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February 3, 2016

**VIA E-MAIL AND FEDERAL EXPRESS**

Kristin Forsberg, CPA, CFE  
Insurance Financial Examiner/Licensing Specialist  
Bureau of Financial Analysis and Examinations  
Wisconsin Office of the Commissioner of Insurance  
125 S. Webster Street  
Madison, WI 53703-3474

Re: Form A Statement (the "Form A") Regarding the Proposed Acquisition of Control of Superior Vision Insurance Plan of Wisconsin, Inc. ("the Domestic Insurer") by (the "Proposed Transaction") Wink Holdco, Inc. ("Wink Holdco"); Wink Parent, Inc. ("Wink Parent"); Centerbridge Capital Partners III, L.P.; Centerbridge Capital Partners SBS III, L.P.; and CCP III Cayman GP Ltd. (together, the "Applicants")

Dear Ms. Forsberg:

Thank you for your letter dated January 13, 2016 regarding the Form A. On behalf of the Applicants, the following is submitted in response to the requests contained in your letter. Please note that this response to your letter dated January 13, 2016 includes: (i) a binder marked "confidential," which contains an unredacted version of this cover letter and the confidential exhibits hereto; and (ii) a separate submission marked "redacted," consisting of the redacted version of this cover letter and those exhibits hereto for which we are not requesting confidential treatment.

1. Prior Experience in Healthcare and Financial Services: In Item 2 of the Form A, the Applicant states: "Centerbridge believes that its experience in Healthcare and Financial Services and its track record of partnership with its portfolio companies will help SVC and the Domestic Insurer to continue to create long-term sustainable value."

Please provide a narrative discussing the Applicant's experience with healthcare and financial services companies, and how the Applicant partners with its portfolio companies to create long-term sustainable value.

**RESPONSE:** The Applicants have informed us that the Centerbridge Partners, L.P. group ("Centerbridge") has broad experience in making investments in the healthcare and financial services industries. We understand that Centerbridge's investments in the healthcare industry include American Renal Associates, Remedi SeniorCare, and Partnerships in Care. Centerbridge's investments in the financial services industry include Focus Financial Partners, BankUnited, Resort Finance Holdings, Williams & Glyn (banking division of RBS), and

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Santander Consumer USA. Additionally, Matthew Kabaker, a Senior Managing Director of Centerbridge and a proposed director of Wink Parent, Wink Holdco (each being an Applicant on the Form A) and the Domestic Insurer, developed substantial expertise in investing in and advising financial services companies, such as Aspen Insurance Holdings, Ariel Reinsurance, and HealthMarkets, through his time at Blackstone and at the U.S. Department of the Treasury. In addition, another proposed director of Wink Parent, Wink Holdco and the Domestic Insurer, Michael Boxer, developed substantial expertise in advising and managing healthcare companies through senior roles at HealthMarkets, Mariner Health Care, Watson Pharmaceutical and Furman Selz.

As for partnering with its portfolio companies, the Applicants have informed us that Centerbridge's investment professionals work closely with portfolio company management teams as engaged board members supporting management in areas such as helping to set strategy, assisting in major corporate transactions, and bringing in additional internal and third party resources that can help the portfolio companies achieve their operating goals. In addition to this normal course engagement, the Applicants have informed us that Centerbridge has an in-house group of portfolio operations professionals with a variety of relevant industry experience, including in the healthcare and financial services industries, that focus on (i) accelerating growth, (ii) improving operational efficiencies, (iii) hiring, culture and professional development and (iv) optimizing procurement of goods and services that are product inputs. After completing an acquisition, we understand that Centerbridge's professionals spend time working with management to develop its long-term strategy and create an implementation plan including the four areas above. This collaborative approach allows the portfolio company's management team and employees to leverage the strengths of the Centerbridge professionals as described above.

2. Rollover Shareholders: The Form A states that none of the Rollover Shareholders or minority co-investors will own more than 10% of the outstanding voting securities of Wink Parent.

Please provide a list identifying the names of the Rollover Shareholders/minority co-investors, and their % ownership of the outstanding voting securities of Wink Parent post-closing.

**RESPONSE:** Please find attached as Exhibit A a list prepared by the Applicants identifying, based on the information available as of the date of this letter, the names of the Rollover Shareholders and their expected investment in Wink Parent at the time of the closing.

3. Stock Purchase Agreement: The Table of Contents to the Stock Purchase Agreement listed Exhibits A — H, and Schedules 1 — 7.2(b). These Exhibits and Schedules were not submitted with the Application materials.

Please provide a copy of all Exhibits and Schedules listed in the Table of Contents to the Stock Purchase Agreement.

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**RESPONSE:** Please find attached as Exhibit B hereto a copy of Exhibits A — H to the Stock Purchase Agreement. Please find attached as Exhibit C hereto a copy of Schedules 1 — 7.2(b) to the Stock Purchase Agreement. All of the documents attached as Exhibit B and Exhibit C have been marked “Confidential” due to the highly sensitive and proprietary nature of the information contained in such documents.

4. Partnership Agreement: Note 1 to the unaudited financial statements of Centerbridge Partners III (as of 9/30/15) states that Centerbridge Capital Partners III (the “Fund”) commenced operations on April 27, 2015, and is expected to terminate on or about April 27, 2026, unless terminated earlier or extended in accordance with the provisions of the Partnership’s Amended and Restated Limited Partnership Agreement, dated October 24, 2015.

Please provide a copy of the referenced Amended and Restated Limited Partnership Agreement.

**RESPONSE:** Please find attached as Exhibit D hereto a copy of the referenced Amended and Restated Limited Partnership Agreement, which is being submitted in a sealed envelope marked “Confidential” due to the highly sensitive and proprietary nature of this agreement.

5. Advisory Agreement: Note 1 to the unaudited financial statements of Centerbridge Partners III (as of 9/30/15) states that Centerbridge Advisors III, LLC (the “Advisor”) manages the Fund's investments pursuant to an Advisory Agreement, dated October 24, 2014.

Please provide a copy of the referenced Advisory Agreement.

**RESPONSE:** Please find attached as Exhibit E hereto a copy of the referenced Advisory Agreement, which is being submitted in a sealed envelope marked “Confidential” due to the highly sensitive and proprietary nature of this agreement.

6. Tax Sharing Agreement: In Item 5 of the Form A, it states that the existing Tax Sharing Agreement (to which the Domestic Insurer is a party) will be amended to add Wink Holdco and Wink Parent as parties to the agreement.

Please provide a copy of the current Tax Sharing Agreement effective January 1, 2014 (along with OCI’s non-disapproval letter dated April 24, 2015), and a copy of the proposed Tax Sharing Agreement (adding Wink Holdco and Wink Parent).

**RESPONSE:** Please find attached as Exhibit F hereto a copy of the referenced Tax Sharing Agreement, along with the Office of the Commissioner of Insurance of the State of Wisconsin’s (the “Office”) non-disapproval letter dated April 24, 2015. Attached as Exhibit G hereto is the proposed amendment to the Tax Sharing Agreement, adding Wink Holdco and Wink Parent as parties thereto. Exhibit F and Exhibit G have been marked “Confidential” due to the highly sensitive and proprietary nature of the information contained in these agreements.

7. Monitoring Fees:

Please discuss whether there will be any acceleration of monitoring fees to be paid by SVC to Nautic Partners as a result of the proposed transaction, and if so, how much?

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8. Dividends:

Please discuss whether it is anticipated that the Domestic Insurer will declare or pay-out any dividends prior to the Closing, and if so, how much?

**RESPONSE:** Superior Vision has informed us that the Domestic Insurer paid a \$320,000 extraordinary dividend on December 23, 2015 following receipt of a letter from the Office dated December 18, 2015 stating that the Office found no reason to disapprove such dividend. Superior Vision has informed us that the Domestic Insurer has no plans to declare or pay any further dividends prior to the closing of the Proposed Transaction.

9. Hart-Scott-Rodino (“HSR”):

Please discuss whether the proposed transaction is subject to an HSR anti-trust review by the FTC. If yes, please provide a copy of the FTC’s determination letter (when available).

**RESPONSE:** The Proposed Transaction is subject to an anti-trust review under the Hart-Scott-Rodino Antitrust Improvements Act Of 1976 (“HSR”) by the Federal Trade Commission (“FTC”). The HSR filing was submitted for FTC approval on December 14, 2015. The 30-day HSR waiting period expired at 11:59 p.m. on January 13, 2016 without the issuance of a request for additional information. The FTC does not issue a formal letter confirming the expiration.

10. Board Resolution/Shareholder Approval:

Please provide a certified copy of Superior Vision’s Board Resolution recommending approval of the proposed transaction, along with a certified copy of Superior Vision’s Shareholder Approval of the proposed transaction.

**RESPONSE:** A certified copy of Superior Vision’s Board Resolution recommending approval of the Proposed Transaction, along with a certified copy of Superior Vision’s Shareholder Approval of the Proposed Transaction, are attached hereto as Exhibit H.

11. RBC Commitment/Financial Guarantees:

Please discuss whether the Applicant is committed to maintaining a target level of capital and surplus for the Domestic Insurer (i.e. — a threshold RBC ratio), and how the Applicant intends to ensure that the target level of capital and surplus is maintained at all times (i.e. — will there be any formal written guarantees?).

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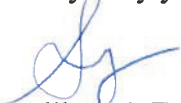
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The information and enclosures provided in response to items 2. (Rollover Shareholders); 3. (Exhibits and Schedules to Stock Purchase Agreement); 4. (Partnership Agreement); 5. (Advisory Agreement); 6. (Tax Sharing Agreement); 7. (Monitoring Fees) and 11. (RBC Commitment/Financial Guarantees) include information that the Applicants and Superior Vision consider highly confidential, sensitive and proprietary (the "Confidential Information"). Pursuant to Wis. Admin. Code § Ins 40.05, the Confidential Information is required under Wis. Stat. § 601.42; moreover, the Confidential Information is not public, and is therefore presumed to be proprietary and confidential under Wis. Stat. § 601.465(1n)(a), and the Office may withhold this information from public disclosure under Wis. Stat. § 601.465(1m)(a). The Confidential Information also includes "trade secrets" under Wis. Stat. § 134.90(1)(c) because it "derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use [and] is the subject of efforts to maintain its secrecy that are reasonable under the circumstances." A trade secret is exempt from the public records law under Wis. Stat. § 19.36(5) and Wis. Admin. Code § Ins 6.13(2).

For the reasons set forth above, we hereby request confidential treatment and non-disclosure of the Confidential Information. In the event that the Office receives a request for or a subpoena requiring production of the enclosed Confidential Information, we respectfully request that the Office immediately advise us of such request or subpoena in order that we may take the appropriate action to protect the Confidential Information.

Thank you for your consideration of the additional information that we have provided in this response. Should you have any questions, please do not hesitate to contact Bill Toman at (608) 283-2434 or by email at [william.toman@quarles.com](mailto:william.toman@quarles.com), or me at (212) 728-8282 or [atam@willkie.com](mailto:atam@willkie.com).

Very truly yours,

  
Allison J. Tam  
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Enclosures

cc: Daniel Osness, Centerbridge  
Audrey Weinstein, Superior Vision  
William Toman, Quarles & Brady LLP