

STATE OF CONNECTICUT FORM A CHECKLIST

	Yes	No	Comments
Item 1 Does the Form A provide a brief description of how control is to be acquired?	✓		
Item 2 Does the Form A identify all applicants? (all acquiring parties listed on Merger Agreement must be included as named applicants)	✓		
(a) Does the Form A state the name and address (legal residence for individual(s) or street address if not individual(s) of the applicant(s)?	✓		
i. Does the Form A state the nature of the applicant's business operations for the past five years, if the applicant(s) is not an individual?	✓		
ii. Does the Form A describe the business intended to be done by the applicant(s) and its subsidiaries?***	✓		
(b) Does the organization chart identify and state the relationship of every member of the insurance holding company system, except for affiliates with total assets equal to less than ½ of 1% of the ultimate controlling person within the holding company system? Please provide both pre and post acquisition organization charts.	✓		
Item 3 Does the Form A provide adequate background information (i.e., biographical affidavits) on the: (1) applicant(s), if s(he) is an individual, or (2) all persons who are directors, executive officers or owners of 10% or more of the voting securities of the applicant(s), if the applicant(s) is not an individual? The background information should include among other things, name and business address, present business activity, material occupations for the preceding five years, and identify any convictions in criminal proceedings (excluding traffic violations excluding injury) in the past ten years. Biographical affidavits must include a third party background check by an agency acceptable to the Commissioner. A link to the UCAA section of the NAIC website which lists acceptable third party verification agencies is provided on the CID website.	✓		<p>Please note that this Form A filing includes copies of redacted versions of the biographical affidavits. Full versions of the biographical affidavits are submitted under separate cover.</p> <p>The Biographical Affidavits for Michel Plessis-Bélair and Jerome Selitto will be provided in a supplemental filing to the Department when they become available.</p>

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<p>The Department requires 2 copies of the third party background verification reports (1 copy for use in the public copy of the Application with personal information (SSN; Home Address) redacted. The applicant must request the redacted version from the third party verification firm to be submitted with the original verification report to the Department.) The Insurance Department does not require credit reports to be submitted with the application; however, we reserve the right to request them at a later date.*</p>				The background verification reports are not contained in the binders but will be provided directly to the Department by Owens OnLine.
Item 4	a) Does the Form A describe the nature, source and amount of funds or other consideration (e.g., pledge of stock, other contributions, etc.) used or to be used in effecting the merger or acquisition of control?	✓		
	b) If amounts will be borrowed, does the Form A describe the relationship between the borrower, and include copies of all agreements, promissory notes and security arrangements relating thereto?	✓		The Form A includes a description of the anticipated debt financings, including documentation with respect to the public debt financing. The Applicants will provide the Department with any relevant updates regarding the anticipated short-term financings as such information becomes available.
	Although not specifically required under Item 4, if amounts will be borrowed, the Form A should state the sources of funds to be used to service the debt.			
	(c) If the applicant(s) issues or assumes debt obligations or is required to fulfill other future obligations as a result of the purchase or through existing agreements, are the holding company's cash flow projections included in the Form A filing?		✓	See response to Item 4(b).
Item 5	(a) Does the Form A describe any plans or proposals which the applicant(s) may have to declare an extraordinary dividend, to liquidate the insurer, to enter into material agreements (including affiliated agreements), to sell the insurer's assets or to merge the insurer with any person or persons or to make any other material change in the insurer's business operations or corporate structure or management?	✓		

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Item 6	Does the Form A state the number of each class of shares of the insurer's voting securities which the applicant(s), its affiliates and any person(s) listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was arrived at?	✓		
Item 7	Does the Form A state the amount of each class of any voting security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant(s), its affiliates or any person(s) listed in Item 3?	✓		
Item 8	Does the Form A give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer which the applicant(s), its affiliates or any person(s) listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or options agreements, puts or calls, guarantees of loans, guarantees against loss or profits, or the giving or withholding of proxies? (Note: The description shall identify the persons with whom the contracts, arrangements or understandings have been entered into).	✓		
Item 9	Does the form A describe any purchases of any voting securities of the insurer by the applicant(s), its affiliates or any person(s) listed in Item 3 during the 12 calendar months preceding the filing of the Form A? (Note: The description shall include the dates of purchase, the names of the purchasers, the consideration paid or agreed to be paid therefore, and whether any shares so purchased are hypothecated).	✓		
Item 10	Does the Form A described any recommendations to purchase any voting securities of the insurer made by the applicant(s), its affiliates or any person(s) listed in Item 3, or by anyone based upon interviews or the suggestion of the applicant(s), its affiliates or any person(s) listed in Item 3 during the 12 calendar months preceding the filing of the Form A?	✓		

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Item 11	Does the Form A describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto?	✓		
Item 12	(a) Include a list of the financial statements and exhibits attached to the filing?	✓		
	(b) i. Does the Form A include the annual audited financial statements of the persons identified in Item 2 for the preceding 5 fiscal years and similar information covering the period from the end of such person's last fiscal year if the information is available? <i>(Note: the financial statements may be filed on an individual or, unless the Commissioner otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business.)</i>	See comment		Certain Applicants either do not have audited financial statements or such statements include confidential and proprietary information. Such Applicants are instead submitting unaudited financial statements, as well as an attestation statement from an authorized officer for such unaudited financial statements. Additionally, Lifeco U.S. does not have financial statements for the years 2016-2017.
	ii. Are the financial statements accompanied by a certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended? <i>(Note: Unaudited financials shall be accompanied by an affidavit or certification of the chief financial officer that such statements are true and correct, as of its date and there has been no material change in the financial statements to the date of the affidavit or certification.)</i>	✓		See response to Item 12(b).

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✓		
✓		
Item 13	<p>Does the Form A state the applicant(s) 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?</p>	✓
Item 14	<p>(a) Does the Form A include copies of Federal and other state regulatory filings (excluding Forms E and duplicative exhibits)? Does it include a list of each international jurisdictional filing?</p>	✓
<p>(b) Will the proposed merger or acquisition comply with the state's competitive standards?</p>	✓	<p>A listing of the principal regulatory filings that are required to be made by the Applicants in connection with the Proposed Acquisition is provided; copies of such filings are available to be provided to the Department in camera upon the Commissioner's request.</p>
<p>(c) Does the Form A include statutory financial statements, including Management Discussion & Analysis, of the insurer and audited financial statements of its parent for the preceding three years?</p>	✓	

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	(d) Does the Form A include financial strength and debt ratings of both the applicant and the insurer?	✓		
	(e) Does the Form A include disclosure of any material litigation or government investigations in which the applicant is involved?	✓		
	(f) Does the Form A include a discussion of proposed integration plans, including potential employment reductions, to occur post closing?	✓		
	(g) Does the Form A provide a statement that the Applicant agrees to provide to the best of its 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 15	Does the Form A contain the required signature and certification (Note: Person signing the application will be required to be present at the hearing)	✓		

DO NOT SUBMIT AN APPLICATION WITHOUT A DETAILED BUSINESS PLAN AND ALL COMPLETED BIOGRAPHICAL AFFIDAVITS.

* Applications received without all completed biographical affidavits will not be reviewed until all completed biographical affidavits are submitted. Supplemental Personal Information Affidavits should be in a separate section marked confidential. These will automatically be given confidential treatment; you need not request it.

** Applications received without a detailed post acquisition business/operations plan will not be reviewed until the plan is submitted.

**NOTE: APPLICATIONS SHOULD BE SUBMITTED IN THREE (3) RING BINDERS
(prefer 3 or 4 inch binders with inside cover pockets)**

PLEASE PROVIDE AN ORIGINAL AND TWO (5) COPIES.

THE COMPLETED CHECKLIST MUST BE PROVIDED WITHIN THE BINDER WITH THE ORIGINAL APPLICATION.

ALL CERTIFICATIONS AND BIOGRAPHICAL AFFIDAVITS SHOULD BE SIGNED IN BLUE INK.