

Alfred J. Kritzman

+1 860 541 7784
fax +1 888 877 2094
akritzman@edwardswildman.com

December 4, 2013

VIA EMAIL AND FEDEX

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

**Re: Superior Vision Holding Company, LLC – Consent to Jurisdiction
Statement (Form E)**

Dear Ms. Forsberg:

On behalf of our client, Superior Vision Holding Company, LLC (“SVHC”), and in connection with the Final Decision Approving Acquisition of Control of Vision Insurance Plan of America, Inc. by Superior Vision Acquisition Corp. issued by the Wisconsin Office of the Commissioner of Insurance, enclosed please find the executed Consent to Jurisdiction Statement (Form E) for SVHC.

Should you have any questions or require any additional information, please do not hesitate to contact us.

Sincerely,



Alfred J. Kritzman

cc: Kirk Rothrock, CEO and President – Superior Vision Holding Company, LLC
Brian Silverberg, CFO and Treasurer – Superior Vision Holding Company, LLC
Audrey M. Weinstein, Senior Vice President and Secretary – Superior
Vision Holding Company, LLC

AM 25972044.1

**FORM E
CONSENT TO JURISDICTION STATEMENT**

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

by

SUPERIOR VISION HOLDING COMPANY, LLC

On Behalf of Following:

Name

Address

**Superior Vision Holding Company, LLC 11101 White Rock Road
Rancho Cordova, California 95670**

Date: December 3, 2013

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

**Brian Silverberg
CFO and Treasurer
Superior Vision Holding Company, LLC
11101 White Rock Road
Rancho Cordova, California 95670
Telephone: (800) 923-6766**

With a Copy to:

**Michael T. Griffin, Esq.
Edwards Wildman Palmer LLP
20 Church Street, 20th Floor
Hartford, Connecticut 06103
Telephone: (860) 541-7764
MGriffin@edwardswildman.com**

CONSENT TO JURISDICTION

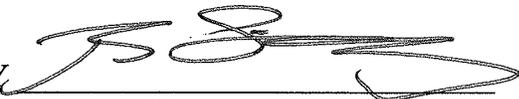
Superior Vision Holding Company, LLC, an affiliate of Vision Insurance Plan of America, Inc., a Wisconsin-domiciled limited service health organization, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin.

SIGNATURE

Superior Vision Holding Company, LLC has caused this statement to be duly signed on its behalf in the city of Linthicum and state of Maryland on the 3rd day of December, 2013.

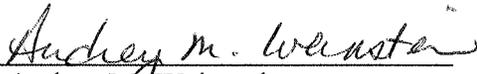
(SEAL)

Superior Vision Holding Company, LLC

BY 

Name: Brian Silverberg
Title: CFO and Treasurer

Attest:

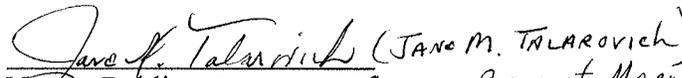

Name: Audrey M. Weinstein
Title: Senior Vice President and Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached statement dated December 3, 2013, for and on behalf of Superior Vision Holding Company, LLC that he is the CFO and Treasurer 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 and belief.


Brian Silverberg

Subscribed and sworn to this
3rd day of December, 2013.


Notary Public BALTIMORE COUNTY STATE OF MARYLAND

My commission expires March 11, 2015