FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER WITH A DOMESTIC INSURER

SPARTA Insurance Company,
an indirect wholly owned subsidiary of Catalina Holdings (Bermuda) Ltd.

(the "Domestic Insurer")

by

Apollo Global Management, LLC
9 West 57th Street, 43rd Floor
New York, New York 10019

and

Leon Black, Joshua Harris, and Marc Rowan
c/o Apollo Global Management, LLC
9 West 57th Street, 43rd Floor
New York, New York 10019

(collectively referred to herein as the "Applicants")

Filed with the Connecticut Insurance Department

Dated as of February 20, 2018

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

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This Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer (this "Form A") seeks the approval of the Insurance Commissioner (the "Commissioner") of the Connecticut Insurance Department (the "Department") for the acquisition of control of the Domestic Insurer by the Applicants.

ITEM 1. INSURER AND METHOD OF ACQUISITION.

This Form A pertains to SPARTA Insurance Company, a Connecticut-domiciled property and casualty insurer (NAIC No. 20613) (the "Domestic Insurer"). The Domestic Insurer's statutory home office and main administrative office address is 5 Batterson Park Road, 3rd Floor, Farmington, Connecticut 06032.

The Domestic Insurer is in run-off. At December 31, 2016, the Domestic Insurer had direct written premium in the amount of $81,467.

The Domestic Insurer's ultimate controlling parent is Catalina Holdings (Bermuda) Ltd., a Bermuda exempted company ("Catalina"). All of the issued and outstanding shares of Catalina are currently owned by the following entities or persons (collectively, the "Selling Shareholders"):

Selling Shareholders	Ownership Percentage of Catalina's Voting/Ordinary Shares
Apollo Rose L.P.,[1] which is ultimately controlled by (i) Apollo Global Management, LLC, a Delaware limited liability company whose securities are traded on the New York Stock Exchange ("AGM"), and (ii) Leon Black, Joshua Harris and Marc Rowan (collectively, the "Individual Applicants")	38.3%
CDP VSI I Limited Partnership	29.5%
1397225 Ontario Limited	17.7%
The Management Sellers (as defined in the Purchase Agreement, as defined below)	14.3%

The Selling Shareholders entered into an agreement dated as of October 10, 2017 (the "Purchase Agreement"), with Avalon Acquisition, LLC, a Cayman Islands limited liability company ("Avalon"). A copy of the Purchase Agreement is attached as Exhibit A. All summaries and descriptions of, and references to, the Purchase Agreement made herein are qualified in their entirety by the terms and conditions of the Purchase Agreement.

[1] Apollo Rose, L.P. previously filed with the Commissioner a disclaimer of affiliation regarding the Domestic Insurer, and such disclaimer was allowed by the Commissioner.

Avalon is ultimately controlled by AGM and the Individual Applicants. Subject to the conditions set forth in the Purchase Agreement, on the closing date thereunder (the "Closing Date"), AGM and the Individual Applicants will indirectly acquire control from the Selling Shareholders, and the Selling Shareholders will indirectly sell control to AGM and the Individual Applicants, of the Selling Shareholders' respective shares (the "Catalina Shares") of Catalina's voting/ordinary securities (the "Proposed Acquisition").[2] The parties desire to close the Proposed Acquisition as soon as possible, subject to receipt of required approvals from, and the making of required filings and notices with, governmental and regulatory authorities and other customary closing conditions.

AGM and the Individual Applicants propose to effect the Proposed Acquisition as follows:

- The purchase price under the Purchase Agreement will be funded primarily by the Cayman Islands exempted limited partnerships identified on Exhibit B (the "Limited Partnerships").[3]

- In connection therewith, Avalon entered (or will enter) into certain Deeds of Assignment pursuant to which it assigned (or will assign) all of its rights under the Purchase Agreement to the Limited Partnerships in the percentages that are also identified on Exhibit B.

- Each of the Limited Partnerships is ultimately controlled by AGM, which control is maintained as depicted on the Organization Chart attached as Exhibit C.

- AGM is managed, operated and controlled by BRH Holdings GP, Ltd., a Cayman Islands company ("BRH"), and AGM Management, LLC, a Delaware limited liability company ("AGM Management").

- BRH owns (i) 53.9% of AGM's voting power (as of January 11, 2018) and (ii) 100% of AGM Management. AGM Management is AGM's manager.

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[2] It is anticipated that the Management Sellers will retain (or rollover) certain of their Catalina Shares such that the Management Sellers collectively will control approximately 3% of the voting shares of Catalina following the closing of the Proposed Acquisition. In addition, each Selling Shareholder, other than the Management Sellers, owns non-voting preference shares issued by Catalina. Immediately prior to the Closing Date, such preference shares will be converted into non-voting D ordinary shares. The purchase price for such non-voting D ordinary shares on the Closing Date will be equivalent to the amounts due to the holders pursuant to the terms of the preference shares. In addition, following the conversion of the preference shares into non-voting D ordinary shares, Catalina will effect a buy-back of a number of ordinary shares held by the institutional Selling Shareholders, so as to increase the Management Sellers' percentage of voting shares of Catalina pursuant to a formula for the Management Sellers' equity participation, which vests on a sliding scale upon the closing of the Proposed Acquisition depending upon the valuation of Catalina. This equity participation arises under that certain Terminating Shareholders Agreement (as defined in Item 8). As the equity participation formula is dependent upon the timing of the Closing Date and the performance of Catalina prior to such date, the precise shareholdings as of the Closing Date cannot yet be confirmed. However, it is anticipated that the approximate percentages will be as follows: 91% for the Limited Partnerships (as defined below); 3% for the Management Sellers; and 6% for the unaffiliated direct investor as further discussed below (the "Direct Investor").

[3] It is contemplated that the Direct Investor will acquire control of approximately 6% of the Catalina Shares.

- BRH, in turn, is equally wholly-owned (33.33%) and controlled by each of the Individual Applicants.

- Other than BRH (which is controlled by the Individual Applicants), no single person or entity owns or controls 10% or more of AGM's voting securities.

Accordingly, AGM (the publicly traded company) and the Individual Applicants (collectively, the "Applicants") are the Applicants under this Form A because upon the closing of the Proposed Acquisition, the Applicants will control the Domestic Insurer. Applicants note that in a disclaimer letter that will be submitted separately to the Department (the "Disclaimer Letter"), AGM plans to request that the Department grant certain disclaimers of control and affiliation with respect to the interests of certain parties related to AGM and the Individual Applicants in the Domestic Insurer.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANTS.

(a) Names and Addresses of Non-Individual Applicant

The name and address of AGM, the only Applicant that is not an individual, are as follows:

Apollo Global Management, LLC (a Delaware limited liability company)
9 West 57th Street, 43rd Floor
New York, New York 10019

(b) Business Operations of the Applicants

The only Applicant that is not an individual is AGM, which is a publicly traded company. AGM and its predecessors and their respective subsidiaries and affiliates (together, "Apollo"), originally founded in 1990, operate as a global alternative investment manager, raising, investing and managing private equity, credit and real estate funds, with significant distressed investment expertise. As of September 30, 2017, Apollo had total assets under management of approximately $241.6 billion. The Individual Applicants lead a team of approximately 1,024 employees at Apollo. Apollo's objective is to achieve superior long-term risk-adjusted returns for its fund investors, by following a value-oriented investment approach that focuses on nine core industries in which Apollo has considerable knowledge and experience.

(c) Organization Chart

Organization charts that present the identities of, and inter-relationships among, AGM and its affiliates that are in the chain of control of the Domestic Insurer before and after giving effect to the Proposed Acquisition are attached as Exhibit C. The organization charts indicate the type of organization and the state or other jurisdiction of domicile of each entity listed or depicted therein, and the percentage of voting securities of each entity owned (or to be owned) by an affiliate in the chain of control of the Domestic Insurer. Unless otherwise indicated, the entities identified in the organization charts own or control 100% of the voting securities or membership interests or are the general partners of their immediate downstream affiliates identified therein.

There is no pending court proceeding involving a reorganization or liquidation where AGM or any of its affiliates that are in the chain of control of the Domestic Insurer as depicted in the organization charts is involved as a debtor.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS.

(a) Names and Business Addresses

The names and business addresses of the directors and executive officers[4] of AGM are as follows:

Name	Title	Business Address
Leon Black	Chairman, Chief Executive Officer and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Joshua Harris	Senior Managing Director and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Marc Rowan	Senior Managing Director and Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Scott Kleinman	Co-President	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
James Zelter	Co-President	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Martin Kelly	Chief Financial Officer	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
John Suydam	Chief Legal Officer	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019

[4] Executive officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and Securities and Exchange Commission Form 10-K reporting.

Name	Title	Business Address
Michael Ducey	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Paul Fribourg	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Robert Kraft	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
A.B. Krongard	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019
Pauline Richards	Independent Director	c/o Apollo Global Management, LLC 9 West 57th Street, 43rd Floor New York, New York 10019

The names and business addresses of the Individual Applicants are:

(i) Leon Black, c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019;

(ii) Joshua Harris, c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019; and

(iii) Marc Rowan, c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019.

(b), (c), (d) <u>Background Information Regarding AGM's Directors and Executive Officers and the Individual Applicants</u>

(i) AGM's Directors and Executive Officers

The Individual Applicants, through their ownership of BRH, beneficially own the Class B share of AGM and consequently are able to exercise control over all matters requiring the approval of shareholders of AGM. As of January 11, 2018, the Class B share represented 53.9% of the total voting power of AGM's shares entitled to vote. The Class B share does not represent an economic interest in AGM. The Individual Applicants' economic interests are instead represented by their indirect limited partnership interests in various indirect subsidiaries of AGM. AGM's operating agreement provides that so long as AGM Management, the Individual Applicants, the officers, directors, investment professionals and employees of AGM and its subsidiaries (past, present or

future) and certain family members, estate planning vehicles and affiliates of any of the foregoing beneficially own at least 10% of the aggregate number of votes that may be cast by holders of AGM's outstanding voting shares (the "AGM Control Condition"), AGM Management has the power to conduct, direct and manage all activities of AGM. Accordingly, for so long as the AGM Control Condition is satisfied, AGM Management is entitled to, among other things, (i) nominate and elect all directors to AGM's board of directors, (ii) set the number of directors of AGM's board of directors and (iii) fill any vacancies on AGM's board of directors. AGM's board currently consists of eight members—the three Individual Applicants and five independent directors (such independent directors, the "Outside Directors"). For so long as the AGM Control Condition is satisfied, AGM Management may remove any director, with or without cause, at any time.

Based on this structure, for so long as the AGM Control Condition is satisfied, AGM Management will manage all of AGM's operations and activities, and AGM's board of directors will have no authority other than that which AGM Management chooses to delegate to it (e.g., pursuant to a delegation of authority from AGM Management, which may be revoked, AGM's board of directors has established and will maintain independent audit and conflicts committees). Accordingly, for so long as the AGM Control Condition is satisfied, the Outside Directors will have limited powers. In this regard, in the Disclaimer Letter, AGM respectfully seeks confirmation that, for so long as the AGM Control Condition is satisfied, the Outside Directors will not be considered individuals for whom information is required to be provided under this Item 3 or in the Domestic Insurer's Form Bs.

A listing of all directors and executive officers of AGM is set forth in Item 3(a). Biographical affidavits of each of these individuals identified in Item 3(a), other than the Outside Directors, setting forth each such individual's current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) are attached as Exhibit D. As the Department automatically provides confidential treatment for social security and identification numbers, dates of birth, residence addresses and names of spouses contained in the biographical affidavits pursuant to Section 1-210 of the Connecticut General Statutes, such information is redacted from the biographical affidavits attached as Exhibit D. The original unredacted versions of the biographical affidavits are submitted separately in a sealed envelope marked "Confidential." Copies of the unredacted biographical affidavits have been provided to an NAIC-approved vendor for third party verification reports that will be delivered to the Department. Pursuant to the Department's instructions, the vendor preparing the verification report will provide the Department with two versions of such report, *i.e.,* a non-public version that includes the personal information described above and a public version with such personal information redacted. None of the individuals with respect to whom biographical affidavits are provided, including the Individual Applicants, have been convicted of any crime, other than minor traffic violations, during the past ten years.

(ii) Leon Black

Mr. Black's business address is c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019. A biographical affidavit of Mr. Black setting forth Mr. Black's current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) is attached as Exhibit D. The following is a

summary of Mr. Black's employment information, but it is qualified in its entirety by the information contained in the biographical affidavit.

Mr. Black is the Chairman of the Board, Chief Executive Officer and a Director of AGM. Mr. Black co-founded Apollo in 1990 to manage investment capital on behalf of a group of institutional investors, focusing on corporate restructuring, leveraged buyouts and taking minority positions in growth-oriented companies. From 1977 to 1990, Mr. Black worked at Drexel Burnham Lambert Incorporated, where he served as a Managing Director, head of the Mergers & Acquisitions Group and co-head of the Corporate Finance Department.

Mr. Black is, *inter alia*, a Co-Chairman of The Museum of Modern Art and a trustee of The Mount Sinai Medical Center and The Asia Society. He is also, *inter alia*, a member of The Council on Foreign Relations and The Partnership for New York City and a member of the boards of FasterCures and the Port Authority Task Force. Mr. Black previously served on the boards of, *inter alia*, the general partner of AP Alternative Assets, L.P. ("AAA") and Sirius XM Radio Inc. He graduated summa cum laude from Dartmouth College with a major in Philosophy and History and received an MBA from Harvard Business School.

(iii) Joshua Harris

Mr. Harris' business address is c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019. A biographical affidavit of Mr. Harris setting forth Mr. Harris' current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) is attached as Exhibit D. The following is a summary of Mr. Harris' employment information, but it is qualified in its entirety by the information contained in the biographical affidavit.

Mr. Harris is a Senior Managing Director and a Director of AGM and co-founded Apollo in 1990. Prior to 1990, Mr. Harris was a member of the Mergers & Acquisitions Group of Drexel Burnham Lambert Incorporated. Mr. Harris is a member of the Federal Reserve Bank of New York's Investor Advisory Committee on Financial Markets and the Council of Foreign Relations. He is also a Managing Partner of the Philadelphia 76ers, Managing Member of the New Jersey Devils and a General Partner of the Crystal Palace Football Club. Mr. Harris has previously served on the board of directors of Berry Plastics Group Inc., EP Energy Corporation, EPE Acquisition, LLC, CEVA Logistics, Constellium N.V., and LyondellBasell Industries B.V.

Mr. Harris also serves on the Board of Trustees of Mount Sinai Medical Center, Harvard Business School, the University of Pennsylvania's Wharton School of Business and the United States Olympic Committee. Mr. Harris graduated summa cum laude and Beta Gamma Sigma from the University of Pennsylvania's Wharton School of Business with a Bachelor of Science degree in Economics and received his MBA from Harvard Business School, where he graduated as a Baker and Loeb Scholar.

(iv) Marc Rowan

Mr. Rowan's business address is c/o Apollo Global Management, LLC, 9 West 57th Street, 43rd Floor, New York, New York 10019. A biographical affidavit of Mr. Rowan setting forth

Mr. Rowan's current employment information (including position held and business address) and material employment information during the past five years (including position held, business address and starting and ending dates of employment) is attached as Exhibit D. The following is a summary of Mr. Rowan's employment information, but it is qualified in its entirety by the information contained in the biographical affidavit.

Mr. Rowan is a Senior Managing Director and a Director of AGM and co-founded Apollo in 1990. Prior to 1990, Mr. Rowan was a member of the Mergers & Acquisitions Group of Drexel Burnham Lambert Incorporated, with responsibilities in high yield financing, transaction idea generation and merger structure negotiation. Mr. Rowan currently serves on, *inter alia*, the boards of Athene Holding Ltd., Athora Holding Ltd. and Aris Mortgage Holding Company, LLC. He has previously served on the boards, *inter alia*, of the general partner of AAA, AMC Entertainment, Inc., Cablecom GmbH, Caesars Entertainment Operating Co., Caesars Entertainment Corporation, Caesars Acquisition Co., Culligan Water Technologies, Inc., Countrywide Holdings Limited, Furniture Brands International Inc., Mobile Satellite Ventures, LLC, National Cinemedia, Inc., National Financial Partners, Inc., New World Communications, Inc., Norwegian Cruise Lines, Quality Distribution, Inc., Samsonite Corporation, SkyTerra Communications Inc., Unity Media SCA, Vail Resorts, Inc. and Wyndham International, Inc.

Mr. Rowan is also active in charitable activities. He is a founding member and Chairman of the YRF-Darca and is Chair and a member of the Board of Overseers of the University of Pennsylvania's Wharton School of Business and serves on the boards of directors of Jerusalem Online and the New York City Police Foundation. Mr. Rowan graduated summa cum laude from the University of Pennsylvania's Wharton School of Business with a BS and an MBA in Finance.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION.

(a) Nature, Source and Amount of Funds or Other Considerations Used or to be Used in Effecting the Proposed Acquisition

Pursuant to the terms and conditions of the Purchase Agreement, the Selling Shareholders will receive aggregate consideration of approximately $875 million, subject to certain possible adjustments as set forth in the Purchase Agreement (the "Purchase Price"), in connection with the sale of the Catalina Shares, less any amount attributable to any Catalina Shares that are retained (or subject to rollover) by the Management Sellers, plus any "ticking fee" as described in the next sentence. If the Proposed Acquisition does not close prior to the date that is four months from the signing of the Purchase Agreement (*i.e.,* February 10, 2017), the Purchase Price increases by a so-called "ticking fee," which is equal to a rate of five percent (5%) per annum (and which increases by one-half of one percent (0.5%) for each month thereafter.

The payment of the Purchase Price will be made in cash to the Selling Shareholders upon the Closing Date. No portion of the Purchase Price will consist of funds borrowed for the purpose of consummating the Proposed Acquisition.

AGM obtained equity investment commitments from certain passive institutional investors that are the limited partners (the "Limited Partners") of the Limited Partnerships that are directly acquiring the Catalina Shares. Thus, the source of the cash payment of the Purchase Price to the Selling Shareholders is the equity investments made by the Limited Partners prior to the Closing

Date. In connection with such investments, the Limited Partners will not acquire control of the Limited Partnerships or the Domestic Insurer, as control will be as described in Item 1.

(b) Criteria Used in Determining the Nature and Amount of Such Consideration

The nature and amount of the consideration to be paid in connection with the Proposed Acquisition was determined by arm's-length negotiations among the parties to the Purchase Agreement. The major items considered in determining the Purchase Price were actuarial projections, net investment earned rates, tax considerations and various contribution analyses including relative premium, relative capital, relative profitability and relative return on equity contributions.

ITEM 5. FUTURE PLANS FOR INSURER.

The Applicants have no present plans or proposals to: (i) cause the Domestic Insurer to declare an extraordinary dividend; (ii) liquidate the Domestic Insurer; (iii) sell the Domestic Insurer's assets (except for investment transactions and minor asset dispositions in the ordinary course of business) or merge the Domestic Insurer with any person or persons; or (iv) make any other material change in the Domestic Insurer's business operations or corporate structure or management. Furthermore, the Applicants have no present plans to cause the Domestic Insurer to enter into any new agreements with any affiliates of the Applicants or to make any changes to the Domestic Insurer's officers and directors.

As previously noted, the Domestic Insurer is in run-off. Following the closing of the Proposed Acquisition, the Domestic Insurer will continue to maintain its separate corporate existence and continue its run-off operations as currently conducted. Such operations are described in greater detail in the business plan, including pro forma financial statements, which are attached as Exhibit E. The Applicants note that although they have no present plans or proposals to cause the Domestic Insurer to declare an extraordinary dividend as stated above, Catalina plans to have the Domestic Insurer seek the Department's approval for certain capital redemptions, as set forth in the pro forma financial statements.

During the pendency of this Form A, the Applicants will keep the Department apprised of any changes to the Applicants' present plans or proposals with respect to the Domestic Insurer, as described herein. From time to time following the closing of the Proposed Acquisition, in the ordinary course of business, the Applicants and the management of the Domestic Insurer may evaluate the business and operations of the Domestic Insurer and make any necessary or desirable changes to such business and operations, subject in each case to obtaining any required regulatory approvals.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED.

The Domestic Insurer is authorized to issue 60,000 voting shares and has issued and outstanding 45,000 voting shares, all of which is owned by Alea Holdings US Company, a Delaware corporation and wholly owned indirect subsidiary of Catalina. Following the closing of the Proposed Acquisition, AGM will become the Domestic Insurer's ultimate controlling parent as a result of AGM's indirect acquisition of control of the Catalina Shares. As described further in Item 4(b), the nature, amount and method of determination of the fairness of the consideration

to be paid in connection with the Proposed Acquisition was determined by arm's-length negotiations among the parties to the Purchase Agreement.

ITEM 7. OWNERSHIP OF VOTING SECURITIES.

To the knowledge of the Applicants, except pursuant to the Purchase Agreement and for the Catalina Shares currently owned by Apollo Rose, L.P., none of the Applicants, AGM's affiliates, or any person listed in Item 3, beneficially owns or has the right to acquire beneficial ownership of, voting securities of the Domestic Insurer.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER.

The Proposed Acquisition will be effected pursuant to the terms of the Purchase Agreement. To the knowledge of the Applicants, other than as described in this Form A, the Purchase Agreement and that certain Amendment and Restatement Agreement dated August 1, 2017, relating to a Subscription and Shareholders Agreement among Catalina and the Selling Shareholders, which will be terminated upon the closing of the Proposed Acquisition (the "Terminating Shareholders Agreement"), and the Side Letter to the Terminating Shareholders Agreement,[5] there is no contract, arrangement or understanding with respect to any voting securities of the Domestic Insurer in which the Applicants, AGM's affiliates or any person listed in Item 3 is involved, including, without limitation, to transfer any of the securities of the Domestic Insurer, or involving any joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against losses or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

Upon the closing of the Proposed Acquisition, the Limited Partnerships (which are controlled by AGM and anticipated to collectively own approximately 91% of the Catalina Shares), the Direct Investor (which is anticipated to own approximately 6% of the Catalina Shares), the Management Sellers (who are anticipated to collectively own approximately 3% of the Catalina Shares) and Catalina will enter into a Securityholders' Deed (the "New Securityholders Agreement") that will govern the relationships among each of the parties and set forth the corporate governance of Catalina. Under the New Securityholders Agreement, among other matters, Catalina's Board of Directors will consist of nine members as follows: (a) five members who effectively are appointed by the Limited Partnerships (the "AGM-Appointed Directors"); (b) two members who are appointed by certain Management Sellers; and (c) two independent members who effectively are appointed by the Limited Partnerships. Pursuant to a Side Letter to the New Securityholders Agreement, for so long as the Direct Investor owns at least 2.25% of the total issued and outstanding Catalina Shares, the Direct Investor has the right to nominate, suspend, dismiss or replace an individual to be appointed as one of the five AGM-Appointed Directors, and the Limited Partnerships are required to promptly procure such appointment, suspension, dismissal

[5] Pursuant to the Side Letter to the Terminating Shareholders Agreement, if the closing of the Proposed Acquisition occurs before April 16, 2018, the Selling Shareholders (other than the Management Sellers) undertake to negotiate and conclude an amendment to the Terminating Shareholders Agreement and Catalina's bye-laws prior to closing that would increase the amounts that the Management Sellers are entitled to receive under the Purchase Agreement (with the amount of such increase having already been agreed in the relevant Side Letter, and amounting to less than 1% of total consideration to be received by all Selling Shareholders pursuant to the Purchase Agreement).

or replacement -- *i.e.,* thereby effectively giving the Direct Investor the right to appoint one of the nine members of Catalina's Board of Directors.

It also is contemplated that Apollo will offer certain of its employees an opportunity to invest in the ownership of Catalina through the formation of an additional Cayman Islands exempted limited partnership, Apollo Avalon Co-Investors (A) L.P. The terms and size of such offering have not yet been finalized. Any investment by employees would reduce on a dollar-for-dollar basis Apollo's investment as general partner of the Limited Partnerships.[6] Once the terms and size of the employee investment in Apollo Avalon Co-Investors (A) L.P. have been finalized, the Applicants will furnish to the Commissioner an amended schedule of Limited Partnerships (Exhibit B).

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES.

To the knowledge of the Applicants, there has been no acquisition, direct or indirect, during the twelve calendar months preceding the filing of this Form A, of any voting securities of the Domestic Insurer that was effected by the Applicants, AGM's affiliates or any person listed in Item 3.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE.

To the knowledge of the Applicants, none of the Applicants, AGM's affiliates, any person listed in Item 3 or any person based upon interviews or at the suggestion of the Applicants, AGM's affiliates or any person listed in Item 3, has made any recommendation to purchase any voting securities of the Domestic Insurer during the twelve (12) calendar months preceding the filing of this Form A, except as set forth herein.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS.

To the knowledge of the Applicants, no agreement, contract or understanding has been made by the Applicants, AGM's affiliates or any person listed in Item 3, with any broker-dealer as to solicitation of voting securities of the Domestic Insurer for tender, and no fees, commissions or other compensation will be paid to any broker-dealer in connection with the same.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Exhibits

All exhibits referenced in this Form A are itemized below:

Exhibit A	Purchase Agreement
Exhibit B.....	Schedule of Limited Partnerships

[6] In connection with Apollo's management of money on behalf of investment funds and managed accounts, when investing in portfolio companies (including Catalina) on behalf of such funds and accounts, Apollo typically makes small commitments (e.g., 2.5%) designed to align interests with investors.

Exhibit C	Condensed Organization/Control Charts of AGM Prior to and After the Proposed Acquisition
Exhibit D	Biographical Affidavits
Exhibit E	Business Plan, Including Pro Forma Financial Statements
Exhibit F	AGM Form 10-K Annual Reports, Including Audited Consolidated Financial Statements of AGM, and Statements of Value of AGM's Class A Shares Beneficially Owned by the Individual Applicants
Exhibit G	Other State Regulatory Filings
Exhibit H	Statutory Financial Statements of the Domestic Insurer
Exhibit I	Audited Consolidated Financial Statements of Catalina
Exhibit J	AGM Form 10-Q Quarterly Report

(b) Financial Statements

Attached as Exhibit F are (i) AGM's Form 10-K Annual Reports for the last five fiscal years ended December 31, 2012, 2013, 2014, 2015 and 2016, which include the audited consolidated annual financial statements of AGM for the periods ending December 31 of each of 2012, 2013, 2014, 2015 and 2016 and (ii) statements regarding the market value of AGM's Class A shares that are beneficially owned by each of the Individual Applicants.

(c) Tender Offers

To the knowledge of the Applicants, except as set forth herein, there has been no tender offer for, request or invitation for, tenders of, exchange offers for, or agreements to acquire or exchange any voting securities of the Domestic Insurer. The Applicants do not currently intend to cause the Domestic Insurer to enter into any new employment, consulting, advisory or management agreements. Attached as Exhibit F are AGM's Form 10-K Annual Reports for the last two fiscal years ended December 31, 2015 and 2016. The Domestic Insurer has not produced an annual report to stockholders with respect to the last two fiscal years.

ITEM 13. ENTERPRISE RISK MANAGEMENT.

The Applicants agree to provide, to the best of their knowledge and belief, the information required by Form F within 15 days after the end of the month in which the acquisition of control occurs.

ITEM 14. OTHER INFORMATION.

(a) Other Regulatory Filings

Below is a table identifying other state regulatory filings and approvals required in order to consummate the Proposed Acquisition (identifying the jurisdiction and type of filing), and attached as Exhibit G are copies of such filings (without exhibits). There are no federal regulatory approvals required in connection with the Proposed Acquisition.

Jurisdiction	Type of Filing
California	Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer seeking the approval of the California Department of Insurance regarding Applicants' indirect acquisition of control of National American Insurance Company of California and Danielson National Insurance Company
Colorado	Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer seeking the approval of the Colorado Division of Insurance regarding Applicants' indirect acquisition of control of National Home Insurance Company (A Risk Retention Group)
District of Columbia	Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer seeking the approval of the District of Columbia Department of Insurance, Securities and Banking regarding Applicants' indirect acquisition of control of ProBuilders Specialty Insurance Company, RRG
New York	Application for Approval of Acquisition of Control seeking the approval of the New York State Department of Financial Services regarding Applicants' indirect acquisition of control of Alea North America Insurance Company

Below is a table identifying the international regulatory filings made in connection with the Proposed Acquisition (identifying the jurisdiction and type of filing).

Jurisdiction	Type of Filing
Bermuda	The following filings with the Bermuda Monetary Authority:

Jurisdiction	Type of Filing
	• Request for non-objection regarding the Purchaser and the Purchaser Controllers (if applicable) (as such terms are defined in the Purchase Agreement) becoming shareholder controllers of Catalina General Insurance Ltd. ("Catalina General") • Request for non-objection regarding Catalina General's effecting a material change pursuant to Section 30JB of the Insurance Act 1978 of Bermuda • Request for consent to the Proposed Acquisition in accordance with the Exchange Control Act 1972 of Bermuda and the regulations promulgated thereunder including the Exchange Control Regulations 1973 of Bermuda
Ireland	• Filing with the Central Bank of Ireland requesting non-objection regarding the acquisition by Purchaser and the Purchaser Controllers (if applicable) of a qualifying holding in Catalina Insurance Ireland DAC • Filing with the Ireland Competition and Consumer Protection Commission requesting approval under the Competition Act 2002 of Ireland
Switzerland	The following filings with the Swiss Financial Market Supervisory Authority: • Request for approval regarding the acquisition by Purchaser and the Purchaser Controllers (if applicable) of a participation in Glacier Reinsurance AG ("Glacier") • Request for approval of certain Selling Shareholders of their indirect participations in Glacier. • Request for approval of changes to the regulatory business plan of Glacier.
United Kingdom	Filing with the UK Prudential Regulation Authority requesting approval for Purchaser and the Purchaser Controllers (if applicable) to acquire control in relation to each of the Regulated UK Subsidiaries (as defined in the Purchase Agreement)

(b) Competitive Impact

Under Section 38a-131(d) of the Connecticut General Statutes, if there is substantial evidence that the effect of a proposed acquisition of an insurer authorized to do business in Connecticut may be to lessen substantially competition in any line of insurance in Connecticut or tend to create a monopoly in Connecticut, the Commissioner may enter an order requiring an involved insurer to cease and desist from doing business in Connecticut with respect to the line or lines of insurance involved in the violation or denying the application of an acquired or acquiring insurer for a license to do business in Connecticut. As described herein, the acquisition of control of the Domestic Insurer by the Applicants will not substantially lessen competition in any line of insurance in Connecticut or tend to create a monopoly therein.

In all lines of business, the Proposed Acquisition meets the exemption standards set forth in Section 38a-131(b)(4) of the Connecticut General Statutes because it would not (a) result immediately in a combined market share that exceeds 5% of the total market, (b) result immediately in any increase in market share or (c) result immediately in the combined market share of the involved insurers exceeding 12% of the total market and the market share increasing by more than 2% of the total market. Specifically, Catalina and its direct and indirect subsidiaries (including the Domestic Insurer) are engaged exclusively in property and casualty lines of insurance (with no accident and health business) and had no market share in any property and casualty line of business in Connecticut.[7] As concerns AGM's insurance operations, AGM's direct and indirect subsidiaries are engaged exclusively in life, accident and health insurance -- *i.e.,* they are not engaged in any property and casualty insurance business and, thus, do not have any market share in any property and casualty line of business in Connecticut.[8] Accordingly, the Proposed Acquisition meets the exemption standards set forth in Section 38a-131(b)(4) of the Connecticut General Statutes.

(c) Financial Statements of the Domestic Insurer and Catalina

Attached as Exhibit H are the Domestic Insurer's statutory financial statements (including Management Discussion and Analysis) for the last three years ended December 31, 2014, 2015 and 2016.

Attached as Exhibit I are the audited consolidated annual financial statements of Catalina for the last three years ended December 31, 2014, 2015 and 2016.

(d) Financial Strength and Debt Ratings

Fitch Ratings assigned its "A-" LT Int. Scale (foreign curr.) credit rating to AMG with a "positive" outlook as of October 31, 2017. Standard & Poor's Ratings Services assigned its "A" long-term issuer credit rating to AGM with a "stable" outlook as of May 15, 2014.

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[7] Based upon 2016 data obtained from S&P Global Market Intelligence (formerly known as SNL Financial).

[8] In connection with AGM's proposed acquisition of a controlling interest in One Main Holdings Inc., it is contemplated that AGM will acquire an indirect controlling interest in one or more property and casualty insurers, but no such insurer has any market share in any line of business in Connecticut (based upon 2016 data obtained from S&P Global Market Intelligence, formerly known as SNL Financial).

Upon the request of the Domestic Insurer, the Domestic Insurer is no longer rated by A.M. Best & Co. as of September 16, 2014.

(e) Material Litigation or Government Investigations

Please refer to AGM's Form 10-Q Quarterly Report for the quarterly period ending September 30, 2017, attached as Exhibit J. Specifically note 14 of AGM's unaudited condensed consolidated financial statements as of September 30, 2017, regarding "Litigation and Contingencies" included therein provides disclosure of any material litigation or government investigations involving AGM.

(f) Integration Plans

As discussed in Item 5, following the closing of the Proposed Acquisition, the Domestic Insurer will continue to maintain its separate corporate existence and continue its run-off operations as currently conducted. The Applicants have no present plans for any employment reductions by the Domestic Insurer.

(g) Form F

Please refer to Item 13.

ITEM 15. SIGNATURE AND CERTIFICATION.

The signature and certification of the Applicants is set forth on the immediately following pages.

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Apollo Global Management, LLC has caused this application to be duly signed on its behalf in the City of New York and State of New York, on the 8th day of January, 2018.

APOLLO GLOBAL MANAGEMENT, LLC

By: _____
Name: John J. Suydam
Title: Chief Legal Officer

Attest:

_____
Name: Christopher R. Gruszcynski
Title: Assistant Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated January 8, 2018 for and on behalf of Apollo Global Management, LLC; that he is the Chief Legal Officer 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.

(Signature) _____

(Type or print name beneath) John J. Suydam

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Leon Black has signed this application in the City of New York and State of New York, on the 3rd day of January, 2018.

Leon Black, an individual

Attest:

Name: Shirley Lin

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated _____, 201__ as an individual applicant. 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.

(Signature) _____

(Type or print name beneath) Leon Black

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Joshua Harris has signed this application in the City of New York and State of New York, on the 8th day of JANUARY, 2018.

Joshua Harris, an individual

Attest:

Name: WINNIE CHENG

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated JANUARY 8th, 2018 as an individual applicant. 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.

(Signature)

(Type or print name beneath) Joshua Harris

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Marc Rowan has signed this application in the City of New York and State of New York, on the 5th day of January, 2018.

Marc Rowan, an individual

Attest:

Name: Shirley Lau

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated Jan 5, 2018 as an individual applicant. 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.

(Signature)

(Type or print name beneath) Marc Rowan