NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

☐☐☐☐☐☐☐☐

TRANSACTION NUMBER ASSIGNED

FEE INFORMATION (*For Payer Only*)

TAXPAYER IDENTIFICATION NUMBER [redacted]
OR SOCIAL SECURITY NUMBER FOR NATURAL PERSONS

AMOUNT PAID $ 140,000

NAME OF PAYER *(if different from PERSON FILING)* Great-West Life & Annuity Insurance Company

WIRE TRANSFER ☒ or CERTIFIED CHECK / MONEY ORDER ATTACHED ☐

WIRE TRANSFER CONFIRMATION NO. [redacted]

FROM (NAME OF INSTITUTION) [redacted]

IS THIS A CORRECTIVE FILING? ☐ YES ☒ NO | CASH TENDER OFFER? ☐ YES ☒ NO | BANKRUPTCY? ☐ YES ☒ NO

DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? ☒ YES ☐ NO
(Grants of early termination are published in the Federal Register and on the FTC web site, www.ftc.gov)

(voluntary) IS THIS ACQUISITION SUBJECT TO NON-US FILING REQUIREMENTS? ☐ YES ☐ NO
F YES, list jurisdictions:

ITEM 1

1(a) PERSON FILING

NAME	Desmarais Family Residuary Trust
HEADQUARTERS ADDRESS	759 Square Victoria
ADDRESS LINE 2	Suite 520
CITY, STATE, COUNTRY	Montreal, Quebec, Canada
ZIP CODE	H2Y 2J7
WEB SITE	Not applicable

1(b) PERSON FILING NOTIFICATION IS ☒ an acquiring person ☐ an acquired person ☐ both

1(c) PUT AN "X" IN THE APPROPRIATE BOX TO DESCRIBE THE PERSON FILING NOTIFICATION

☐ Corporation ☐ Unincorporated Entity ☐ Natural Person ☒ Other *(Specify)* Trust

1(d) DATA FURNISHED BY

☒ calendar year ☐ fiscal year *(specify period):* ________ (month/year) to ________ (month/year)

1(e) PUT AN "X" IN THE APPROPRIATE BOX BELOW AND GIVE THE NAME AND ADDRESS OF THE ENTITY FILING NOTIFICATION, IF DIFFERENT THAN THE ULTIMATE PARENT ENTITY

☒ Not Applicable | ☐ This report is being filed on behalf of a foreign person pursuant to § 803.4. | ☐ This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

NAME	
ADDRESS	
CITY, STATE, COUNTRY	
ZIP CODE	

1(f) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS, VOTING SECURITIES OR NON-CORPORATE INTERESTS ARE BEING ACQUIRED, IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)

NAME	Great-West Life & Annuity Insurance Company	☐ Not Applicable
ADDRESS	8525 East Orchard Road	
CITY, STATE, COUNTRY	Greenwood Village, Colorado, United States	
ZIP CODE	80111	

PERCENT OF VOTING SECURITIES OR NON-CORPORATE INTERESTS THAT THE UPE HOLDS DIRECTLY OR INDIRECTLY IN THE ACQUIRING OR ACQUIRED ENTITY IDENTIFIED IN ITEM 1(f): >50%

1(g) IDENTIFICATION OF PERSONS TO CONTACT REGARDING THIS REPORT

CONTACT PERSON 1	M. Hill Jeffries	CONTACT PERSON 2	James McGibbon
FIRM NAME	Eversheds Sutherland (US) LLP	FIRM NAME	Eversheds Sutherland (US) LLP
BUSINESS ADDRESS	999 Peachtree Street, NE	BUSINESS ADDRESS	999 Peachtree Street, NE
CITY, STATE, COUNTRY	Atlanta, Georgia, United States	CITY, STATE, COUNTRY	Atlanta, Georgia, United
ZIP CODE	30309-3996	ZIP CODE	30309-3996
TELEPHONE NUMBER	(404) 853-8137	TELEPHONE NUMBER	(404) 853-8122
FAX NUMBER	(404) 853-8806	FAX NUMBER	(404) 853-8806
E-MAIL ADDRESS	HillJeffries@eversheds-sutherland.com	E-MAIL ADDRESS	JimMcG bbon@eversheds-sutherland.com

1(h) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF ISSUANCE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS (See § 803.20(b)(2)(iii))

NAME	M. Hill Jeffries
FIRM NAME	Eversheds Sutherland (US) LLP
BUSINESS ADDRESS	999 Peachtree Street, NE
CITY, STATE, COUNTRY	Atlanta, Georgia, United States
ZIP CODE	30309-3996
TELEPHONE NUMBER	(404) 853-8137
FAX NUMBER	(404) 853-8806
E-MAIL ADDRESS	HillJeffries@eversheds-sutherland.com

ITEM 2

2(a) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRING PERSONS

NAME	NON-REPORTABLE
Desmarais Family Residuary Trust	☐

LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRED PERSONS

NAME	NON-REPORTABLE
Prudential Financial, Inc.	☐

2(b) THIS ACQUISITION IS *(put an "X" in all the boxes that apply)*

- ☒ an acquisition of assets
- ☐ a merger (see § 801.2)
- ☐ an acquisition subject to § 801.2 (e)
- ☐ a formation of a joint venture or other corporation or unincorporated entity (see § 801.40 or § 801.50)
- ☐ an acquisition subject to § 801.30 *(specify type)*
- ☐ a consolidation (see § 801.2)
- ☒ an acquisition of voting securities
- ☐ a secondary acquisition
- ☐ an acquisition subject to § 801.31
- ☒ an acquisition of non-corporate interests
- ☐ other *(specify)*

2(c) INDICATE THE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED
(acquiring person only in an acquisition of voting securities)

- ☐ $50 million (as adjusted)
- ☐ $100 million (as adjusted)
- ☐ $500 million (as adjusted)
- ☐ 25% (see Instructions) (as adjusted)
- ☒ 50%
- ☐ N/A

2(d)(i) VALUE OF VOTING SECURITIES ALREADY HELD ($MM) $ 0	**(v)** VALUE OF NON-CORPORATE INTERESTS ALREADY HELD ($MM) $ 0	
ii) PERCENTAGE OF VOTING SECURITIES ALREADY HELD 0 %	**(vi)** PERCENTAGE OF NON-CORPORATE INTERESTS ALREADY HELD 0 %	
(iii) TOTAL VALUE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION ($MM) See Item 2(d)(x)	**(vii)** TOTAL VALUE OF NON-CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION ($MM) See Item 2(d)(x)	**(ix)** VALUE OF ASSETS TO BE HELD AS A RESULT OF THE ACQUISITION ($MM) See Item 2(d)(x)
(iv) TOTAL PERCENTAGE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION 100 %	**(viii)** TOTAL PERCENTAGE OF NON-CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION 100 %	**(x)** AGGREGATE TOTAL VALUE ($MM) Approximately $1,949.6

ITEM 3

3(a) DESCRIPTION OF ACQUISITION

ACQUIRING UPE(S)

NAME	Desmarais Family Residuary Trust
ADDRESS	759 Square Victoria
ADDRESS LINE 2	Suite 520
CITY, STATE	Montreal, Quebec
ZIP CODE, COUNTRY	H2Y 2J7, Canada

ACQUIRED UPE(S)

NAME	Prudential Financial, Inc. ("Prudential")
ADDRESS	751 Broad Street
ADDRESS LINE 2	
CITY, STATE	Newark, NJ
ZIP CODE, COUNTRY	07102, USA

ACQUIRING ENTITY(S)

NAME	Great-West Life & Annuity Insurance Company ("Buyer")
ADDRESS	8525 East Orchard Road
ADDRESS LINE 2	
CITY, STATE	Greenwood Village, Colorado
ZIP CODE, COUNTRY	80111, USA

ACQUIRED ENTITY(S)

NAME	Prudential Retirement Insurance and Annuity Company ("PRIAC") TBG Insurance Services Corporation ("TBGIS") Global Portfolio Strategies, Inc. ("GPSI") Prudential Bank & Trust, FSB ("PB&T")
ADDRESS	280 Trumbull Street
ADDRESS LINE 2	One Commercial Plaza
CITY, STATE	Hartford, CT
ZIP CODE, COUNTRY	06103, USA

ACQUIRED ENTITY(S)

NAME	MC Insurance Agency Services, LLC ("MCIA")
ADDRESS	3333 Michelson Drive, Suite 820B
CITY, STATE	Irvine, CA
ZIP CODE, COUNTRY	92612, USA

ACQUIRED ENTITY(S)

NAME	The Prudential Insurance Company of America ("PICA")
ADDRESS	751 Broad Street
CITY, STATE	Newark, NJ
ZIP CODE, COUNTRY	07102, USA

ACQUIRED ENTITY(S)

NAME	Prudential Trust Company ("PTC")
ADDRESS	30 Scranton Office Park
CITY, STATE	Scranton, PA
ZIP CODE, COUNTRY	18507, USA

ACQUIRED ENTITY(S)

NAME	Prudential Investment Management Services LLC ("PIMS")
ADDRESS	751 Broad Street
CITY, STATE	Newark, NJ
ZIP CODE, COUNTRY	07102, USA

TRANSACTION DESCRIPTION

Pursuant to a Master Transaction Agreement, dated as of July 20, 2021 (the "Agreement," see Attachment 3(b)-1), Buyer intends to acquire 100% of the voting securities of PRIAC, TBGIS, GPSI and PB&T, 100% of the non-corporate interests of MCIA, and certain assets from PICA, PTC and PIMS (as defined in the Agreement, the "Purchased Assets"). The total size of transaction is approximately $1,949.6 million, subject to adjustment pursuant to Sections 2.3, 2.6 and 2.7 of the Agreement. The purchase price has not been allocated between the voting securities, non-corporate interests and assets or among the assets.

The acquired entities and assets comprise the "FSS Business" (as defined in the Agreement) of Prudential, a full-service retirement solutions provider offering recordkeeping, proprietary and third-party investment and insurance products, rollover, financial wellness and income solutions for corporate, government, healthcare and Taft Hartley clients. See also Agreement at Sections 1.1 (p. 16) (definition of

FSS Business) and 2.1 (description of Purchased Assets).

In connection with the transaction, The Prudential Insurance Company of America will cede to Buyer and an affiliate of Buyer certain insurance policies partially comprising the FSS Business (see agreements in 3b); this will be indemnity reinsurance and is not a reportable asset transfer.

The transaction is expected to be closed in the first quarter of 2022, and is subject to certain conditions, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 as amended.

Code Names:
Project Golden = the proposed transaction.

3(b) SUBMIT A COPY OF THE MOST RECENT VERSION OF THE CONTRACT OR AGREEMENT *(or letter of intent to merge or acquire)*

(IF SUBMITTING PAPER, DO NOT ATTACH THE DOCUMENT TO THIS PAGE)

ATTACHMENT NUMBER
3(b)-1

ITEM 4

PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 *(See Item by Item instructions).* THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

4(a) ENTITIES WITHIN THE PERSON FILING NOTIFICATION THAT FILE ANNUAL REPORTS WITH THE SECURITIES AND EXCHANGE COMMISSION ☒ None

CENTRAL INDEX KEY NUMBER

4(b) ANNUAL REPORTS AND ANNUAL AUDIT REPORTS ☐ None

ATTACHMENT OR REFERENCE NUMBER

Residuary Trust Financial Statements December 31, 2020	4(b)-1
Great-West Lifeco Inc. 2020 Annual Report *available at https://www.greatwestlifeco.com/content/dam/gwlco/documents/reports/2021/lifeco-2020-annual-report-en.pdf*	4(b)-2
IGM Financial 2020 Annual Report *available at https://www.igmfinancial.com/en/investor-relations/finreporting/annual*	4(b)-3
Financial Statements of Sagard Holdings Inc. for the year ended December 31, 2020	4(b)-4
Stub Period Financial Statements of Personal Capital Corporation	4(b)-5

4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS* ☐ None

ATTACHMENT OR REFERENCE NUMBER

Preliminary Non-Binding Proposal prepared under the supervision of Edmund F. Murphy III, President and Chief Executive Officer, Empower Retirement and Great-West Life & Annuity, April 13, 2021	4(c)-01
Non-Binding Proposal prepared under the supervision of Edmund F. Murphy III, President and Chief Executive Officer, Empower Retirement and Great-West Life & Annuity, June 2, 2021	4(c)-02
Presentation titled “Project Golden Opportunity Overview” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, April 29, 2021	4(c)-03
Presentation titled “Project Golden Opportunity Overview” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, May 5, 2021	4(c)-04
Presentation titled “Project Golden Workstreams Update” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, May 13, 2021	4(c)-05
Presentation titled “Project Golden Workstream Update” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, May 20, 2021	4(c)-06
Presentation titled “Project Golden Opportunity Overview” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, June 1, 2021	4(c)-07
Confirmatory Due Diligence Presentation prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, July 12, 2021	4(c)-08
Presentation titled “Project Golden Opportunity Overview” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, July 18, 2021	4(c)-09
Privilege Log	4(c)-10

NAME OF PERSON FILING NOTIFICATION Desmarais Family Residuary Trust	DATE August 16, 2021

* To the extent any documents provided are not technically responsive to Item 4(c), the Person filing Notification submits such documents voluntarily pursuant to 16 C.F.R. § 803.1(b).

4(d) ADDITIONAL DOCUMENTS* ☐ None	ATTACHMENT OR REFERENCE NUMBER
Confidential Information Presentation prepared by Lazard Frères, March 2021	4(d)-01
Project Golden Management Presentations - Day 1, prepared by Lazard Frères, April 30, 2021	4(d)-02
Project Golden Management Presentations - Day 2, prepared by Lazard Frères, May 3, 2021	4(d)-03
Project Golden: Integrated Cost Assessment, prepared by KPMG, February 2021	4(d)-04
Presentation titled “Project Golden Opportunity” prepared by Lazard Frères, March 2021	4(d)-05
Presentation titled “Project Golden Financing” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, March 2021	4(d)-06
Presentation titled “Project Golden Initial Review” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, March 26, 2021	4(d)-07
Presentation titled “Project Golden: Golden Update” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, April 1, 2021	4(d)-08
Presentation titled “Project Golden: Golden Update” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, April 9, 2021	4(d)-09
Presentation titled “Project Golden Valuation Perspectives” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, April 12, 2021	4(d)-10
Presentation titled “Project Golden - Phase 1 Observations on Integration Costs and Synergies” prepared by Andra Bolotin, Executive Vice President & Chief Financial Officer, Great-West Life US and Putnam Investments, Christine Mortiz, Senior Vice President and Chief Financial Officer, Empower Retirement, and Fred Peurye, Vice President, Taxation Empower Retirement, April 12, 2021	4(d)-11
Presentation titled “Project Golden Financing” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, April 13, 2021	4(d)-12
Presentation titled “Project Golden IRR Analysis” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, April 2021	4(d)-13
Separate Account Analysis prepared under the supervision of Jonathan Kreider, Senior Vice President, Empower Retirement and Great-West Investments, May 13, 2021	4(d)-14
Presentation titled “Project Golden - LifeCo Update” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, May 21, 2021	4(d)-15
Presentation titled “Project Golden - LifeCo Update” prepared under the supervision of Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, May 27, 2021	4(d)-16
Separate Account Fee Analysis prepared under the supervision of Jonathan Kreider, Senior Vice President, Empower Retirement and Great-West Investments, May 29, 2021	4(d)-17
Spreadsheet titled “Project Golden Modeling - Round 3” prepared by Andra Bolotin, Executive Vice President & Chief Financial Officer, Great-West Life US and Putnam Investments, and Fred Peurye, Vice President, Taxation Empower Retirement, June 25, 2021	4(d)-18
Spreadsheet titled “Golden Operating Model” prepared by Dave McLeod, Senior Vice President & Chief Business Development Officer, Empower Retirement and Great-West Financial, July 19, 2021	4(d)-19

* To the extent any documents provided are not technically responsive to Item 4(d), the Person filing Notification submits such documents voluntarily pursuant to 16 C.F.R. § 803.1(b).

NAME OF PERSON FILING NOTIFICATION Desmarais Family Residuary Trust	DATE August 16, 2021

ITEM 5

5(a) DOLLAR REVENUES BY NAICS INDUSTRY CODE AND BY NAPCS-BASED PRODUCT CODE

Check None at the bottom of the page and provide explanation if you are not reporting revenue

6-DIGIT NAICS INDUSTRY CODE AND/OR 10-DIGIT NAPCS-BASED PRODUCT CODE	DESCRIPTION	YEAR 2020 TOTAL DOLLAR REVENUES ($MM)	
	Attachment:		
221114	Solar Electric Power Generation	[redacted]	☐ Overlap
221115	Wind Electric Power Generation		☐ Overlap
335122	Commercial, Industrial, and Institutional Electric Lighting Fixture Manufacturing		☐ Overlap
2039625000	Manufacturing of commercial- and institutional-type electric lighting fixtures, including parts and accessories		☐ Overlap
425120	Wholesale Trade Agents and Brokers		☐ Overlap
523120	Securities Brokerage		☐ Overlap
523920	Portfolio Management		☒ Overlap
523930	Investment Advice		☒ Overlap
523991	Trust, Fiduciary, & Custody Activities		☒ Overlap
524113	Direct Life Insurance Carriers		☒ Overlap
524292	Third Party Administration of Insurance and Pension Funds		☒ Overlap
531390	Other Activities Related to Real Estate		☐ Overlap
541613	Marketing Consulting Services		☐ Overlap

NONE ☐ *(PROVIDE EXPLANATION)*

5(b) COMPLETE ONLY IF ACQUISITION IS IN THE FORMATION OF A JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY	☒ Not Applicable

5(b)(i) CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY HAS AGREED TO MAKE

Attachment:

5(b)(ii) DESCRIPTION OF CONSIDERATION THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL RECEIVE

Attachment:

5(b)(iii) DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL ENGAGE

Attachment:

5(b)(iv) SOURCE OF DOLLAR REVENUES BY 6-DIGIT INDUSTRY CODE (non-manufacturing) AND BY 10-DIGIT PRODUCT CODE (manufactured)

Attachment:

CODE	DESCRIPTION

ITEM 6

6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION Attachment:

NAME	CITY	STATE	COUNTRY
Power Corporation of Canada	Montreal	QC	Canada
Power Financial Corporation	Montreal	QC	Canada
Parjointco S.A.	Rotterdam		The Netherlands
Lumenpulse Lighting Corp.	Boston	MA	United States
Sternberg Lanterns Inc.	Roselle	IL	United States
Potentia MN Solar Fund 1 Managing Member LLC	Minneapolis	MN	United States
Musselshell Wind Holdings LLC	Wheatland County	MN	United States
Nautilus Solar Energy, LLC	Summit	NJ	United States
Nautilus Helios Blackpoint LLC	Summit	NJ	United States
TPE King Solar Holdings 1, LLC	North Smithfield	RI	United States
VH Holdco I, LLC	West Brookfield	MA	United States
NSE KAM MM Holdco, LLC	Summit	NJ	United States
VH Kilroy Holdco, LLC	San Diego	CA	United States
Saint Cloud Solar, LLC	Saint Cloud	MN	United States
Nautilus Hopkins Hill MM Holdco, LLC	West Greenwich	RI	United States
Nautilus Owner 2020, LLC	Summit	NJ	United States
Putnam US Holdings I, LLC	Boston	MA	United States
Putnam Investment Management, LLC	Boston	MA	United States
The Putnam Advisory Company, LLC	Boston	MA	United States
Putnam Advisory Holdings II, LLC	Boston	MA	United States
Putnam Fiduciary Trust Company	Boston	MA	United States
Putnam Investor Services, Inc.	Boston	MA	United States
Putnam Retail Management LP	Boston	MA	United States
Putnam Investments Holdings	Boston	MA	United States
Putnam Capital, LLC	Boston	MA	United States
PanAgora Asset Management, Inc.	Boston	MA	United States
PanAgora Holdings, Inc.	Boston	MA	United States
Putnam Investments, LLC	Boston	MA	United States
Putnam Acquisition Financing, Inc.	Boston	MA	United States
Putnam Acquisition Financing, LLC	Boston	MA	United States
Putnam Investments Limited (UK)	London		UK
Putnam International Distributors Ltd.	George Town		Cayman Islands
The Putnam Advisory Company, LLC Singapore Branch	Singapore		Singapore
Putnam Investments (Ireland) Limited	Dublin		Ireland
Great-West Lifeco US LLC	Greenwood Village	DE	United States
GWL&A Financial Inc.	Greenwood Village	DE	United States
Great-West Life & Annuity Ins Co	Greenwood Village	CO	United States
Great-West Life & Annuity Ins Co of NY	New York	NY	United States
Great-West Life & Annuity Ins Co of SC	Charleston	SC	United States
Advised Assets Group, LLC	Greenwood Village	CO	United States
GWFS Equities, Inc.	Greenwood Village	DE	United States
Empower Retirement, LLC	Greenwood Village	CO	United States
GWF Retirement Plan Services, LLC	Wilmington	DE	United States
Empower Holdings LLC	Greenwood Village	CO	United States
Great-West Capital Management, LLC	Greenwood Village	CO	United States
Great-West Trust Company, LLC	Greenwood Village	CO	United States
Canada Life Assurance Co - US Branch	Toronto	ON	Canada
Great-West Lifeco Finance LP	Greenwood Village	CO	United States
Great-West Lifeco Finance 2018, LP	Greenwood Village	CO	United States
Great-West Lifeco Finance 2020, LP	Greenwood Village	CO	United States
Empower Finance 2020, LP	Greenwood Village	CO	United States
Mountain Asset Management LLC	Greenwood Village	CO	United States
Great-West Investors Holdco Inc.	Wilmington	DE	United States
Great-West Investors LLC	Wilmington	DE	United States
Great-West Investors LP Inc.	Wilmington	DE	United States
Great-West Investors LP	Wilmington	DE	United States

LRG (US), Inc.	Wilmington	DE	United States
Canada Life Reinsurance Company	Blue Bell	PA	United States
GWL Direct 650 Alamanor LLC	Denver	CO	United States
GWL Direct 345 Cessna LLC	Denver	CO	United States
GWL Direct 1 Bulfinch Place, LLC	Denver	CO	United States
GWL Direct 851 SW 34th LLC	Denver	CO	United States
GWL Direct 12100 Rivera LLC	Denver	CO	United States
Great-West US Direct RE Acquisition LLC	Denver	CO	United States
Great-West US Direct RE Holdings	Denver	CO	United States
CDN US Direct RE Holdings	Denver	CO	United States
Great-West US RE Holdings, Inc.	Denver	CO	United States
Personal Capital Advisors Corporation	Redwood City	CA	United States
Mackenzie Investments Corporation	Toronto	ON	Canada
Mackenzie U.S. Fund Management Inc.	New York	NY	United States
Pargesa S.A.	Geneva		Switzerland
Sagard Capital Partners, L.P.	New York	NY	United States
Sagard Holdings, Inc.	New York	NY	United States

6(b) HOLDERS OF PERSON FILING NOTIFICATION Attachment:

ISSUER/ UNINCORPORATED ENTITY	SHAREHOLDER/ INTEREST HOLDER	HQ ADDRESS	% HELD
None			

6(c)(i) HOLDINGS OF PERSON FILING NOTIFICATION Attachment:

UPE OF FILING PERSON	ISSUER/ UNINCORPORATED ENTITY	% HELD
Desmarais Family Residual Trust	37 Capital Opportunistic Equity Fund, LP (523920)	38.9%
Desmarais Family Residual Trust	37 Capital Structured Credit Fund, LP (523920)	10.6%

6(c)(ii) HOLDINGS OF ASSOCIATES (*ACQUIRING PERSON ONLY*) Attachment:

TOP LEVEL ASSOCIATE	ISSUER/ UNINCORPORATED ENTITY	% HELD
Portage Ventures II Investments LP	Alpaca DB, Inc. (523920)	20.5%
Portage Ventures II Investments LP	Socotra Inc. (524292)	13.2%

ITEM 7

OVERLAP DOLLAR REVENUES

7(a) 6-DIGIT NAICS INDUSTRY CODE AND DESCRIPTION ☐ None

CODE	DESCRIPTION	PERSON / ASSOCIATE / BOTH
523920	Portfolio Management	Person
523930	Investment Advice	Person
523991	Trust, Fiduciary, & Custody Activities	Person
524113	Direct Life Insurance Carriers	Person
524210	Insurance Agencies and Brokerages	Person
524292	Third Party Administration of Insurance and Pension Funds	Person

7(b)(i) LIST THE NAME OF EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

UPE OF OTHER FILING PERSON	ENTITY THAT OVERLAPS (IF DIFFERENT)
Prudential Financial, Inc.	Prudential Financial, Inc. and subsidiaries

7(b)(ii) LIST THE NAME OF EACH ASSOCIATE OF THE ACQUIRING PERSON THAT ALSO DERIVED DOLLAR REVENUES (*ACQUIRING PERSON ONLY*)

TOP LEVEL ASSOCIATE	ENTITY THAT OVERLAPS (IF DIFFERENT)
None	

7(c) GEOGRAPHIC MARKET INFORMATION FOR EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

CODE	GEOGRAPHIC MARKET INFORMATION
523920	CA, CO, DE, MA, NY (5)
523930	CO, NY (2)
523991	CO, MA (2)
524113	National
524210	IL (1)
524292	CO (1)

7(d) GEOGRAPHIC MARKET INFORMATION FOR ASSOCIATES OF THE ACQUIRING PERSON (*ACQUIRING PERSON ONLY)*

CODE	GEOGRAPHIC MARKET INFORMATION
None	

ITEM 8

PRIOR ACQUISITIONS (*ACQUIRING PERSON ONLY)*

NAICS Code	523920 (Portfolio Management)	
Acquired Entity	Personal Capital Corporation	
Former HQ Address	3 Lagoon Drive, Redwood City, CA	
Acquisition Type	☒ Securities ☐ Assets ☐ Non Corporate Interests Date of Acquisition August 18, 2020	
Notes		
NAICS Code	524292 (Third Party Administration of Insurance and Pension Funds)	
Acquired Entity	Certain assets of the retirement business unite of MassMutual Retirement Services LLC	
Former HQ Address	1295 State Street	
Acquisition Type	☐ Securities ☒ Assets ☐ Non Corporate Interests Date of Acquisition January 4, 2021	
Notes		

NAME OF PERSON FILING NOTIFICATION Desmarais Family Residuary Trust	DATE August 16, 2021

CERTIFICATION

This **NOTIFICATION AND REPORT FORM**, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

NAME (Please print or type)	TITLE
PAUL DESMARAIS, JR Paul Desmarais Jr.	Trustee for the Desmarais Family Residuary Trust
SIGNATURE Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Paul Desmarais	DATE August 6, 2021

ENDNOTES

ENDNOTE NUMBER	ITEM	ENDNOTE TEXT

Name of Person Filing Notification:
Desmarais Family Residuary Trust

AFFIDAVIT PURSUANT TO
16 C.F.R. § 803.5(b)

August 16, 2021

I, Paul Desmarais Jr., state as follows:

1. I am a trustee for the Desmarais Family Residuary Trust (the "Desmarais Trust"), the acquiring person in the transaction described in the attached premerger notification filing. I make this affidavit on behalf of the Desmarais Trust pursuant to 16 C.F.R. § 803.5(b).

2. A Master Transaction Agreement between the parties submitted as Attachment 3(b)-1 to the accompanying Notification and Report Form has been executed by the parties identified therein.

3. The Desmarais Trust has the good faith intention to complete the transaction which is the subject of this Notification and Report Form.

   I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

* * * * *

IN WITNESS WHEREOF, I have hereunto set my hand as of the day and year first set forth above.

Paul Desmarais Jr.