

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF

**AETNA INSURANCE COMPANY OF CONNECTICUT**

(the “Domestic Insurer”)

by

**CONTINENTAL CASUALTY COMPANY,**

**THE CONTINENTAL CORPORATION,**

**CNA FINANCIAL CORPORATION**

and

**LOEWS CORPORATION**

(collectively, the “Applicants”)

Filed with the Connecticut Insurance Department

Amended and Restated: May 3, 2022

Name, Title, Address and Telephone Number of Individuals to Whom Notices and  
Correspondence Concerning This Statement Should Be Addressed:

Stathy Darcy  
Senior Vice President,  
Deputy General Counsel & Secretary  
Continental Casualty Company  
151 N. Franklin Street  
Chicago, IL 60606  
Telephone: (312) 822-3742  
Email: Stathy.Darcy@cna.com

Elizabeth P. Retersdorf  
Day Pitney LLP  
242 Trumbull Street  
Hartford CT 06103  
Telephone: (860) 275-0656  
Email: eretersdorf@daypitney.com

Elena M. Coyle  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Manhattan West  
New York, New York 10001  
Telephone: (212) 735-2215  
Email: elena.coyle@skadden.com

## ITEM 1. DOMESTIC INSURER AND METHOD OF ACQUISITION

### (a) The Domestic Insurer

This Form A Statement (including all exhibits attached hereto, this “Form A”) relates to the proposed acquisition of control of Aetna Insurance Company of Connecticut, a property and casualty insurance company domiciled in Connecticut (the “Domestic Insurer”), by Continental Casualty Company, a property and casualty insurance company domiciled in Illinois (“CCC”), The Continental Corporation, a New York corporation (“TCC”), CNA Financial Corporation, a publicly traded Delaware corporation (“CNA”), and Loews Corporation, a publicly traded Delaware corporation (“Loews” and collectively with CCC, TCC and CNA, the “Applicants”).

The address, NAIC number and Federal Employer Identification Number (“FEIN”) of the Domestic Insurer are as follows:

#### **Aetna Insurance Company of Connecticut**

Home Office: 151 Farmington Avenue  
Hartford, CT 06156

Administrative Office: 151 Farmington Avenue  
Hartford, CT 06156

NAIC Number: 36153

FEIN: 06-1286276

The Domestic Insurer is a direct, wholly owned subsidiary of AHP Holdings, Inc., a Connecticut corporation (“AHP Holdings”), whose ultimate parent is CVS Health Corporation, a publicly traded Delaware corporation. The Domestic Insurer is licensed in all 50 states, plus the District of Columbia. The Domestic Insurer ceased writing new business in 2017. As of the year ended December 31, 2020, the Domestic Insurer reported assumed group auto business currently in run off.

### (b) Method of Acquisition

The Applicants propose to acquire control of the Domestic Insurer (the “Proposed Acquisition”) pursuant to a Stock Purchase Agreement, dated as of December 15, 2021 (the “Stock Purchase Agreement”), by and among CCC, AHP Holdings and CVS Pharmacy, Inc. (solely for limited purposes). A copy of the Stock Purchase Agreement (excluding exhibits, schedules and annexes thereto) is attached hereto as Exhibit A and incorporated herein by reference. All schedules and annexes to the Stock Purchase Agreement with redactions and withholdings as agreed with the Connecticut Insurance Department (the “Department”) are

attached as Exhibit M-1 (Annex I (Required Regulatory Approvals)), Exhibit M-2 (Seller Disclosure Schedules) and Exhibit M-3 (Buyer Disclosure Schedules).

The Stock Purchase Agreement provides that, subject to the terms and conditions set forth therein, CCC will acquire 100% of the issued and outstanding shares of common stock of the Domestic Insurer. Upon consummation of the Proposed Acquisition (the “Closing”), CCC will directly own all of the issued and outstanding shares of common stock of the Domestic Insurer. As a result, the Domestic Insurer will become a direct, wholly owned subsidiary of CCC, an indirect, wholly owned subsidiary of each of TCC and CNA, and an indirect, majority owned subsidiary of Loews.

The Stock Purchase Agreement contains customary representations and warranties from both CCC and AHP Holdings. The Stock Purchase Agreement also contains customary covenants and agreements, including covenants regarding the conduct of the Domestic Insurer’s business prior to the Closing and efforts of the parties to cause the Proposed Acquisition to be completed.

The completion of the Proposed Acquisition is subject to the satisfaction or, to the extent permitted by applicable law, waiver of customary closing conditions, including but not limited to: (i) there being no law or order enacted or issued by a government authority of competent jurisdiction prohibiting the Proposed Acquisition; (ii) subject to specified materiality standards, the accuracy of the representations and warranties of each party; (iii) compliance by each party in all material respects with its covenants; (iv) the absence of a Material Adverse Effect (as defined in the Stock Purchase Agreement) on the Domestic Insurer; and (v) required state insurance approvals from applicable governmental authorities having been obtained, including the approval of this Form A.

The foregoing summary of the terms of the Stock Purchase Agreement is qualified in its entirety by the terms and conditions of the Stock Purchase Agreement.

## **ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANTS**

### **(a) Name and Business Address**

The name and current business address of each Applicant seeking to acquire control of the Domestic Insurer are as follows:

**Continental Casualty Company**  
151 N. Franklin Street  
Chicago, IL 60606

**The Continental Corporation**  
151 N. Franklin Street  
Chicago, IL 60606

**CNA Financial Corporation**  
151 N. Franklin Street  
Chicago, IL 60606

**Loews Corporation**  
667 Madison Avenue  
New York, NY 10065

**(b) Business Operations of the Applicants**

Continental Casualty Company

CCC is a property and casualty insurance company domiciled in Illinois and a direct, wholly owned subsidiary of TCC. CCC is licensed in all 50 states, plus the District of Columbia.

The Continental Corporation

TCC is a New York corporation and a direct, wholly owned subsidiary of CNA. TCC is an insurance holding company within the CNA insurance holding company system.

CNA Financial Corporation

CNA is a publicly traded Delaware corporation and is an insurance holding company. The property and casualty and remaining life and group insurance operations of CNA and its subsidiaries (collectively, the “CNA Group”) are primarily conducted by CCC, The Continental Insurance Company, Western Surety Company, CNA Insurance Company Limited, Hardy Underwriting Bermuda Limited and its subsidiaries (Hardy), and CNA Insurance Company (Europe) S.A. CNA is one of the largest U.S. commercial property and casualty insurance holding companies. Backed by more than 120 years of experience, the CNA Group provides a broad range of standard and specialized insurance products and services for businesses and professionals in the U.S., Canada and Europe.

The CNA Group’s insurance products primarily include commercial property and casualty coverages, including surety. The CNA Group’s services include warranty, risk management information services and claims administration. Its products and services are primarily marketed through independent agents, brokers and managing general underwriters to a wide variety of customers, including small, medium and large businesses, insurance companies, associations, professionals and other groups. The property and casualty insurance industry is highly competitive, both as it relates to rate and service. The CNA Group competes with a large number of stock and mutual insurance companies, as well as other entities, for both distributors and customers.

The CNA Group’s commercial property and casualty underwriting operations presence in the U.S. consists of field underwriting locations and centralized processing operations which handle policy processing, billing and collection activities and also act as call centers to optimize service. The CNA Group’s claim operations in the U.S. consists of primary locations where it handles multiple claim types and key business functions, as well as regional claim offices which are aligned with its underwriting field structure. The CNA Group has property and casualty underwriting operations in Canada, the United Kingdom and Continental Europe, as well as access to business placed at Lloyd’s of London through Syndicate 382.

As of and for the fiscal year ended December 31, 2021, CNA had approximately \$66.6 billion in consolidated assets, \$53.8 billion in consolidated liabilities, and \$11.9 billion in consolidated revenue.

CNA's stock is publicly traded on the NYSE under the ticker symbol "CNA." As of the date of this Form A, no filings made with the U.S. Securities and Exchange Commission (the "SEC") show a person holding 10% or more of the voting securities of CNA except for Loews, which held approximately 89.6% of the outstanding common stock of CNA as of December 31, 2021.

### Loews Corporation

Loews is a publicly traded Delaware corporation, and it is a holding company. Its subsidiaries are engaged in the following lines of business: commercial property and casualty insurance; transportation and storage of natural gas and natural gas liquids; operation of a chain of hotels; and manufacture of rigid plastic packaging solutions.

Loews' stock is publicly traded on the NYSE under the ticker symbol "L." As of the date of this Form A, no filings made with the SEC show a person holding 10% or more of the voting securities of Loews.

### (c) Organizational Chart

Attached as Exhibit B-1 is an organizational chart presenting the identities of, and interrelationships among, the Applicants and their subsidiaries and affiliates before giving effect to the Stock Purchase Agreement, and attached as Exhibit B-2 is an organizational chart presenting the identities of, and interrelationships among, the Applicants and their affiliates after giving effect to the Stock Purchase Agreement.<sup>1</sup>

In addition, attached as Exhibit B-3 and Exhibit B-4, respectively, is an abbreviated organizational chart depicting the ownership structure of the Domestic Insurer before and after giving effect to the Stock Purchase Agreement.

The organizational charts indicate the percentage of voting securities of each entity owned or controlled by the Applicants or any other such persons, the type of organization (*e.g.*, corporation, trust, partnership) and the state or other jurisdiction of domicile or incorporation, as applicable. Unless otherwise indicated on such charts or in this Form A, each entity is a corporation and control is maintained by the ownership or control of all outstanding voting securities. There are no court proceedings involving a reorganization or liquidation pending with respect to any of the entities depicted in the organizational chart attached hereto as Exhibit B-1.

---

<sup>1</sup> Exhibit B-1 and Exhibit B-2 include 1897 LLC, a wholly owned subsidiary of CNA. 1897 LLC was formed solely for the purposes of owning the corporate aircraft. Its operations consist only of managing the ownership, maintenance and related activities (*e.g.*, hangar lease) of the aircraft. Additionally, as reflected in the post-acquisition organizational chart of the Domestic Insurer attached hereto as Exhibit B-4, 1897 LLC will not be in the chain of ownership of the Domestic Insurer following the Closing.

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

*Directors and Executive Officers of Applicants*

The following tables provide the directors and executive officers of each of the Applicants and their respective titles. Each individual named in the following referenced tables is referred to herein as an “Individual” and, collectively, as the “Individuals.”

**Continental Casualty Company**

Directors:

<u>Name</u>	<u>Title</u>
Scott Lindquist	Director
Robert J. Hopper	Director
Dino E. Robusto	Director
Susan A. Stone	Director
Douglas M. Worman	Director

Executive Officers:

<u>Name</u>	<u>Title</u>
Dino E. Robusto	Chairman of the Board, Chief Executive Officer & President
Scott Lindquist	Executive Vice President & Chief Financial Officer
Stathy Darcy	Senior Vice President, Deputy General Counsel & Secretary
Amy C. Adams	Senior Vice President & Treasurer
Ryan Hill	Controller

**The Continental Corporation**

Directors:

<u>Name</u>	<u>Title</u>
Scott Lindquist	Director
Robert J. Hopper	Director
Dino E. Robusto	Director
Susan A. Stone	Director
Douglas M. Worman	Director

Executive Officers:

<u>Name</u>	<u>Title</u>
Dino E. Robusto	Chairman of the Board, Chief Executive Officer & President
Scott Lindquist	Executive Vice President & Chief Financial Officer
Stathy Darcy	Senior Vice President, Deputy General Counsel & Secretary
Amy C. Adams	Senior Vice President & Treasurer
Ryan Hill	Controller

### **CNA Financial Corporation**

Directors:

<u>Name</u>	<u>Title</u>
Michael A. Bless	Director
Jose O. Montemayor	Director
Don M. Randel	Director
André Rice	Director
Dino E. Robusto	Director
Kenneth I. Siegel	Director
Andrew H. Tisch	Director
Ben Tisch	Director
James S. Tisch	Director
Jane Wang	Director

Executive Officers:<sup>2</sup>

<u>Name</u>	<u>Title</u>
Dino E. Robusto	Chief Executive Officer
Scott Lindquist	Executive Vice President & Chief Financial Officer
Stathy Darcy	Senior Vice President, Deputy General Counsel & Secretary
Ryan Hill	Controller

### **Loews Corporation**

Directors:

<u>Name</u>	<u>Title</u>
-------------	--------------

---

<sup>2</sup> Amy C. Adams performs the functions of Treasurer for CNA, but she is not an officer of CNA.

James S. Tisch	Director
Andrew H. Tisch	Director
Jonathan M. Tisch	Director
Paul Jules Fribourg	Director
Ann Elyse Berman	Director
Joseph L. Bower	Director
Charles D. “Chuck” Davidson	Director
Charles Michael “Mark” Diker	Director
Walter Leo Harris	Director
Philip A. Laskawy	Director
Susan P. Peters	Director
Anthony Welters	Director

Executive Officers:

<u>Name</u>	<u>Title</u>
James S. Tisch	Office of the President, President & Chief Executive Officer
Jonathan M. Tisch	Office of the President & Co-Chairman of the Board
David B. Edelson	Senior Vice President & Chief Financial Officer
Marc A. Alpert	Senior Vice President, General Counsel and Corporate Secretary
Mark S. Schwartz	Vice President, Chief Accounting Officer and Treasurer

Biographical affidavits on the form adopted by the National Association of Insurance Commissioners (“NAIC Biographical Affidavits”) completed by the Individuals, with personal information redacted, are attached hereto as Exhibit C. Original unredacted versions of the NAIC Biographical Affidavits were also submitted supplementally in a separate, sealed envelope marked “Confidential.”<sup>3</sup> Copies of the unredacted NAIC Biographical Affidavits have been provided to a third-party verification service for verification of the information therein. Such verification service has reported its findings directly to the Department upon completion of the verification process required by Connecticut law. Pursuant to the Department’s instructions, the vendor preparing the verification report was instructed to provide to the Department two

---

<sup>3</sup> All unredacted NAIC Biographical Affidavits were provided to the Department with the express understanding that the confidentiality of the personal information contained therein will be safeguarded, and Individuals submitting NAIC Biographical Affidavits will be protected from unwarranted invasions of personal privacy, pursuant to all applicable provisions of law, including but not limited to Conn. Gen. Stat. § 1-210, which prohibits the release of certain personal information, and any other applicable statutory or regulatory authority available to the Department.

versions of such report, a non-public version that includes personal information and a public version with such personal information redacted.

***Directors and Officers of the Domestic Insurer***

The following tables provide the current directors and officers of the Domestic Insurer and their respective titles.

Directors:

<u>Name</u>	<u>Title</u>
Edward Chung-I Lee	Director

Officers:

<u>Name</u>	<u>Title</u>
Edward Chung-I Lee	President and Secretary
Tracy Louise Smith	Vice President and Treasurer
Stephen Matthew Conte	Principal Financial Officer and Controller
Peter Keller	Assistant Controller
Whitney Dorothy Lavoie (Nazarko)	Assistant Controller
Timothy James Olson	Assistant Controller

The pre-acquisition directors and officers of the Domestic Insurer will resign from their positions effective as of the consummation of the Proposed Acquisition. Accordingly, the Applicants have not submitted biographical affidavits for these individuals.

(a) **Names and Business Addresses**

The names and business addresses for the Individuals filing NAIC Biographical Affidavits are stated in the NAIC Biographical Affidavits.

(b) **Present Activity**

The 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, for the Individuals filing NAIC Biographical Affidavits are stated in the NAIC Biographical Affidavits.

(c) **Material Occupations, Positions, Offices and Employment History**

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, for the Individuals filing NAIC Biographical Affidavits are included in the NAIC Biographical Affidavits. Except as may be set forth in the

NAIC Biographical Affidavits, no such occupation, position, office or employment listed in the NAIC Biographical Affidavits required licensing by, or registration with, any Federal, state or municipal governmental agency.

**(d) Criminal Proceedings**

To the knowledge of the Applicants as of the date of this Form A, no Individual filing an NAIC Biographical Affidavit has been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

**(e) Bankruptcy Proceedings**

To the knowledge of the Applicants as of the date of this Form A, no Individual filing an NAIC Biographical Affidavit has, during the last ten years, been the subject of any proceeding under the Federal Bankruptcy Code, or, during the ten year period, has any business or organization in which such person was a director, officer, trustee, partner, owner, manager or other official been subject to any such proceeding, 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 twelve months thereafter.

**(f) Violation of Insurance, Securities or Banking Laws**

To the knowledge of the Applicants as of the date of this Form A, no Individual filing an NAIC Biographical Affidavit has, during the last ten years, been enjoined, either temporarily or permanently, by a court of competent jurisdiction from violating, actually or potentially, any federal or state law regulating the business of insurance, securities or banking.

**(g) Credit Report**

The Applicants will provide a credit report by an independent credit agency for any Individual filing an NAIC Biographical Affidavit if requested by the Department.

**ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

**(a) Consideration**

The estimated purchase price for the Proposed Acquisition is approximately \$16.2 million, which is calculated based on an estimate of the Domestic Insurer's capital and surplus as of the date of the Closing (approximately \$6,000,000 as of September 30, 2021) plus a pre-agreed purchase price (\$200,000) for each of the Domestic Insurer's fifty-one certificates of authority.

CCC expects to finance the purchase price through available cash on hand. The Closing is not subject to any financing contingency.

The stock and assets of the Domestic Insurer will not be pledged or hypothecated as part of the funding of the consideration by CCC.

**(b) Criteria Used in Determining Consideration**

The basis and terms of the Stock Purchase Agreement, including the nature and amount of consideration, were determined through arms' length negotiations among the representatives of CCC, on the one hand, and the representatives of AHP Holdings, on the other hand, and their respective legal and other advisors. Following substantial due diligence by CCC, the amount and type of consideration was determined by taking into account the consideration paid in other recent acquisitions of similar types of businesses. Both parties were represented by outside counsel and the parties reached an agreement as to the nature and amount of consideration through extensive negotiation over a several month period in which multiple iterations of a draft Stock Purchase Agreement were exchanged. The Applicants did not rely on any report or opinion to determine the appropriate purchase price but rather their own respective investigation of the consideration paid in other recent acquisitions of similarly situated "shell" insurance companies that do not have any active businesses.

**ITEM 5. FUTURE PLANS OF THE DOMESTIC INSURER**

The Domestic Insurer is a property and casualty insurance company that ceased writing new business approximately seven years ago. With the exception of one existing assumed reinsurance arrangement, for which the Domestic Insurer holds reserves of approximately \$109,000, the Domestic Insurer has no direct or assumed insurance liabilities. The Domestic Insurer has no policyholders and its one ceding insurer is aware of the Proposed Acquisition.

The Plan of Operations of the Domestic Insurer is attached hereto as Exhibit D. Other than as stated in this Item 5, the Plan of Operations attached hereto as Exhibit D, or elsewhere in this Form A, the Applicants have no present plans or proposals to cause the Domestic Insurer to declare an extraordinary dividend or make other distributions, to liquidate the Domestic Insurer, to sell the assets of the Domestic Insurer (other than in ordinary course), to merge or consolidate the Domestic Insurer with any person or persons or to make any other material change in the Domestic Insurer's business operations or corporate structure, or to cause the Domestic Insurer to enter into material contracts, agreements, arrangements, understandings or transactions of any kind with any party. As described further below, the Applicants intend to appoint new directors and executive officers of the Domestic Insurer effective on the date of the Closing.

Immediately following the Closing, the Domestic Insurer will continue to maintain its separate corporate existence.

**Overview of CNA and its Core and Non-Core Business Lines**

CNA, together with its subsidiaries, is a publicly traded international insurance group with operations throughout the world. Its business consists of both core and non-core lines. CNA's core businesses include a broad range of standard and specialized property and casualty insurance products, described as the "Property & Casualty Operations." Outside of these core businesses are two other business segments – "Life & Group" and "Corporate & Other." Life & Group primarily includes the results of CNA's long term care business that is in

run-off, as well as structured settlement obligations not funded by annuities related to certain property and casualty claimants. Corporate & Other primarily includes certain corporate expenses, including interest on corporate debt and the results of certain property and casualty businesses in run-off, including CNA Re, A&EP, a legacy portfolio of excess workers' compensation (EWC) policies and certain legacy mass tort reserves. Intersegment eliminations are also included in this segment.

Non-core businesses are a substantial focus of CNA's financial and management resources. CNA's practice is to actively manage these businesses as responsible stewards until such time as all liabilities have been extinguished or transferred. Active management also includes, among other things, mitigating adverse financial impacts through efficient and effective management strategies and exploring strategic transactions.

### Strategic Rationale for Proposed Acquisition

With respect to the Proposed Acquisition of the Domestic Insurer, the Applicants have no definitive plans to utilize the Domestic Insurer for any specific strategic transactions or other uses with respect to CNA's core or non-core business. However, even in the absence of definitive plans, the Applicants see inherent value in owning a shell insurance company and redomiciling this company to Illinois, CNA's lead regulatory state. The reasons for this are manifold, including the following:

- First, the current marketplace for shell insurance companies is highly competitive. The acquisition of the Domestic Insurer arose organically, rather than through an auction process (which processes can be costly and time consuming for buyers). This presented a unique opportunity for the Applicants. Additionally, given that the average cost per license has only continued to increase in recent years, the Applicants believed that it was an opportune time to acquire a shell insurance company before prices increased further.
- Second, among the few available shell insurance companies in the market, the Domestic Insurer is particularly attractive to the Applicants because:
  - It is currently owned by Aetna/CVS, which is also a financially strong and reputable insurance holding company system.
  - The Domestic Insurer is "clean", with very limited legacy liabilities. The Domestic Insurer ceased writing new direct business approximately seven years ago, all of which has run off.
  - As disclosed in the Plan of Operations, with the exception of one existing assumed reinsurance arrangement, for which the Domestic Insurer holds a reserve of approximately \$109,000, the Domestic Insurer has no other direct or assumed business.
  - Additionally, under the Stock Purchase Agreement, CCC has the benefit of certain indemnification protections.

- Third, shell insurance companies are a tool to facilitate a broad range of strategic transactions and other initiatives. For example, shell insurance companies can be utilized to enter new lines of business, engage in indemnity or assumption reinsurance transactions (including to better manage capital, provide balance sheet relief or align business units to legal entities), or as a vehicle for divisions, divestitures or other sales or strategic transactions, among other uses. By acquiring a shell insurance company, CNA will gain the corporate flexibility to be able to evaluate, negotiate and (subject to required corporate, regulatory and other approvals) consummate potential strategic transactions and other initiatives with respect to its core and noncore businesses that are not available to CNA today.
- Fourth, the timeframe for identifying an appropriate shell insurance company target, negotiating a transaction agreement and obtaining regulatory approval can span well over a year in the current environment. Given this, there is a benefit in acquiring a shell insurance company in advance of any such time as a buyer identifies a specific strategic transaction or other initiative.
- Fifth, given the attractiveness of shell insurance companies in the market today (and for the foreseeable future), there is little risk in consummating an acquisition of a shell insurance company since the asset is highly desirable and readily saleable and, as noted above, the average cost per license has only continued to increase in recent years.

In sum, the Domestic Insurer presents a unique opportunity for the Applicants given that it is a “clean” shell insurance company with virtually no legacy business that has been owned by one of the country’s strongest and most respected insurers. Accordingly, the Applicants wanted to seize on this unique opportunity such that, if management and the Board were ever to identify a strategic transaction or other initiative that it resolved to move forward with, CNA would be able to proceed (subject, in all cases, to required corporate, regulatory and other approvals).

While the Applicants regularly evaluate their existing books of business, the Applicants have no definitive plans for the utilization of a shell insurance company at this time. Following the closing of the Proposed Acquisition, the Applicants look forward to being able to consider utilizing the Domestic Insurer in conjunction with such regular evaluations.

#### Directors and Executive Officers

As contemplated by the Stock Purchase Agreement, effective on the date of the Closing, the current directors and executive officers of the Domestic Insurer will resign, and new directors and executive officers of the Domestic Insurer will be appointed by the Applicants. The following is a table of the proposed directors and executive officers of the Domestic Insurer effective on the date of the Closing.

Proposed Directors:

<u>Name</u>	<u>Proposed Title</u>
Scott Lindquist	Director
Robert J. Hopper	Director
Dino E. Robusto	Director
Susan A. Stone	Director
Douglas M. Worman	Director

Proposed Executive Officers:

<u>Name</u>	<u>Proposed Title</u>
Dino E. Robusto	Chairman of the Board, Chief Executive Officer & President
Scott Lindquist	Executive Vice President & Chief Financial Officer
Stathy Darcy	Senior Vice President, Deputy General Counsel & Secretary
Amy C. Adams	Senior Vice President & Treasurer
Ryan Hill	Controller

NAIC Biographical Affidavits completed by each proposed director and executive officer of the Domestic Insurer, with personal information redacted, are attached hereto as Exhibit C. Original unredacted versions of such NAIC Biographical Affidavits were also submitted supplementally in a separate, sealed envelope marked “Confidential.”<sup>4</sup> Copies of the unredacted NAIC Biographical Affidavits have been provided to a third-party verification service for verification of the information therein. Such verification service reported its findings directly to the Department upon completion of the verification process required by Connecticut law. Pursuant to the Department’s instructions, the vendor preparing the verification report was instructed to provide to the Department two versions of such report, a non-public version that includes personal information and a public version with such personal information redacted.

Intercompany Agreements

Following the Closing, CCC intends to enter into an administrative services agreement with the Domestic Insurer (the “Administrative Services Agreement”), whereby CCC will provide certain administrative services to the Domestic Insurer as needed, in exchange for fair and reasonable compensation in accordance with the terms of the agreement. The Administrative Services Agreement will provide for compensation on a cost basis. Specifically,

---

<sup>4</sup> All unredacted NAIC Biographical Affidavits were provided to the Department with the express understanding that the confidentiality of the personal information contained therein will be safeguarded, and all individuals submitting NAIC Biographical Affidavits will be protected from unwarranted invasions of personal privacy, pursuant to all applicable provisions of law, including but not limited to Conn. Gen. Stat. § 1-210, which prohibits the release of certain personal information, and any other applicable statutory or regulatory authority available to the Department.

the fair and reasonable compensation for services will be determined by allocating the service provider's costs among recipients of such services (including the Domestic Insurer) in proportion to the amount of time spent on each specific recipient with respect to such services.

It is also anticipated that the Domestic Insurer will be added as a party to the CNA Intercompany Expense Agreement dated as of December 1, 2008, among CCC and certain of its affiliates (as amended, the "Intercompany Expense Agreement"), pursuant to which the parties provide certain administrative services to one another, all as more particularly described in the agreement. The existing Intercompany Expense Agreement is on file with the Illinois Department. The Applicants intend to file the proposed Administrative Services Agreement and amendment adding the Domestic Insurer as a party to the Intercompany Expense Agreement on Form D-1 (Prior Notice of a Transaction) with the Illinois Department following the Redomestication.

In addition, CCC also intends to enter into a new tax allocation agreement with the Domestic Insurer (the "Tax Allocation Agreement"). It is also anticipated that the Domestic Insurer will be added as a party to the Investment Facilities and Services Agreement dated as of January 1, 2006, among CNA, Loews/CNA Holdings Inc. and various participating subsidiaries (as amended, the "Investment Agreement"). The existing Investment Agreement is on file with the Illinois Department. The Applicants intend to file the proposed Tax Allocation Agreement and amendment adding the Domestic Insurer as a party to the Investment Agreement on Form D-1 (Prior Notice of a Transaction) with the Illinois Department following the Redomestication.

#### Three-Year Financial Projections

The Three-Year Financial Projections of the Domestic Insurer are attached hereto as Exhibit E.

### **ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

The Domestic Insurer currently has 10,000 shares of common stock, \$2,000 par value per share, authorized, 1,500 shares of common stock issued and outstanding, and no shares of preferred stock outstanding. All shares of common stock issued and outstanding of the Domestic Insurer are directly held by AHP Holdings.

As a result of the consummation of the Proposed Acquisition, CCC will acquire 100% of the shares of common stock issued and outstanding of the Domestic Insurer.

The terms and conditions of the Stock Purchase Agreement were determined by arms' length negotiation among the parties.

### **ITEM 7. OWNERSHIP OF VOTING SECURITIES**

Other than as disclosed in this Form A, neither the Applicants, their affiliates nor, to the Applicants' knowledge, any of the Individuals holds of record or beneficially owns any voting securities of the Domestic Insurer. Other than as disclosed in this Form A, neither the Applicants, their affiliates nor, to the Applicants' knowledge, any of the Individuals have any right to acquire any voting securities issued by the Domestic Insurer.

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

Other than as disclosed in this Form A, there are no contracts, arrangements or understandings with respect to any voting security of the Domestic Insurer in which the Applicants, their affiliates or the Individuals are involved, 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**

During the last twelve calendar months preceding the filing of this Form A, neither the Applicants, their affiliates nor, to the knowledge of the Applicants, any of the Individuals has purchased any voting securities of the Domestic Insurer.

**ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE**

Neither the Applicants, their affiliates nor, to the knowledge of the Applicants, any of the Individuals, nor anyone based upon interviews or at the suggestion of the foregoing persons has made any recommendations to purchase any voting securities of the Domestic Insurer during the twelve calendar months preceding the filing of this Form A.

**ITEM 11. AGREEMENTS WITH BROKER-DEALERS**

Except as disclosed in the Stock Purchase Agreement, there are no agreements, contracts or understandings made with any broker-dealer as to solicitation of voting securities of the Domestic Insurer for tender with regard to the Proposed Acquisition.

**ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS**

**(a) – (b)**

The following is a list of the exhibits and financial statements to this Form A which are attached hereto:

<u>Exhibit</u>	<u>Description</u>
A	Stock Purchase Agreement (filed with the Applicants' Form A Statement, dated February 10, 2022 (the " <u>Original Form A</u> "))
B-1	Organizational Chart of the Applicants Before the Proposed Acquisition (filed with the Original Form A)

<u>Exhibit</u>	<u>Description</u>
B-2	Organizational Chart of the Applicants After the Proposed Acquisition (filed with the Original Form A)
B-3	Abbreviated Organizational Chart of the Domestic Insurer Before the Proposed Acquisition (filed with the Original Form A)
B-4	Abbreviated Organizational Chart of the Domestic Insurer After the Proposed Acquisition (filed with the Original Form A)
C	Redacted NAIC Biographical Affidavits <i>The Applicants are requesting confidential treatment with respect to the personal information in the NAIC Biographical Affidavits, and the complete unredacted confidential NAIC Biographical Affidavits will be filed supplementally under separate cover.</i>
D	Plan of Operations of the Domestic Insurer (filed with the Original Form A)
E	Three-Year Financial Projections of the Domestic Insurer (filed with the Original Form A)
F-1	Annual Report on Form 10-K of CNA for the Year ended December 31, 2021 (filed with the Original Form A)
F-2	Annual Report on Form 10-K of CNA for the Year ended December 31, 2020 (filed with the Original Form A)
F-3	Annual Report on Form 10-K of CNA for the Year ended December 31, 2019 (filed with the Original Form A)
F-4	Annual Report on Form 10-K of CNA for the Year ended December 31, 2018 (filed with the Original Form A)
F-5	Annual Report on Form 10-K of CNA for the Year ended December 31, 2017 (filed with the Original Form A)
G-1	Annual Report on Form 10-K of Loews for the Year ended December 31, 2021 (filed with the Original Form A)
G-2	Annual Report on Form 10-K of Loews for the Year ended December 31, 2020 (filed with the Original Form A)

<u>Exhibit</u>	<u>Description</u>
G-3	Annual Report on Form 10-K of Loews for the Year ended December 31, 2019 (filed with the Original Form A)
G-4	Annual Report on Form 10-K of Loews for the Year ended December 31, 2018 (filed with the Original Form A)
G-5	Annual Report on Form 10-K of Loews for the Year ended December 31, 2017 (filed with the Original Form A)
H-1	Annual Report to Stockholders of CNA for 2020 (filed with the Original Form A)
H-2	Annual Report to Stockholders of CNA for 2019 (filed with the Original Form A)
I-1	Annual Report to Stockholders of Loews for 2020 (filed with the Original Form A)
I-2	Annual Report to Stockholders of Loews for 2019 (filed with the Original Form A)
J-1	Statutory Annual Statement of the Domestic Insurer for the Year ended December 31, 2020 (filed with the Original Form A)
J-2	Statutory Annual Statement of the Domestic Insurer for the Year ended December 31, 2019 (filed with the Original Form A)
J-3	Statutory Annual Statement of the Domestic Insurer for the Year ended December 31, 2018 (filed with the Original Form A)
J-4	Statutory Annual Statement of the Domestic Insurer for the Year ended December 31, 2021
K-1	Annual Report on Form 10-K of CVS Health Corporation for the Year ended December 31, 2021 (filed with the Original Form A)
K-2	Annual Report on Form 10-K of CVS Health Corporation for the Year ended December 31, 2020 (filed with the Original Form A)
K-3	Annual Report on Form 10-K of CVS Health Corporation for the Year ended December 31, 2019 (filed with the Original Form A)
L-1	Statutory Annual Statement of CCC for the Year ended December 31, 2021

<u>Exhibit</u>	<u>Description</u>
L-2	Statutory Annual Statement of CCC for the Year ended December 31, 2020
L-3	Statutory Annual Statement of CCC for the Year ended December 31, 2019
L-4	Statutory Annual Statement of CCC for the Year ended December 31, 2018
L-5	Statutory Annual Statement of CCC for the Year ended December 31, 2017
M-1	Annex I (Required Regulatory Approvals)
M-2	Redacted Seller Disclosure Schedules
M-3	Buyer Disclosure Schedules

(c) **Tender Offer Documents and Certain Proposed Agreements**

Other than as disclosed in this Form A, 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 the Domestic Insurer, and there are no soliciting materials relating thereto.

There are no proposed employment, consultation, advisory or management contracts concerning the Domestic Insurer by the Applicants.

Attached as Exhibit H-1 and Exhibit H-2, respectively, are the annual reports issued to the stockholders of CNA for the last two fiscal years for which such reports are currently available, 2020 and 2019. Attached as Exhibit I-1 and Exhibit I-2, respectively, are the annual reports issued to the stockholders of Loews for the last two fiscal years for which such reports are currently available, 2020 and 2019. The Domestic Insurer does not prepare annual reports to its stockholders.

**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 days after the end of the month in which the acquisition of control occurs.

**ITEM 14. OTHER INFORMATION**

(a) **List of Regulatory Filings**

In addition to this Form A, the Applicants intend to file a Form D Prior Notice of Transaction with the Department in connection with the termination of certain intercompany contracts. The Applicants also intend to seek confirmation from the Department that the CVS Health Corporation Commitment Letter dated October 3, 2018, between CVS Health Corporation and the Department will not apply to the Domestic Insurer following the Closing. The Applicants will be making such filings in the coming weeks.

Other than as stated in this Form A, there are no regulatory filings of any Applicant being made in connection with the Proposed Acquisition, including, but not limited to, filings with the SEC, the U.S. Department of Justice, or any other Federal or State regulatory body or commission. As the Domestic Insurer does not conduct business in any state, there will be no change in market share in any state in any line of business as a result of the Proposed Acquisition. Accordingly, there are no other requirements under the laws of any other state to file a Form E or Form E exemption that are implicated by the Proposed Acquisition, and no such filings or exemptions have been made or will be sought.

**(b) Competitive Impact Analysis**

The Proposed Acquisition will not substantially lessen competition in any line of insurance in Connecticut or tend to create a monopoly therein. The Domestic Insurer ceased writing new business approximately seven years ago and, as such, does not write any business and has no market share in Connecticut (or elsewhere). Therefore, in all lines of business, the Proposed Acquisition meets the exemption standard set forth in Conn. Gen. Stat. § 38a-131(b)(4)(B) because the Proposed Acquisition would not result immediately in any increase in market share in any line of insurance in Connecticut held by the Domestic Insurer or the Applicants.

**(c) Additional Information**

**(i) Financial Statements of the Applicants and the Domestic Insurer**

Attached as Exhibit F-1 through Exhibit F-5 are the annual reports on Form 10-K of CNA filed with the SEC for the years ended December 31, 2021 through December 31, 2017, respectively, which include the consolidated audited financial statements of CNA and its subsidiaries (including CCC and TCC) prepared in the usual course of business for the last five fiscal years for which such statements are currently available.

Attached as Exhibit G-1 through Exhibit G-5 are the annual reports on Form 10-K of Loews filed with the SEC for the years ended December 31, 2021 through December 31, 2017, respectively, which include the audited financial statements of Loews prepared in the usual course of business for the last five fiscal years for which such statements are currently available.

Attached as Exhibit J-1 through Exhibit J-4 are the statutory financial statements of the Domestic Insurer for the years ended December 31, 2021 through December 31, 2018. AHP Holdings does not produce audited financial statements. Attached as Exhibit K-1 through Exhibit K-3 are the annual reports on Form 10-K of CVS Health Corporation, the ultimate parent of AHP Holdings, filed with the SEC for the years ended December 31, 2021 through December 31, 2019, respectively, which include the audited financial statements of CVS Health

Corporation prepared in the usual course of business for the last three fiscal years for which such statements are currently available.

Attached as Exhibit L-1 through Exhibit L-5 are CCC's annual statutory statements for the years ended December 31, 2021 through 2017, respectively. TCC does not prepare standalone audited financial statements. Accordingly, the Applicants respectfully request permission to submit the audited financial statements of TCC on a consolidated basis with CNA as they are prepared in the usual course of business pursuant to Regulations of Connecticut State Agencies §38a-138-16 Appendix A.

(ii) Financial Strength and Debt Ratings

As of the date of this Form A, CCC has financial strength ratings of A with a stable outlook from A.M. Best, A+ with a stable outlook from S&P Global Ratings, A2 with a stable outlook from Moody's Investors Service, and A+ with a stable outlook from Fitch Ratings Inc. CNA has senior debt ratings of bbb+ with a stable outlook from A.M. Best, A- with a stable outlook from S&P Global Ratings, Baa2 with a stable outlook from Moody's Investors Service, and BBB+ with a stable outlook from Fitch Ratings Inc. TCC has not been assigned financial strength or debt ratings.

As of the date of this Form A, Loews has a corporate credit and senior debt rating of A with a stable outlook from S&P Global Ratings, a senior debt rating of A3 with a stable outlook from Moody's Investors Service, and a senior debt rating of A with a stable outlook from Fitch Ratings Inc.

As of the date of this Form A, the Domestic Insurer has not been assigned financial strength or debt ratings.

The Applicants will provide updates on the ratings of the Applicants and the Domestic Insurer, to the extent there is any change, throughout the duration of the Department's review of this Form A.

(iii) Material Litigation or Government Investigations

Please see the annual report on Form 10-K of CNA for the period ended December 31, 2021 attached hereto as Exhibit F-1, including the description of the legal proceedings to which CNA and its subsidiaries (including CCC and TCC) are a party contained in Note F to the consolidated financial statements included in Part II of such annual report.

Please see the annual report on Form 10-K of Loews for the period ended December 31, 2021 attached hereto as Exhibit G-1, including the description of the legal proceedings to which Loews and its subsidiaries are a party contained in Note 17 to the consolidated financial statements included in Part II of such annual report.

(iv) Integration Plans

Please see the Plan of Operations of the Domestic Insurer attached hereto as Exhibit D.

(v) Other Additional Information

The Applicants will address as needed such applicable additional information as the Commissioner of Insurance of the State of Connecticut may prescribe as necessary or appropriate for the protection of policyholders of the Domestic Insurer or in the public interest.

**ITEM 15. SIGNATURE AND CERTIFICATION**

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

*[Remainder of Page Intentionally Left Blank]*

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Continental Casualty Company has caused this amended and restated application to be duly signed on its behalf in the City of Chicago and State of Illinois on the 2nd day of May, 2022.

CONTINENTAL CASUALTY COMPANY

By:   
Name: Stathy Darcy  
Title: Senior Vice President, Deputy  
General Counsel & Secretary

Attest:

By:   
Name: David B. Lehman  
Title: Assistant Secretary

**CERTIFICATION**

The undersigned deposes and says that the deponent has duly executed the attached amended and restated application dated May 2, 2022, for and on behalf of Continental Casualty Company, that deponent is the Senior Vice President, Deputy General Counsel & Secretary of such company and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge, information and belief.

By:   
Name: Stathy Darcy  
Title: Senior Vice President, Deputy  
General Counsel & Secretary

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, The Continental Corporation has caused this amended and restated application to be duly signed on its behalf in the City of Chicago and State of Illinois on the 2<sup>nd</sup> day of May, 2022.

THE CONTINENTAL CORPORATION

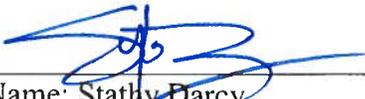
By:   
Name: Stathy Darcy  
Title: Senior Vice President, Deputy  
General Counsel & Secretary

Attest:

By:   
Name: David B. Lehman  
Title: Assistant Secretary

**CERTIFICATION**

The undersigned deposes and says that the deponent has duly executed the attached amended and restated application dated May 2, 2022, for and on behalf of The Continental Corporation, that deponent is the Senior Vice President, Deputy General Counsel & Secretary of such company and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge, information and belief.

By:   
Name: Stathy Darcy  
Title: Senior Vice President, Deputy  
General Counsel & Secretary

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, CNA Financial Corporation has caused this amended and restated application to be duly signed on its behalf in the City of Chicago and State of Illinois on the 2nd day of May, 2022.

CNA FINANCIAL CORPORATION

By:   
Name: Stathy Darcy  
Title: Senior Vice President, Deputy  
General Counsel & Secretary

Attest:

By:   
Name: David B. Lehman  
Title: Assistant Secretary

**CERTIFICATION**

The undersigned deposes and says that the deponent has duly executed the attached amended and restated application dated May 2, 2022, for and on behalf of CNA Financial Corporation, that deponent is the Senior Vice President, Deputy General Counsel & Secretary of such company and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge, information and belief.

By:   
Name: Stathy Darcy  
Title: Senior Vice President, Deputy  
General Counsel & Secretary

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Loews Corporation has caused this amended and restated application to be duly signed on its behalf in the City of New York and State of New York on the 2nd day of May, 2022.

LOEWS CORPORATION

By:   
Name: Thomas Watson  
Title: Deputy General Counsel and Assistant Secretary

Attest:

By:   
Name: CYNTHIA V. EVIDENTE  
Title: EXECUTIVE ASSISTANT

CYNTHIA V. EVIDENTE NOTARY PUBLIC, STATE OF NEW YORK Registration No. 01EV6347732 Qualified in New York County Commission Expires September 12, 2024
--

**CERTIFICATION**

The undersigned deposes and says that the deponent has duly executed the attached amended and restated application dated May 2, 2022, for and on behalf of Loews Corporation, that deponent is the Deputy General Counsel and Assistant Secretary of such company and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge, information and belief.

By:   
Name: Thomas Watson  
Title: Deputy General Counsel and Assistant Secretary