AMENDED FILING EXPLANATION

A correction was made increasing costs allocated in accordance with the Administration and Marketing Agreement resulting in an increase of $441,514 in Amounts Due to Parent and general administrative expenses which are netted against net income from uninsured plans in Claims Adjustment Expenses and General Administrative Expenses. This increase in costs resulted in a reduction of $154,530 in Federal Taxes Incurred and Federal Taxes Payable.

A reclassification was made between Cash and Amounts Due to Parent of $1,052,775 due to timing of the settlement of the intercompany balances.

54380201120100105

ANNUAL STATEMENT

For the Year Ended December 31, 2011

of the Condition and Affairs of the

Vision Service Plan

NAIC Group Code.....1189, 1189 (Current Period) (Prior Period) NAIC Company Code..... 54380 Employer's ID Number..... 31-0725743

Organized under the Laws of Ohio State of Domicile or Port of Entry Ohio Country of Domicile US

Licensed as Business Type.....Vision Service Corporation Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... November 4, 1966 Commenced Business..... March 29, 1967

Statutory Home Office	3400 Morse Crossing….. Columbus ..... OH ..... 43215 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	3333 Quality Drive….. Rancho Cordova ..... CA ..... 95670 *(Street and Number) (City or Town, State and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Mail Address	3333 Quality Drive….. Rancho Cordova ..... CA ..... 95670 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	3333 Quality Drive….. Rancho Cordova ..... CA ..... 95670 *(Street and Number) (City or Town, State and Zip Code)*	916-851-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.vsp.com	
Statutory Statement Contact	Laura Olson *(Name)*	916-851-5000 *(Area Code) (Telephone Number) (Extension)*
	laurol@vsp.com *(E-Mail Address)*	916-858-5388 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. James Robinson Lynch	President	2. James Michael McGrann #	Secretary
3. Lester Earl Passuello	Treasurer	4.	

OTHER

DIRECTORS OR TRUSTEES

James Robinson Lynch James Michael McGrann # Donald Joseph Ball, Jr.

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)
James Robinson Lynch	James Michael McGrann	Lester Earl Passuello
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This _____ day of _____ 2012

By: James Robinson Lynch James Michael McGrann Lester Earl Passuello

a. Is this an original filing? Yes [ ] No [X]

b. If no 1. State the amendment number 1

2. Date filed May 14, 2012

3. Number of pages attached 17

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				
Payable to VSP		599,363	599,363	
0199999. Individually listed payables		599,363	599,363	0
0399999. Total gross payables		599,363	599,363	0

SCHEDULE S - PART 6

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)	49,216,516		49,216,516
2.	Accident and health premiums due and unpaid (Line 15)	2,189,410		2,189,410
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	6,506,436		6,506,436
6.	Totals assets (Line 28)	57,912,362	0	57,912,362
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	4,394,449		4,394,449
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	237,109		237,109
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)			0
11.	Reinsurance in unauthorized companies (Line 20)			0
12.	All other liabilities (balance)	7,969,141		7,969,141
13.	Total liabilities (Line 24)	12,600,699	0	12,600,699
14.	Total capital and surplus (Line 33)	45,311,655	XXX	45,311,655
15.	Total liabilities, capital and surplus (Line 34)	57,912,354	0	57,912,354
	NET CREDIT FOR CEDED REINSURANCE			
16.	Claims unpaid	0		
17.	Accrued medical incentive pool	0		
18.	Premiums received in advance	0		
19.	Reinsurance recoverable on paid losses	0		
20.	Other ceded reinsurance recoverables	0		
21.	Total ceded reinsurance recoverables	0		
22.	Premiums receivable	0		
23.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24.	Unauthorized reinsurance	0		
25.	Other ceded reinsurance payables/offsets	0		
26.	Total ceded reinsurance payables/offsets	0		
27.	Total net credit for ceded reinsurance	0		

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal 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												
39616	06-1227840	Vision Service Plan Insurance Company (a Connecticut stock	(30,000,000)				(87,619,788)				(117,619,788)	
47029	22-2777159	Eastern Vision Service Plan, Inc. (New York)					(15,803,632)				(15,803,632)	
32395	36-3560825	Vision Service Plan Insurance Company (a Missouri stock cor	(25,000,000)				(17,763,520)				(42,763,520)	
48321	94-3034073	Vision Service Plan, Inc. (Nevada)					(2,123,026)				(2,123,026)	
	99-0247673	Vision Service Plan (Hawaii)					(1,505,720)				(1,505,720)	
54682	39-1249640	Wisconsin Vision Service Plan, Inc. (Wisconsin)					(2,177,942)				(2,177,942)	
53031	23-7089668	Mid-Atlantic Vision Service Plan, Inc. (Virginia)					(7,565,891)				(7,565,891)	
47317	91-6056925	Vision Service Plan (Washington)					(7,635,730)				(7,635,730)	
47783	82-0339119	Vision Service Plan of Idaho, Inc. (Idaho)					(1,604,007)				(1,604,007)	
47201	92-0078509	Alaska Vision Services, Inc. (Alaska)					(763,181)				(763,181)	
52050	35-6062367	Indiana Vision Services, Inc. (Indiana)					(4,093,048)				(4,093,048)	
95478	75-1004909	Vision Services Plan Inc., Oklahoma (Oklahoma)					(2,614,168)				(2,614,168)	
47093	04-2718308	Massachusetts Vision Service Plan (Massachusetts)					(3,631,206)				(3,631,206)	
54380	31-0725743	Vision Service Plan (Ohio)	(6,200,919)				(10,301,981)				(16,502,900)	
	75-1769288	Southwest Vision Service Plan, Inc. (Arkansas)					(1,910,505)				(1,910,505)	
	83-0212963	Vision Service Plan of Wyoming (Wyoming)					(503,485)				(503,485)	
	20-1949500	Eastern Vision Service Plan IPA, Inc					(199,966)				(199,966)	
12516	20-0891619	Vision Service Plan of Illinois, NFP					(10,352,600)				(10,352,600)	
	94-1632821	Vision Service Plan (California)	61,200,919				178,169,396				239,370,315	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0