



Stuart Thompson
Vice President and
Deputy General Counsel

May 14, 2015

RECEIVED

MAY 15 2015

Maxine Froemling, CFE, CPA
Division of Insurance
550 W. 7th Avenue, Suite 1560
Anchorage AK 99501

DIVISION OF INSURANCE
ANCHORAGE OFFICE

**Re: Form A Filing Proposing Acquisition of Control of
Domestic Medical Service Corporation Alaska Vision Services, Inc. (NAIC #47201)
By Affiliate VSP Vision Care, Inc. (NAIC #53031)**

Dear Maxine:

Thank you again for meeting with me in your offices and our Alaska attorney Barbara Simpson Kraft on March 13, 2015. As we indicated then that we would be filing, please find enclosed herewith a Form A proposing a change of control under which Alaska Vision Services, Inc., is proposed to be merged into its affiliate VSP Vision Care, Inc., (Virginia). The purpose is to streamline our group of insurers into fewer companies that will be more efficient to administer. For this merger, we would propose an October 1, 2015 effective date. A draft plan of merger is enclosed for your consideration.

As mentioned in connection with our previous meeting, we have carried out similar previous mergers in Washington (became effective October 1, 2014) and Idaho (also became effective October 1, 2014) and Oregon. The Oregon merger occurred in 2003 and involved our then-existing affiliate Vision Care of Oregon, Inc., merging into Vision Service Plan Insurance Company (Connecticut), which is still a member of our group of insurers, as shown in the organizational chart included herewith. Also, for the merger currently proposed via this filing, I have verified that Virginia Code Section 38.2-1446, paragraph A., prohibits Virginia-domestic insurers from pledging assets in excess of the amount of their surplus, and also prohibits them from pledging more than 5% of their admitted assets.

This is all the information that I currently have available to submit related to this filing. However, if there is additional information that still needs to be submitted and/or if you or your Division have follow-up questions that you would like to have clarified via letter or email or phone or another in-person meeting at your offices, please do not hesitate to contact us.

Thank you for your consideration. Sincerely appreciated.

Very truly yours,

Stuart Thompson

STUART THOMPSON
Vice President and Deputy General Counsel
(916) 851-4922
stuart@vsp.com

OREGON SECRETARY OF STATE
► Corporation Division

HOME

business information center **business name search** oregon business guide

referral list business registry/renewal forms/fees notary public

uniform commercial code uniform commercial code search documents & data services

Business Name Search

[New Search](#) [Printer Friendly](#) [Merger Transaction Data](#)

Image Date	Action	Transaction Date	Effective Date	Status		
12-19-2003	ARTICLES OF MERGER	12-19-2003		FI		

[New Search](#) [Printer Friendly](#) [Merger Survivor](#)

Registry Number	Name Status	Name	Entity Type	Jurisdiction
170286-97	CUR	VISION SERVICE PLAN INSURANCE COMPANY	FNP	CONNECTICUT

[New Search](#) [Printer Friendly](#) [Merger Non Survivor](#)

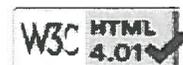
Registry Number	Name Status	Name	Entity Type	Jurisdiction
092731-11	CUR	VISION CARE OF OREGON, INC.	DNP	OREGON

[New Search](#) [Printer Friendly](#) [Merger Correspondent](#)

No Correspondent found.

[About Us](#) | [Announcements](#) | [Laws & Rules](#) | [Feedback Policy](#) | [SOS Home](#) | [Oregon Blue Book](#) | [Oregon.gov](#)

For comments or suggestions regarding the operation of this site, please contact : corporation.division@state.or.us



© 2015 Oregon Secretary of State. All Rights Reserved.

RECEIVED

MAY 15 2015

DIVISION OF INSURANCE
ANCHORAGE

[Skip to content](#)[Skip to navigation](#)

[Oregon DOJ Home](#) | [About the Justice Department](#) | [Divisions](#) | [Civil Enforcement](#) | [Charitable Activities](#)
| [Search Charities](#)

Search Charities

You may search the database by using the form below, or [download a compressed version of the entire database](#).

Search the Charities Database

Vision Service Plan Insurance Company
Finance Department/Compliance
3333 Quality Drive

Rancho Cordova CA 95670

Registration: 32809

IRS Code: 501(c)()

EIN: 061227840

Phone: 9168515000

Most Recent Reporting Period:

From: Jan 1, 2013 to: Dec 31, 2013

Category 163: Health insurance (medical, dental, optical, etc.)

Purpose: To maintain and operate a voluntary nonprofit vision care plan to provide care to subscribers to such plan under contracts which entitle the subscribers to certain eye care and to provide eye care to medically underserved persons, whether or not subscribers to such plan.

Total Revenue:	\$0.00
Program Service Expense:	\$40,713,288.00
Management Expense:	\$5,200,286.00
Fund Raising Expense:	\$0.00
Total Assets:	\$0.00

Current Campaign

Gaming Info

[Return to the previous query](#)

RECEIVED
MAY 15 2015
DIVISION OF INSURANCE
ANCHORAGE OFFICE

FORM A
STATEMENT REGARDING THE ACQUISITION
OF CONTROL OF A DOMESTIC MEDICAL SERVICE CORPORATION

Alaska Vision Services, Inc.

By

VSP Vision Care, Inc. (Applicant)

Filed with the Division of Insurance of the State of Alaska

Dated: May 13, 2015

Name, Title, Address, and Telephone Number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

STUART THOMPSON
General Counsel
Vision Service Plan
3333 Quality Drive
Rancho Cordova, CA 95670
(916) 851-4922
stuart@vsp.com

ITEM 1. MEDICAL SERVICE CORPORATION AND METHOD OF ACQUISITION

Alaska Vision Services, Inc, has the administrative address 3333 Quality Drive, Rancho Cordova, CA 95670. It is hereby proposed that Alaska Vision Services, Inc. would merge into its affiliate VSP Vision Care, Inc., by means of a plan of merger agreement between these two companies that is proposed to be effective as of October 1, 2015.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) VSP Vision Care, Inc., a Virginia domestic corporation with mailing address 3333 Quality Drive, Rancho Cordova, CA 95670 is the applicant seeking to acquire control over the medical service corporation.

(b) The nature of the business operations for VSP Vision Care, Inc., since its original incorporation in 1960, has been the operation of a not-for-profit optometric (vision) service plan. Incorporated in Maryland on or about April 26, 1960, the corporation redomesticated to Virginia on May 31, 2002. Applicant has an approved application for a Certificate of Authority to do business in Alaska as a Health carrier.

(c) Please find transmitted herewith a chart clearly presenting the identities of the inter-relationships among the applicant and all affiliates of the applicant.

RECEIVED

MAY 15 2015

DIVISION OF INSURANCE
ANCHORAGE OFFICE

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

The Division of Insurance received biographical information for all persons who are directors or executive officers of applicant in connection with the Division's approval, on May 1, 2015, of Applicant's Application for a Certificate of Authority. As a non-stock corporation, applicant has no owners.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) No funds or other considerations will be used in effecting the merger. This proposed merger between affiliates would create streamlining by resulting in one surviving affiliate instead of two.

(b) No funds or other considerations will be used in effecting the merger.

(c) No funds or other considerations will be used in effecting the merger.

ITEM 5. FUTURE PLANS OF HEALTH CARRIER

As a non-stock corporation, applicant cannot declare any dividends. If this proposed merger is approved and carried out, Alaska Vision Services, Inc., would not survive, but applicant would carry on the insurance business that Alaska Vision Services, Inc., has been doing in Alaska.

ITEM 6. NONPROFIT HEALTH CARRIERS

(a) Vision Service Plan (California) is currently the sole administrative member of both Alaska Vision Services, Inc., and applicant. If this proposed merger is approved and carried out, Vision Service Plan (California) would remain the sole administrative member of the applicant as the survivor of the proposed merger. In that regard, there would be no change in the sole administrative member.

(b) Vision Service Plan (California), as the sole administrative member of both Alaska Vision Services, Inc. and applicant, has the power to elect or appoint the board of directors of the health carrier. The proposed merger would result in no change to the sole administrative member's power to elect or appoint applicant's board of directors.

ITEM 7. FOR-PROFIT HEALTH CARRIERS

This section is not applicable because neither applicant nor Alaska Vision Services, Inc., is a for-profit carrier.

ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements and exhibits are being supplied to the Alaska Division of Insurance in its capacity as the Alaska agency that currently licenses both applicant and Alaska Vision Services, Inc.

(b) Financial statements are being supplied in connection with this application.

(c) The parties to the proposed transaction are both non-stock corporations, so there were no tender offers.

ITEM 9. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of Alaska law, the undersigned has caused this application to be duly signed on its behalf in the City of Rancho Cordova and State California on the 13th day of May, 2015.

(NO SEAL AVAILABLE)

VSP Vision Care, Inc.

By:



JAMES ROBINSON LYNCH, President

ATTEST:



JAMES M. McGRANN, Secretary

RECEIVED

MAY 15 2015

DIVISION OF INSURANCE
ANCHORAGE OFFICE

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated May 13, 2015, for and on behalf of VSP Vision Care, Inc., that he is the President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents, and that the facts therein set forth are true to the best of his knowledge, information and belief.



JAMES ROBINSON LYNCH
President

RECEIVED

MAY 15 2015

DIVISION OF INSURANCE
ANCHORAGE OFFICE