

ALSTON & BIRD LLP

The Atlantic Building
950 F. Street, N.W.
Washington, DC 20004-2601

202-239-3300
Fax: 202-239-3333
www.alston.com

RECEIVED
2011 FEB 25 AM 11:29
FEC MAIL CENTER

Diego S. Marquez

Direct Dial: 202-239-3003

E-mail: diego.marquez@alston.com

February 25, 2011

Federal Election Commission
999 E Street, NW
Washington, D.C. 20463

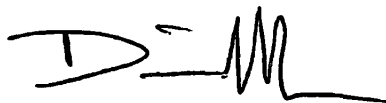
**Re: Statement of Organization
VSP Holding Company, Inc. Political Action Committee (VSP-PAC)**

Dear Madam or Sir:

Please find enclosed an executed FEC Form 1, Statement of Organization, filed on behalf of our client, VSP Holding Company, Inc. Political Action Committee (VSP-PAC). The Statement of Organization is signed by Lester Earl Passuello, Treasurer of VSP-PAC.

Please contact the undersigned at (202) 239-3003 or diego.marquez@alston.com, or Edward Britan at (202) 239-3364 or edward.britan@alston.com, with any questions or concerns.

Sincerely,



Diego Marquez

Enclosures

11030580769

RECEIVED

2011 FEB 25 AM 11:29

FEC MAIL CENTER

FEC FORM 1

STATEMENT OF ORGANIZATION

Office Use Only

1. NAME OF COMMITTEE (in full)

(Check if name is changed)

Example: If typing, type over the lines.

12FE4M5

VSP HOLDING COMPANY, INC.

POLITICAL ACTION COMMITTEE (VSP-PAC)

ADDRESS (number and street)

3333 QUALITY DRIVE (MS 163)

(Check if address is changed)

RANCHO CORDOVA CA 95670-7985

CITY

STATE

ZIP CODE

COMMITTEE'S E-MAIL ADDRESS (Please provide only one e-mail address)

STUART@VSP.COM

(Check if address is changed)

COMMITTEE'S WEB PAGE ADDRESS (URL)

NONE

(Check if address is changed)

2. DATE

02/18/2011

3. FEC IDENTIFICATION NUMBER

C

4. IS THIS STATEMENT

X

NEW (N)

OR

AMENDED (A)

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer

Lester Earl Passuello

Signature of Treasurer

[Handwritten Signature]

Date

02/22/2011

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g.

ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

Office Use Only

For further information contact: Federal Election Commission Toll Free 800-424-9530 Local 202-694-1100

FEC FORM 1 (Revised 02/2009)

11030580770

5. TYPE OF COMMITTEE

Candidate Committee:

- (a) This committee is a principal campaign committee. (Complete the candidate information below.)
- (b) This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)

Name of Candidate _____

Candidate Party Affiliation _____ Office Sought: House Senate President State _____ District _____

- (c) This committee supports/opposes only one candidate, and is NOT an authorized committee.

Name of Candidate _____

Party Committee:

- (d) This committee is a _____ (National, State or subordinate) committee of the _____ (Democratic, Republican, etc.) Party.

Political Action Committee (PAC):

- (e) This committee is a separate segregated fund. (Identify connected organization on line 6.) Its connected organization is a:
 - Corporation Corporation w/o Capital Stock Labor Organization
 - Membership Organization Trade Association Cooperative
 - In addition, this committee is a Lobbyist/Registrant PAC.
- (f) This committee supports/opposes more than one Federal candidate, and is NOT a separate segregated fund or party committee. (i.e., nonconnected committee)
 - In addition, this committee is a Lobbyist/Registrant PAC.
 - In addition, this committee is a Leadership PAC. (Identify sponsor on line 6.)

Joint Fundraising Representative:

- (g) This committee collects contributions, pays fundraising expenses and disburses net proceeds for two or more political committees/organizations, at least one of which is an authorized committee of a federal candidate.
- (h) This committee collects contributions, pays fundraising expenses and disburses net proceeds for two or more political committees/organizations, none of which is an authorized committee of a federal candidate.

Committees Participating in Joint Fundraiser

1.	_____	FEC ID number: C _____
2.	_____	FEC ID number: C _____
3.	_____	FEC ID number: C _____
4.	_____	FEC ID number: C _____

11030580771

Write or Type Committee Name

VSP Holding Company, Inc. Political Action Committee (VSP-PAC)

6. Name of Any Connected Organization, Affiliated Committee, Joint Fundraising Representative, or Leadership PAC Sponsor

VSP HOLDING COMPANY, INC.

Mailing Address

3333 QUALITY DRIVE (MS163)
RANCHO CORDOVA CA 95670-7985
CITY STATE ZIP CODE

Relationship: [X] Connected Organization [] Affiliated Committee [] Joint Fundraising Representative [] Leadership PAC Sponsor

7. Custodian of Records: Identify by name, address (phone number -- optional) and position of the person in possession of committee books and records.

Full Name

STUART THOMPSON

Mailing Address

3333 QUALITY DRIVE (MS163)
RANCHO CORDOVA CA 95670-7985
CITY STATE ZIP CODE

Title or Position

CITY

STATE

ZIP CODE

COUNSEL

Telephone number 916-851-4922

8. Treasurer: List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name of Treasurer

LESTER EARL PASSUELLO

Mailing Address

3333 QUALITY DRIVE (MS228)
RANCHO CORDOVA CA 95670-7985
CITY STATE ZIP CODE

Title or Position

TREASURER

Telephone number 916-851-4812

11030580772

Full Name of Designated Agent

STUART THOMPSON

Mailing Address

3333 QUALITY DRIVE (MS163)

RANCHO CORDOVA CA 95670-7985

CITY

STATE

ZIP CODE

Title or Position

COUNSEL

Telephone number

916-851-4922

9. Banks or Other Depositories: List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.

UNION BANK

Mailing Address

700 L STREET

SACRAMENTO CA 95814-3381

CITY

STATE

ZIP CODE

Name of Bank, Depository, etc.

Mailing Address

CITY

STATE

ZIP CODE

11030580773

Federal Election Commission
ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS
 The FEC added this page to the end of this filing to indicate how it was received.

<input checked="" type="checkbox"/> Hand Delivered	Date of Receipt <i>2/25/11</i>
<input type="checkbox"/> USPS First Class Mail	Postmarked
<input type="checkbox"/> USPS Registered/Certified	Postmarked (R/C)
<input type="checkbox"/> USPS Priority Mail	Postmarked
Delivery Confirmation™ or Signature Confirmation™ Label <input type="checkbox"/>	
<input type="checkbox"/> USPS Express Mail	Postmarked
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> No Postmark	
<input type="checkbox"/> Overnight Delivery Service (Specify):	Shipping Date
	Next Business Day Delivery <input type="checkbox"/>
<input type="checkbox"/> Received from House Records & Registration Office	Date of Receipt
<input type="checkbox"/> Received from Senate Public Records Office	Date of Receipt
<input type="checkbox"/> Received from Electronic Filing Office	Date of Receipt
<input type="checkbox"/> Other (Specify):	Date of Receipt or Postmarked

[Signature]
 PREPARER

2/25/11
 DATE PREPARED

11030580774