

FORM A

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

PHL Variable Insurance Company (NAIC No. 93548),  
Phoenix Life and Annuity Company (NAIC No. 93734)  
and  
American Phoenix Life and Reassurance Company (NAIC No. 91785)  
(the "Domestic Insurers")

BY

**Davero Merger Sub Corp.**  
(the "Merger Sub");

Whose Direct Controlling Person Is  
**Nassau Reinsurance Group Holdings,  
L.P.**  
(the "Nassau");

Whose Direct Controlling Person Is  
**Nassau Reinsurance Group Holdings  
GP, LLC**  
(the "Nassau Re Holdco GP");

Whose Direct Controlling Person Is  
**Nassau Holdings, L.P.**  
(the "Nassau Holdings LP");

Whose Direct Controlling Person Is  
**Nassau Holdings, GP Ltd.**  
(the "Nassau Holdings GP");

(collectively, the "Applicants")

Filed with the Insurance Department of Connecticut (the "Department")

Dated: November 6, 2015

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

Day Pitney LLP  
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Hartford, CT 06103  
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Attention: Sam S.F. Caligiuri, Esq.

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Attention: Michael D. Devins, Esq.  
Marilyn A. Lion, Esq.

Kostas Cheliotis  
Nassau Reinsurance Group  
450 Park Avenue, 24th Floor  
New York, New York 10022  
Telephone: 212-920-5274  
Email: kcheliotis@nsre.com  
Attention: Kostas Cheliotis, 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 Insurer 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:

PHL Variable Insurance Company  
Phoenix Life and Annuity Company  
American Phoenix Life and Reassurance Company  
One American Row  
Hartford, Connecticut 06102

### **(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").

Each of the Domestic Insurers is a wholly owned subsidiary of The Phoenix Companies, Inc., a Delaware corporation and publicly traded insurance holding company that controls the Domestic Insurers ("Phoenix").

On September 28, 2015, Nassau, Merger Sub and Phoenix entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which, subject to satisfaction of all closing conditions (including approval by the Commissioner of the Proposed Acquisition), Merger Sub will be merged with and into Phoenix (the "Merger"), with Phoenix continuing as the surviving corporation. As a result of the Proposed Acquisition, each issued and outstanding share of common stock, par value \$0.01 per share, of Phoenix will be converted into the right to receive \$37.50 in cash and cancelled (other than (A) shares held by Phoenix in treasury, (B) any shares held, directly or indirectly by Nassau or Merger Sub and (C) any shares to be cancelled and any dissenting shares). As a result of the Proposed Acquisition, Phoenix as the surviving corporation will become a wholly-owned subsidiary of Nassau and Nassau will indirectly acquire control of each of the Domestic Insurers.

A copy of the Merger Agreement is attached hereto as Exhibit 1.

The summary of the principal terms of the Proposed Acquisition is qualified in its entirety by reference to the Merger Agreement.

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

### **(a) Name and Address of the Applicants**

The name and address of each of the Applicants are:

Davero Merger Sub Corp.  
Nassau Reinsurance Group Holdings, L.P.  
Nassau Reinsurance Group Holdings GP, LLC  
Nassau Holdings, L.P.  
Nassau Holdings, GP Ltd.  
450 Park Avenue, 24th Floor  
New York, New York 10022

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

*Davero Merger Sub Corp.* is a Delaware corporation and a wholly owned subsidiary of Nassau. At the Closing, Merger Sub will merge with and into Phoenix with Phoenix as the surviving corporation. Merger Sub conducts no other business.

*Nassau Reinsurance Group Holdings, L.P.* is a Delaware limited partnership. Nassau is managed by Nassau Re Holdco GP. Nassau is intended to be the principal U.S. holding company for all of the Nassau group's insurance businesses, including Phoenix and the Domestic Insurers. The Nassau group was launched in April 2015 and is an insurance and reinsurance business focused on acquiring and operating United States and foreign platforms with long tail liabilities in the life, annuity and long term care sectors.

*Nassau Reinsurance Group Holdings GP, LLC* is a Delaware limited liability company and the general partner of Nassau Re Holdco LP. Nassau Re Holdco GP conducts no other business.

*Nassau Holdings, L.P.* is a Cayman Islands exempted limited partnership managed by Nassau Holdings GP and acts as an intermediate holding company and conducts no other business.

*Nassau Holdings, GP Ltd.* is a Cayman Islands exempted company and the general partner of Nassau Holdings LP. Nassau Holdings GP conducts no other business.

(c) Applicants Organization Chart

Attached to this Statement as Exhibit 2 and Exhibit 3 are organizational charts presenting the identities and interrelationships among the Applicants and their affiliates immediately before and after the Proposed Acquisition. Such charts 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. No court proceedings involving a reorganization or liquidation are pending with respect to any of the Applicants or their affiliates listed on Exhibit 2 or Exhibit 3.

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

Two sets of all biographical affidavits are being filed in response to this Item 3, except for the biographical affidavit for Rishi Chandna, two copies of which will be provided separately to the Department when available. 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 (i) the redacted portions of the biographical affidavits be afforded confidential treatment, (ii) the Applicant be notified in advance of any proposed disclosure of the redacted portions by the Department, and (iii) the Applicant 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) (1) Name and Business Address of Directors, Executive Officers and 10% Owners of the Applicants

(i) Davero Merger Sub Corp.

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 Merger Sub are stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit 4.

The names and business addresses of the executive officers and directors of Merger Sub are as follows:

| <u>Name</u>      | <u>Position Held</u>   | <u>Business Address</u>   |
|------------------|------------------------|---|
| Phillip Gass     | Director and President | Nassau Reinsurance Group<br>450 Park Avenue, 24th Floor<br>New York, New York 10022 |
| Kostas Cheliotis | Director and Secretary | Nassau Reinsurance Group<br>450 Park Avenue, 24th Floor<br>New York, New York 10022 |

(ii) Nassau Reinsurance Group Holdings, L.P.

The name and business address of the general partner of Nassau is Nassau Reinsurance Group Holdings GP, LLC, 450 Park Avenue, 24th Floor, New York, New York 10022. There are no officers or directors of Nassau.

(iii) Nassau Reinsurance Group Holdings GP, LLC

The name and business address of the sole member of Nassau Re Holdco GP is Nassau Holdings, L.P., 450 Park Avenue, 24th Floor, New York, New York 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 Nassau Re Holdco GP are stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit 4.

The names and business addresses of the executive officers and managers of Nassau Re Holdco GP are as follows:

| <u>Name</u>      | <u>Position Held</u>  | <u>Business Address</u>   |
|------------------|-----------------------|---|
| Phillip Gass     | Manager and President | Nassau Reinsurance Group<br>450 Park Avenue, 24th Floor<br>New York, New York 10022 |
| Kostas Cheliotis | Manager and Secretary | Nassau Reinsurance Group<br>450 Park Avenue, 24th Floor<br>New York, New York 10022 |

(iv) Nassau Holdings, L.P.

The name and business address of the general partner of Nassau Holdings LP is Nassau Holdings, GP Ltd., 450 Park Avenue, 24th Floor, New York, New York 10022. There are no officers or directors of Nassau Holdings LP.

(v) Nassau Holdings, GP Ltd.

No shareholder owns greater than 9.9% of the issued and outstanding capital stock of Nassau Holdings GP.

Below is a list of directors and executive officers of Nassau Holdings GP. 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 Nassau Holdings GP are stated in the biographical affidavits for such persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit 4.

The names and business addresses of the directors of Nassau Holdings GP are as follows (there are no executive officers of Nassau Holdings GP):

| <u>Name</u>      | <u>Position Held</u> | <u>Business Address</u>   |
|------------------|----------------------|---|
| Rajeev J. Amara  | Director             | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |
| Prescott H. Ashe | Director             | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |
| Rishi Chandna    | Director             | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |

|                           |          |   |
|---------------------------|----------|---|
| Kostas Cheliotis          | Director | Nassau Reinsurance Group<br>450 Park Avenue, 24th Floor<br>New York, New York 10022                         |
| Michele L. Coad-Shahroody | Director | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |
| David C. Dominik          | Director | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |
| Phillip Gass              | Director | Nassau Reinsurance Group<br>450 Park Avenue, 24th Floor<br>New York, New York 10022                         |
| Daniel J. Haspel          | Director | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |
| Christopher J. Hooper     | Director | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |
| Robert O. Little          | Director | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |
| Stephen D. Oetgen         | Director | Golden Gate Private Equity, Inc.,<br>One Embarcadero Center, Suite 3900,<br>San Francisco, California 94111 |

(a) (2) Owners of Ten Percent or More of the Voting Securities of Nassau

No person directly or indirectly owns, controls, holds with power to vote or holds proxies representing collectively ten percent or more of the voting securities of Nassau Holdings GP.

(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, are being filed in both redacted and confidential unredacted versions as Exhibit 4.

(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 persons, which, as described above, are being filed in both redacted and confidential unredacted versions as Exhibit 4. 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.

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

Upon request of the Commissioner, a complete credit report on the persons listed in this Item 3 prepared by an independent credit rating agency acceptable to the Commissioner will be submitted.



#### **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 Merger Agreement, each issued and outstanding share of common stock, par value \$0.01 per share, of Phoenix will be converted into the right to receive \$37.50 in cash and cancelled (other than (A) shares held by Phoenix in treasury, (B) any shares held, directly or indirectly by Nassau or Merger Sub and (C) any shares to be cancelled and any dissenting shares). Total aggregate consideration to be paid by Nassau in the Acquisition will be approximately \$217.2 million (the "Merger Consideration").

Nassau will acquire the funds necessary to pay the Merger Consideration through capital contributions from the limited partners of Nassau Holdings LP, including Golden Gate Capital Opportunity Fund, L.P., a private equity fund managed by Golden Gate Private Equity, Inc. ("Golden Gate"). Golden Gate has provided a commitment to Nassau to provide funds sufficient to pay the Merger Consideration.

##### **(b) Criteria**

The basis and terms of the Merger Agreement, including the nature and amount of consideration for Phoenix, were determined by arms' length negotiation between unrelated parties with advice of their respective financial, legal and other advisors. The Merger Consideration was determined in view of the financial position and results of operation of Phoenix, 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 Nassau will be borrowed from third party sources.

#### **ITEM 5. FUTURE PLANS OF INSURER**

The Applicants have no present plans or proposals to declare an extraordinary dividend or make other distributions, to liquidate any of the Domestic Insurers, to sell their assets to or merge or consolidate any of them with any person or persons or to make any other material change in their business operations or corporate structure or management or cause any of the Domestic Insurers to enter into material contracts, agreements, arrangements, understandings or transactions of any kind with any party.

Except as provided in this Item 5, neither Applicants nor any of their affiliates have any plans or proposals, including any plans or proposals for ownership or control of any of

the Domestic Insurers' affiliates, which may have a material effect on any of the Domestic Insurers.

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

As stated in Item 1(b), Phoenix currently owns 100% of the outstanding 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 Nassau acquiring 100% of the issued and outstanding shares of Phoenix pursuant to the Merger Agreement.

The terms and conditions of the transactions described in the prior paragraph are set forth in the Merger Agreement attached hereto as Exhibit 1 are discussed in Items 1 and 4 above. The terms and conditions of the Merger Agreement were agreed upon in an arms' length negotiation and the terms. Fairness opinions from each of Sandler O'Neill & Partners and Goldman, Sachs & Co. were provided to the board of directors of Phoenix, stating that the Merger Consideration is fair, from a financial point of view, to the shareholders of Phoenix. Macquarie Capital (USA) Inc. ("Macquarie") provided financial advice to Nassau.

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

Except for rights to acquire voting securities provided for or referenced in the Merger 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 Phoenix or 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 Merger 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 Phoenix or any 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 Phoenix or any 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 Phoenix or any 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 Phoenix or any of the Domestic Insurers during the 12 calendar months preceding the date of this Statement.

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

Except for the agreements with Macquarie, who acted as financial advisors in connection with the acquisition of the Domestic Insurer and its affiliates, 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 Phoenix or any of the Domestic Insurers for tender and no amount of fees, commissions, or other compensation have 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 Phoenix or any of the Domestic Insurers for tender. The Applicants estimate the total amount of fees to be paid to Macquarie for such financial advisory services to be up to \$1.5 million.

## **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**

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

Davero Merger Sub Corp.; Nassau Reinsurance Group Holdings, L.P.; Nassau Reinsurance Group Holdings GP, LLC; Nassau Holdings, L.P.; and Nassau Holdings, GP Ltd.

The Applicants do not have financial statements as these entities are newly formed. Unaudited Pro Forma Financial Statements of these entities following the closing of the Proposed Acquisition will be submitted separately to the Department when available.

(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 Phoenix or any of the Domestic Insurers. As of the date of this Statement, there are no proposed employment, consultation, advisory or management contracts concerning Phoenix or any of the Domestic Insurers. None of the Applicants or the Domestic Insurers has prepared any annual reports to its shareholders as of the date of this Statement. A copy of the Annual Report on Form 10-K for the year ended December 31, 2014 filed by Phoenix with the U.S. Securities and Exchange Commission is being submitted with this Statement as Exhibit 5.

A complete index to the Exhibits to this Statement follows:

| <b>Exhibit</b>   | <b>Name of Exhibit</b>  |
|------------------|---|
| 1                | Agreement and Plan of Merger  |
| 2                | Organizational Chart Prior to the Change of Control   |
| 3                | Organizational Chart Following the Change of Control  |
| 4 (confidential) | Biographical Affidavits for the directors and executive officers of the Applicants ( <b>redacted portions submitted confidentially under separate cover</b> )   |
| 5                | Phoenix's Form 10-K for the year ended December 31, 2014 filed with the U.S. Securities and Exchange Commission   |
| 6                | Statutory Financial Statements for the Domestic Insurers for the years ended December 31, 2012 through December 31, 2014<br>Audited Financial Statements for Phoenix for the years ended December 31, 2012 through December 31, 2014 excerpted from Phoenix's Form 10-K for the year ended December 31, 2014 filed with the U.S. Securities and Exchange Commission |
| 7                | Regulatory filings from Item 14(a)  |

| <b>Exhibit</b> | <b>Name of Exhibit</b>  |
|----------------|---|
| 8              | Early Termination Notice from the Federal Trade Commission          |
| 9              | Three-Year Pro Forma Financial Projections of the Domestic Insurers |

### **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 Item 9 of Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

### **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) applications with state insurance regulators to acquire control of other U.S. insurer subsidiaries of Phoenix in the states in which they are domiciled and (b) a Form E exemption filing with the Alaska Division of Insurance. Copies of these applications are being submitted with this Statement as Exhibit 7.

The Applicants have been granted early termination of the waiting period with respect to the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976 from the Federal Trade Commission. A copy of such early termination notice is being submitted with this Statement as Exhibit 8.

The Applicants expect to file (a) a Form FIN531 filing with the Texas Department of Insurance with respect to the change in control of two insurance agency subsidiaries of Phoenix and (b) filings with the Financial Industry Regulatory Authority in connection with the change in control of Phoenix under NASD Rule 1017, and will promptly provide a copy of such filings to the Department once filed.

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 Insurer.

Because the Applicants do not own or control any insurance companies that write business in the same lines of business as the Domestic Insurer, 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 6 are statutory financial statements of each of the Domestic Insurers for the years ended December 31, 2012 through December 31, 2014 and audited financial statements of Phoenix for the years ended December 31, 2012 through December 31, 2014.

(d) Financial Strength and Debt Ratings

(i) Applicants

The Applicants do not have financial strength and debt ratings.

(ii) Domestic Insurers

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

| <b>Domestic Insurer</b>                       | <b>A.M. Best Rating</b>   | <b>S&amp;P Rating</b>                                       |
|---|---|---|
| PHL Variable Insurance Company                | B u (Financial Strength Rating)<br>bb+ u (Issuer Credit Rating)               | B+ (Financial Strength Rating)<br>B+ (Issuer Credit Rating) |
| Phoenix Life and Annuity Company              | B u (Financial Strength Rating)<br>bb+ u (Issuer Credit Rating)               | Not Rated   |
| American Phoenix Life and Reassurance Company | B u (Best's Financial Strength Rating)<br>bb+ u (Best's Issuer Credit Rating) | Not Rated   |

(e) Material Litigation and Government Investigations

There are no material litigations or government investigations in which any of the Applicants are presently involved other than the following:

(i) U.S. Bank Subpoena

Plaintiff U.S. Bank National Association, as securities intermediary for Lima Acquisition LP, issued third party subpoenas pursuant to Rule 45 of the Federal Rules of Civil Procedure to Nassau, Golden Gate Private Equity, Inc., Kostas Cheliotis, and Phillip Gass (collectively, the “Nassau Recipients”) in the case Lima LS Plc v. PHL Variable Insurance Co. et al., 3:12-cv-01122, pending in the United States District Court for the District of Connecticut. These subpoenas seek (1) documents principally related to the Merger Agreement; (2) documents relating to the valuation of the Lima Acquisition LP portfolio of life insurance policies, life insurance trusts, premium finance loans, purchase options and/or related interests that Lima has owned controlled and/or managed; and (3) documents relating to a series of litigations between Lima LS Plc or U.S. Bank National Association and PHL Variable Insurance Co.

(ii) White Class Action Complaint

On October 20, 2015, Plaintiff Thomas White filed a putative class action complaint in the Superior Court of the State of Connecticut against Phoenix, Phoenix’s individual directors, Nassau, and Merger Sub (collectively “Defendants”) alleging breaches of fiduciary duties against the individual directors and aiding and abetting the directors’ breaches of their fiduciary duties in relation to Phoenix’s sale to Nassau purportedly for undervalue, for conducting a flawed sale process, and agreeing to deal protections that would purportedly deter or prevent competing bids. Plaintiff seeks to enjoin the Merger and in the alternative, if the Merger is completed, seeks monetary damages to compensate Phoenix shareholders for the damages resulting from the Merger. Defendants anticipate a vigorous defense of this action and do not believe it will impact the Proposed Acquisition.

**ITEM 15.**

(a) Proposed Integration Plans and Employment Reductions

Proposed integration plans, including potential employment reductions, to occur post-Closing, if any, are included in the business plans for each of the Domestic Insurers will be submitted separately to the Department as part of a confidential supplement to this Statement.

(b) 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, NASSAU REINSURANCE GROUP HOLDINGS, L.P. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 6th day of Nov, 2015.


(SEAL)

NASSAU REINSURANCE GROUP  
HOLDINGS, L.P.

By: Nassau Reinsurance Group Holdings  
GP, LLC  
Its: General Partner


By:   
Name: Phillip Gass  
Title: Manager

Attest:

By:   
Name: Kostas Cheliotis  
Title: Manager

CERTIFICATION

The undersigned deposes and says that they have duly executed the attached application dated Nov 6, 2015, for and on behalf of NASSAU REINSURANCE GROUP HOLDINGS, L.P.; that they are the Manager of the General Partner of such company; and that they are authorized to execute and file such instrument. Deponent further says that they are familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of their knowledge, information and belief.

By:   
Name: Phillip Gass



SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, NASSAU HOLDINGS, GP 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 6<sup>th</sup> day of NOV, 2015.


(SEAL)

NASSAU HOLDINGS, GP LTD.

By: 

Name: Phillip Gass  
Title: Director

Attest:

By:   
Name: Kostas Cheliotis  
Title: Director

CERTIFICATION

The undersigned deposes and says that they have duly executed the attached application dated NOV 6, 2015, for and on behalf of NASSAU HOLDINGS, GP LTD.; that they are the Director of such company; and that they are authorized to execute and file such instrument. Deponent further says that they are familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of their knowledge, information and belief.

By:   
Name: Phillip Gass

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, NASSAU HOLDINGS, L.P. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 10<sup>th</sup> day of Nov, 2015.

(SEAL)

NASSAU HOLDINGS, L.P.

By: Nassau Holdings GP Ltd.

Its: General Partner

By: 

Name: Phillip Gass

Title: Director

Attest:

By: 

Name: Kostas Cheliotis

Title: Director

CERTIFICATION

The undersigned deposes and says that they have duly executed the attached application dated Nov 10, 2015, for and on behalf of NASSAU HOLDINGS, L.P.; that they are the Director of the General Partner of such company; and that they are authorized to execute and file such instrument. Deponent further says that they are familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of their knowledge, information and belief.

By: 

Name: Phillip Gass

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, NASSAU REINSURANCE GROUP 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 6<sup>th</sup> day of Nov, 2015.

(SEAL)

NASSAU REINSURANCE GROUP  
HOLDINGS GP, LLC

By: 

Name: Phillip Gass  
Title: Manager

Attest:

By: 

Name: Kostas Cheliotis  
Title: Manager

CERTIFICATION

The undersigned deposes and says that they have duly executed the attached application dated Nov 6, 2015, for and on behalf of NASSAU REINSURANCE GROUP HOLDINGS GP, LLC; that they are the Manager of such company; and that they are authorized to execute and file such instrument. Deponent further says that they are familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of their knowledge, information and belief.

By: 

Name: Phillip Gass


**ITEM 15. SIGNATURE AND CERTIFICATION**

SIGNATURE

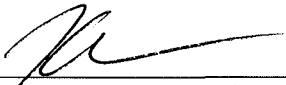
Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, DAVERO MERGER SUB CORP. has caused this application to be duly signed on its behalf in the City of New York and State of New York on the 17<sup>th</sup> day of NOV, 2015.

(SEAL)

DAVERO MERGER SUB CORP.

By:   
Name: Phillip Gass  
Title: President

Attest:

By:   
Name: Kostas Cheliotis  
Title: Secretary

CERTIFICATION

The undersigned deposes and says that they have duly executed the attached application dated NOV 17, 2015, for and on behalf of DAVERO MERGER SUB CORP.; that they are the President of such company; and that they are authorized to execute and file such instrument. Deponent further says that they are familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of their knowledge, information and belief.

By:   
Name: Phillip Gass