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NOV 27 2013

November 14, 2013

INSURANCE COMMISSIONER
COMMUNITY DEVELOPMENT

Mr. Ron Pastuch, Holding Company Manager
Office of Insurance Commissioner
Company Supervision Division
5000 Capitol Blvd. SE
Tumwater, WA 98501

**Re: Form A proposing to merge Vision Service Plan (Washington) into
affiliate Mid-Atlantic Vision Service Plan, Inc. (Virginia-domiciled corporation)**

Dear Mr. Pastuch:

Please accept my sincere thank you for your October 23, 2013 letter regarding our prior submission regarding this proposed transaction. Per your instructions, please find enclosed the above-captioned Form A filing requesting approval to merge Vision Service Plan (Washington) into its affiliate Mid-Atlantic Vision Service Plan, Inc., ("Mid-Atlantic VSP") a Virginia-domiciled corporation. Both corporations are licensed in Washington as limited service health care service contractors. The proposed effective date of the merger is July 1, 2014.

As requested in your letter, please find the following items transmitted herewith:

1. A proposed plan of merger. Please note that we have not yet executed (signed) the proposed plan, but will do so after coordinating further with you.
2. Pre-merger and post-merger organizational charts.
3. With respect to biographical affidavits, the OIC already has on file biographical affidavits for the officers and directors of both companies.
4. With respect to financial information, the OIC has already received, or will soon be receiving, under separate cover the Q3 2013 financial statement filings for both companies.
5. The effect of the proposed merger on current Washington policyholders will be positive. The proposed merger survivor (Mid-Atlantic VSP) has more assets and reserves than Vision Service Plan (Washington).
6. The only business plan change would be for Mid-Atlantic VSP to become our underwriting insurer in Washington instead of Vision Service Plan (Washington). Other than that are business plans remain unchanged.
7. The proposed transaction will have no market competition impacts. We would simply be doing business through a different entity to streamline our overall structure as shown in comparing the post-merger organizational chart against our pre-merger.

Mr. Ron Pastuch
November 14, 2013
Page 2

8. Pursuant to RCW 48.31.010(d), we will file the appropriate merger documents with the Washington Secretary of State after we have obtained the OIC's approval to move forward as proposed.

I hope to work with you, and/or with the OIC generally, at your direction, to try to provide any additional information that you may require and to obtain your approval of the proposed merger.

Thank you for your consideration of this Form A filing.

Very truly yours,

A handwritten signature in black ink that reads "Stuart Thompson". The signature is written in a cursive, slightly slanted style.

STUART THOMPSON
Deputy General Counsel
stuart@vsp.com

Enclosure

FORM A
STATEMENT REGARDING THE ACQUISITION
OF CONTROL OF A DOMESTIC HEALTH CARRIER

Vision Service Plan

By

Mid-Atlantic Vision Service Plan, Inc. (Applicant)

Filed with the Insurance Commissioner of the State of Washington

Dated: November 7, 2013

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

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

ITEM 1. HEALTH CARRIER AND METHOD OF ACQUISITION

Vision Service Plan (Washington) has the registered address 600 University Street, Suite 2004, Seattle, WA 98101. It is hereby proposed that Vision Service Plan (Washington) would merge into its affiliate Mid-Atlantic Vision Service Plan, Inc., by means of a plan of merger agreement between these two companies that is proposed to be effective as of July 1, 2014.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) Mid-Atlantic Vision Service Plan, Inc., a Virginia domestic corporation with mailing address 3333 Quality Drive, Rancho Cordova CA 95670 is the applicant seeking to acquire control over the health carrier.

(b) The nature of the business operations for Mid-Atlantic Vision Service Plan, 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 is licensed and intends to do business in Washington as a limited health care service contractor arranging optometric (vision) services.

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

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

In connection with this form filing we will ensure that the Commission has received biographical information for all persons who are directors or executive officers of applicant. 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, Vision Service Plan (Washington) would not survive, but applicant would carry on the insurance business that Vision Service Plan (Washington) has been doing in Washington.

ITEM 6. NONPROFIT HEALTH CARRIERS

(a) Vision Service Plan (California) is currently the sole administrative member of both Vision Service Plan (Washington) and applicant. If this proposed merger is approved and carried out, Vision Service Plan (California) would remain the sole administrative member of 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 Vision Service Plan (Washington) 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 Vision Service Plan (Washington) is a for-profit carrier.

ITEM 8. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements and exhibits are being supplied to the Office of Insurance Commissioner in its capacity as the Washington agency that currently licenses both applicant and the health carrier as limited health care service contractors.

(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

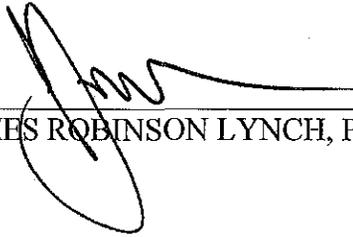
Signature and certification required as follows:

SIGNATURE

Pursuant to the requirements of RCW 48.31C.030 has caused this application to be duly signed on its behalf in the City of Rancho Cordova and State California on the 7th day of November, 2013.

Mid-Atlantic Vision Service Plan, Inc.

By:



JAMES ROBINSON LYNCH, President

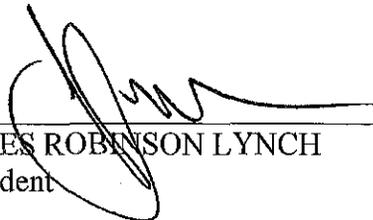
ATTEST:



Les Passuello, CFO – Vision Care

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated November 7, 2013, for and on behalf of Mid-Atlantic Vision Service Plan, 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

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER AND COMPLETE LIQUIDATION (this "Plan"), dated as of June 30, 2014, is between Vision Service Plan ("VSP-WA"), a Washington not-for-profit corporation that is a licensed health care service contractor, and Mid-Atlantic Vision Service Plan, Inc. ("VSP-VA"), a Virginia not-for-profit optometric services corporation.

WITNESSETH:

WHEREAS, VSP-WA is a not-for-profit corporation organized under the Laws of the State of Washington;

WHEREAS, VSP-VA is a not-for-profit insurance company organized under the Laws of the State of Virginia;

WHEREAS, for the purpose of, among other things, reducing administrative costs and burdens, the Boards of Directors of VSP-WA and VSP-VA, having approved this Plan in accordance with the laws of their respective state of incorporation, deem it to be in the best interests: of maintaining and operating a voluntary nonprofit vision care plan to provide care to subscribers to such plan under contracts which entitle the subscribers to certain eye care; of providing eye care to medically underserved persons, whether or not subscribers to such plan; of providing public education regarding vision and vision care; and of performing such services in a manner that benefits the community; for VSP-WA to be merged with and into VSP-VA.

NOW, THEREFORE, in accordance with the laws of the states of incorporation of each party hereto, and in consideration of the mutual covenants and agreements contained herein, VSP-WA and VSP-VA agree as follows:

ARTICLE 1

The Merger

1.1 VSP-WA hereby agrees that it shall merge with and into VSP-VA (the "Merger") and that the terms and conditions of the Merger, the mode of carrying them into effect and other desirable details of the Mergers shall be as set forth herein.

1.2 If this Plan is not terminated as provided in Article 7 of this Agreement, the Mergers shall become effective as of June 30, 2014 at 11:59pm Pacific Time (the "Effective Time").

ARTICLE 2

Effect of the Merger and Complete Liquidation

2.1 At the Effective Time, VSP-WA shall be merged with and into VSP-VA, and the separate corporate existence of VSP-WA shall thereupon cease. VSP-VA shall be the surviving corporation (the "Surviving Corporation"), and the separate corporate existence of VSP-VA, with all

its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired.

2.2 At the Effective Time, the effect of the Merger shall be as provided by the laws of the respective states of incorporation of the parties hereto.

2.3 At the Effective time, VSP-WA shall be completely liquidated. Pursuant to this plan of liquidation, VSP-WA shall cease to do business at the Effective Time and shall distribute all of its assets and liabilities to VSP-VA.

ARTICLE 3

Certificate of Incorporation

The Certificate of Incorporation of VSP-VA as in effect immediately prior to the Effective Time shall be, upon and subsequent to the Effective Time until further amended in accordance with law, the Certificate of Incorporation of the surviving corporation.

ARTICLE 4

By-Laws

The By-Laws of VSP-VA as in effect immediately prior to the Effective Time shall be upon and subsequent to the Effective Time until further amended in accordance with law, the By-Laws of the Surviving Corporation.

ARTICLE 5

Directors and Officers; Principal Office

The Directors, Officers, and Principal Office of the Surviving Corporation at the Effective Time of the Merger shall be upon and subsequent to the Effective Time until further amended in accordance with law, the Directors, Officers, and Principal Office, respectively, of the Surviving Corporation.

ARTICLE 6

Service of Process

VSP-VA, the surviving corporation to the Merger, intends to transact business in, among other states, the State of Washington, and shall comply with the provisions of the laws of each state, including the State of Washington, in which it transacts business.

ARTICLE 7

Termination of Merger

This Plan may be terminated and the Merger abandoned by appropriate mutual action taken by the directors of each of the parties at any time prior to the filing of the Articles and Certificates of Merger. In the event of the termination of this Agreement as provided above, this Agreement shall forthwith become null and void, and there shall be no liability on the part of either VSP-WA or VSP-VA with respect thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed by their duly authorized officers as of the date first above written.

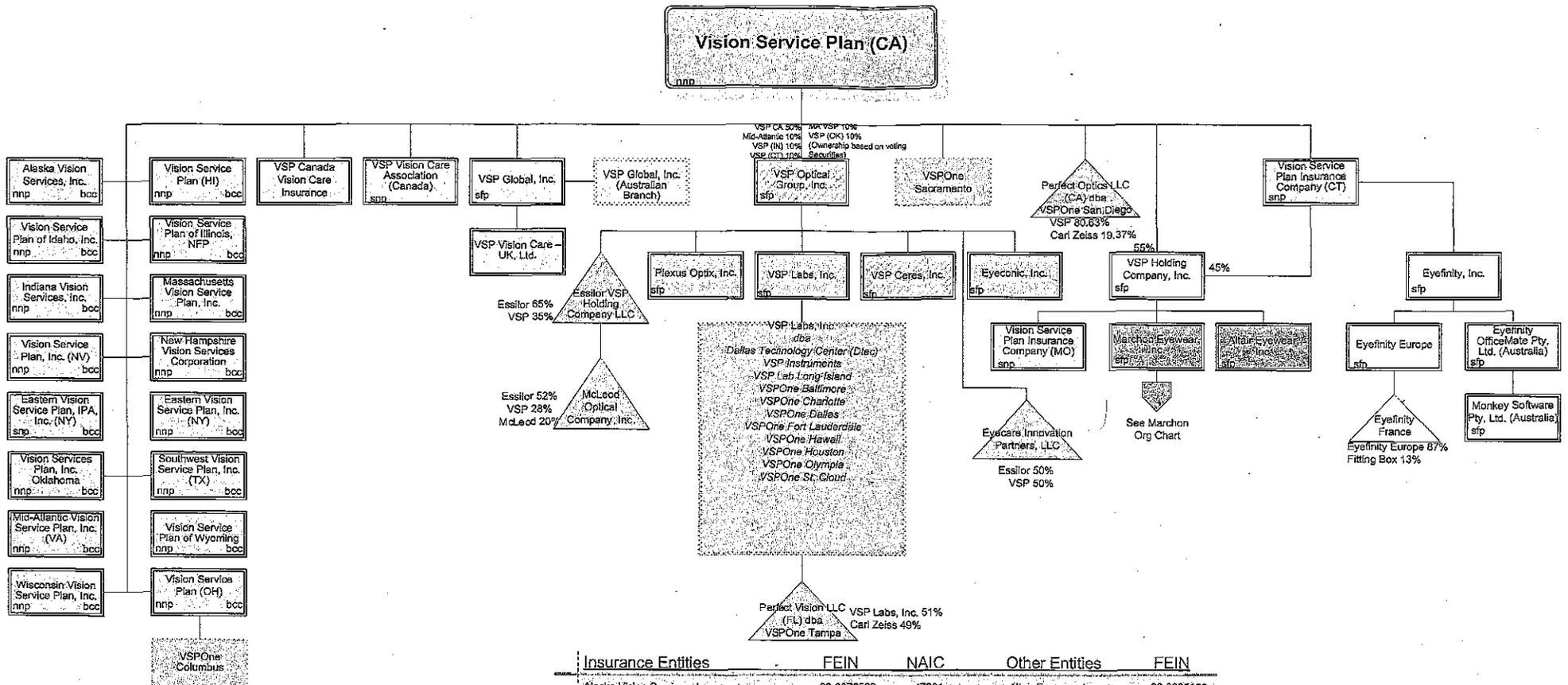
VISION SERVICE PLAN (WA)

By _____
James M. McGrann, Secretary

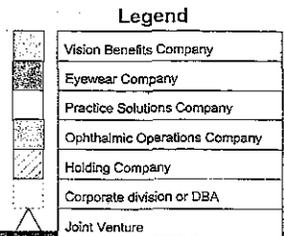
MID-ATLANTIC VISION SERVICE PLAN, INC. (VA)

By _____
James Robinson Lynch, President

7052
Organizational Chart, Vision Service Plan



Insurance Entities	FEIN	NAIC	Other Entities	FEIN
Alaska Vision Services, Inc.	92-0078509	47201	Altair Eyewear, Inc.	66-0295166
Eastern Vision Service Plan, Inc.	22-2777159	47029	Essycare Innovation Partners, LLC	46-1148774
Eastern Vision Service Plan IPA, Inc.	20-1949500	None	Eyeconic, Inc.	27-3107295
Indiana Vision Services, Inc.	35-6062367	52060	Eyefinity, Inc.	68-0450459
Massachusetts Vision Service Plan, Inc.	04-2718308	47093	Marchon Eyewear, Inc.	11-2617364
Mid-Atlantic Vision Service Plan, Inc.	23-7089668	53031	Perfect Optics, LLC	26-4044711
New Hampshire Vision Services Corporation			Perfect Vision, LLC	26-2448948
Southwest Vision Service Plan, Inc.	75-1768288	None	Plexus Optix, Inc.	27-0821213
Vision Service Plan (CA)	94-1632821	None	VSP Ceres, Inc.	27-5016913
Vision Service Plan (HI)	99-0247873	None	VSP Global, Inc.	27-0933693
Vision Service Plan (OH)	31-0725749	54380	VSP Holding Company, Inc.	26-1996746
Vision Service Plan, Inc.	94-3034073	49321	VSP Labs, Inc.	27-0621143
Vision Service Plan Insurance Company (CT)	06-227840	39616	VSP Optical Group, Inc.	27-0621064
Vision Service Plan Insurance Company (MO)	36-3580825	32396		
Vision Service Plan of Idaho, Inc.	62-0339119	47783		
Vision Service Plan of Illinois, NFP	20-0691619	12516		
Vision Services Plan, Inc. Oklahoma	73-1004909	47097		
Wisconsin Vision Service Plan, Inc.	29-1249640	54882		
Vision Service Plan of Wyoming	83-0212963	None		



Corporate Ownership Key

nnp	Non-Stock, non-profit corporation
snp	Stock, non-profit corporation
sfp	Stock, for-profit corporation
bcc	Board-controlled corporation
xx%	Ownership percentage

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





Stuart Thompson
Deputy General Counsel

RECEIVED

FEB 10 2014

**INSURANCE COMMISSIONER
COMPANY SUPERVISOR**

February 10, 2014

Ron Pastuch
Holding Company Manager
Company Supervision Division
Washington State Office of the Insurance Commissioner
5000 Capitol Blvd. SE
Tumwater, WA 98501

**Re: Form A Filing Received November 14, 2013 by OIC:
Proposed Merger Transaction Involving Vision Service Plan (Washington)**

Dear Mr. Pastuch:

Per our email discussions today, please find enclosed original affidavits, as required. If there are any items that the OIC considers to be missing from the Form A filing, please let us know.

We look forward to working cooperatively with the OIC to provide any additional response required of VSP in connection with this matter. Thank you for your consideration.

Kind regards,

STUART THOMPSON
Deputy General Counsel
916.851.4922
stuart@vsp.com

AFFIDAVIT

OF MID-ATLANTIC VISION SERVICE PLAN, INC. (VIRGINIA)

The undersigned affiant, Thomas A. Fessler, being first duly sworn, hereby deposes and says:

1. I am over the age of eighteen, suffer no legal disabilities, have personal knowledge of the facts set forth below, and am competent to affirm the following.

2. Consistent with Revised Code of Washington Section 48.31.010(1)(c), I hereby affirm the following statement is true with respect for the proposed merger of Vision Service Plan (Washington) into Mid-Atlantic Vision Service Plan, Inc.:

No director, officer, member, or subscriber of any such insurer, except as is expressly provided by the plan of merger, shall receive any fee, commission, other compensation or valuable consideration whatsoever, for in any manner aiding, promoting or assisting in the merger.

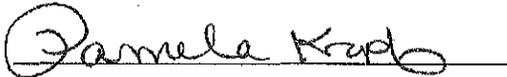
This the 7th day of February, 2014.



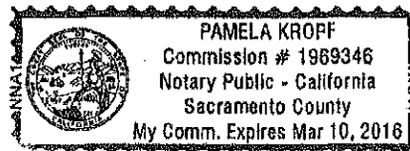
THOMAS A. FESSLER
Chief Legal Officer, Mid-Atlantic Vision Service Plan, Inc.

Sworn and subscribed before me this

the 7th day of February, 2014.



Notary Public



My Commission expires: MARCH 10, 2016

AFFIDAVIT

OF VISION SERVICE PLAN (WASHINGTON)

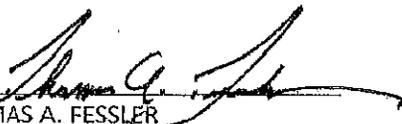
The undersigned affiant, Thomas A. Fessler, being first duly sworn, hereby deposes and says:

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2. Consistent with Revised Code of Washington Section 48.31.010(1)(c), I hereby affirm the following statement is true with respect for the proposed merger of Vision Service Plan (Washington) into Mid-Atlantic Vision Service Plan, Inc.:

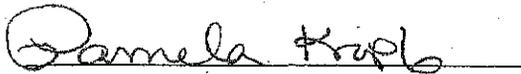
No director, officer, member, or subscriber of any such insurer, except as is expressly provided by the plan of merger, shall receive any fee, commission, other compensation or valuable consideration whatsoever, for in any manner aiding, promoting or assisting in the merger.

This the 7th day of February, 2014.


THOMAS A. FESSLER
Chief Legal Officer, Vision Service Plan

Sworn and subscribed before me this

the 7th day of February, 2014.



Notary Public

My Commission expires: MARCH 10, 2016

