



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) laurol@vsp.com (E-Mail Address)	916-851-5000 (Area Code) (Telephone Number) (Extension) 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) James Robinson Lynch	(Signature) James Michael McGrann	(Signature) Lester Earl Passuello
1. (Printed Name) President	2. (Printed Name) Secretary	3. (Printed Name) 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? b. If no 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes [X] No [] _____ _____ _____

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
A&H Premiums Due and Unpaid						
SQUIRE SANDERS.....	10,061					10,061
ONLINE COMPUTER LIBRARY CENTER.....	10,293					10,293
MARION GENERAL HOSPITAL - OH.....	10,314					10,314
THE DISPATCH PRINTING COMPANY.....	10,398					10,398
NETJETS, INC.....	10,522					10,522
EUCLID BOARD OF EDUC.....	10,679					10,679
EXPRESS.....	10,947					10,947
SUMMA HEALTH SYSTEM.....	11,190					11,190
WORTHINGTON INDUSTRIES INC.....	11,293					11,293
OWENS-ILLINOIS INC.....	3,992	3,977	4,000			11,969
AULTRA ADMINISTRATIVE GROUP.....	6,070	6,016				12,086
UNION CONSTRUCTION WORKERS HEA.....	12,374					12,374
LICKING MEMORIAL HEALTH SYSTEM.....	12,860					12,860
ATRIUM MEDICAL CENTER.....	13,140					13,140
FOREST CITY ENTERPRISES.....	13,150					13,150
MUSKINGUM COUNTY COMMISSIONERS.....	13,326	236				13,562
INFINITY TRUST.....	14,059					14,059
TOLEDO BOARD OF EDUC.....	14,124					14,124
COMPREHENSIVE HEALTHCARE OF OH.....	14,993					14,993
INFINITY TRUST.....	15,088					15,088
LIEBERT CORP.....	15,473					15,473
EMPLOYEE BENEFIT MGMT. CORP.....	18,080					18,080
OWENS-ILLINOIS INC.....	6,098	6,160	6,224			18,482
OHIO FARMERS INSURANCE COMPANY.....	18,522					18,522
MOEN INC.....	19,879					19,879
BLANCHARD VALLEY HEALTH ASSOCI.....	20,489					20,489
GOOD SAMARITAN HOSPITAL.....	21,803					21,803
WORTHINGTON INDUSTRIES INC.....	21,868					21,868
EMPLOYEE BENEFIT MGMT. CORP.....	23,518					23,518
FAIRFIELD MEDICAL CENTER.....	23,776					23,776
TOLEDO BOARD OF EDUC.....	24,768					24,768
STANDARD REGISTER CO.....	25,418					25,418
NETJETS, INC.....	27,986					27,986
UNIV. OF AKRON, THE.....	28,314					28,314
SWAGELOK CO.....	31,612					31,612
SUMMA HEALTH SYSTEM.....	34,292					34,292
GENESIS HEALTHCARE SYSTEM.....	36,632					36,632
CBIZ, INC.....	38,068					38,068
MEDAMERICA HEALTH SYSTEMS CORP.....	43,922					43,922
J.M. SMUCKER CO., THE.....	45,244					45,244
APPLIED INDUSTRIAL TECH, INC.....	47,169					47,169
ADENA HEALTH SYSTEM.....	26,396	26,368				52,764
NATIONWIDE CHILDREN'S HOSPITAL.....	54,650					54,650
NEWPAGE CORP.....	78,518					78,518
HUNTINGTON BANCSHARES INC.....	128,939					128,939
BIG LOTS.....	139,405					139,405
OHIOHEALTH.....	197,908	197,908				395,816
0299997. Group subscribers subtotal.....	1,427,620	240,665	10,224	0	0	1,678,509
0299998. Premiums due and unpaid not individually listed.....	444,150	52,282	14,566	639	736	510,901
0299999. Total group.....	1,871,770	292,947	24,790	639	736	2,189,410
0599999. Accident and health premiums due and unpaid (Page 2, Line 15).....	1,871,770	292,947	24,790	639	736	2,189,410

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted

NONE

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
Pricing Claims.....	1,196,824					1,196,824
0199999. Individually listed claims unpaid.....	1,196,824	0	0	0	0	1,196,824
0499999. Subtotals.....	1,196,824	0	0	0	0	1,196,824
0599999. Unreported claim and other claim reserves.....						3,197,625
0799999. Total claims unpaid.....						4,394,449

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current

NONE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Payable to VSP		1,210,624	1,210,624	.....
0199999. Individually listed payables.....		1,210,624	1,210,624	0
0399999. Total gross payables.....		1,210,624	1,210,624	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups.....	0	0.0	.....	.....	.....	.....
2. Intermediaries.....	0	0.0	.....	.....	.....	.....
3. All other providers.....	0	0.0	.....	.....	.....	.....
4. Total capitation payments.....	0	0.0	0	.....	.....0	0
Other Payments:						
5. Fee-for-service.....	3,410,771	5.0	XXX.....	XXX.....	.....	.....3,410,771
6. Contractual fee payments.....	64,804,651	95.0	XXX.....	XXX.....	64,804,651	.....
7. Bonus/withhold arrangements - fee-for-service.....	0	0.0	XXX.....	XXX.....	.....	.....
8. Bonus/withhold arrangements - contractual fee payments.....	0	0.0	XXX.....	XXX.....	.....	.....
9. Non-contingent salaries.....	0	0.0	XXX.....	XXX.....	.....	.....
10. Aggregate cost arrangements.....	0	0.0	XXX.....	XXX.....	.....	.....
11. All other payments.....	0	0.0	XXX.....	XXX.....	.....	.....
12. Total other payments.....	68,215,422	100.0	XXX.....	XXX.....	64,804,651	3,410,771
13. Total (Line 4 plus Line 12).....	68,215,422	100.0	XXX.....	XXX.....	64,804,651	3,410,771

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
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NONE

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment.....						.0
2. Medical furniture, equipment and fixtures.....						.0
3. Pharmaceuticals and surgical supplies.....						.0
4. Durable medical equipment.....	1,444,960			1,444,960		1,444,960
5. Other property and equipment.....	6,631,016		3,408,179	3,222,837	3,222,837	.0
6. Total.....	8,075,976	.0	3,408,179	4,667,797	3,222,837	1,444,960



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Vision Service Plan 2. Columbus, OH

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....1189 NAIC Company Code.....54380

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	1,113,245				1,113,245					
2. First quarter.....	1,132,677				1,132,677					
3. Second quarter.....	1,125,129				1,125,129					
4. Third quarter.....	1,115,328				1,115,328					
5. Current year.....	1,095,665				1,095,665					
6. Current year member months.....	13,453,190				13,453,190					
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	394,548				394,548					
9. Totals.....	394,548	0	0	0	394,548	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	81,906,039				81,906,039					
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	81,906,039				81,906,039					
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	68,215,422				68,215,422					
18. Amount incurred for provision of health care services.....	68,674,928				68,674,928					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Vision Service Plan 2. Columbus, OH

BUSINESS IN THE STATE OF OHIO DURING THE YEAR

(Location)

NAIC Group Code.....1189

NAIC Company Code....54380

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior year.....	1,113,245				1,113,245					
2. First quarter.....	1,132,677				1,132,677					
3. Second quarter.....	1,125,129				1,125,129					
4. Third quarter.....	1,115,328				1,115,328					
5. Current year.....	1,095,665				1,095,665					
6. Current year member months.....	13,453,190				13,453,190					
Total Member Ambulatory Encounters for Year:										
7. Physician.....	0									
8. Non-physician.....	394,548				394,548					
9. Totals.....	394,548	0	0	0	394,548	0	0	0	0	0
10. Hospital patient days incurred.....	0									
11. Number of inpatient admissions.....	0									
12. Health premiums written (b).....	81,906,039				81,906,039					
13. Life premiums direct.....	0									
14. Property/casualty premiums written.....	0									
15. Health premiums earned.....	81,906,039				81,906,039					
16. Property/casualty premiums earned.....	0									
17. Amount paid for provision of health care services.....	68,215,422				68,215,422					
18. Amount incurred for provision of health care services.....	68,674,928				68,674,928					

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0

Sch. S-Pt. 1-Sn. 2

NONE

Sch. S-Pt. 2

NONE

Sch. S-Pt. 3-Sn. 2

NONE

Sch. S-Pt. 4

NONE

Sch. S-Pt. 5

NONE

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).....	50,269,283		50,269,283
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).....	6,506,437		6,506,437
6. Totals assets (Line 28).....	58,965,130	0	58,965,130
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).....	8,734,932		8,734,932
13. Total liabilities (Line 24).....	13,366,490	0	13,366,490
14. Total capital and surplus (Line 33).....	45,598,640	XXX	45,598,640
15. Total liabilities, capital and surplus (Line 34).....	58,965,130	0	58,965,130
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 T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
Allocated by States and Territories

States, Etc.			Direct Business Only				6 Totals	
			1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)		5 Deposit-Type Contracts
1.	Alabama.....	AL						0
2.	Alaska.....	AK						0
3.	Arizona.....	AZ						0
4.	Arkansas.....	AR						0
5.	California.....	CA						0
6.	Colorado.....	CO						0
7.	Connecticut.....	CT						0
8.	Delaware.....	DE						0
9.	District of Columbia.....	DC						0
10.	Florida.....	FL						0
11.	Georgia.....	GA						0
12.	Hawaii.....	HI						0
13.	Idaho.....	ID						0
14.	Illinois.....	IL						0
15.	Indiana.....	IN						0
16.	Iowa.....	IA						0
17.	Kansas.....	KS						0
18.	Kentucky.....	KY						0
19.	Louisiana.....	LA						0
20.	Maine.....	ME						0
21.	Maryland.....	MD						0
22.	Massachusetts.....	MA						0
23.	Michigan.....	MI						0
24.	Minnesota.....	MN						0
25.	Mississippi.....	MS						0
26.	Missouri.....	MO						0
27.	Montana.....	MT						0
28.	Nebraska.....	NE						0
29.	Nevada.....	NV						0
30.	New Hampshire.....	NH						0
31.	New Jersey.....	NJ						0
32.	New Mexico.....	NM						0
33.	New York.....	NY						0
34.	North Carolina.....	NC						0
35.	North Dakota.....	ND						0
36.	Ohio.....	OH						0
37.	Oklahoma.....	OK						0
38.	Oregon.....	OR						0
39.	Pennsylvania.....	PA						0
40.	Rhode Island.....	RI						0
41.	South Carolina.....	SC						0
42.	South Dakota.....	SD						0
43.	Tennessee.....	TN						0
44.	Texas.....	TX						0
45.	Utah.....	UT						0
46.	Vermont.....	VT						0
47.	Virginia.....	VA						0
48.	Washington.....	WA						0
49.	West Virginia.....	WV						0
50.	Wisconsin.....	WI						0
51.	Wyoming.....	WY						0
52.	American Samoa.....	AS						0
53.	Guam.....	GU						0
54.	Puerto Rico.....	PR						0
55.	US Virgin Islands.....	VI						0
56.	Northern Mariana Islands.....	MP						0
57.	Canada.....	CN						0
58.	Aggregate Other Alien.....	OT						0
59.	Totals.....		0	0	0	0	0	0

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
69	Members													
		39616.....	06-1227840				Vision Service Plan Insurance Company (Connecticut)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47029.....	22-2777159				Eastern Vision Service Plan, Inc.....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		32395.....	36-3560825				Vision Service Plan Insurance Company (Missouri)	US.....	IA.....	VSP Holding Company, Inc.....			Vision Service Plan (California).....	
		48321.....	94-3034073				Vision Service Plan, Inc. (Nevada).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	99-0247673				Vision Service Plan (Hawaii).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		54682.....	39-1249640				Wisconsin Vision Service Plan, Inc. (Wisconsin)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		53031.....	23-7089668				Mid-Atlantic Vision Service Plan, Inc. (Virginia)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47317.....	91-6056925				Vision Service Plan (Washington).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47783.....	82-0339119				Vision Service Plan of Idaho, Inc. (Idaho)...	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47201.....	92-0078509				Alaska Vision Services, Inc. (Alaska).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		52050.....	35-6062367				Indiana Vision Services, Inc. (Indiana).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47097.....	73-1004909				Vision Services Plan Inc., Oklahoma (Oklahoma)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47093.....	04-2718308				Massachusetts Vision Service Plan (Massachusetts)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		54380.....	31-0725743				Vision Service Plan (Ohio).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	23-7375685				New Hampshire Vision Services Corporation (New Hampshire)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	75-1769288				Southwest Vision Service Plan, Inc. (Arkansas)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	83-0212963				Vision Service Plan of Wyoming (Wyoming)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	20-1949500				Eastern Vision Service Plan IPA, Inc.....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		12516.....	20-0891619				Vision Service Plan of Illinois, NFP.....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	94-1632821				Vision Service Plan (California).....	US.....	UDP.....	Vision Service Plan (California).....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0621064				VSP Optical Group, Inc.....	US.....	DS.....	Vision Service Plan (California).....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0621213				Plexus Optix, Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-3107295				Eyeconic, Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-5016913				VSP Ceres Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0621143				VSP Labs, Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0933693				VSP Global, Inc.....	US.....	DS.....	Vision Service Plan (California).....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....					VSP Vision Care - UK, Ltd.....	GB.....	DS.....	VSP Global, Inc.....			Vision Service Plan (California).....	
		00000.....					VSP Canada Vision Care Insurance.....	CN.....	DS.....	Vision Service Plan (California).....			Vision Service Plan (California).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....		00000.....	.....	.....	.....	.....	VSP Vision Care Association (Canada).....	CN.....	DS.....	Vision Service Plan (California).....	.....	.....	Vision Service Plan (California).....	.....
.....		00000.....	26-1998746	.....	.....	.....	VSP Holding Company, Inc.....	US.....	DS.....	Vision Service Plan (California).....	Ownership.....	55.00	Vision Service Plan (California).....	.....
.....		00000.....	26-1998746	.....	.....	.....	VSP Holding Company, Inc.....	US.....	DS.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	45.00	Vision Service Plan (California).....	.....
.....		00000.....	68-0450459	.....	.....	.....	Eyefinity, Inc.....	US.....	DS.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	100.00	Vision Service Plan (California).....	.....
.....		00000.....	11-2617364	.....	.....	.....	Marchon Eyewear, Inc.....	US.....	DS.....	VSP Holding Company, Inc.....	.....	.....	Vision Service Plan (California).....	.....
.....		00000.....	11-3234044	.....	.....	.....	OfficeMate Software Solutions, Inc.....	US.....	DS.....	VSP Holding Company, Inc.....	.....	.....	Vision Service Plan (California).....	.....
.....		00000.....	68-0295156	.....	.....	.....	Altair Eyewear, Inc.....	US.....	DS.....	VSP Holding Company, Inc.....	.....	.....	Vision Service Plan (California).....	.....

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	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)	.....	.....	.....	.....(83,864,654)	.....	.....	.....	.....(113,864,654)	.....
47029.....	22-2777159.....	Eastern Vision Service Plan, Inc. (New York).....	.....	.....	.....	.....	.....(15,126,333)	.....	.....	.....	.....(15,126,333)	.....
32395.....	36-3560825.....	Vision Service Plan Insurance Company (a Missouri stock cor	(25,000,000)	.....	.....	.....	.....(17,002,226)	.....	.....	.....	.....(42,002,226)	.....
48321.....	94-3034073.....	Vision Service Plan, Inc. (Nevada).....	.....	.....	.....	.....	.....(2,032,039)	.....	.....	.....	.....(2,032,039)	.....
.....	99-0247673.....	Vision Service Plan (Hawaii).....	.....	.....	.....	.....	.....(1,441,189)	.....	.....	.....	.....(1,441,189)	.....
54682.....	39-1249640.....	Wisconsin Vision Service Plan, Inc. (Wisconsin).....	.....	.....	.....	.....	.....(2,084,601)	.....	.....	.....	.....(2,084,601)	.....
53031.....	23-7089668.....	Mid-Atlantic Vision Service Plan, Inc. (Virginia).....	.....	.....	.....	.....	.....(7,241,639)	.....	.....	.....	.....(7,241,639)	.....
47317.....	91-6056925.....	Vision Service Plan (Washington).....	.....	.....	.....	.....	.....(7,308,484)	.....	.....	.....	.....(7,308,484)	.....
47783.....	82-0339119.....	Vision Service Plan of Idaho, Inc. (Idaho).....	.....	.....	.....	.....	.....(1,535,263)	.....	.....	.....	.....(1,535,263)	.....
47201.....	92-0078509.....	Alaska Vision Services, Inc. (Alaska).....	.....	.....	.....	.....	.....(730,473)	.....	.....	.....	.....(730,473)	.....
52050.....	35-6062367.....	Indiana Vision Services, Inc. (Indiana).....	.....	.....	.....	.....	.....(3,917,632)	.....	.....	.....	.....(3,917,632)	.....
95478.....	75-1004909.....	Vision Services Plan Inc., Oklahoma (Oklahoma).....	.....	.....	.....	.....	.....(2,502,132)	.....	.....	.....	.....(2,502,132)	.....
47093.....	04-2718308.....	Massachusetts Vision Service Plan (Massachusetts).....	.....	.....	.....	.....	.....(3,475,583)	.....	.....	.....	.....(3,475,583)	.....
54380.....	31-0725743.....	Vision Service Plan (Ohio).....	(6,200,919)	.....	.....	.....	.....(9,860,467)	.....	.....	.....	.....(16,061,386)	.....
.....	75-1769288.....	Southwest Vision Service Plan, Inc. (Arkansas).....	.....	.....	.....	.....	.....(1,828,626)	.....	.....	.....	.....(1,828,626)	.....
.....	83-0212963.....	Vision Service Plan of Wyoming (Wyoming).....	.....	.....	.....	.....	.....(481,907)	.....	.....	.....	.....(481,907)	.....
.....	20-1949500.....	Eastern Vision Service Plan IPA, Inc.....	.....	.....	.....	.....	.....(191,396)	.....	.....	.....	.....(191,396)	.....
12516.....	20-0891619.....	Vision Service Plan of Illinois, NFP.....	.....	.....	.....	.....	.....(9,908,917)	.....	.....	.....	.....(9,908,917)	.....
.....	94-1632821.....	Vision Service Plan (California).....	61,200,919	.....	.....	.....	.....170,533,561	.....	.....	.....	.....231,734,480	.....
9999999.....	Control Totals.....	.....	.....0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES

APRIL FILING		
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES

JUNE FILING		
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES

AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO

APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	NO
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO

AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	NO

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

- 1.
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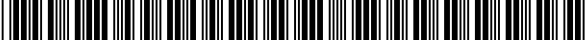
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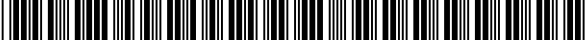
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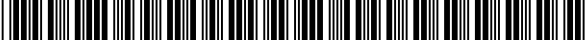
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2011 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7	Schedule D – Part 6 – Section 2	E16
Assets	2	Schedule D – Summary By Country	SI04
Cash Flow	6	Schedule D – Verification Between Years	SI03
Exhibit 1 – Enrollment By Product Type for Health Business Only	17	Schedule DA – Part 1	E17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18	Schedule DA – Verification Between Years	SI10
Exhibit 3 – Health Care Receivables	19	Schedule DB – Part A – Section 1	E18
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20	Schedule DB – Part A – Section 2	E19
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22	Schedule DB – Part B – Section 1	E20
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23	Schedule DB – Part B – Section 2	E21
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 8 – Furniture, Equipment and Supplies Owned	24	Schedule DB – Part C – Section 1	SI12
Exhibit of Capital Gains (Losses)	15	Schedule DB – Part C – Section 2	SI13
Exhibit of Net Investment Income	15	Schedule DB – Part D	E22
Exhibit of Nonadmitted Assets	16	Schedule DB – Verification	SI14
Exhibit of Premiums, Enrollment and Utilization (State Page)	29	Schedule DL – Part 1	E23
Five-Year Historical Data	28	Schedule DL – Part 2	E24
General Interrogatories	26	Schedule E – Part 1 – Cash	E25
Jurat Page	1	Schedule E – Part 2 – Cash Equivalents	E26
Liabilities, Capital and Surplus	3	Schedule E – Part 3 – Special Deposits	E27
Notes To Financial Statements	25	Schedule E – Verification Between Years	SI15
Overflow Page For Write-ins	42	Schedule S – Part 1 – Section 2	30
Schedule A – Part 1	E01	Schedule S – Part 2	31
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 2	32
Schedule A – Part 3	E03	Schedule S – Part 4	33
Schedule A – Verification Between Years	SI02	Schedule S – Part 5	34
Schedule B – Part 1	E04	Schedule S – Part 6	35
Schedule B – Part 2	E05	Schedule T – Part 2 – Interstate Compact	37
Schedule B – Part 3	E06	Schedule T – Premiums and Other Considerations	36
Schedule B – Verification Between Years	SI02	Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	38
Schedule BA – Part 1	E07	Schedule Y – Part 1A – Detail of Insurance Holding Company System	39
Schedule BA – Part 2	E08	Schedule Y - Part 2 – Summary of Insurer's Transactions With Any Affiliates	40
Schedule BA – Part 3	E09	Statement of Revenue and Expenses	4
Schedule BA – Verification Between Years	SI03	Summary Investment Schedule	SI01
Schedule D – Part 1	E10	Supplemental Exhibits and Schedules Interrogatories	41
Schedule D – Part 1A – Section 1	SI05	Underwriting and Investment Exhibit – Part 1	8
Schedule D – Part 1A – Section 2	SI08	Underwriting and Investment Exhibit – Part 2	9
Schedule D – Part 2 – Section 1	E11	Underwriting and Investment Exhibit – Part 2A	10
Schedule D – Part 2 – Section 2	E12	Underwriting and Investment Exhibit – Part 2B	11
Schedule D – Part 3	E13	Underwriting and Investment Exhibit – Part 2C	12
Schedule D – Part 4	E14	Underwriting and Investment Exhibit – Part 2D	13
Schedule D – Part 5	E15	Underwriting and Investment Exhibit – Part 3	14
Schedule D – Part 6 – Section 1	E16		

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	Letter of Credit Issuing or Confirming Bank (a)			13	14	15	16	17
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Total (Cols. 5 + 6 + 7)	Letters of Credit	10	11	12	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9 + 13 + 14 + 15 + 16 But Not in Excess of Col. 8
									American Bankers Association (ABA) Routing Number	Letter of Credit Code						
											Bank Name					

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*

Members

69		39616.....	06-1227840				Vision Service Plan Insurance Company (Connecticut)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47029.....	22-2777159				Eastern Vision Service Plan, Inc.....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		32395.....	36-3560825				Vision Service Plan Insurance Company (Missouri)	US.....	IA.....	VSP Holding Company, Inc.....			Vision Service Plan (California).....	
		48321.....	94-3034073				Vision Service Plan, Inc. (Nevada).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	99-0247673				Vision Service Plan (Hawaii).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		54682.....	39-1249640				Wisconsin Vision Service Plan, Inc. (Wisconsin)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		53031.....	23-7089668				Mid-Atlantic Vision Service Plan, Inc. (Virginia)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47317.....	91-6056925				Vision Service Plan (Washington).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47783.....	82-0339119				Vision Service Plan of Idaho, Inc. (Idaho)...	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47201.....	92-0078509				Alaska Vision Services, Inc. (Alaska).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		52050.....	35-6062367				Indiana Vision Services, Inc. (Indiana).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47097.....	73-1004909				Vision Services Plan Inc., Oklahoma (Oklahoma)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		47093.....	04-2718308				Massachusetts Vision Service Plan (Massachusetts)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		54380.....	31-0725743				Vision Service Plan (Ohio).....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	23-7375685				New Hampshire Vision Services Corporation (New Hampshire)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	75-1769288				Southwest Vision Service Plan, Inc. (Arkansas)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	83-0212963				Vision Service Plan of Wyoming (Wyoming)	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	20-1949500				Eastern Vision Service Plan IPA, Inc.....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		12516.....	20-0891619				Vision Service Plan of Illinois, NFP.....	US.....	IA.....	Vision Service Plan (California).....	Board.....		Vision Service Plan (California).....	
		00000.....	94-1632821				Vision Service Plan (California).....	US.....	UDP.....	Vision Service Plan (California).....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0621064				VSP Optical Group, Inc.....	US.....	DS.....	Vision Service Plan (California).....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0621213				Plexus Optix, Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-3107295				Eyeconic, Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-5016913				VSP Ceres Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0621143				VSP Labs, Inc.....	US.....	DS.....	VSP Optical Group, Inc.....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....	27-0933693				VSP Global, Inc.....	US.....	DS.....	Vision Service Plan (California).....	Ownership.....	100.00	Vision Service Plan (California).....	
		00000.....					VSP Vision Care - UK, Ltd.....	GB.....	DS.....	VSP Global, Inc.....			Vision Service Plan (California).....	
		00000.....					VSP Canada Vision Care Insurance.....	CN.....	DS.....	Vision Service Plan (California).....			Vision Service Plan (California).....	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....		00000.....	.....	.....	.....	.....	VSP Vision Care Association (Canada).....	CN.....	DS.....	Vision Service Plan (California).....	.....	.....	Vision Service Plan (California).....	.....
.....		00000.....	26-1998746	.....	.....	.....	VSP Holding Company, Inc.....	US.....	DS.....	Vision Service Plan (California).....	Ownership.....	55.00	Vision Service Plan (California).....	.....
.....		00000.....	26-1998746	.....	.....	.....	VSP Holding Company, Inc.....	US.....	DS.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	45.00	Vision Service Plan (California).....	.....
.....		00000.....	68-0450459	.....	.....	.....	Eyefinity, Inc.....	US.....	DS.....	Vision Service Plan Insurance Company (Connecticut)	Ownership.....	100.00	Vision Service Plan (California).....	.....
.....		00000.....	11-2617364	.....	.....	.....	Marchon Eyewear, Inc.....	US.....	DS.....	VSP Holding Company, Inc.....	.....	.....	Vision Service Plan (California).....	.....
.....		00000.....	11-3234044	.....	.....	.....	OfficeMate Software Solutions, Inc.....	US.....	DS.....	VSP Holding Company, Inc.....	.....	.....	Vision Service Plan (California).....	.....
.....		00000.....	68-0295156	.....	.....	.....	Altair Eyewear, Inc.....	US.....	DS.....	VSP Holding Company, Inc.....	.....	.....	Vision Service Plan (California).....	.....