Applicant Name (Company) Vision Service Plan CONFIDENTIAL NAIC: N/A
FEIN: 94-1632821

BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full Name, Address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Vision Service Plan, 3333 Quality Drive, Rancho Cordova, CA 95670; (800) 852-7600

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable). William Dennis O'Connell

2. a. Are you a citizen of the United States? Yes

   b. Are you a citizen of any other country, if so, what country? No

3. Affiant's Occupation or Profession. CPA

4. Affiant's business address. 503 Torrey Lane, Holden, MA 01520-1776

   Business telephone. 508.829.3101

5. Education and Training:

College/ University	City/State	Dates Attended (MM/YY)	Degree Obtained
St. John Fischer College	Rochester/NY	01/66-06/69	BB.A.
Graduate Studies: College/University			
Other Training:			Degree/Certification Obtained

(Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.)

Applicant Name (Company) Vision Service Plan

NAIC: N/A
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6. List of memberships in professional societies and associations.

Name of Society/Association	Contact Name	Address of Society/Association	Telephone Number of Society/Association
American Institute of Certified Public Accountants		1211 Avenue of Americas NY NY, NY 10036	888.777.7077
Massachusetts Society of Certified Public Accountants	Mona McCarthy	105 Chauncy St. Boston, MA 02111	617.556.4000

7. Present or proposed position with the applicant entity. Director

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

Beginning/Ending Dates(MM/YY) 1997 - 2003 Employer's Name Harborview Capital Management Co

Address _____ City Boston State/Province MA

Country USA Postal Code _____ Phone _____ Offices/Positions Held CFO

Supervisor / Contact _____

Beginning/Ending Dates(MM/YY) 1993 - 1996 Employer's Name HyperDesk Corporation

Address _____ City Westboro State/Province MA

Country USA Postal Code _____ Phone _____ Offices/Positions Held Co-President

Supervisor / Contact _____

Beginning/Ending Dates(MM/YY) 1984 - 1993 Employer's Name Ontos Corporation

Address _____ City Burlington State/Province MA

Country USA Postal Code _____ Phone _____ Offices/Positions Held VP Finance & Admin

Supervisor / Contact _____

Beginning/Ending Dates(MM/YY) 1974 - 1984 Employer's Name ITT Corp Surprenant Division

Address _____ City Clinton State/Province MA

Country _____ Postal Code _____ Phone _____ Offices/Positions Held Assistant Controller

Supervisor / Contact _____

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9. a. Have you ever been in a position which required a fidelity bond? No If any claims were made on the bond, give details. _____

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? If yes, give details: No

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient

Organization/Issuer of License Certified Public Accountant Commonwealth of MA Address 1000 Washington St., Suite 710

City Boston State/Province MA Country USA Postal Code 02118

License Type CPA License # 5820 Date Issued (MM/YY) 8.30.77

Date Expired (MM/YY) 6.30.13 Reason for Termination N/A

Non-insurance Regulatory Phone Number (if known _____

Organization /Issuer of License _____ Address _____

City _____ State/Province _____ Country _____ Postal Code _____

License Type _____ License # _____ Date Issued (MM/YY) _____

Date Expired (MM/YY) _____ Reason for Termination _____

Non-insurance Regulatory Phone Number (if known) _____

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?
No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?
No

c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action? _____
No

d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses? No

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e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses? No

f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses? No

g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking? No

h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute? No

i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government? No

j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity? No

If the response to any question above is answered "Yes", please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.

None

If any of the stock is pledged or hypothecated in any way, give details. N/A

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified. If the answer is "Yes", please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

No

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Applicant Name (Company) Vision Service Plan NAIC: N/A
FEIN: 94-1632821

If any of the shares of stock are pledged or hypothecated in any way, give details.

N/A

14. Have you ever been adjudged a bankrupt? No

If yes, provide details.

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c) affiant should also include any events within twelve (12) months after his or her departure from the entity.

a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental-licensing agency? No

b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)? No

c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action? No

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 13th day of November 2012 at Worcester, MA
I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

(Signature of Affiant)

State of MASSACHUSETTS County of Worcester

The foregoing instrument was acknowledged before me this 13 day of Nov., 2012 By William Dennis O'Connell, and:

who is personally known to me, or

who produced the following identification: Licence

[SEAL]

Notary Public

LAURIE L. FENNEFF
Printed Notary Name

Sept. 18, 2014
My Commission Expires

Applicant Name (Company) Vision Service Plan

NAIC: N/A
FEIN: 94-1632821

BIOGRAPHICAL AFFIDAVIT
Supplemental Personal Information

(Print or Type)

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full Name, Address, and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

Vision Service Plan, 3333 Quality Drive, Rancho Cordova, CA 95670; (800) 852-7600

1. Affiant's Full Name (Initials Not Acceptable). William Dennis O'Connell

2. Have you ever used any other name including nickname, maiden name or aliases? No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

Beginning/Ending Dates(S) Used (MM/YY)	Name(s)	Reason (If None, indicate such)
/		
/		
/		
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/		
/		
/		
/		
/	[redacted]	

Note: Dates provided i[redacted]e to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number [redacted]

4. Government Identification Number if not a U.S. Citizen N/A

5. Foreign Student ID# (if applicable) N/A

6. Date of Birth: (MM/DD/YY) [redacted] Place of Birth: City Great Barrington
State/Province MA Country USA

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Applicant Name (Company) Vision Service Plan

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7. Name of Affiant's Spouse (if applicable) Ann

8. List your residences for the last ten (10) years starting with your current address, giving:

Beginning/Ending Dates (MM/YY)	Address	City	State/Province	Country	Postal Code
1985 to	[redacted]	Sterling	MA	USA	01564
to Present	[redacted]	Holden	MA	USA	01520-1776

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

Dated and signed this 13th day of November, 2012, at Worcester, MA

certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

(Signature of Affiant)

State of Massachusetts County of Worcester

The foregoing instrument was acknowledged before me this 13 day of November, 2012

by William Dennis O'Connell, and:

who is personally known to me, or

who produced the following identification: License

[SEAL]

Notary Public

Laurie L. Fennenff

Printed Notary Name

Sept. 18, 2014

My Commission Expires

Applicant Name (Company) Vision Service Plan

NAIC: N/A
FEIN: 94-1632821

DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS (*All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Vision Service Plan **[*insert* company name]**("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both)("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Gina Cavanagh, 3333 Quality Drive (MS 163), Rancho Cordova, CA 95670 916.851.5069 **[*insert* company's designated person, position, or department, address and phone]**.

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

AUTHORIZATION: I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

William Dennis O'Connell [redacted] Holden, MA 01520-1776
(Printed Full Name and Residence Address)

(Signature) 11/13/12 (Date)

State of Massachusetts County of Worcester

The foregoing instrument was acknowledged before me this 13 day of November, 20 12 By William Dennis O'Connell, and

who is personally known to me, or
who produced the following identification: License

[SEAL]

Notary Public
Laurie L. Fennewff
Printed Notary Name
Sept. 18, 2014
My Commission Expires