity, the merger plans were delayed. The IRS ruled that VSP and the Connecticut affiliate were no longer qualified for tax exempt status because it could not establish that its primary purpose was to bring about civic betterment and social improvement. On September 24, 2004, VSP filed an action for refund of federal income tax and interest for 2003, challenging the IRS on its revocation of tax exemption. The court granted summary judgment in favor of the United States on December 12, 2005, however, VSP filed a notice of appeal of the decision on February 17, 2006. In 2009, the Company's tax-exempt status was revoked effective for periods beginning in 2006. The Company asked for prospective treatment consistent with its affiliates. The IRS case is still pending. The possible merger continues to be on hold until this appeal is resolved.

The Company is controlled and managed by VSP, who is the acting parent of approximately twenty-three (23) similar organizations. VSP purchased affiliated organizations at a time when they were all operating independently. VSP has left the territory of each acquired Company the same while bringing them under common management. VSP has traditionally offered only vision insurance but has grown in the area of

Administrative Service Program (ASP) plans. These plans allow other insurers to take advantage of VSP's established customer service and claims centers.

CAPITAL AND SURPLUS

The Company has no outstanding shares of stock. In 2008, the Company had a surplus distribution of \$20.0 million.

TERRITORY AND PLAN OF OPERATION

The Company is licensed to conduct business in the State of Indiana. The Company provides one line of business, prepaid group vision insurance. The Company offers and administers a vision care plan in order to make available professional optometric services to eligible members of participating groups. All business written is in the form of group vision coverage for groups of ten (10) or more eligible employees. The Company pools all groups having between ten (10) and five-hundred (500) eligible members, whose premiums are determined by guaranteed preset rates based on the plan and deductible chosen. Pooled rates are guaranteed for twenty-four (24) months from the effective date of the program and rate adjustments are determined by the claims experience of each pool. Any member group having over five-hundred (500) employees is individually rated by the Company. The renewal for an individually rated group is based upon its own experience. If a group has favorable experience and develops surplus beyond reserves, the group may be offered the option of rate reductions, improved benefits, or an extending rate guarantee.

GROWTH OF THE COMPANY

The following exhibit summarizes the financial results of the Company as reported during the examination period:

| <u>Year</u> | <u>Admitted Assets</u> | <u>Liabilities</u> | <u>Capital & Surplus</u> | <u>Total Revenue</u> | <u>Net Income (Loss)</u> |
|-------------|----------------------------|--------------------|----------------------------------|----------------------|------------------------------|
| 2009 | \$ 23,317,965 | \$ 8,118,651 | \$ 15,199,314 | \$ 22,679,204 | \$ 532,917 |
| 2008 | 21,659,708 | 7,191,689 | 14,468,019 | 22,794,090 | (1,465,886) |
| 2007 | 38,221,151 | 2,580,226 | 35,640,925 | 21,560,043 | 3,828,384 |

The Company's tax-exempt status was revoked by the IRS and the Company has been filing and paying taxes since 2008. This caused the increase in liabilities between 2007 and 2008, as well as net loss during 2008.

In 2008, the Company recorded a surplus distribution of \$20.0 million which caused the capital and surplus to decrease from 2007 to 2008.

MANAGEMENT AND CONTROL

Directors

The Company is managed and controlled by a Board of Directors. The Company's Bylaws state that the Board of Directors shall consist of at least three (3) members and not more than nine (9). The Board members are elected by the Shareholders at the annual meeting. Each director shall serve for a period of three (3) years or until his or her successor has been elected and qualified. Vacancies and newly created directorships, resulting from changes in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office. The following is a listing of persons serving as directors as of December 31, 2009:

| <u>Name and Address</u> | <u>Principal Occupation</u> |
|--|---|
| James Robinson Lynch Rancho Cordova, CA | President and Chief Executive Officer VSP Global |
| Gary Norman Brooks Rancho Cordova, CA | Secretary VSP Vision Care |
| Patricia Cochran Rancho Cordova, CA | Chief Financial Officer VSP Vision Care |

Officers

The Company's Bylaws state that the principal officers of the Company shall be chosen by the Board of Directors and consist of a President, a Secretary, and a Treasurer each of whom shall be elected by and from the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The officers shall be elected annually at the first meeting of the Board of Directors held after each annual meeting of the membership. The following is a list of key officers and their respective titles as of December 31, 2009:

| <u>Name</u> | <u>Office</u> |
|----------------------|---------------------------------------|
| James Robinson Lynch | President |
| Gary Norman Brooks | Secretary |
| Patricia Cochran | Treasurer and Chief Financial Officer |

CONFLICT OF INTEREST

The Company requires all directors, principal officers, and members of a committee with Board delegated powers to review and sign Conflict of Interest statements on an annual basis. All directors and officers listed in the management and control section of this report have reviewed and signed statements.

CORPORATE RECORDS

Articles of Incorporation and Bylaws

There were no amendments to the Articles of Incorporation or the Bylaws during the period of examination.

Minutes

The Board of Directors meeting minutes were reviewed for the period under examination through the fieldwork date and significant actions taken during each meeting were noted. The annual meetings were held in accordance with the Company's Bylaws.

AFFILIATED COMPANIES

Organizational Structure

An abbreviated organizational chart depicting the Company's relationship with its ultimate parent, as of December 31, 2009, is presented:

Vision Service Plan
Indiana Vision Services, Inc. - IN 52050

Affiliated Agreements:

The following affiliated agreements were disclosed as part of the Form B – Holding Company Registration Statement and was filed and not disapproved with the IDOI as required, in accordance with Indiana Code (IC) 27-1-23-4.

Administrative and Marketing Agreement

On January 1, 2008, the Company and VSP entered into an Administration and Marketing Agreement. Such services include data processing, employee related services, and other administrative services. In 2009, the Company incurred \$3,831,073 in fees for services provided. This agreement was filed with the IDOI, and not disapproved on August 5, 2009.

Tax Allocation Agreement

On August 15, 2008, the Company and VSP entered into a Tax Allocation Agreement. However, the agreement was not executed in its current form until January 27, 2010, but was implemented retroactively to the tax year ending December 31, 2009. The Agreement was filed with the IDOI and not disapproved

on April 28, 2010.

FIDELITY BOND AND OTHER INSURANCE

The Company protects itself against loss from any fraudulent or dishonest acts by any employees through a fidelity bond issued by St. Paul Fire and Marine Insurance Company. The bond has an aggregate limit of \$4,000,000. The fidelity bond is adequate to meet the prescribed minimum coverage specified by NAIC.

The Company had additional types of coverage in-force at December 31, 2009, including, but not limited to, commercial general liability, blanket premises coverage, directors and officers liability, employment practices liability, and umbrella coverage.

STATUTORY AND SPECIAL DEPOSITS

The Company reported a statutory deposit held for the benefit of all policyholders comprised of a certificate of deposit pursuant to IDOI requirements in the amount of \$176,603.

REINSURANCE

Indiana Vision Services, Inc. had no reinsurance.

RESERVES

Frederick W. Kilbourne, MAAA, consulting actuary, and associated with the firm of The Kilbourne Company, was appointed by the Board of Directors to render an opinion with regard to the Company's loss reserves, actuarial liabilities, and related items.

The scope of the opinion was to examine the actuarial assumptions and methods used in determining reserves, actuarial liabilities, and related items, as shown in the Annual Statement of the Company as prepared for filing with state regulatory officials for each year under examination. In forming the opinion, information prepared by the Company was relied upon. This information was evaluated for reasonableness and consistency. In other respects, the examination included such review of the actuarial assumptions and methods used and such tests of the calculation as considered necessary.

The 2009 opinion stated that the balance of reserves and related actuarial values 1) are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles; 2) are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose for which the statement was prepared; 3) meet the requirements of the laws of the State of Indiana, and are at least as great as the minimum aggregate amounts required by the state in which this statement is filed; 4) made a good and sufficient provision for all unpaid claims and other actuarial liabilities of the company under the terms of its contracts and agreements; and 5) are computed on the basis of assumptions consistent with those used in computing the corresponding items in the annual statement of the preceding year-end, and include appropriate provision for all actuarial items that ought to be established.

ACCOUNTS AND RECORDS

The Company's accounting procedures, practices, account records, and supporting data were reviewed and tested to the extent deemed necessary. The trial balances prepared from the Company's general ledger for the years ended December 31, 2009, and 2008, were agreed to the respective Annual Statements. The Annual Statements for the years ended December 31, 2007, through December 31, 2009, were agreed to each year's independent audit report with no material exceptions noted. The Examiners determined the Company's accounting procedures, practices, and accounts records were satisfactory.

INDIANA VISION SERVICES, INC.

FINANCIAL STATEMENTS

Assets

| | As of December 31, 2009 | | | |
|---|---------------------------------|------------------------------------|------------------------|------------------------------------|
| | Per Annual Statement | Examination Adjustments | Per Examination | December 31, Prior Year |
| Assets: | | | | |
| Bonds | \$ 12,342,010 | \$ - | \$ 12,342,010 | \$ 14,752,262 |
| Cash, cash equivalents and short-term investments | 8,873,450 | - | 8,873,450 | 4,815,403 |
| Subtotals, cash and invested assets | 21,215,460 | - | 21,215,460 | 19,567,665 |
| Investment income due and accrued | 36,782 | - | 36,782 | 131,398 |
| Uncollected premiums, agents' balances in the course of collection | 453,639 | - | 453,639 | 531,529 |
| Amounts receivable relating to uninsured plans | 1,101,802 | - | 1,101,802 | 1,030,395 |
| Net deferred tax asset | 510,282 | - | 510,282 | 398,721 |
| Total Assets | \$ 23,317,965 | \$ - | \$ 23,317,965 | \$ 21,659,708 |

INDIANA VISION SERVICES, INC.

FINANCIAL STATEMENTS

Liabilities, Capital and Surplus

| | As of December 31, 2009 | | | December 31, |
|---|-------------------------|----------------------------|----------------------|----------------------|
| | Per Annual Statement | Examination Adjustments | Per Examination | Prior Year |
| Liabilities: | | | | |
| Claims unpaid | \$ 1,275,004 | \$ - | \$ 1,275,004 | \$ 1,299,766 |
| Unpaid claims adjustment expenses | 16,478 | - | 16,478 | 16,643 |
| Aggregate health policy reserves | 387,619 | - | 387,619 | 434,991 |
| Premiums received in advance | 177,585 | - | 177,585 | 98,003 |
| General expenses due or accrued | 511,819 | - | 511,819 | 439,003 |
| Current federal and foreign income tax payable and interest thereon | 3,101,634 | - | 3,101,634 | 3,341,666 |
| Amounts due to parent, subsidiaries and affiliates | 1,294,267 | - | 1,294,267 | 363,329 |
| Liability for amounts held under uninsured plans | 503,027 | - | 503,027 | 524,578 |
| Aggregate write-ins for other liabilities | 851,218 | - | 851,218 | 673,710 |
| Total Liabilities | 8,118,651 | - | 8,118,651 | 7,191,689 |
| Aggregate write-ins for other than special surplus funds | 250,000 | - | 250,000 | 250,000 |
| Unassigned funds (surplus) | 14,949,314 | - | 14,949,314 | 14,218,019 |
| Total capital and surplus | 15,199,314 | - | 15,199,314 | 14,468,019 |
| Total liabilities, capital and surplus | \$ 23,317,965 | \$ - | \$ 23,317,965 | \$ 21,659,708 |

INDIANA VISION SERVICES, INC.

FINANCIAL STATEMENTS

Statement of Revenue and Expenses

As of December 31, 2009

| | <u>Per Annual Statement</u> | <u>Examination Adjustments</u> | <u>Per Examination</u> | <u>December 31, Prior Year</u> |
|--|---------------------------------|------------------------------------|----------------------------|------------------------------------|
| Member Months | 3,986,879 | - | 3,986,879 | 4,177,939 |
| Net premium income | \$ 21,243,356 | \$ - | \$ 21,243,356 | \$ 21,385,685 |
| Fee-for-service (net of \$3,939,636 medical expenses) | 825,026 | - | 825,026 | 726,609 |
| Risk revenue | 610,822 | - | 610,822 | 681,796 |
| Total revenues | 22,679,204 | - | 22,679,204 | 22,794,090 |
| Hospitals and Medical: | | | | |
| Other professional services | 17,880,488 | - | 17,880,488 | 18,329,269 |
| Total hospital and medical | 17,880,488 | - | 17,880,488 | 18,329,269 |
| Claims adjustment expenses, including | | | | |
| \$0 cost containment expenses | 234,911 | - | 234,911 | 221,816 |
| General administrative expenses | 3,037,085 | - | 3,037,085 | 3,249,016 |
| Increase in reserves for life and accident and health contracts | (47,372) | - | (47,372) | 193,252 |
| Total underwriting deductions | 21,105,112 | - | 21,105,112 | 21,993,353 |
| Net underwriting gain (loss) | 1,574,092 | - | 1,574,092 | 800,737 |
| Net investment income earned | 376,935 | - | 376,935 | 1,100,238 |
| Net realized capital gain or (loss) | (515,271) | - | (515,271) | 187,954 |
| Net investment gains (losses) | (138,336) | - | (138,336) | 1,288,192 |
| Net gain or (loss) from agents' or premium balances charged off | (1,306) | - | (1,306) | (451) |
| Net income or (loss) after capital gains tax and before all other federal income taxes | 1,434,450 | - | 1,434,450 | 2,088,478 |
| Federal and foreign income taxes incurred | 901,533 | - | 901,533 | 3,554,364 |
| Net income (loss) | 532,917 | - | 532,917 | (1,465,886) |
| CAPITAL AND SURPLUS ACCOUNT | | | | |
| Capital and surplus prior reporting year | 14,468,019 | - | 14,468,019 | 35,640,925 |
| Net income or (loss) | 532,917 | - | 532,917 | (1,465,886) |
| Change in net unrealized capital gains and (losses) less capital gains tax | 109,763 | - | 109,763 | (109,762) |
| Change in net deferred income tax | 111,561 | - | 111,561 | 398,720 |
| Change in nonadmitted assets | (22,946) | - | (22,946) | 4,022 |
| Aggregate write-ins for gains or (losses) | - | - | - | (20,000,000) |
| Net change in capital and surplus | 731,295 | - | 731,295 | (21,172,906) |
| Capital and surplus end of reporting year | \$ 15,199,314 | \$ - | \$ 15,199,314 | \$ 14,468,019 |

COMMENTS ON THE FINANCIAL STATEMENTS

There were no recommended adjustments to surplus as of December 31, 2009, based on the results of this examination.

SUBSEQUENT EVENTS

There were no significant subsequent events noted after year-end December 31, 2009, that would impact the financial statements.

MANAGEMENT REPRESENTATION

In support of contingencies and accuracy of information provided during the course of the examination, the examiners obtained a management representation letter in the standard NAIC format. This letter was executed by key financial personnel of the Company and provided to the IDOI.

AFFIDAVIT

This is to certify that the undersigned is a duly qualified Examiner-in-Charge appointed by the Indiana Department of Insurance and that she, in coordination with staff assistance from Noble Consulting Services, Inc. and actuarial assistance from Merlinos & Associates, Inc., hereinafter collectively referred to as the "Examiners", performed an examination of **Indiana Vision Services, Inc.**, as of **December 31, 2009**.

The Indiana Department of Insurance is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.

This examination was performed in accordance with those procedures required by the 2010 NAIC Financial Condition Examiner's Handbook and other procedures tailored for this examination. Such procedures performed on this examination do not constitute an audit made in accordance with generally accepted auditing standards and no audit opinion is expressed on the financial statements contained in this report.

The attached report of examination is a true and complete report of condition of **Indiana Vision Services, Inc.**, as of **December 31, 2009**, as determined by the undersigned.



Lisa A. Warrum, CFE
Noble Consulting Services, Inc.

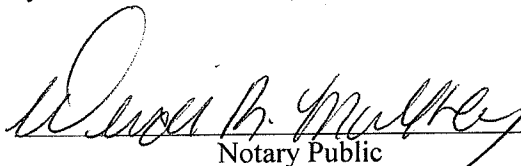
State of:
County of:

On this 2 day of March, 2011, before me personally appeared, Lisa A. Warrum, to sign this document.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in said County and State, the day and year last above written.

My commission expires:

3/1/18



Notary Public

