

FORM E
CONSENT TO JURISDICTION STATEMENT

Filed with the Office of the Commissioner of Insurance,
State of Wisconsin

By

Crossroads Acquisition Corp.

On behalf of following:

Name and Address:

Crossroads Acquisition Corp. 1 WellPoint Way, Thousand Oaks California 91362

Date: July 21, 2003

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

Thomas C. Geiser
Secretary, Treasurer and Vice President
Crossroads Acquisition Corp.
1 WellPoint Way
Thousand Oaks, CA 91362
Telephone: (805) 557-6110
Facsimile: (805) 557-6820

with copy to:

David J. Hanson, Esq.
Michael Best & Friedrich LLP
One South Pinckney Street, Suite 700
P.O. Box 1806
Madison, Wisconsin 53701
Telephone: (608) 257-3501
Facsimile: (608) 283-2275

CONSENT TO JURISDICTION

Crossroads Acquisition Corp. does hereby consent to the jurisdiction of the Wisconsin Office of the Commissioner of Insurance and the courts of the state of Wisconsin.

SIGNATURE

Crossroads Acquisition Corp. has caused this statement to be duly signed on its behalf in the city of Thousand Oaks and state of California on the 21st day of July 2003.

(SEAL) _____
Crossroads Acquisition Corp.

(SEAL)

By: Thomas C Geiser
Thomas C. Geiser
Secretary, Treasurer and Vice President

Attest:

Robert C. Kelly
(Signature of Officer)

Assistant Secretary
(Title)

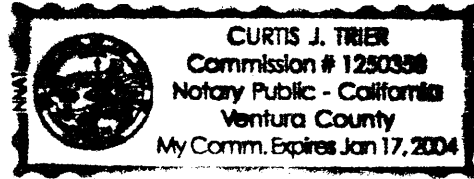
CERTIFICATION

The undersigned deposes and says that he has duly executed the attached statement dated, the 21st day of July, 2003, for and on behalf of Crossroads Acquisition Corp. that he is the Secretary, Treasurer and Vice 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 thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

Thomas C Geiser
(Signature)

THOMAS C. GEISER
(Print Name)

Subscribed and sworn to this
22nd day of July, 2003
before me



Curtis J. Trier
Notary Public
My commission expires 1/17/2004