

SECOND AMENDED & RESTATED

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL
OF OR MERGER WITH A DOMESTIC INSURER
(the “Statement”)

Hartford Life Insurance Company (NAIC No. 88072);
Hartford Life and Annuity Insurance Company (NAIC No. 71153);
Hartford International Life Reassurance Corporation (NAIC No. 93505);
and
American Maturity Life Insurance Company (NAIC No. 81213);
(collectively, the “Domestic Insurers”)

BY

Hopmeadow Acquisition, Inc.
(“Buyer”);

Whose Direct Controlling Person Is
Hopmeadow Holdings, LP
(“Hopmeadow Holdings”);

Whose Direct Controlling Person Is
Hopmeadow Holdings GP LLC
(“Hopmeadow Holdings GP”);

Whose Direct Controlling Person Is
Hopmeadow UK Holdings Ltd.
(“Hopmeadow UK”);

Whose Direct Controlling Person Is
Hopmeadow Cayman GP LLC
(“Hopmeadow Cayman GP”);

Whose Direct Controlling Persons are
Cornell Capital GP III LP
(“Cornell Capital GP III”);

Whose Direct Controlling Person Is
Cornell Capital GP III GP LLC
(“Cornell Capital GP III GP”);

Whose Direct Controlling Person Is
Henry Cornell;

and

AMC Fund GP LP
(“AMC Fund GP”);

Whose Direct Controlling Persons Are
AMC Special MGP Ltd
(“AMC Special MGP”);

and

AMC Fund MGP LP
(“AMC Fund MGP”);

Whose Direct Controlling Person Is
AMC MGP GP Ltd
(“AMC MGP GP”);

Whose Direct Controlling Persons Are

Robert E. Diamond, Jr.;

and

David I. Schamis

as well as

Cornell Capital Partners III LP
(“Cornell Capital Fund”);

and

Atlas Merchant Capital Fund LP
(“Atlas Merchant Capital Fund”)

(collectively, the “Applicants”)

Filed with the Insurance Department of Connecticut (the “Department”)

Dated: April 17, 2018

Name, Title, Address and telephone number of Individual to Whom Notices and Correspondence Concerning This Statement Should Be Addressed:

Atlas Merchant Capital LLC
375 Park Avenue, 21st Floor
New York, NY 10152
Telephone: 212-883-4247
Email: tkacani@atlasmerchantcapital.com
Attention: Timothy Kacani

Cornell Capital LLC
499 Park Avenue, 21st Floor
New York, NY 10022
Telephone: 212-818-8991
Email: Emily@cornellcapllc.com
Attention: Emily Pollack

Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022
Telephone: 212-909-6000
Email: nfpotter@debevoise.com; mddevins@debevoise.com
Attention: Nicholas F. Potter, Esq. and Michael D. Devins, Esq.

Day Pitney LLP
242 Trumbull St.
Hartford, CT 06103
Telephone: 860-275-0117
Email: wgoddard@daypitney.com; eretersdorf@daypitney.com
Attention: William D. Goddard, Esq. and Elizabeth P. Retersdorf, Esq.

This Statement seeks the approval of the Connecticut Insurance Commissioner (the “Commissioner”) pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes for the acquisition of control of the Domestic Insurers by the Applicants.

ITEM 1. INSURER AND METHOD OF ACQUISITION

(a) The Domestic Insurers

The name and address of the Domestic Insurers to which this Statement relates are:

Hartford Life Insurance Company (“HLIC”)
One Hartford Plaza
Hartford, Connecticut 06155
NAIC No. 88072

Hartford Life and Annuity Insurance Company (“ILA”)

One Hartford Plaza
Hartford, Connecticut 06155
NAIC No. 71153

Hartford International Life Reassurance Corporation (“Hartford Reassurance”)
One Hartford Plaza
Hartford, Connecticut 06155
NAIC No. 93505

American Maturity Life Insurance Company (“American Maturity”)
One Hartford Plaza
Hartford, Connecticut 06155
NAIC No. 81213

(b) Description of How Control is Acquired

The following is a summary of the proposed method of the acquisition of control of the Domestic Insurers by the Applicants (the “Proposed Acquisition”).

The Domestic Insurers are all indirect, wholly owned subsidiaries of Hartford Holdings, Inc., a Delaware corporation (the “Seller”). The Hartford Financial Services Group, Inc. (“HFSG”) is the parent of Seller.

In connection with the Proposed Acquisition, the Applicants formed the following entities: (a) Hopmeadow Holdings, a Delaware limited partnership, (b) Hopmeadow Holdings GP, a Delaware limited liability company, which is the general partner of Hopmeadow Holdings, (c) Buyer, a Delaware corporation, which is a wholly owned subsidiary of Hopmeadow Holdings, (d) Hopmeadow UK, a private limited company incorporated under the laws of England and Wales and (e) Hopmeadow Cayman GP, a Cayman Islands exempted company (Hopmeadow Holdings, Hopmeadow Holdings GP, Buyer, Hopmeadow UK and Hopmeadow Cayman GP, collectively, the “Acquisition Entities”).

On December 3, 2017, Seller, HFSG (for certain limited purposes) and the Acquisition Entities entered into a Stock and Asset Purchase Agreement (“SAPA”) pursuant to which, subject to satisfaction of all closing conditions (including approval by the Commissioner of the Proposed Acquisition), Seller intends to transfer, among other things, the capital stock of Hartford Life, Inc. the parent of the Domestic Insurers to Buyer. Buyer will pay to Seller for the shares of common stock of Hartford Life, Inc. and certain other acquired assets (as more fully described in the SAPA) \$2.05 billion *minus* certain adjustments described in § 2.02 of the SAPA (the “Purchase Price”).

A copy of the SAPA, together with all exhibits and schedules thereto (subject to certain exceptions and redactions), is attached hereto as Exhibit 1.

Cornell Capital LLC, Atlas Merchant Capital, LLC, TRB Advisors LP, Commonwealth Annuity and Life Insurance Company, Mercury Mgmt. Ltd and Pine Brook Road Advisors, L.P. are the lead investors in the Acquisition Entities in connection with the Proposed Acquisition

(collectively, the “Lead Investors”). All investors in the Acquisition Entities in connection with the Proposed Acquisition (other than HFSG) either directly or on behalf of investment funds or co-investment vehicles managed or advised by such investors, entered into an interim investors agreement (the “Interim Investors Agreement”) pursuant to which each such investor has agreed to make an equity investment in Hopmeadow Holdings and/or Hopmeadow Cayman LP, a Cayman Islands limited partnership, at the Closing in an amount equal to such investor’s commitment. With the prior written consent of the Lead Investors, an investor may assign its rights under the Interim Investors Agreement to an affiliate or, in the case of a Lead Investor, to a U.S. person who is a limited partner co-investor and has granted a voting proxy in favor of such Lead Investor, in each case, subject to the limitations set forth in the Interim Investors Agreement and compliance with the terms of the SAPA. As a result of the Proposed Acquisition, the Domestic Insurers will be wholly owned indirect subsidiaries of Buyer.

Each of the Lead Investors is entitled to designate one member of the eleven-member board of directors of Hopmeadow Holdings GP, with the exception of Cornell Capital LLC, which is entitled to two board seats or votes. The remaining four board seats are apportioned as follows: one director appointed by Hartford Holdings, Inc. (which is also receiving an equity interest in the Acquisition Entities in connection with the Proposed Acquisition), two independent directors and one member of the Domestic Insurers’ management. For a more thorough description please see the Interim Investors Agreement.

A copy of the Interim Investors Agreement, together with all exhibits and schedules thereto (subject to certain exceptions and redactions), is attached hereto as Exhibit 2. Any investor listed only on the signature pages to the Interim Investors Agreement and not otherwise referred to in the Interim Investors Agreement owns less than 10% of the voting interests in any Applicant.

This summary of the principal terms of the Proposed Acquisition is qualified in its entirety by reference to the SAPA and the Interim Investors Agreement.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANTS

(a) Name and Address of the Applicants

The name and business address of each of the Applicants are:

Hopmeadow Acquisition, Inc.
c/o Cornell Capital LLC
499 Park Avenue, Floor 21
New York, NY 10022

Hopmeadow Holdings, LP
c/o Cornell Capital LLC
499 Park Avenue, Floor 21
New York, NY 10022

Hopmeadow Holdings GP LLC
c/o Cornell Capital LLC

499 Park Avenue, Floor 21
New York, NY 10022

Hopmeadow UK Holdings Ltd.
c/o Cornell Capital LLC
499 Park Avenue, Floor 21
New York, NY 10022

Hopmeadow Cayman GP LLC
c/o Cornell Capital LLC
499 Park Avenue, Floor 21
New York, NY 10022

Cornell Capital Partners III LP
499 Park Avenue, Floor 21
New York, NY 10022

Cornell Capital GP III LP
499 Park Avenue, Floor 21
New York, NY 10022

Cornell Capital GP III GP LLC
499 Park Avenue, Floor 21
New York, NY 10022

Henry Cornell
c/o Cornell Capital LLC
499 Park Avenue, Floor 21
New York, NY 10022

Atlas Merchant Capital Fund LP
c/o Atlas Merchant Capital LLC
375 Park Avenue, Floor 21
New York, NY 10152

AMC Fund GP LP
c/o Atlas Merchant Capital LLC
375 Park Avenue, Floor 21
New York, NY 10152

AMC Special MGP Ltd
c/o Atlas Merchant Capital LLC
375 Park Avenue, Floor 21
New York, NY 10152

AMC Fund MGP LP

c/o Atlas Merchant Capital LLC
375 Park Avenue, Floor 21
New York, NY 10152

AMC MGP GP Ltd
c/o Atlas Merchant Capital LLC
375 Park Avenue, Floor 21
New York, NY 10152

Robert E. Diamond, Jr.
c/o Atlas Merchant Capital LLC
375 Park Avenue, Floor 21
New York, NY 10152

David I. Schamis
c/o Atlas Merchant Capital LLC
375 Park Avenue, Floor 21
New York, NY 10152

(b) Business Operations of the Applicants

Buyer is a Delaware company that is a wholly owned subsidiary of Hopmeadow Holdings. Buyer was formed on November 21, 2017 for the purpose of entering into the Proposed Acquisition. At the Closing of the Proposed Acquisition, Buyer will acquire Hartford Life, Inc., the parent of the Domestic Insurers. Buyer conducts no other business.

Hopmeadow Holdings is a Delaware limited partnership. Hopmeadow Holdings was formed on November 21, 2017 for the purpose of entering into the Proposed Acquisition. Hopmeadow Holdings conducts no other business.

Hopmeadow Holdings GP is a Delaware limited liability company and is the general partner of Hopmeadow Holdings. Hopmeadow Holdings GP was formed on November 27, 2017 for the purpose of entering into the Proposed Acquisition. Hopmeadow Holdings GP conducts no other business.

Hopmeadow UK is a private limited company incorporated under the laws of England and Wales and is the owner of approximately 84.7% of the membership interests in Hopmeadow Holdings GP. Hopmeadow UK was formed on January 11, 2018 for the purpose of engaging in transactions and activities related to the Proposed Acquisition. Hopmeadow UK conducts no other business.

Hopmeadow Cayman GP is a Cayman Islands limited liability company and the owner of 100% of the voting stock of Hopmeadow UK. Hopmeadow Cayman GP was formed on December 21, 2017 for the purpose of engaging in transactions and activities related to the Proposed Acquisition. Hopmeadow Cayman GP conducts no other business.

Cornell Capital Fund is a Cayman Islands limited partnership and an investment fund that is focused on creating lasting value for its investors and portfolio companies by partnering with strong management teams to build businesses. Cornell Capital Fund was formed on August 26, 2016.

Cornell Capital GP III is a Cayman Islands limited partnership and is the general partner of Cornell Capital Fund and owner of 43.1% of the voting interests in Hopmeadow Cayman GP. Cornell Capital GP III was formed on August 26, 2016.

Cornell Capital GP III GP is a Cayman Islands limited liability company. Cornell Capital GP III GP is the general partner of Cornell Capital GP III and conducts no other business. Cornell Capital GP III GP was formed on August 18, 2016.

Henry Cornell is the general partner of Cornell Capital GP III GP and the ultimate sole beneficial owner of Cornell Capital GP III GP and Cornell Capital GP III. Mr. Cornell is the Founder, Senior Partner and Investment Committee Chair of Cornell Capital, where he is personally involved in the sourcing, evaluation, execution and ownership of each investment. Prior to founding Cornell Capital, Mr. Cornell was most recently the Vice Chairman of the Merchant Banking Division of Goldman Sachs. Mr. Cornell has over 30 years of experience across all aspects of private equity investing in a broad array of sectors. He began his career as an attorney with Davis Polk & Wardwell LLP before joining Goldman Sachs in 1984 in the Investment Banking Division. He moved to Tokyo in 1988 to head Goldman Sachs' real estate efforts in Asia. In 1992, he moved to Hong Kong to found Goldman Sachs' principal investment business in Asia. Under his leadership, the firm made numerous landmark investments in Asia, including in Ping An Insurance Company of China, Sanyo Corporation, Hana Bank and Industrial and Commercial Bank of China (ICBC). In 1999, Mr. Cornell was named to the global investment committee responsible for all debt and equity investments. He returned to New York in 2000 as Head of Private Equity Americas, where he played a key role in the success of the Goldman Sachs Capital Partners funds GSCP 2000, GSCP V and GSCP VI as a leader in the division, member of the global investment committee and active investor. He was named Vice Chairman of the Merchant Banking Division in 2012. Mr. Cornell was active across the United States and Asia, and his notable U.S. investments include Allied World, Barrett Energy, Kinder Morgan, USI, MRC Global and Cobalt. Mr. Cornell is a member of the Board of Trustees of Mt. Sinai, the Whitney Museum, The Asia Society and the Navy SEAL Foundation and is a member of the Council on Foreign Relations. Mr. Cornell received a B.A. from Grinnell College in 1976 and a J.D. from New York Law School in 1981.

Atlas Merchant Capital Fund is a Cayman Islands limited partnership and an investment fund. Atlas Merchant Capital Fund offers a unique and differentiated approach to financial services investments, believing that a long-term, merchant capital approach balanced with operating experience and regulatory expertise will best serve its partners and its investments. Atlas Merchant Capital Fund was formed on October 20, 2014.

AMC Fund GP is a Cayman Islands exempted limited partnership. AMC Fund GP is the general partner of Atlas Merchant Capital Fund and owner of 29.4% of the voting interests in Hopmeadow Cayman GP and conducts no other business. AMC Fund GP was formed on October 20, 2014.

AMC Special MGP is a Cayman Islands exempted company. *AMC Special MGP* is a general partner of *AMC Fund GP* and conducts no other business. *AMC Special MGP* was formed on October 17, 2014.

AMC Fund MGP is a Cayman Islands limited partnership. *AMC Fund MGP* is a general partner of *AMC Fund GP* and conducts no other business. *AMC Fund MGP* was formed on October 20, 2014.

AMC MGP GP is a Cayman Islands exempted company and is the general partner of *AMC Fund MGP* and conducts no other business. *AMC MGP GP* was formed on October 17, 2014.

Robert E. Diamond, Jr. is Founding Partner and Chief Executive Officer of Atlas Merchant Capital LLC and is based in New York. Mr. Diamond is also a founder and non-executive director of Atlas Mara Limited. Until 2012, Mr. Diamond was Chief Executive of Barclays, having previously held the position of President of Barclays and was responsible for Barclays Capital and Barclays Global Investors (BGI). He became an executive director of Barclays in 2005 and was a member of the Barclays Executive Committee since 1997.

David I. Schamis is Founding Partner and Chairman of the Investment Committee at Atlas Merchant Capital LLC, and is based in New York. Previously, Mr. Schamis worked at J.C. Flowers from 2000 to January 2014, most recently as a Managing Director and member of the Management Committee. Mr. Schamis joined J.C. Flowers at its inception and has had significant experience investing in North America, South America, Europe and Asia. His day-to-day responsibilities included transaction and sourcing execution, portfolio company monitoring and firm operations. Prior to J.C. Flowers, Mr. Schamis worked in the financial institutions investment banking group at Salomon Smith Barney LLC from 1995 to 2000.

Each of Mr. Diamond and Mr. Schamis owns greater than 10% of the shares of *AMC MGP GP* and, together, they own 100% of such shares.

(c) Applicants Organization Chart

Attached to this Statement as Exhibit 3 and Exhibit 4 are organizational charts presenting the identities and interrelationships among the Applicants and the Domestic Insurers immediately before and after the Proposed Acquisition. Such charts generally indicate the percentage of voting securities of each person that is owned or controlled by the Applicants (and the aggregate voting power represented by such shares) and the type of organization and the jurisdiction of domicile of each person specified therein. A list of all affiliates of the Applicants, other than Applicants who are individuals, is provided as Exhibit 5. No court proceedings involving a reorganization or liquidation are pending with respect to any of the Applicants or their affiliates listed on Exhibit 3, Exhibit 4 or Exhibit 5.

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

Two sets of all biographical affidavits are being filed in response to this Item 3 and for the proposed directors and executive officers of the Domestic Insurers. One set of affidavits is being filed with personal information, such as Social Security numbers, dates of birth, telephone

numbers and home addresses, redacted. A second, unredacted set of affidavits is being separately filed in a sealed envelope marked “Confidential.” The Applicants request that (a) the redacted portions of the biographical affidavits be afforded confidential treatment, (b) the Applicants be notified in advance of any proposed disclosure of the redacted portions by the Department and (c) the Applicants be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure. The Applicants have requested the required background reports from an NAIC-approved vendor, which should be provided directly to the Department.

(a) Name and Business Address of Directors, Executive Officers and 10% Owners of the Applicants

(i) Buyer

Buyer does not have any directors or officers.

(ii) Hopmeadow Holdings

Hopmeadow Holdings does not have any directors or officers.

(iii) Hopmeadow Holdings GP

The business address of Hopmeadow UK, Hopmeadow Holdings GP’s direct controlling person, is:

499 Park Avenue, Floor 21
New York, NY 10022.

The residence addresses and present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on of the directors and executive officers of Hopmeadow Holdings GP are stated in the biographical affidavits for such persons, which, as described above, have been filed in redacted versions as Exhibit 6 and in confidential, unredacted versions under separate cover.

The names and business addresses of the executive officers and directors of Hopmeadow Holdings GP are as follows:

<u>Name</u>	<u>Position Held</u>	<u>Business Address</u>
Richard Carbone	Director	c/o Cornell Capital LLC 499 Park Avenue, 21 st Floor New York, NY 10022
Henry Cornell	Director	c/o Cornell Capital LLC 499 Park Avenue, 21 st Floor New York, NY 10022

Gilles Dellaert	Director	c/o Global Atlantic Financial Company 4 World Trade Center 150 Greenwich Street New York, NY 10007
Oliver Goldstein	Director	c/o Pine Brook 60 East 42 nd Street, 50 th Floor New York, NY 10165
Brion Johnson	Director	c/o Hartford Life Insurance Company One Hartford Plaza Hartford, CT 06155
Emily Pollack	Director	c/o Cornell Capital LLC 499 Park Ave, 21 st Floor New York, NY 10022
Michael Rubinoff	Director	c/o Safra Asset Management 546 Fifth Avenue New York, NY 10005
Peter F. Sannizzaro	Director	c/o Hartford Life Insurance Company One Hartford Plaza Hartford, CT 06155
David I. Schamis	Director	c/o Atlas Merchant Capital LLC 375 Park Avenue, 21 st Floor New York, NY 10152
Robert Stein	Director	c/o Worldwide Reinsurance Ltd. 22 Victoria Street, PO BOX HM1179 Hamilton, Bermuda
Heath Watkin	Director	c/o TRB Advisors LP 767 Fifth Avenue, 12 th Floor New York, NY 10153

(iv) Hopmeadow UK

The business address of Hopmeadow Cayman GP, Hopmeadow UK's direct controlling person, is:

499 Park Avenue, Floor 21
New York, NY 10022.

The residence addresses and present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on of the directors and executive officers of Hopmeadow UK are stated in the biographical affidavits for such persons, which, as described above, have been filed in redacted versions as Exhibit 6 and in confidential, unredacted versions under separate cover.

The names and business addresses of the executive officers and directors of Hopmeadow UK are as follows:

<u>Name</u>	<u>Position Held</u>	<u>Business Address</u>
Henry Cornell	Director	c/o Cornell Capital LLC 499 Park Avenue, 21 st Floor New York, NY 10022

(v) Hopmeadow Cayman GP

Hopmeadow Cayman GP does not have any directors or officers.

(vi) Cornell Capital Fund

Cornell Capital Fund does not have any directors or officers.

(vii) Cornell Capital GP III

Cornell Capital GP III does not have any directors or officers.

(viii) Cornell Capital GP III GP

Cornell Capital GP III GP does not have any directors or officers.

(ix) Atlas Merchant Capital Fund

Atlas Merchant Capital Fund does not have any directors or officers.

(x) AMC Fund GP

AMC Fund GP does not have any directors or officers.

(xi) AMC Special MGP

There is no owner of 10% or more of the stock of AMC Special MGP.

The residence addresses and present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on of the directors and executive officers of AMC Special MGP are stated in the biographical affidavits for such persons, which, as described above, have been filed in redacted versions as Exhibit 6 and in confidential, unredacted versions under separate cover.

The names and business addresses of the executive officers and directors of AMC Special MGP are as follows:

<u>Name</u>	<u>Position Held</u>	<u>Business Address</u>
Robert E. Diamond, Jr.	Director	c/o Atlas Merchant Capital LLC 375 Park Avenue, 21 st Floor

		New York, NY 10152
David I. Schamis	Director	c/o Atlas Merchant Capital LLC 375 Park Avenue, 21 st Floor New York, NY 10152

(xii) AMC Fund MGP

AMC Fund MGP does not have any directors or officers.

(xiii) AMC MGP GP

The business addresses of Robert E. Diamond, Jr. and David I. Schamis, AMC MGP GP's direct controlling persons, are:

375 Park Avenue, 21st Floor
New York, NY 10152.

The residence addresses and present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on of the directors and executive officers of AMC MGP GP are stated in the biographical affidavits for such persons, which, as described above, have been filed in redacted versions as Exhibit 6 and in confidential, unredacted versions under separate cover.

The names and business addresses of the executive officers and directors of AMC MGP GP are as follows:

<u>Name</u>	<u>Position Held</u>	<u>Business Address</u>
Robert E. Diamond, Jr.	Director	c/o Atlas Merchant Capital LLC 375 Park Avenue, 21 st Floor New York, NY 10152
David I. Schamis	Director	c/o Atlas Merchant Capital LLC 375 Park Avenue, 21 st Floor New York, NY 10152

No person other than the Applicants listed in Item 3(a)(i) through (xiii) above directly or indirectly owns, controls, holds power to vote or holds proxies representing collectively ten percent or more of any Applicant.

(b) Present Principal Business Activity

The principal business activity, occupation, or employment of the directors and executive officers of the Applicants are stated in the biographical affidavits for such persons, which, as

described above, have been filed in redacted versions as Exhibit 6 and in confidential, unredacted versions under separate cover.

(c) Material Occupations, Positions, Offices and Employment

The material occupations, positions, offices or employment during the last five years, including the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on, with respect to the directors and executive officers of the Applicants, are stated in the biographical affidavits for each such person, which, as described above, have been filed in redacted versions as Exhibit 6 and in confidential, unredacted versions under separate cover. Except as set forth in such biographical affidavits, no such occupation, position, office or employment required licensing by or registration with any federal, state or municipal government agency. The current status of any such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith, are stated in such biographical affidavits.

(d) Criminal Proceedings Involving Item 3 Persons

To the best knowledge, information and belief of the Applicants, none of the persons listed in this Item 3 has ever been convicted in a criminal proceeding (excluding traffic violations) during the 10 years immediately preceding the date of this Statement.

(e) Bankruptcy Proceedings Involving Item 3 Persons

None of the persons listed in this Item 3 has been the subject of any proceeding under the Federal Bankruptcy Code (or, in the case of an alien person, such equivalent provision) during the last 10 years.

Other than as set forth in the biographical affidavits included as Exhibit 6 hereto, no business or organization in which the persons listed in this Item 3 was a director, officer, trustee, partner, owner, manager or other official has been subject to any proceeding under the Federal Bankruptcy Code (or, in the case of an alien person, such equivalent provision) during the last 10 years either during the time in which such person was a director, officer or trustee, if a corporation, or a partner, owner, manager, joint venturer, or the official, if not a corporation, or within 12 months thereafter.

(f) Injunctions From Violating Laws Involving Item 3 Persons

None of the persons listed in this Item 3 has been enjoined, either temporarily or permanently, by a court of competent jurisdiction from violating any federal or state law or in the case of an alien person, applicable law regulating the business of insurance, securities, or banking, during the last 10 years.

(g) Credit Reports

Credit reports on the persons listed in this Item 3 by an independent credit rating agency acceptable to the Commissioner will be submitted upon the request of the Commissioner.

(h) Names and Positions of Proposed Directors and Officers of the Domestic Insurers

(i) HLIC

Directors

Name	Title
Richard Carbone	Director
Henry Cornell	Director
Gilles Dellaert	Director
Oliver Goldstein	Director
Brion Johnson	Director
Emily Pollack	Director
Michael Rubinoff	Director
Peter F. Sannizzaro	Director
David I. Schamis	Director
Robert Stein	Director
Heath Watkin	Director

Officers

Name	Title
Jeremy Billiel	Assistant Vice President & Treasurer
Michael R. Hazel	Vice President & Controller
Craig D. Morrow	Vice President & Appointed Actuary
Peter F. Sannizzaro	President & Chief Operating Officer
Robert R. Siracusa	Chief Financial Officer & Vice President
Leslie T. Soler	Corporate Secretary & Assistant Vice President

The proposed Board of HLIC is comprised of 11 experienced members, the majority of which have significant insurance expertise, as described below:

- Richard Carbone – The Chairman of HLIC’s Board, Mr. Carbone was the Chief Financial Officer of Prudential Financial, Inc. (“Prudential”) from 1997 – 2013. Mr. Carbone serves on the Board of Directors and is the Chairman of the Risk and Investment Committee of Resolution Life Holdings, Inc. as well as its indirect subsidiary, Lincoln Benefit Life Company. At Prudential, Mr. Carbone was a "voting" member of the enterprise risk committee where risk limits were established and hedge levels set. Importantly Mr. Carbone was directly responsible to ensure there was sufficient capital and liquidity in both the regulated subsidiaries and holding company to withstand adverse markets impacts where hedges did not sufficiently protect capital. Mr. Carbone also determined the risk capital and hurdle rates for every business and new product. Mr. Carbone was responsible for valuation of all hedge assets and hedge positions, including oversight of the assumptions underlying the calculations relating to alignment of the capital market positions with the embedded derivative.
- Henry Cornell – Mr. Cornell’s insurance-related experience includes both investor and director roles for Allied World Assurance Company Holdings, Ltd., Ping An Insurance Company of China, ProSight Specialty Insurance Holdings Inc. and USI Holdings Corporation.
- Gilles Dellaert- Mr. Dellaert is the Co-President and Chief Investment Officer (“CIO”) of Global Atlantic Financial Group (“Global Atlantic”) and oversees Global Atlantic’s investment activities across the life and annuity businesses. He is a member of Global Atlantic’s Executive Committee. Mr. Dellaert was named Co-President in November 2017, and has been the CIO since Global Atlantic’s separation from Goldman Sachs Group, Inc. in 2013. Mr. Dellaert is on the board of directors of Global Atlantic’s insurance operating subsidiaries, and is the Chair of the Investment Management Committee. Mr. Dellaert also oversees Global Atlantic’s reinsurance origination activity, and is Chairman of the Board of Global Atlantic’s reinsurance operating company. He was previously a member of the Risk Committee appointed by the boards of directors of Global Atlantic’s insurance operating subsidiaries. Mr. Dellaert served as CIO for the Goldman Sachs Reinsurance Group prior to its separation from Goldman Sachs in May 2013.
- Oliver Goldstein - Mr. Goldstein has 22 years of private equity and financial advisory experience, specializing in insurance investments.
- Brion Johnson – Mr. Johnson has spent most of his career in the insurance industry and is the current President of HFSG’s life insurance entities. Mr. Johnson is also a current director for many of HFSG’s non-life insurance operating companies.
- Emily Pollack – Ms. Pollack was formerly employed as a specialty lines insurance underwriter at American International Group, Inc.

- Peter F. Sannizzaro - Mr. Sannizzaro has been with HFSG for over 26 years in a variety of roles. Mr. Sannizzaro has been the Chief Financial Officer of Hartford Life, Inc. and its subsidiaries (including all of the Domestic Insurers, the “Company”) since 2012 and of Hartford Investment Management Company since 2014. Mr. Sannizzaro has served as Chief Financial Officer of multiple business lines from 2008 to 2012 (including Annuity, International, Mutual Funds, Individual Life and Retirement Plans). Mr. Sannizzaro is a Certified Public Accountant and a Chartered Financial Analyst with 30 years of experience in financial services.
- David I. Schamis – Mr. Schamis is a former director of Symetra Financial Life Insurance Company (life insurer) and Affirmative Insurance Holdings, Inc. (auto insurer). Mr. Schamis is also the former chairman of Crump Group Inc., a life and property and casualty wholesale broker. Mr. Schamis is a current director of Somerset Reinsurance Ltd., a life reinsurer in Bermuda.
- Robert Stein – Mr. Stein is a Fellow of the Society of Actuaries and a practicing Certified Public Accountant and has served the insurance industry for over 45 years in a wide variety of roles. He has extensive experience in the life, fixed annuity and variable annuity product lines and has audited and consulted with many of the major savings product insurers and reinsurers, including Manulife Financial/John Hancock Life Insurance Company, Lincoln Financial Group, ING Group/Voya Financial, Inc., AXA and Ace Limited/Chubb Limited. He has extensive financial and risk management experience, including relating to the effectiveness of reporting methods, risk management processes and hedge program effectiveness at these and other companies.
- Heath Watkin – Mr. Watkin is a director of GreyCastle Holdings, Ltd.

(ii) ILA

Directors

Name	Title
Matthew J. Poznar	Director
Peter F. Sannizzaro	Director
Robert R. Siracusa	Director

Officers

Name	Title
Jeremy Billiel	Assistant Vice President & Treasurer

Michael R. Hazel	Vice President & Controller
Craig D. Morrow	Vice President & Appointed Actuary
Peter F. Sannizzaro	President & Chief Operating Officer
Robert R. Siracusa	Chief Financial Officer & Vice President
Leslie T. Soler	Corporate Secretary & Assistant Vice President

(iii) *Hartford Reassurance*

Directors

Name	Title
Matthew J. Poznar	Director
Peter F. Sannizzaro	Director
Robert R. Siracusa	Director

Officers

Name	Title
Jeremy Billiel	Assistant Vice President & Treasurer
Michael R. Hazel	Vice President & Controller
Peter F. Sannizzaro	President & Chief Operating Officer
Robert R. Siracusa	Chief Financial Officer & Vice President
Leslie T. Soler	Corporate Secretary & Assistant Vice President
Zengdi Zhuang	Appointed Actuary

(iv) *American Maturity*

Directors

Name	Title
------	-------

Matthew J. Poznar	Director
Peter F. Sannizzaro	Director
Robert R. Siracusa	Director

Officers

Name	Title
Jeremy Billiel	Assistant Vice President & Treasurer
Michael R. Hazel	Vice President & Controller
Peter F. Sannizzaro	President & Chief Operating Officer
Robert R. Siracusa	Chief Financial Officer & Vice President
Leslie T. Soler	Corporate Secretary & Assistant Vice President
Zengdi Zhuang	Appointed Actuary

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Nature, Source and Amount of Consideration

As described in Item 1, under the terms of the SAPA § 2.02, Buyer will pay Seller an amount of cash (the “Purchase Price”) equal to \$2.05 billion *minus* each of the following (with defined terms having the meanings assigned to them in the SAPA): (i) the Pre-Closing Dividend amount, (ii) the amount of any Leakage at or prior to the Closing (other than the Acquired Companies’ cash contribution to the Hartford Retirement Plan for U.S. Employees in 2017), (iii) the HLI Notes Payoff Amount, (iv) the Dividend Restriction Purchase Price Adjustment, (v) the Additional Adjustment and (vi) the Rollover Amount.

Buyer will acquire the funds necessary to pay the Purchase Price through equity capital contributions received in a series of transactions contemplated by the Interim Investors Agreement. For a more detailed description of the contributions being made to Buyer, please see the Interim Investors Agreement attached hereto as Exhibit 2.

(b) Criteria

The basis and terms of the SAPA, including the nature and amount of consideration paid for Hartford Life, Inc. and the Domestic Insurers, were determined by arms’ length negotiation

between unrelated parties with advice of their respective financial, legal and other advisors. The Purchase Price was determined in view of the financial position and results of operation of the Domestic Insurers, including the past and present business operations, historical and potential earnings, financial condition and prospects, assets and liabilities and such other factors and information as the Applicants considered relevant under the circumstances.

(c) Loans

None of the funds necessary to consummate the acquisition of the Domestic Insurers by Buyer will be borrowed from third party sources.

ITEM 5. FUTURE PLANS OF INSURER

The Plan of Operation is attached hereto as Exhibit 7. Plans of operation and financial projections for Hartford Reassurance and American Maturity are provided as part of Exhibit 7, as specifically requested by the Department. The Applicants and management are assessing strategic alternatives for Hartford Reassurance. Risk-based capital projections for Hartford Reassurance and American Maturity are attached hereto as Exhibit 11.

In addition, the below provides information specifically requested by the Department.

Initial Focus, Enterprise Risk Management and Internal Audit:

The initial focus of the Applicants will be the successful separation of the Company from HFSG and the stand-up of the Company as an independent enterprise. The Applicants do not have any specific strategic growth initiatives identified, but in the longer term, they will assess opportunities to take advantage of the strong talent and operational systems of the Company in the runoff space in the acquisition of other closed blocks of business.

Enterprise Risk Management (“ERM”) will continue to be a critical system for the Company and its board of directors following the proposed acquisition and the ERM framework and primary activities will not materially change following the closing. ERM will be charged with providing an analysis of the Company’s risks on an individual and aggregated basis and ensuring that the Company’s risks remain within its risk appetite and tolerances. George Eknaian has accepted an offer to serve as chief risk officer. Mr. Eknaian has over 30 years of experience in insurance and investment products, with extensive experience in the pricing, business development, and risk management of retail and institutional annuities. In addition, Mr. Eknaian is a former employee of HFSG with significant direct experience with the book of business of the Company. His biographical affidavit will be provided to the Department when available. Nine employees will be dedicated to the ERM program and several other employees from operations, actuarial and finance will provide additional support.

Nine employees will be dedicated to the ERM program and several other employees from operations, actuarial and finance will provide additional support.

A presentation of the anticipated ERM framework and committees is attached hereto as Exhibit 8. A presentation regarding the current status of separation planning, transition services and stand-up activities is attached hereto as Exhibit 9.

The Domestic Insurers will file any updated Derivative Use Plans with the Department promptly upon their availability.

The Applicants and management are exploring a co-sourcing model with Ernst & Young for a transitional period to help establish the internal audit department and build out the audit plan prior to internal roles being filled. The Applicants continue to identify and pursue candidates for the director position. In addition to the director position, there are five roles dedicated to the audit function, and the Applicants are actively searching for candidates to fill these positions.

Organization and Staffing:

In the four year period following the closing of the proposed transaction, the Company is expected to maintain a broadly similar approach to staffing levels, but also consistent with the runoff trajectory of the Company's business. At the same time, the Company will be adding staff where needed, particularly where necessary to replace functions currently provided by the larger HFSG organization. Longer term, staffing levels will be dependent on the growth of the Company's runoff platform as well as the continued runoff of existing business.

There are currently 375 employees of Hartford Life, Inc. and its subsidiaries, including 313 based in Connecticut. It is expected that under the Applicants' ownership the Company will at first experience an increase in employees as it looks to bring in certain positions that were outsourced or performed through shared services arrangements with HFSG. Thereafter, in light of the run-off nature of the business, it is expected that the staffing needs of Hartford Life, Inc. and its subsidiaries will decline in the absence of any external growth opportunities. As a result of this natural decline, the Applicants would expect the following total staffing levels over the next four years:

- 2018 (after filling all open positions): 409
- 2019: 398
- 2020: 376
- 2021: 368

The Applicants expect Connecticut staffing to be maintained at approximately 80% of the total staffing levels across this time period.

The organizational chart of the Company is attached hereto as Exhibit 10.

The Company views Peter Sannizzaro and the direct reports to Mr. Sannizzaro, as identified on the organizational chart as key employees for retention purposes. All key personnel positions other than the Internal Audit have been filled.

There are no employee retention agreements. However, the Applicants will implement the following financial incentives to encourage retention at all levels of the organization. First, the Applicants will provide cash payments to employees, to be paid out over three years, to replace the existing restricted stock units in HFSG, which will be terminated in connection with the

proposed transaction. In addition, the Applicants have worked with management to develop a robust long-term incentive compensation plan that will provide for payments over a number of years based on a multiple of employees' salaries.

Impact of Acquisition on Operations:

The overall operating model of the Company will remain in place unchanged. There will be some changes driven by the transition from a business line within HFSG organization to a stand-alone enterprise. As a result of the separation, the Company will no longer maintain an office location in Hartford, Connecticut. The Company will be located solely in the existing Windsor, Connecticut location, which HFSG will convert to a multi-tenant space, and the existing Woodbury, Minnesota location (leaving all existing operations in that space). Currently, HFSG provides certain services (e.g., human resources, finance) to the various businesses within the organization, including the Company, through a centralized corporate function model. As a smaller, stand-alone company, the Company will provide these corporate services directly and may seek to utilize third-party vendors for some of these services. The Company expects to use a mix of leased and cloud data center capabilities to deliver services. The Company expects to continue to utilize many of the existing vendors for select services (e.g., Cognizant, Iron Mountain) and may seek to utilize additional third-party vendors for additional services, such as cloud computing providers. Finally, Hartford Investment Management Company will continue to act as the investment advisor for the Company's general account and certain other portfolios but it will do so as an unaffiliated third-party advisor.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

As stated in Item 1(b), Seller currently controls, either directly or indirectly, all of the voting securities of the Domestic Insurers. As a result of the Proposed Acquisition, the Applicants will become controlling persons of the Domestic Insurers as a result of Buyer purchasing 100% of the issued and outstanding shares of Hartford Life, Inc., which is the parent of the Domestic Insurers, pursuant to the SAPA.

The terms and conditions of the transactions described in the prior paragraph are set forth in the SAPA attached hereto as Exhibit 1 as discussed in Items 1 and 4 above. The terms and conditions of the SAPA were agreed upon in an arms' length negotiation.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Except for rights to acquire voting securities provided for or referenced in the SAPA or the Interim Investors Agreement, none of the Applicants, their affiliates or the persons listed in Item 3 currently intends to acquire any voting securities issued by the Domestic Insurers or any of its controlling persons.

None of the Applicants, their affiliates or any person listed in Item 3 has any interest in any other securities of the Domestic Insurers, including their notes, bonds and other corporate obligations.

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

Other than the transactions described in this Statement, including the SAPA and the Interim Investors Agreement, none of the Applicants, their affiliates or any person listed in Item 3 are involved in any contract, arrangement or understanding, whether oral or in writing, with respect to any voting security of the Domestic Insurers or any security convertible into or evidencing a right to acquire a voting security whether or not such right of conversion or acquisition is exercisable immediately or at some future time, including but not limited to, transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits or the giving or withholding of proxies.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

There have been no purchases of any voting securities of the Domestic Insurers by the Applicants, their affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

None of the Applicants, their affiliates or any person listed in Item 3 has made any recommendations to purchase any voting security of the Domestic Insurers during the 12 calendar months preceding the date of this Statement. No one, based upon interviews with or at the suggestion of the Applicants, their affiliates or any person listed in Item 3, has made any recommendations to purchase any voting security of the Domestic Insurers during the 12 calendar months preceding the date of this Statement.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

No agreement, contract or understanding has been made by the Applicants, their affiliates or any person listed in Item 3 with any broker-dealer as to solicitation of voting securities of the Domestic Insurers for tender and no amount of fees, commissions or other compensation has been paid by the Applicants, their affiliates or any person listed in Item 3 to broker-dealers with regard to solicitation of voting securities of the Domestic Insurers for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Listing of Exhibits

A list of exhibits to this Statement immediately follows the response to Item 12.

(b) Financial Statements

Certain of the Applicants request permission in writing to submit unaudited financial statements for the most recent fiscal years available, rather than audited financial statements with an opinion of an independent certified public accountant, on the grounds that such Applicant's financial

statements have never been audited, and a requirement to have them audited for the Statement would be impractical and constitute a hardship on such Applicants.

Cornell Capital Fund and Atlas Merchant Capital Fund request permission in writing to submit unaudited summary financial statements for the most recent fiscal years available, rather than audited financial statements with an opinion of an independent certified public accountant on the grounds that audited financial statements would contain confidential and proprietary information reflecting Cornell Capital Fund's and Atlas Merchant Capital Fund's investment valuations, strategy and decisions and which derives independent economic value from not being generally known to other persons who can obtain economic value from its disclosure or use and which is treated as confidential by Cornell Capital Fund and Atlas Merchant Capital Fund.

Mr. Cornell, Mr. Schamis and Mr. Diamond request permission in writing to submit net worth affidavits certifying as to each of Mr. Cornell's, Mr. Schamis' and Mr. Diamond's personal net worth, rather than audited financial statements with a certification of an independent certified public accountant, on the grounds that submitting audited financial statements with a certification of an independent certified public accountant would constitute a hardship on Mr. Cornell, Mr. Schamis and Mr. Diamond as it would be difficult for such an accountant to perform audit services with respect to personal financial statements since generally accepted accounting standards require documentation of an internal control structure difficult to obtain and other procedures difficult to obtain given the nature of personal financial records, and as disclosure of such information would constitute an invasion of each of Mr. Cornell's, Mr. Schamis' and Mr. Diamond's personal privacy.

The financial statements of the Applicants and related descriptions are as follows:

(i) Buyer

Buyer's unaudited financial statements as of December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(ii) Hopmeadow Holdings

Hopmeadow Holdings' unaudited financial statements as of December 31, 2017, as well as an attestation statement from an authorized signatory for such unaudited financial statements, are provided as part of Exhibit 12.

(iii) Hopmeadow Holdings GP

Hopmeadow Holdings GP's unaudited financial statements as of December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(iv) Hopmeadow UK

Hopmeadow UK's unaudited financial statements as of January 12, 2018, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(v) Hopmeadow Cayman GP

Hopmeadow Cayman GP's unaudited financial statements as of December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(vi) Cornell Capital GP III

Cornell Capital GP III's unaudited financial statements as of December 31, 2016 and December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(vii) Cornell Capital GP III GP

Cornell Capital GP III GP's unaudited financial statements as of December 31, 2016 and December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(viii) Cornell Capital Fund

Cornell Capital Fund's unaudited summary financial statements as of December 31, 2016 and December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited summary financial statements, are provided as part of Exhibit 12.

(ix) Henry Cornell

Mr. Cornell's net worth affidavit is provided as part of Exhibit 12.

(x) AMC Fund GP; AMC Fund MGP

AMC Fund GP and AMC Fund MGP were formed in late 2014 and operations for these entities did not begin until February 3, 2015. Therefore these entities did not produce financial statements as of December 31, 2014.

Audited consolidated financial statements, of AMC Fund GP and AMC Fund MGP, for the years ended December 31, 2015 through December 31, 2017 are provided as part of Exhibit 12.

(xi) AMC Special MGP

AMC Special MGP was formed in late 2014 and operations for this entity did not begin until February 3, 2015. Therefore AMC Special MGP did not produce financial statements as of December 31, 2014.

AMC Special MGP's unaudited financial statements for the years ended December 31, 2015 through December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(xii) AMC MGP GP

AMC MGP GP WAS formed in late 2014 and operations for this entity did not begin until February 3, 2015. Therefore AMC MGP GP did not produce financial statements as of December 31, 2014.

AMC MGP GP's unaudited financial statements for the years ended December 31, 2015 through December 31, 2017, as well as an attestation statement from an authorized officer for such unaudited financial statements, are provided as part of Exhibit 12.

(xiii) Atlas Merchant Capital Fund

Atlas Merchant Capital Fund was formed in late 2014 and operations for this entity did not begin until February 3, 2015. Therefore Atlas Merchant Capital Fund did not produce financial statements as of December 31, 2014.

Atlas Merchant Capital Fund's unaudited summary financial statements for the years ended December 31, 2015 through December 31, 2017, as well as an attestation statement from an authorized signatory for such unaudited summary financial statements, are provided as part of Exhibit 12.

(xiv) Robert E. Diamond, Jr.

Mr. Diamond's net worth affidavit is provided as part of Exhibit 12.

(xv) David I. Schamis

Mr. Schamis' net worth affidavit is provided as part of Exhibit 12.

(c) Tender Offers, Etc.

There have been no tender offers for, requests or invitations for tenders of, exchange offers for or agreements to acquire or exchange any voting securities of any of the Domestic Insurers. As of the date of this Statement, there are no proposed employment, consultation, advisory or management contracts concerning the Domestic Insurers. No annual reports to shareholders are available.

(d) Transition Services Agreement

At or prior to the Closing of the Proposed Acquisition, Hartford Life, Inc. and Hartford Fire Insurance Company will enter into the Transition Services Agreement attached hereto, together with all exhibits and schedules thereto (subject to certain exceptions and redactions) as Exhibit 13.

Since December 2017, the parties have been actively engaged in identifying and documenting the specific services needed by the Company under the Transition Services Agreement. The activity is progressing as anticipated. The primary categories of services identified to date (and their functional areas) are:

Operations	Mail Services
Operations	Business Resiliency access to other offices
Compliance	Access to HFSG system SOX Attestations
Compliance	OFAC/AML services
Technology	Infrastructure and support for direct applications (transferring to NewCo)
Technology	Infrastructure and support for indirect applications (owned by HFSG but leveraged by the Company)
Technology	End User services (PC's, network, email, connectivity, etc.)
Marketing	Support for content management of website, prospectus distribution, newsletter distribution, etc.)
Investment Mgmt	Investment accounting and operations
Investment Mgmt	Investment management oversight
Investment Mgmt	Investment Compliance
Investment Mgmt	Numerix/Derivatives Production
Risk/Actuarial	Services being defined
Tax	Tax information reporting services (TIRU)

The transition and migration plan is progressing smoothly. The scope and general parameters of the migration plan have been identified and developed, and a detailed Migration Services Plan will be completed in the next few months, with additional details of migration. Once this more detailed plan is completed and in place, a copy will be provided to the Department.

A complete index to the Exhibits to this Statement follows:¹

Exhibit	Name of Exhibit
---------	-----------------

¹ Note that any Exhibits filed with the original Statement on January 19, 2018 or the First Amended Statement on January 26, 2018 are not being refiled along with the Second Amended & Restated Statement unless there are changes to such Exhibits. Certain of the Exhibits and schedules to the Exhibits contain or reflect sensitive and proprietary information which constitute trade secrets, are subject to privileged protections and/or would otherwise be harmful if disclosed. Accordingly, such documents have been withheld or subject to in camera review.

Exhibit	Name of Exhibit
1	Stock and Asset Purchase Agreement
2	Redacted Interim Investors Agreement
3	Organizational Chart Prior to the Change of Control
4	Organizational Chart Following the Change of Control
5	List of Affiliates of the Applicants
6 (confidential)	Biographical Affidavits for the directors and executive officers of the Applicants & proposed directors and executive officers of the Domestic Insurers (unredacted versions submitted confidentially under separate cover)
7	Plan of Operation and Three Year Pro Forma Financial Projections of the Domestic Insurers
8	Presentation regarding anticipated ERM Framework and Committees of the Domestic Insurers
9	Presentation regarding status of Separation Planning, Transition Services and Stand-Up Activities
10	Staffing Organizational Chart of the Company Prior to the Proposed Acquisition
11	RBC Projections of Hartford Reassurance & American Maturity
12	Financial Statements and Net Worth Affidavits
13	Transition Services Agreement
14	Form E Exemption Requests
15	Response from the United States Federal Trade Commission regarding the Hart-Scott-Rodino Filing
16	Financial Statements of the Domestic Insurers and HFSG

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

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

Each Applicant acknowledges that such Applicant shall make a good faith effort to ensure the annual enterprise risk report required under subsection (f) of Section 38a-135 is filed in a timely manner for as long as such Applicant controls the Domestic Insurers.

Each Applicant acknowledges that such Applicant and all subsidiaries in the insurance holding company system within such Applicant's control will provide such information as the Commissioner may request as to the enterprise risk to the Domestic Insurers.

ITEM 14. OTHER INFORMATION

(a) Other Regulatory Filings

The Applicants have made no other U.S. regulatory filings in connection with the Proposed Acquisition of control other than (a) Form E exemption requests submitted to the insurance departments of the States of Alaska, Maryland and Missouri; (b) a notice to the Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice in accordance with the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976 and (c) an application for approval of a change in ownership of Hartford Securities Distribution Company, Inc. to the Financial Industry Regulatory Authority, Inc. Copies of the Form E exemption requests submitted to the insurance departments of the States of Alaska, Maryland and Missouri are attached hereto as Exhibit 14. The Applicants' Hart-Scott-Rodino filing was previously submitted in the Applicant's March 23, 2018 response to the Department's March 3, 2018 letter. The response from the United States Federal Trade Commission, granting early termination of the waiting period with respect thereto is attached hereto as Exhibit 15.

The Applicants have made no other regulatory filings in international jurisdictions in connection with the Proposed Acquisition of control.

(b) Competitive Impact Analysis

The matters described in this Statement will not substantially lessen competition or tend to create a monopoly in insurance in Connecticut because the Applicants do not own or control any insurance companies that write business in the same lines of business as the Domestic Insurers.

Because the Applicants do not own or control any insurance companies that write business in the same lines of business as the Domestic Insurers, the Applicants are exempt from submitting a Form E Pre-Acquisition Notification Form Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition by a Non-Domiciliary Insurer Doing Business in this State or by a Domestic Insurer pursuant to 38a-138-7b of the Regulations of Connecticut State Agencies.

(c) Financial Statements of the Domestic Insurers and Parent

Attached as part of Exhibit 16 are statutory financial statements of each of the Domestic Insurers for the years ended December 31, 2014 through December 31, 2017.

Attached as part of Exhibit 16 are the audited financial statements of HFSG for the years ended December 31, 2014 through December 31, 2017.

(d) Financial Strength and Debt Ratings

(i) Applicants

The Applicants do not have financial strength and debt ratings.

(ii) Domestic Insurers

On December 4, 2017, AM Best and S&P downgraded the Insurance Financial Strength Ratings for each of HLIC and ILA by one notch, with review for further downgrade, as a result of the announced sale of Hartford Life, Inc. and its subsidiaries. HLIC and ILA's AM Best Financial Strength Ratings were downgraded to B++ from A- with a "Developing" outlook. Their Financial Strength Ratings from S&P were downgraded from BBB+ to BBB and placed on CreditWatch with negative implications. At the same time, Moody's placed HLIC and ILA "under review for downgrade." Representatives of the Applicants, along with key members of the new management team, plan to meet with the rating agencies prior to the closing date of the proposed acquisition to review HLIC's and ILA's plan of operations, ongoing business strategies, risk management and hedging strategies and capital projections. The rating agencies will then have the information and analysis required to affirm or to change their Insurance Financial Strength Ratings for HLIC and ILA.

The Applicants will continue to provide the Department with updates on any feedback received from, or any meetings with, the rating agencies.

The most recent financial strength and debt ratings for each of the Domestic Insurers are set forth in the table below:

Domestic Insurer	S&P Rating	Moody's Rating
HLIC	BBB (OS) Long-term rating of BBB	Baa3 (OS) Senior unsecured debt rating of Ba1
ILA	BBB (OS)	Baa3 (OS)
Hartford Reassurance	N/A	N/A
American Maturity	N/A	N/A

The Applicants do not anticipate any material contractual implications post-closing from any ratings downgrades that may result from the transaction.

(e) Material Litigation and Government Investigations

There is no material litigation or government investigation to which any of the Applicants is a party that would reasonably be expected to create any liabilities for any of the Domestic Insurers.

(f) Additional Information

Additional information will be submitted as requested by the Commissioner.

ITEM 15. SIGNATURE AND CERTIFICATION

[Signature and certification provided on the following pages.]

SIGNATURE

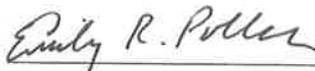
Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Hopmeadow Acquisition, Inc. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 17 day of April, 2018.

(SEAL)

HOPMEADOW ACQUISITION, INC.

By: 
Name: Henry Cornell
Title: Authorized Signatory

Attest:



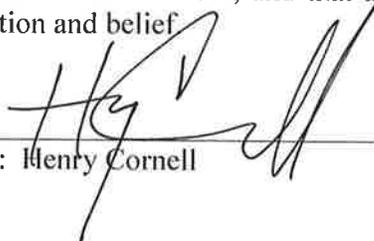
(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of Hopmeadow Acquisition, Inc.; that he is the Authorized Signatory of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: Henry Cornell

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Hopmeadow Holdings, LP has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 17 day of April, 2018.

(SEAL)

HOPMEADOW HOLDINGS, LP

By: Hopmeadow Holdings GP LLC, its general partner

By: Hopmeadow UK Holdings Ltd., its Sole Member

By: Hopmeadow Cayman LP, its Sole Shareholder

By: Hopmeadow Cayman GP LLC, its General Partner

By: Cornell Capital GP III LP, its Managing Member

By: Cornell Capital GP III GP LLC, its General Partner

By: Emily R. Pollack

Name: Emily Pollack

Title: Authorized Signatory

Attest:

[Handwritten Signature]

(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated April 17, 2018, for and on behalf of Hopmeadow Holdings, LP; that she is the Authorized Signatory of Cornell Capital GP III GP LLC which is the General Partner of Cornell Capital GP III LP which is the Managing Member of Hopmeadow Cayman GP LLC which is the General Partner of Hopmeadow Cayman LP which is the Sole Shareholder of Hopmeadow UK Holdings Ltd. which is the Sole Member of Hopmeadow Holdings GP LLC which is the General Partner of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By: Emily R. Pollack

Name: Emily Pollack

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Hopmeadow Holdings GP 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 17 day of April, 2018.

(SEAL)

HOPMEADOW HOLDINGS GP LLC

By: Hopmeadow UK Holdings Ltd., its Sole Member

By: Hopmeadow Cayman LP, its Sole Shareholder

By: Hopmeadow Cayman GP LLC, its General Partner

By: Cornell Capital GP III LP, its Managing Member

By: Cornell Capital GP III GP LLC, its General Partner

By: Emily R. Pollack

Name: Emily Pollack

Title: Authorized Signatory

Attest:

HG

(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated April 17, 2018, for and on behalf of Hopmeadow Holdings GP LLC; that she is the Authorized Signatory of Cornell Capital GP III GP LLC which is the General Partner of Cornell Capital GP III LP which is the Managing Member of Hopmeadow Cayman GP LLC which is the General Partner of Hopmeadow Cayman LP which is the Sole Shareholder of Hopmeadow UK Holdings Ltd. which is the Sole Member of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By: Emily R. Pollack

Name: Emily Pollack

SIGNATURE

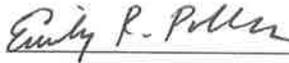
Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Hopmeadow UK Holdings Ltd. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 17 day of April, 2018.

(SEAL)

HOPMEADOW UK HOLDINGS LTD.

By: 
Name: Henry Cornell
Title: Authorized Signatory

Attest:



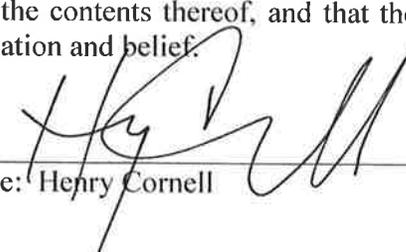
(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of Hopmeadow UK Holdings Ltd.; that he is the Authorized Signatory of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: Henry Cornell

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Hopmeadow Cayman GP 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 17 day of April, 2018.

(SEAL)

HOPMEADOW CAYMAN GP LLC

By: Cornell Capital GP III LP, its Managing Member

By: Cornell Capital GP III GP LLC, its General Partner

By: Emily R. Pollack

Name: Emily Pollack

Title: Authorized Signatory

Attest:

[Handwritten Signature]

(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated April 17, 2018, for and on behalf of Hopmeadow Cayman GP LLC; that she is the Authorized Signatory of Cornell Capital GP III GP LLC which is the General Partner of Cornell Capital GP III LP which is the Managing Member of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By: Emily R. Pollack

Name: Emily Pollack

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Cornell Capital GP III LP has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 17 day of April, 2018.

(SEAL)

CORNELL CAPITAL GP III LP

By: Cornell Capital GP III GP LLC, its General Partner

By: Emily R. Pollack

Name: Emily Pollack

Title: Authorized Signatory

Attest:

[Handwritten Signature]

(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated April 17, 2018, for and on behalf of Cornell Capital GP III LP; that she is the Authorized Signatory of Cornell Capital GP III GP LLC which is the General Partner of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By: Emily R. Pollack

Name: Emily Pollack

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Cornell Capital GP III GP 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 17 day of April, 2018.

(SEAL)

CORNELL CAPITAL GP III GP LLC

By: Emily R. Pollack

Name: Emily Pollack

Title: Authorized Signatory

Attest:

[Handwritten Signature]

(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated April 17, 2018, for and on behalf of Cornell Capital GP III GP LLC; that she is the Authorized Signatory of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By: Emily R. Pollack

Name: Emily Pollack

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Cornell Capital Partners III LP has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 17 day of April, 2018.

(SEAL)

Cornell Capital Partners III LP
By: Cornell Capital GP III LP, its General Partner
By: Cornell Capital GP III GP LLC, its General Partner

By: Emily R. Pollack
Name: Emily Pollack
Title: Authorized Signatory

Attest:

[Handwritten Signature]

(Signature of Officer)

Authorized Signatory

(Title)

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated April 17, 2018, for and on behalf of Cornell Capital Partners III LP; that she is the Authorized Signatory of Cornell Capital GP III GP LLC which is the General Partner of Cornell Capital GP III LP which is the General Partner of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.

By: Emily R. Pollack
Name: Emily Pollack

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Henry Cornell has caused this application to be duly signed on his own behalf in the City of NEW YORK and State of NEW YORK on the 17 day of April, 2018.

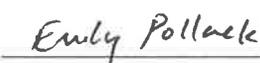
(SEAL)

HENRY CORNELL

By: 
Name: Henry Cornell

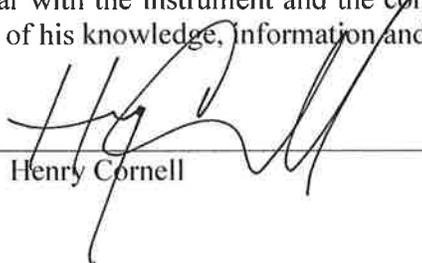
Attest:


(Signature of Witness)


(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of himself; and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: Henry Cornell

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, David I. Schamis has caused this application to be duly signed on his own behalf in the City of London and State of England on the 17th day of April, 2018.

(SEAL)

DAVID I. SCHAMIS

By: 
Name: David I. Schamis

Attest:



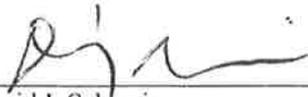
(Signature of Witness)

Timothy Kacani

(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of himself; and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: David I. Schamis

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Atlas Merchant Capital Fund LP has caused this application to be duly signed on its behalf in the City of London ~~and State of~~ England on the 17th day of April, 2018.

(SEAL)

Atlas Merchant Capital Fund LP
By: AMC Fund GP LP, its General Partner
By: AMC Fund MGP LP, its General Partner
By: AMC MGP GP Ltd, its General Partner

By: 
Name: David I. Schamis
Title: Director

Attest:



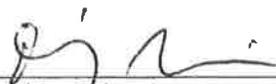
(Signature of Authorized Signatory)

Timothy Kacani

(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of Atlas Merchant Capital Fund LP; that he is the Director of AMC MGP GP Ltd which is the General Partner of AMC Fund MGP LP which is the General Partner of AMC Fund GP LP which is the General Partner of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: David I. Schamis

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, AMC MGP GP Ltd has caused this application to be duly signed on its behalf in the City of London and State of England on the 17th day of April, 2018.

(SEAL)

AMC MGP GP LTD

By: 
Name: David I. Schamis.
Title: Director

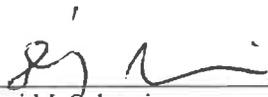
Attest:


(Signature of Authorized Signatory)

Timothy Karani
(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of AMC MGP GP Ltd; that he is the Director of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: David I. Schamis

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, AMC Fund MGP LP has caused this application to be duly signed on its behalf in the City of London and State of England on the 17th day of April, 2018.

(SEAL)

AMC FUND MGP LP
By: AMC MGP GP Ltd, its General Partner

By: 
Name: David I. Schamis
Title: Director

Attest:



(Signature of Authorized Signatory)

Timothy Kacani

(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of AMC Fund MGP LP; that he is the Director of AMC MGP GP Ltd which is the General Partner of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

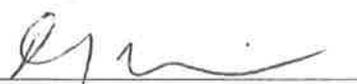
By: 
Name: David I. Schamis

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, AMC Special MGP Ltd has caused this application to be duly signed on its behalf in the City of London and State of England on the 17th day of April, 2018.

(SEAL)

AMC SPECIAL MGP LTD

By: 
Name: David I. Schamis
Title: Director

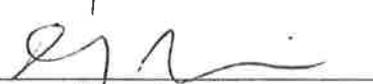
Attest:


(Signature of Authorized Signatory)

Timothy Kacuni
(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of AMC Special MGP Ltd; that he is the Director of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: David I. Schamis

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, AMC Fund GP LP has caused this application to be duly signed on its behalf in the City of London and State of England on the 17th day of April, 2018.

(SEAL)

AMC FUND GP LP
By: AMC Fund MGP LP, its General Partner
By: AMC MGP GP Ltd, its General Partner

By: 
Name: David I. Schamis
Title: Director

Attest:



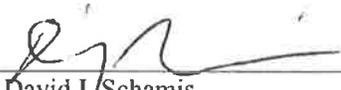
(Signature of Authorized Signatory)

Timothy Kacanis

(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of AMC Fund GP LP; that he is the Director of AMC MGP GP Ltd which is the General Partner of AMC Fund MGP LP which is the General Partner of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

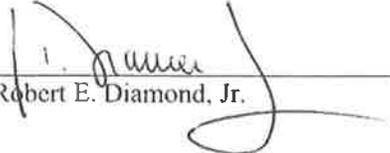
By: 
Name: David I. Schamis

SIGNATURE

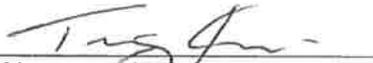
Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Robert E. Diamond, Jr. has caused this application to be duly signed on his own behalf in the City of London ~~and State of~~ England on the 17th day of April, 2018.

(SEAL)

ROBERT E. DIAMOND, JR.

By: 
Name: Robert E. Diamond, Jr.

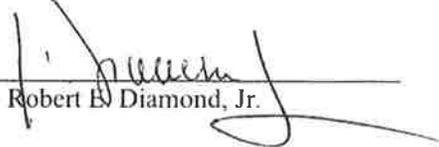
Attest:


(Signature of Witness)

Timothy Kacani
(Name)

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated April 17, 2018, for and on behalf of himself; and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 
Name: Robert E. Diamond, Jr.