

In the Matter of the Acquisition of Control
of Vision Insurance Plan of America, Inc.
by Superior Vision Acquisition Corp.

FINAL DECISION

Case No. 13-C35612

Petitioner.

FINAL DECISION

I adopt the Hearing Examiner's Proposed Decision, including the findings of fact and conclusions of law, which is attached to this Final Decision and which was served on the Petitioners with an opportunity for submitting written objections.

Based upon these findings of fact and conclusions of law, I order that:

(14) The Petitioner's request for approval of the plan for the acquisition of control is approved, subject to the following conditions subsequent:

- a) Form D Filings: Vision Insurance Plan of America, Inc. shall seek the nondisapproval of the Commissioner through the filing of a Form D Statement prior to entering into a transaction with any entity that owns, whether directly or indirectly, 10% or more of the company's voting securities, if the transaction is of the type, and meets the reporting thresholds, prescribed by s. 617.21, Wis. Stat. and s. Ins 40.04, Wis. Adm. Code.
- b) Holding Company Registration Statement – Forms B & C: The organizational chart of the annual Holding Company Registration Statement on Forms B and C that are filed on behalf of Vision Insurance Plan of America, Inc., pursuant to s. Ins 40.03, Wis. Adm. Code, shall disclose the owners of Superior Vision Holding Company, LLC and their respective ownership interests. The financial statement of the ultimate controlling person that is filed in conjunction with the annual Holding Company Registration Statement shall be that of Superior Vision Acquisition Corp.
- c) Consent to Jurisdiction (Form E): Superior Vision Holding Company, LLC will file a Consent to Jurisdiction Statement on Form E within ten (10) business days following the date on which the acquisition of control occurs.
- d) Form A Acquisition of Control/Disclaimer of Control: Superior Vision Acquisition Corp. and its owners will take all necessary steps to ensure that any person proposing to acquire directly or indirectly 10% or more of Vision Insurance Plan of America, Inc.'s common stock shall be required to file a Form A – Acquisition of Control of a Domestic Insurer in accordance with s. Ins 40.02, Wis. Adm. Code; or alternatively, a disclaimer of control providing the rationale as to why the presumption of control set-forth in s. 600.03 (13), Wis. Stat. is rebutted.

NOTICE OF APPEAL INFORMATION

(Notice of rights for rehearing and judicial review,
the times allowed for each, and the identification
of the party to be named as respondent)

The following notice is served on you as part of the Final Decision:

1. Rehearing.

Any person aggrieved by this Final Decision may petition for a rehearing within 20 days after the service of this Final Decision, as provided in s. 227.49, Wis. Stat. A petition for rehearing is not a prerequisite for appeal directly to circuit court through a petition for judicial review.

A petition for rehearing must be filed with the Commissioner at the address below.

2. Judicial Review.

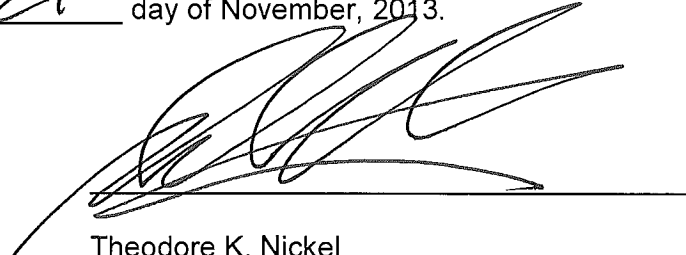
Any person aggrieved by this Final Decision has a right to petition for judicial review of this Final Decision as provided in s. 227.53, Wis. Stat. The petition must be filed in circuit court within 30 days after service of this Final Decision if there has been no petition for rehearing, or within 30 days after service of the order finally disposing of the petition for rehearing, or within 30 days after the final disposition by operation of law of any petition for rehearing.

A petition for judicial review must be served on, and name as the Respondent:

Commissioner of Insurance, Respondent
Office of the Commissioner of Insurance
P. O. Box 7873
Madison, Wisconsin 53707-7873

A copy of the relevant statutory provisions is attached.

Dated at Madison, Wisconsin, this 21st day of November, 2013.



Theodore K. Nickel
Commissioner of Insurance

WISCONSIN STATUTES

At all times material, the relevant parts of s. 227.49, Wis. Stat., read as follows:

227.49 PETITIONS FOR REHEARING IN CONTESTED CASES

(1) A petition for rehearing shall not be a prerequisite for appeal or review. Any person aggrieved by a final order may, within 20 days after service of the order, file a written petition for rehearing which shall specify in detail the grounds for the relief sought and supporting authorities. An agency may order a rehearing on its own motion within 20 days after service of a final order. . . .

(2) The filing of a petition for rehearing shall not suspend or delay the effective date of the order, and the order shall take effect on the date fixed by the agency and shall continue in effect unless the petition is granted or until the order is superseded, modified, or set aside as provided by law.

(3) Rehearing will be granted only on the basis of:

(a) Some material error of law.

(b) Some material error of fact.

(c) The discovery of new evidence sufficiently strong to reverse or modify the order, and which could not have been previously discovered by due diligence.

(4) Copies of petitions for rehearing shall be served on all parties of record. Parties may file replies to the petition.

(5) The agency may order a rehearing or enter an order with reference to the petition without a hearing, and shall dispose of the petition within 30 days after it is filed. If the agency does not enter an order disposing of the petition within the 30-day period, the petition shall be deemed to have been denied as of the expiration of the 30-day period.

(6) Upon granting a rehearing, the agency shall set the matter for further proceedings as soon as practicable. . . .

At all times material, the relevant part of s. 227.52, Wis. Stat., read as follows:

227.52 JUDICIAL REVIEW; DECISIONS REVIEWABLE.

Administrative decisions which adversely affect the substantial interests of any person, whether by action or inaction, whether affirmative or negative in form, are subject to review as provided in this chapter. . . .

At all times material, the relevant parts of s. 227.53, Wis. Stat., read as follows:

227.53 PARTIES AND PROCEEDINGS FOR REVIEW. (1)

Except as otherwise specifically provided by law, any person aggrieved by a decision specified in s. 227.52 shall be entitled to judicial review thereof as provided in this chapter.

(a) 1. Proceedings for review shall be instituted by serving a petition therefor personally or by certified mail upon the agency or one of its officials, and filing the petition in the office of the clerk of the circuit court for the county where the judicial review proceedings are to be held. . . .

2. Unless a rehearing is requested under s. 227.49, petitions for review under this paragraph shall be served and filed within 30 days after the service of the decision of the agency upon all parties under s. 227.48. If a rehearing is requested under s. 227.49, any party desiring judicial review shall serve and file a petition for review within 30 days after service of the order finally disposing of the application for rehearing, or within 30 days after the final disposition by operation of law of any such application for rehearing. The 30-day period for serving and filing a petition under this paragraph commences on the day after personal service or mailing of the decision by the agency.

. . .

(b) The petition shall state the nature of the petitioner's interest, the facts showing that petitioner is a person aggrieved by the decision, and the grounds specified in s. 227.57 upon which petitioner contends that the decision should be reversed or modified. . . .

. . .

(c) A copy of the petition shall be served personally or by certified mail or, when service is timely admitted in writing, by first class mail, not later than 30 days after the institution of the proceeding, upon each party who appeared before the agency in the proceeding in which the decision sought to be reviewed was made or upon the party's attorney of record. . . .

(d) The agency . . . and all parties to the proceeding before it, shall have the right to participate in the proceedings for review. .

. .

In the Matter of the Acquisition of Control
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PROPOSED DECISION

Case No. 13-C35612

Petitioner.

Rebecca L. Easland, Hearing Examiner, Presiding

APPEARANCES

For the Office of the
Commissioner of Insurance:

Present in person
Kristin Forsberg
Insurance Financial Examiner - Advanced
125 South Webster Street
Madison, Wisconsin 53703

For the Petitioners:

Present by telephone
Christopher Corey (Director),
Peter Nelson (Interim CFO), and
Brian Silverberg (CFO and Treasurer),

representing:

Superior Vision Acquisition Corp.
11101 White Rock Road
Rancho Cordova, CA 95670

and, Applicant's External Legal Counsel:

Michael T. Griffin (Partner)
Edwards Wildman Palmer LLP
20 Church Street
Hartford, CT 06103

For the Wisconsin Insurer:

Present in person
William J. Toman (External Legal Counsel)
Quarles & Brady LLP
33 East Main Street
Suite 900
Madison, WI 53703

Present by telephone
Audrey Weinstein
(Secretary, Vice President and Director)
Vision Insurance Plan of America, Inc.
6737 W. Washington St., Suite 2202
West Allis, WI 53214

PRELIMINARY

Pursuant to a Notice of Hearing dated November 18, 2013, a hearing was held at 11:05 a.m. on November 21, 2013, to determine whether the Petitioner's application for approval of the plan for acquisition of control should be granted. Based on the record, the Hearing Examiner makes the following:

PROPOSED FINDINGS OF FACT

(1) Superior Vision Acquisition Corp., located at 11101 White Rock Road, Rancho Cordova, CA, is a stock corporation domiciled in the State of Delaware (the Petitioner).

(2) Vision Insurance Plan of America, Inc., located at 6737 W. Washington St., West Allis, Wisconsin is a Wisconsin domestic stock insurance company.

(3) The Petitioner filed with the Office of the Commissioner of Insurance (Commissioner) an application for approval of the acquisition of control of Vision Insurance Plan of America, Inc. (Plan).

(4) Prior to the closing of the proposed acquisition, Block Vision Holdings Corporation ("BVHC"), an upstream holding company of Vision Insurance Plan of America, Inc., intends to dissolve its wholly-owned direct subsidiary, Vision Twenty-One of Wisconsin, Inc. (an intermediate Wisconsin holding company, and the direct parent of Vision Insurance Plan of America, Inc.), in accordance with s. 180.1402, Wis. Stat. Following the dissolution, Vision Insurance Plan of America, Inc. will become a direct subsidiary of BVHC.

(5) The Petitioner was served with a Notice of Hearing.

(6) The Petitioner fulfilled the filing requirements of s. Ins 40.02, Wis. Adm. Code.

(7) The Plan will not violate the law or be contrary to the interest of the insureds of Vision Insurance Plan of America, Inc. or of the Wisconsin insureds of any participating nondomestic corporation.

(8) After the acquisition of control, Vision Insurance Plan of America, Inc. will be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which it is presently licensed.

(9) The effect of the acquisition of control will not be to create a monopoly or to substantially lessen competition in any type or line of insurance in Wisconsin.

(10) The financial condition of Superior Vision Acquisition Corp. is not likely to jeopardize the financial stability of Vision Insurance Plan of America, Inc. or to prejudice the interests of its Wisconsin policyholders.

(11) There are no plans or proposals to make significant changes to senior management or the employees of the domestic stock insurance company, Vision Insurance Plan of America, Inc., or to request an extraordinary dividend, to liquidate, to sell its assets, or to consolidate or merge with any person, or to materially change the current operations. The Petitioner's plans, after acquiring the voting shares, as described by the Petitioner, are fair and reasonable to the policyholders of Vision Insurance Plan of America, Inc. and in the public interest.

(11) The competence and integrity of the persons who will control the operation of the domestic stock insurance corporation, Vision Insurance Plan of America, Inc., are such that it will be in the interest of the policyholders and the public to permit the acquisition of control.

PROPOSED CONCLUSION OF LAW

(12) The proposed findings of fact set forth above establish that the requirements of s. 611.72 and chs. 227 and 617, Wis. Stat., and ch. Ins 40, Wis. Adm. Code, have been satisfied and approval of the plan should be granted.

PROPOSED ORDER

NOW, THEREFORE, based upon the findings of fact and conclusion of law, I hereby recommend that:

(13) The Petitioners' request for approval of the plan for acquisition of control should be approved, subject to the following conditions subsequent:

- a) Form D Filings: Vision Insurance Plan of America, Inc. shall seek the nondisapproval of the Commissioner through the filing of a Form D Statement prior to entering into a transaction with any entity that owns, whether directly or indirectly, 10% or more of the company's voting securities, if the transaction is of the type, and meets the reporting thresholds, prescribed by s. 617.21, Wis. Stat. and s. Ins 40.04, Wis. Adm. Code.
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Dated at Madison, Wisconsin, this 21st day of November, 2013.



Rebecca L. Easland
Hearing Examiner