



State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

Scott Walker, Governor
Theodore K. Nickel, Commissioner

Wisconsin.gov

November 18, 2013

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MICHAEL T GRIFFIN
PARTNER
EDWARDS WILDMAN PALMER LLP
20 CHURCH STREET
HARTFORD CT 06103

Re: Acquisition of Control of Vision Insurance Plan of America, Inc. by
Superior Vision Acquisition Corp. [Case No. 13-C35612]

Dear Mr. Griffin:

Enclosed is a Notice of Hearing in the matter of the acquisition of control of Vision Insurance Plan of America, Inc. by Superior Vision Acquisition Corp.

Please feel free to call me at (608) 266-9896 if you have any questions.

Sincerely,

Kristin L. Forsberg
Advanced Examiner/Licensing Specialist
Bureau of Financial Analysis and Examinations

Enclosure

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

NOTICE OF HEARING

Petitioners.

Case No. 13-C35612

*** PREHEARING CONFERENCE DATE: November 21, 2013, at 11:00 a.m. (C.D.S.T.)
IS SCHEDULED

PLACE: Office of the Commissioner of Insurance
125 South Webster Street
Madison, Wisconsin 53703

*** HEARING IS SCHEDULED DATE: November 21, 2013, at 11:05 a.m. (C.D.S.T.)

PLACE: Office of the Commissioner of Insurance
125 South Webster Street
Madison, Wisconsin 53703

PLEASE READ CAREFULLY

A class 1 hearing under s. 611.72 and chs. 227 and 617, Wis. Stat., will be held before Rebecca L. Easland, duly appointed hearing examiner, at the time and place stated above, to be continued at any time and place the hearing examiner considers necessary, to consider the matters set forth in this Notice of Hearing.

The issues to be considered are as follows:

- (1) The plan for the acquisition of control of Vision Insurance Plan of America, Inc. by Superior Vision Acquisition Corp. (the "Petitioner").
- (2) The names, addresses, and interrelationships of all affiliates and principals of the Petitioners at the time of the filing and after the request is granted if the plan is approved.
- (3) Whether or not, under s. 611.72 and ch. 617, Wis. Stat.
 - (a) The plan would violate the law or be contrary to the interests of the insureds of Vision Insurance Plan of America, Inc., participating domestic corporations, or of the Wisconsin insureds of any participating nondomestic corporation.
 - (b) After the acquisition of control, Vision Insurance Plan of America, Inc. would be able to satisfy the requirements for the issuance of a license to write the line or lines of insurance for which each is presently licensed.
 - (c) The effect of the acquisition of control would be to create a monopoly or substantially to lessen competition in insurance in Wisconsin.

- (d) The merger is likely to jeopardize the financial stability of Vision Insurance Plan of America, Inc. or to prejudice the interests of their Wisconsin policyholders.
- (e) Any plans or proposals which the acquiring party has to liquidate the domestic stock insurance corporation or its parent insurance holding corporation, sell its assets, or consolidate or merge it with any person, or make any other material change in its business or corporate structure or management are fair and reasonable to policyholders of the domestic stock insurance corporation or in the public interest.
- (f) The competence and integrity of the persons who would control the operation of the domestic stock insurance corporation or its parent insurance holding corporation are such that it would be in the interest of the policyholders of the corporation and of the public to permit the acquisition of control.

(4) Whether the Petitioners have complied with the filing requirements of s. Ins 40.02, Wis. Adm. Code.

Dated at Madison, Wisconsin, this 19th day of November, 2013.



Rebecca L. Easland
Hearing Examiner