



## Frohman Law Office LLC

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[www.frohmanlaw.com](http://www.frohmanlaw.com)

November 20, 2013

### BY HAND DELIVERY

Bruce R. Range  
Insurance Director of the State of Nebraska  
941 O Street, Suite 400  
Lincoln, Nebraska 68508

**Re: Supplement to Form A Statement Regarding the Acquisition of Control of Lincoln Benefit Life Company (the "Supplement")**

Dear Director Range:

I am writing in regard to the Form A Statement Regarding the Acquisition of Control of Lincoln Benefit Life Company, submitted by Resolution Life, Inc., Resolution Life Holdings, Inc. ("Resolution"), Resolution Life L.P., Resolution Life GP Ltd., Resolution Capital Limited and Mr. Clive Cowdery (collectively, the "Applicants") on August 14, 2013 (the "Form A"). Specifically, I am writing to supplement the Form A with information about the following developments we believe relevant to your review of the Form A.

### Resolution Management

Resolution has hired (i) Robyn Wyatt as Chief Financial Officer, Executive Vice President and Treasurer, (ii) Keith Gubbay as President and Chief Actuarial Officer and (iii) W. Weldon Wilson as Chief Executive Officer. Biographical affidavits for Robyn Wyatt and Keith Gubbay are submitted herewith. A biographical affidavit for W. Weldon Wilson was previously submitted with the Form A on August 14, 2013. At the time the Form A was submitted, Mr. Wilson was President and Secretary of Resolution. Mr. Gubbay is replacing Mr. Wilson as President, and Mr. Wilson will continue to be Secretary and, as noted above, will also be Chief Executive Officer.

We would appreciate if the Nebraska Department of Insurance (the "Department") maintained the confidentiality of certain personal information contained in the biographical affidavits by redacting information such as personal addresses, social security numbers, birth dates and spouse names as previously proposed by the Department.

NEBRASKA DEPARTMENT  
OF INSURANCE

NOV 20 2013

FILED

Assignment Agreement

As previously indicated in the Form A, Resolution intends to assign its right to acquire the shares of Lincoln Benefit Life Company under the Purchase Agreement (as defined in the Form A) to Resolution Life, Inc., a wholly owned subsidiary that was included as an applicant in the Form A. To effect such assignment, on November 20, 2013 Resolution and Resolution Life, Inc. entered into an Assignment Agreement (the "Assignment Agreement"). Enclosed please find a copy of the Assignment Agreement for inclusion as Exhibit M to the Form A.

Should you have any questions concerning this Supplement, please do not hesitate to contact me. Thank you for your consideration.

Very truly yours,



Ann M. Frohman

cc: Lindsay A. Crawford, CFE  
Annie Elliot, CFE  
Matthew W. Holman  
Christine M. Neighbors  
Justin C. Schrader, CFE  
Nebraska Department of Insurance

Sonya Ekart  
Lincoln Benefit Life Company

W. Weldon Wilson  
Resolution Life Holdings, Inc.

Nicholas F. Potter  
Debevoise & Plimpton LLP

Enclosures

ASSIGNMENT AGREEMENT

This ASSIGNMENT AGREEMENT (this "Agreement"), dated as of November 20, 2013, has been made and entered into by and between RESOLUTION LIFE HOLDINGS, INC., a Delaware corporation ("Assignor") and RESOLUTION LIFE, INC., a Delaware corporation and a wholly owned subsidiary of Assignor ("Assignee").

WITNESSETH:

WHEREAS, Assignor, Allstate Life Insurance Company ("Allstate") and (solely for purposes of Section 5.25 and Article X of the Purchase Agreement) Resolution Life L.P., have entered into a Stock Purchase Agreement, dated as of July 17, 2013 (the "Purchase Agreement"), pursuant to which Assignor has agreed to purchase 100% of the issued and outstanding shares of common stock (the "Shares") of Lincoln Benefit Life Company from Allstate, as more fully described in the Purchase Agreement and upon the terms and conditions set forth therein;

WHEREAS, Assignor wishes to assign to Assignee, and Assignee wishes to assume from Assignor, Assignor's right to acquire the Shares on the terms and subject to the conditions set forth in the Purchase Agreement; and

WHEREAS, Section 10.6 of the Purchase Agreement permits Assignor to assign its right to acquire the Shares to Assignee without the prior written consent of Allstate.

NOW, THEREFORE, in consideration of the mutual promises made herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms and subject to the conditions set forth herein, the parties hereto hereby agree as follows:

1. Assignment.

(a) As of the date hereof, pursuant to the requirements of the Purchase Agreement, Assignor hereby irrevocably and unconditionally assigns to Assignee, and its successors and permitted assigns, Assignor's right to acquire the Shares on the terms and subject to the conditions set forth in the Purchase Agreement.

(b) As of the date hereof, Assignee hereby irrevocably and unconditionally assumes Assignor's right to acquire the Shares on the terms and subject to the conditions set forth in the Purchase Agreement.


2. Governing Law. This Agreement and any dispute arising hereunder shall be governed by, and construed in accordance with, the laws of the State of New York, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

3. Counterparts. This Agreement may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when counterparts have been signed by each of the parties and delivered to the other parties. Each party may deliver its signed counterpart of this Agreement to the other parties by means of electronic mail or any other electronic medium utilizing image scan technology, and such delivery will have the same legal effect as hand delivery of an originally executed counterpart.


*[Signature Page Follows]*

IN WITNESS WHEREOF, each of Assignor and Assignee has caused this instrument to be signed by its proper and duly authorized officer as of the date and year first written above.

RESOLUTION LIFE HOLDINGS, INC.

By:   
Name: W. Weldon Wilson  
Title: CEO and Secretary

RESOLUTION LIFE, INC.

By:   
Name: W. Weldon Wilson  
Title: President and Secretary

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

**Resolution Life Holdings, Inc.**  
733 Third Avenue, 16<sup>th</sup> Floor  
New York, NY 10017  
(646) 790-5747

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: **Robyn** Middle: **Ann Jennifer** Last: **Wyatt**

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? **Australia**

3. Affiant's occupation or profession: **Chief Financial Officer, Executive Vice President and Treasurer**

4. Affiant's business address: **733 Third Avenue, 16<sup>th</sup> Floor, New York, NY 10017**

Business telephone:

Business Email: **robyn.wyatt@resolutionlife.com**

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
<b>University of New England</b>	<b>Armidale, NSW, Australia</b>	<b>1983-1985</b>	<b>Bachelor of Financial Administration</b>

**Address: Armidale, New South Wales, 2351, Australia**  
**Telephone: +61 2 6773 3333**

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
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**N/A**

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degrec/Certification Obtained</u>
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**N/A**

**Note:** If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
Institute of Chartered Accountants in Australia	N/A	GPO Box 9958 Sydney, NSW 2001 Australia	61-2-9290-1344
The Canadian Institute of Chartered Accountants	N/A	277 Wellington Street West Toronto, ON, M5V 3H2 Canada	416-977-3222

7. Present or proposed position with the applicant entity: **Chief Financial Officer**

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

See "Schedule A – Employment Record".

Beginning/Ending Dates (MM/YY): \_\_\_\_\_ - \_\_\_\_\_ Employer's Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: \_\_\_\_\_

Type of Business: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Beginning/Ending Dates (MM/YY): \_\_\_\_\_ - \_\_\_\_\_ Employer's Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: \_\_\_\_\_

Type of Business: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Beginning/Ending Dates (MM/YY): \_\_\_\_\_ - \_\_\_\_\_ Employer's Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: \_\_\_\_\_

Type of Business: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_  
\_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_  
\_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

None

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

N/A

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.



None.

If any of the stock is pledged or hypothecated in any way, give details. \_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

N/A

If any of the shares of stock are pledged or hypothecated in any way, give details.

N/A

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: N/A

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

N/A

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

Dated and signed this 18<sup>th</sup> day of NOVEMBER 20 13 at 723 THIRD AVENUE, NEW YORK, NY. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
\_\_\_\_\_  
(Signature of Affiant)

State of: NEW YORK County of: NEW YORK

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of NOVEMBER, 20 13 by ROBYN WYATT and:

who is personally known to me, or

who produced the following identification: CONNECTICUT STATE DRIVER'S LICENSE

[SEAL]

[Signature]  
\_\_\_\_\_  
Notary Public  
MICHAEL R. SHANNON  
Printed Notary Name

My Commission Expires

**MICHAEL R. SHANNON**  
**NOTARY PUBLIC, State of New York**  
No. 01SH6200537  
Qualified in New York County  
Commission Expires Jan. 26, 2010- 2017  
(MS)



Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

**CONFIDENTIAL**

7. Name of Affiant's Spouse (if applicable):

8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/Province</u>	<u>Country</u>	<u>Postal Code</u>
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Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 18<sup>th</sup> day of NOVEMBER, 20 13 at 733 Third Ave., New York, NY. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

[Signature]  
(Signature of Affiant)

State of: New York County of: New York

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of NOVEMBER, 20 13 by ROBYN WYATT and:

~~who is personally known to me, or~~

who produced the following identification: CONNECTICUT STATE  
DRIVER'S LICENSE

[SEAL]

[Signature]  
Notary Public  
MICHAEL R. SHANNON  
Printed Notary Name

My Commission Expires

**MICHAEL R. SHANNON**  
NOTARY PUBLIC, State of New York  
No. 01SH8200837  
Qualified in New York County  
Commission Expires Jan. 28, 2018 2017

MS

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Resolution Life Holdings, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Legal Department, Resolution Life Holdings, Inc. (c/o The Resolution Group, 23 Savile Row, London, W1S 2ET, United Kingdom) (+44(0) 20 3372 2900).

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

\_\_\_\_\_  
(Printed Full Name and Residence Address)  
[Signature] (Signature) 12 Nov. 2013 (Date)

State of: NEW YORK County of: NEW YORK

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of Nov., 2013 by ROBYN WYATT, and:

~~who is personally known to me, or~~

who produced the following identification: CONNECTICUT STATE DRIVER'S LICENSE

[SEAL]

[Signature]  
Notary Public  
MICHAEL R. SHANNON  
Printed Notary Name

My Commission Expires

**BIOGRAPHICAL AFFIDAVIT**

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

**Resolution Life Holdings, Inc.**  
733 Third Avenue, 16<sup>th</sup> Floor  
New York, NY 10017  
(646) 790-5747

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable): First: **Keith** Middle: - Last: **Gubbay**

2. a. Are you a citizen of the United States?

Yes  No

b. Are you a citizen of any other country?

Yes  No

If yes, what country? **United Kingdom**

3. Affiant's occupation or profession: **President and Chief Actuarial Officer**

4. Affiant's business address: **733 Third Avenue, 16<sup>th</sup> Floor, New York, NY 10017**

Business telephone:

Business Email: **keith.gubbay@resolutionlife.com**

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
Sheffield University	Western Bank, Sheffield, UK	09/72-06/75	BA Economics

Address: **Western Bank, Sheffield, South Yorkshire, S10 2TN, UK**  
Telephone: **+44 114 222 2000**

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
	Stanford University	Stanford, CA	09/88-06/89	MS Business

<u>Other Training: Name</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree/Certification Obtained</u>
N/A			

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number in the space provided in the Biographical Affidavit Supplemental Information.

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

6. List of memberships in professional societies and associations:

<u>Name of Society/Association</u>	<u>Contact Name</u>	<u>Address of Society/Association</u>	<u>Telephone Number of Society/Association</u>
American Academy of Membership Actuaries	Membership Department	110 17 <sup>th</sup> St, NW, 7 <sup>th</sup> Floor Washington, DC 20036	202-223-8196
Society of Actuaries	Membership Department	475 N. Martingale, #600 Shaumburg, IL 60173	847-706-3500

7. Present or proposed position with the applicant entity: **President and Chief Actuarial Officer**

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years.

See "Schedule A – Employment Record"

Beginning/Ending Dates (MM/YY): \_\_\_\_\_ - \_\_\_\_\_ Employer's Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: \_\_\_\_\_

Type of Business: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Beginning/Ending Dates (MM/YY): \_\_\_\_\_ - \_\_\_\_\_ Employer's Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: \_\_\_\_\_

Type of Business: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Beginning/Ending Dates (MM/YY): \_\_\_\_\_ - \_\_\_\_\_ Employer's Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State/Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_ Phone: \_\_\_\_\_ Offices/Positions Held: \_\_\_\_\_

Type of Business: \_\_\_\_\_ Supervisor/Contact: \_\_\_\_\_

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

9. a. Have you ever been in a position which required a fidelity bond?

Yes  No

If any claims were made on the bond, give details: \_\_\_\_\_

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes  No

If yes, give details: \_\_\_\_\_

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

None

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

Organization/Issuer of License: \_\_\_\_\_ Address: \_\_\_\_\_

City: \_\_\_\_\_ State/Province: \_\_\_\_\_ Country: \_\_\_\_\_ Postal Code: \_\_\_\_\_

License Type: \_\_\_\_\_ License #: \_\_\_\_\_ Date Issued (MM/YY): \_\_\_\_\_

Date Expired (MM/YY): \_\_\_\_\_ Reason for Termination: \_\_\_\_\_

Non-Insurance Regulatory Phone Number (if known): \_\_\_\_\_

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes  No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?



Yes  No

- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?

Yes  No

- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?

Yes  No

- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?

Yes  No

- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?

Yes  No

- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?

Yes  No

- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?

Yes  No

- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?

Yes  No

- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?

Yes  No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

N/A

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person.

None.

If any of the stock is pledged or hypothecated in any way, give details. \_\_\_\_\_

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes  No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

N/A

If any of the shares of stock are pledged or hypothecated in any way, give details.

N/A

14. Have you ever been adjudged a bankrupt?

Yes  No

If yes, provide details: N/A

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes  No

- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes  No

- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes  No

If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

See 'Schedule B - Fines'

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

Dated and signed this 12<sup>th</sup> day of NOVEMBER 20 13 at 733 THIRD AVE. NEW YORK, NY. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

Kate Kelly  
(Signature of Affiant)

State of: New York County of: New York

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of Nov., 20 13 by Kate Kelly and:

~~who is personally known to me, or~~

who produced the following identification: MASSACHUSETTS STATE  
DRIVER'S LICENSE

[SEAL]

Michael R. Shannon  
Notary Public  
MICHAEL R. SHANNON  
Printed Notary Name

My Commission Expires

**MICHAEL R. SHANNON**  
**NOTARY PUBLIC, State of New York**  
No. 01SH6200537  
Qualified in New York County  
Commission Expires Jan. 28, 2013 ~~2013~~ 2017

(Ms)

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

**CONFIDENTIAL**

**BIOGRAPHICAL AFFIDAVIT  
Supplemental Personal Information**

(Print or Type)

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority.

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names).

**Resolution Life Holdings, Inc.**  
733 Third Avenue, 16<sup>th</sup> Floor  
New York, NY 10017  
(646) 790-5747

1. Affiant's Full Name (Initials Not Acceptable): First: **Keith** Middle: – Last: **Gubbay**  
IF ANSWER IS "NONE," SO STATE.

2. Have you ever used any other name, including first, middle or last name, nickname, maiden name or aliases?

Yes  No

If yes, give the reason if any, if none indicate such, and provide the full name(s) and date(s) used.

<u>Beginning/Ending</u> <u>Date(s) Used (MM/YY)</u>	<u>Name(s)</u> <u>Specify: First, Middle or Last Name</u>	<u>Reason (If none, indicate such)</u>
N/A	N/A	N/A

Note: Dates provided in response to this question may be approximate. Parties using this form understand that there could be an overlap of dates when transitioning from one name to another.

3. Affiant's Social Security Number:

4. Government Identification Number if not a U.S. Citizen: *N/A*

5. Foreign Student ID# (if applicable): *N/A*

6. Date of Birth: (MM/DD/YY): \_\_\_\_\_ Place of Birth, City: **Calcutta**

State/Province: *N/A* Country: **India**

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

**CONFIDENTIAL**

7. Name of Affiant's Spouse (if applicable): I

8. List your residences for the last ten (10) years starting with your current address, giving:

<u>Beginning/Ending Dates (MM/YY)</u>	<u>Address</u>	<u>City</u>	<u>State/Province</u>	<u>Country</u>	<u>Postal Code</u>
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Note: Dates provided in response to this question may be approximate, except for current address. Parties using this form understand that there could be an overlap of dates when transitioning from one address to another.

Dated and signed this 12<sup>th</sup> day of Nov., 2013 at 733 THIRD AVE., NEW YORK, NY. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

Keith Gubbay  
(Signature of Affiant)

State of: New York County of: New York

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of Nov., 2013 by Keith Gubbay and:

~~who is personally known to me, or~~

who produced the following identification: MASSACHUSETTS STATE DRIVER'S LICENSE

[SEAL]

Michael R. Shannon  
Notary Public  
MICHAEL R. SHANNON  
Printed Notary Name

My Commission Expires

**MICHAEL R. SHANNON**  
**NOTARY PUBLIC, State of New York**  
No. 01SH6200537  
Qualified in New York County  
Commission Expires Jan. 28, 2013-2017

MP

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

**DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS**  
*(All states except California, Minnesota and Oklahoma)*

This Disclosure and Authorization is provided to you in connection with pending or future application(s) of Resolution Life Holdings, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by a department of insurance in any state where Company pursues an Application during the term of your functioning as, or seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may obtain copies of any Background Reports about you from the consumer reporting agency ("CRA") that produces them. You may also request more information about the nature and scope of such reports by submitting a written request to Company. To obtain contact information regarding CRA or to submit a written request for more information, contact Legal Department, Resolution Life Holdings, Inc. (c/o The Resolution Group, 23 Savile Row, London, W1S 2ET, United Kingdom) (+44(0) 20 3372 2900).

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act."

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. This Authorization shall remain in full force and effect until the earlier of (i) the expiration of the Term of Affiliation, (ii) written revocation as described above, or (iii) twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Keith Gubbay, 221 Lowell Road, Wellesley, MA, 02481

\_\_\_\_\_  
(Printed Full Name and Residence Address)  
Keith Gubbay (Signature) 18 Nov. 2013 (Date)

State of: New York County of: New York

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of Nov., 2013 by Keith Gubbay, and:

~~who is personally known to me, or~~

who produced the following identification: MASSACHUSETTS STATE DRIVER'S LICENSE

[SEAL]

Michael R. Shannon  
Notary Public  
MICHAEL R. SHANNON  
Printed Notary Name

My Commission Expires

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

### DISCLOSURE AND AUTHORIZATION CONCERNING BACKGROUND REPORTS (California)

This Disclosure and Authorization is provided to you in connection with a pending application of Resolution Life Holdings, Inc. ("Company") for licensure or a permit to organize ("Application") with a department of insurance in one or more states within the United States. Company desires to procure a consumer or investigative consumer report (or both) ("Background Reports") regarding your background for review by any department of insurance in such states where Company is currently pursuing an Application, because you are either functioning as, or are seeking to function as, an officer, member of the board of directors or other management representative ("Affiant") of Company or of any business entities affiliated with Company ("Term of Affiliation") for which a Background Report is required by a department of insurance reviewing any Application. Background Reports will be obtained through Owens OnLine, Inc., 10012 N. Dale Mabry Highway, Suite B-101, Tampa, Florida 33618 USA. Background Reports requested pursuant to your authorization below may contain information bearing on your character, general reputation, personal characteristics, mode of living and credit standing. The purpose of such Background Reports will be to evaluate the Application and your background as it pertains thereto. To the extent required by law, the Background Reports procured under this Disclosure and Authorization will be maintained as confidential.

You may request more information about the nature and scope of Background Reports produced by any consumer reporting agency ("CRA") by submitting a written request to Company. You should submit any such written request for more information, to Legal Department, Resolution Life Holdings, Inc. (c/o The Resolution Group, 23 Savile Row, London, W1S 2ET, United Kingdom) (+44(0) 20 3372 2900).

Attached for your information is a "Summary of Your Rights Under the Fair Credit Reporting Act." You will be provided with a copy of any Background Report procured by Company if you check the box below.

By checking this box, I request a copy of any Background Report from any CRA retained by Company, at no extra charge.

Under section 1786.22 of the California Civil Code, you may view the file maintained on you by the CRA listed above. You may also obtain a copy of this file, upon submitting proper identification and paying the costs of duplication services, by appearing at the CRA in person or by mail; you may also receive a summary of the file by telephone. The CRA is required to have personnel available to explain your file to you and the CRA must explain to you any coded information appearing in your file. If you appear in person, you may be accompanied by one other person of your choosing, provided that person furnishes proper identification.

**AUTHORIZATION:** I am currently an Affiant of Company as defined above. I have read and understand the above Disclosure and by my signature below, I consent to the release of Background Reports to a department of insurance in any state where Company files or intends to file an Application, and to the Company, for purposes of investigating and reviewing such Application and my status as an Affiant. I authorize all third parties who are asked to provide information concerning me to cooperate fully by providing the requested information to CRA retained by Company for purposes of the foregoing Background Reports, except records that have been erased or expunged in accordance with law.

I understand that I may revoke this Authorization at any time by delivering a written revocation to Company and that Company will, in that event, forward such revocation promptly to any CRA that either prepared or is preparing Background Reports under this Disclosure and Authorization. In no event, however, will this authorization remain in effect beyond twelve (12) months following the date of my signature below.

A true copy of this Disclosure and Authorization shall be valid and have the same force and effect as the signed original.

Kath Eubany (Signature) \_\_\_\_\_ (Printed Full Name and Residence Address)  
19 Nov 2013 (Date)

State of: NEW YORK County of NEW YORK

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of Nov, 2013 by KATH EUBANY, and:

~~who is personally known to me, or~~  
who produced the following identification: MASSACHUSETTS STATE DRIVER'S LICENSE

[SEAL]

Michael R. Shannon  
Notary Public  
MICHAEL R. SHANNON  
Printed Notary Name

My Commission Expires

Revised 04/16/13

2013 (Signature)

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

**Schedule "A" – Employment Record: Keith Gubbay**

<b>Company/Title</b>	<b>Start Date</b>	<b>End Date</b>
<b>Resolution Life Holdings, Inc.</b> 733 Third Avenue, 16 <sup>th</sup> Floor, New York, NY 20017 Ph: 646-790-5747 <i>President and Chief Actuarial Officer</i>	09/16/2013	Present
<b>3246476 Nova Scotia Company</b> <i>Director</i>	05/15/2005	04/09/2010
<b>8006873 Canada Inc.</b> <i>Director</i> <i>President</i>	05/23/2006 06/12/2006	05/11/2010 05/11/2010
<b>California Benefits Dental Plan</b> <i>Senior Vice President and Chief Actuary</i>	03/07/2008	05/25/2010
<b>Independence Life and Annuity Company</b> <i>Chairman</i> <i>Director</i> <i>Director</i> <i>Senior Vice President and Chief Financial Officer and Treasurer</i> <i>Senior Vice President and Chief Actuary</i> <i>Vice President and Chief Actuary</i>	07/10/2013 03/19/2013 05/19/2008 03/01/2013 01/01/2007 11/15/2004	09/13/2013 09/13/2013 04/09/2010 09/13/2013 04/09/2010 12/31/2006
<b>Professional Insurance Company</b> <i>Director</i> <i>Director</i> <i>Senior Vice President and Chief Financial Officer and Treasurer</i> <i>Senior Vice President and Chief Actuary</i>	03/19/2013 03/07/2008 03/01/2013 05/31/2007	09/13/2013 04/09/2010 09/13/2013 04/09/2010
<b>SL Investment 2007-1 ULC</b> <i>Director</i>	04/05/2007	04/09/2010
<b>SL Investment Holdings 2007-1 ULC</b> <i>Director</i>	04/11/2007	04/09/2010
<b>Sun Benefit Services Company, Inc.</b> <i>Director</i>	11/15/2004	11/22/2005
<b>Sun Capital Advisers LLC</b> <i>Manager, Board of Managers</i>	03/26/2013	09/13/2013
<b>Sun Canada Financial Co.</b> <i>Director</i> <i>Vice President</i>	11/15/2004 05/16/2005	04/09/2010 04/09/2010

*(In some cases dates within a given year are approximate)*



Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

Company/Title	Start Date	End Date
<i>(in some cases dates within a given year are approximate)</i>		
<b>Sun Life (Barbados) Holdings No. 1 Limited</b>		
<i>Director</i>	04/29/2013	09/13/2013
<i>Director</i>	12/02/2005	05/11/2010
<i>President</i>	12/30/2005	05/11/2010
<b>Sun Life (Barbados) Holdings No. 2 Limited</b>		
<i>Director</i>	04/29/2013	09/13/2013
<i>Director</i>	01/18/2006	05/11/2010
<i>President</i>	12/30/2005	05/11/2010
<b>Sun Life (Barbados) Holdings No. 4 Limited</b>		
<i>Director</i>	04/29/2013	09/13/2013
<i>Director</i>	05/13/2008	05/11/2010
<i>President</i>	05/13/2008	05/11/2010
<b>Sun Life (Barbados) Holdings No. 5 Limited</b>		
<i>Director</i>	04/29/2013	09/13/2013
<i>Vice President</i>	05/06/2011	09/13/2013
<b>Sun Life Administrators (U.S.), Inc.</b>		
<i>President</i>	03/19/2013	09/13/2013
<b>Sun Life and Health Insurance Company (U.S.)</b>		
<i>Director</i>	03/19/2013	09/13/2013
<i>Director</i>	03/07/2008	04/09/2010
<i>Senior Vice President and Chief Financial Officer and Treasurer</i>	03/01/2013	09/13/2013
<i>Senior Vice President and Chief Actuary</i>	05/31/2007	04/09/2010
<b>Sun Life Assurance Company of Canada</b>		
<i>Senior Vice President and Chief Financial Officer, SLF U.S.</i>	03/01/2013	09/13/2013
<i>Senior Vice President and Chief Actuary</i>	05/15/2010	03/01/2013
<i>Senior Vice President and Chief Actuary, SLF U.S.</i>	01/01/2007	02/15/2010
<i>Vice President and Chief Actuary, Sun Life Financial U.S.</i>	11/15/2004	01/01/2007
<b>Sun Life Assurance Company of Canada (U.S.)</b>		
<i>Senior Vice President and Chief Financial Officer and Treasurer</i>	03/01/2013	09/13/2013
<i>Senior Vice President and Chief Actuary</i>	01/01/2007	04/09/2010
<i>Vice President and Chief Actuary.</i>	11/15/2004	12/31/2006
<b>Sun Life Assurance Company of Canada - U.S. Operations Holdings, Inc.</b>		
<i>Director</i>	03/22/2013	09/13/2013
<i>President</i>	03/22/2013	09/13/2013
<b>Sun Life Financial (Japan), Inc.</b>		
<i>Director</i>	03/19/2013	09/13/2013
<i>President</i>	03/19/2013	09/13/2013
<b>Sun Life Financial (U.S.) Delaware Finance, LLC</b>		

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

<b>Company/Title</b>	<b>Start Date</b>	<b>End Date</b>
	<i>(In some cases dates within a given year are approximate)</i>	
<i>President</i>	06/25/2013	09/13/2013
<b>Sun Life Financial (U.S.) Finance, Inc.</b>	03/19/2013	09/13/2013
<i>Vice President</i>	11/15/2004	04/09/2010
<i>Director</i>	05/16/2005	04/09/2010
<i>Vice President</i>		
<b>Sun Life Financial (U.S.) Holdings, Inc.</b>	03/22/2013	09/13/2013
<i>Director</i>	03/22/2013	09/13/2013
<i>President</i>		
<b>Sun Life Financial (U.S.) Investments LLC</b>	03/19/2013	09/13/2013
<i>President</i>		
<b>Sun Life Financial (U.S.) Reinsurance Company</b>	07/26/2013	09/13/2013
<i>Chairman</i>	03/19/2013	09/13/2013
<i>Director</i>	03/19/2013	09/13/2013
<i>Senior Vice President and Chief Financial Officer</i>	10/18/2007	04/09/2010
<i>Director</i>	10/18/2007	04/09/2010
<i>Senior Vice President and Chief Actuary</i>		
<b>Sun Life Financial (U.S.) Services Company, Inc.</b>	03/19/2013	09/13/2013
<i>Director</i>	03/19/2013	09/13/2013
<i>Senior Vice President and Chief Financial Officer and Treasurer</i>		
<b>Sun Life Financial Distributors, Inc.</b>	03/19/2013	09/13/2013
<i>Director</i>		
<b>Sun Life Financial Global Funding II, L.L.C.</b>	04/11/2006	04/09/2010
<i>Director</i>		
<b>Sun Life Financial Global Funding II, U.L.C.</b>	04/11/2006	04/09/2010
<i>Director</i>		
<b>Sun Life Financial Global Funding III, L.L.C.</b>	08/10/2006	04/09/2010
<i>Director</i>		
<b>Sun Life Financial Global Funding III, U.L.C.</b>	08/10/2006	04/09/2010
<i>Director</i>		
<b>Sun Life Financial Global Funding, L.L.C.</b>	05/16/2005	04/09/2010
<i>Director</i>		
<b>Sun Life Financial Inc.</b>	02/15/2010	03/01/2013
<i>Senior Vice President and Chief Actuary</i>		
<b>Sun Life Financial Insurance and Annuity Company (Bermuda) Ltd.</b>	10/10/2005	04/25/2010
<i>Approved Actuary</i>		

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

Company/Title	Start Date	End Date
<i>(in some cases dates within a given year are approximate)</i>		
<b>Sun Life Financial International Holdings (MC), LLC</b> <i>President</i>	03/19/2013	09/13/2013
<b>Sun Life Financial Reinsurance (Barbados) Limited</b> <i>Director</i>	04/29/2013	09/13/2013
<i>Director</i>	11/21/2005	05/11/2010
<i>President</i>	11/21/2005	05/11/2010
<b>Sun Life Insurance and Annuity Company of New York</b> <i>Director</i>	10/10/2006	04/09/2010
<i>Senior Vice President and Chief Financial Officer and Treasurer</i>	03/05/2013	09/13/2013
<i>Senior Vice President and Chief Actuary</i>	01/01/2007	04/09/2010
<i>Vice President and Chief Actuary</i>	11/15/2004	12/31/2006
<b>Sun Life of Canada (U.S.) Capital Trust I</b> <i>Regular Trustee</i>	11/15/2004	07/03/2007
<b>Sun Life of Canada (U.S.) Holdings, Inc.</b> <i>Director</i>	03/19/2013	09/13/2013
<i>President</i>	03/19/2013	09/13/2013
<b>Sun Life of Canada (U.S.) Holdings General Partner LLC</b> <i>Vice President</i>	05/16/2005	09/27/2007
<b>Sun Life Reinsurance (Barbados) No. 2 Corp.</b> <i>Director</i>	04/29/2013	09/13/2013
<i>Director</i>	05/16/2006	05/11/2010
<i>President</i>	06/12/2006	05/11/2010
<b>Sun Life Reinsurance (Barbados) No. 3 Corp.</b> <i>Director</i>	12/08/2008	05/11/2010
<i>President</i>	12/29/2008	05/11/2010
<b>Sun Life Reinsurance (Barbados) No. 4 Corp.</b> <i>Director</i>	12/08/2008	05/11/2010
<i>President</i>	12/29/2008	05/11/2010

**Business Address and Contact Information for the aforementioned Sun Life Financial affiliated companies:**

Sun Life Financial  
One Sun Life Executive Park  
Wellesley Hills, MA USA 02481  
Ph: 800-432-1102  
Supervisor/Contact: Human Resources Department

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

Company/Title	Start Date	End Date
<b>ING Americas</b> 5780 Powers Feery road, NW, Atlanta, GA 30327 Ph: 770-980-3301 <i>Chief Actuary, ING Americas</i>	01/1998	11/2004
<b>Whitehall Financial Group</b> 66 East 55 <sup>th</sup> Street, New York, NY 10022 Ph: 212-634-3344 <i>Chief Financial Officer</i>	08/1996	06/1998
<b>Life Partners Group (acquired by Conseco)</b> 11825 N. Pennsylvania Street, Carmel, IN 46032 <i>Head of Corporate Development and Chief Actuarial Officer</i>	03/1995	08/1996
<b>Whitehall Financial Group</b> 66 East 55 <sup>th</sup> Street, New York, NY 10022 Ph: 212-634-3344 <i>Chief Financial Officer</i>	07/1993	03/1995
<b>Tillinghast/Towers Perrin</b> 695 E. Main Street, Suite 600, Stamford, CT 06901 <i>Principal</i>	02/1980	07/1992

(in some cases dates within a given year are approximate)

Applicant Name (Company): Resolution Life Holdings, Inc.

NAIC No. N/A  
FEIN: 35-247036

**Schedule "B" – Fines: Keith Gubbay**

**RESPONSIVE FINES:**

On June 17, 2013, Sun Life Assurance Company of Canada (U.S.) signed a Consent Order issued by the State of Washington Office of Insurance Commissioner for failure to pay interest, in accordance with Washington law, to Washington consumers on death benefit claims for the years 2007-2012. Pursuant to the Order, the company paid a \$50,000.00 fine.

On February 3, 2012 the U.S. Branch of Sun Life Assurance Company of Canada, Sun Life Assurance Company of Canada (U.S.), Sun Life and Health Insurance Company (U.S.), Professional Insurance Company and Independence Life and Annuity Company each paid a \$100.00 late renewal fee to the Mississippi Department of Insurance for each company's failure to include its license renewal form when filing their annual statement.

On October 25, 2011 the Maryland Insurance Administration ordered the U.S. Branch of Sun Life Assurance Company of Canada to pay an administrative penalty of \$500.00 for failure to include a notice, required by COMAR 31.10.30.05, in an adverse appeal determination letter which the Company's LTD Appeals unit sent to an insured. The company paid the penalty on November 4, 2011.

On September 30, 2011 the Florida Department of Revenue finalized its use tax audit of Sun Life Assurance Company of Canada, under which the company paid \$26,772 for additional tax, penalty and interest due.

On April 28, 2011 Sun Life Financial Inc. paid a \$300.00 (CAN) monetary fine to the Ontario Securities Commission for failure to timely file a securities transaction report.

On August 25, 2009 the U.S. Branch of Sun Life Assurance Company of Canada paid a \$575.00 fine to the Colorado Division of Insurance for its failure to timely file the Annual Rate Report required by Colorado Insurance Regulation 4-2-11.

On January 23, 2009 the U.S. Branch of Sun Life Assurance Company of Canada paid a \$7,500.00 penalty to the Minnesota Department of Commerce resulting from a Consent Order regarding the company's handling of a life insurance Waiver of Premium claimed filed by a Minnesota resident.

On December 15, 2008 the U.S. Branch of Sun Life Assurance Company of Canada paid a \$575.00 fine to the Colorado Division of Insurance for its failure to provide the complete and timely response regarding Division file number 232802.

On August 8, 2008 Sun Life and Health Insurance Company (U.S.) and Sun Life Assurance Company of Canada (the "Companies") received correspondence from the Michigan Office of Financial and Insurance Regulation ("OFIR") regarding Enforcement Case Nos. 08-06698 and 08-06697. Included with the correspondence was a Notice of Opportunity to Show Compliance (the "Notice") which contains allegations that the Company failed to comply with Administrative Rule R 500.2211-R 500.2212, which took effect on May 1, 2007 and prohibits the use of shortened limitation action clauses in personal lines insurance policy forms. R 500.2212(5) required insurers to submit to the Commissioner by July 1, 2007, a list certified as complete and accurate of all forms in effect in Michigan containing shortened limitation of action clauses or, in the alternative, a letter certifying that the insurer had no such forms in effect in Michigan. OFIR contended that the Companies failed to make this required filing. In its correspondence, OFIR also included a proposed Consent Order and Stipulation, should the Companies decide to settle this matter without an informal conference or formal hearing with OFIR.

On December 18, 2008, the Companies each entered into a Consent Order and Stipulation along with a certification from each company with respect to forms in effect in Michigan that contain shortened limitation of action clauses as defined by R 500.2211 and subsequently paid a fine of \$1000.00, each.

**REFERENCE DEFINITIONS:**

**Regulatory Matters Database Definition (maintained by U.S. Law Department)**

**Regulatory Matters** include the following three categories:

- **Regulatory Reviews:** A Regulatory Review is any type of examination, review, audit or investigation that is performed by a regulator or governmental agency or office. Examples might include anti-money laundering reviews, market conduct examinations, financial examinations, and tax audits, to name a few. These could be performed by any state or federal regulator, law enforcement agency or other governmental agency, such as OSFI, SEC, FINRA (formerly NASD), Departments of Insurance, Departments of Revenue, IRS, Attorneys General, and so forth.
- **Regulatory Actions:** A Regulatory Action is any disciplinary or regulatory action taken against any SLF U.S. company by any regulator. Examples might include fines, penalties, notices of deficiency, suspension or revocation of licenses, cease and desist orders, etc.
- **Non-routine Communications with Regulators:** Non-routine communications include those items mentioned above as well as significant communications to or from a regulator that generally are not part of a general mass mailing to all insurers, but instead, pertain specifically to a SLF U.S. company. However, if a regulatory communication is directed to all companies in the industry and pertains to an emerging issue of regulatory interest, it would be considered a non-routine communication. Examples of non-routine communications might include non-routine data calls, surveys to companies in the industry regarding specific policy clauses or provisions, etc. Non-routine communications do not include routine product or rate filings, agent appointment filings, scheduled periodic financial filings, or routine question and answer communications between a SLF U.S. company and a regulator. Non-routine communications also do not include customer complaints.

**Form BD reporting requirements (paraphrased from FINRA regulations)**

**Reportable matters include:**

- 1) Criminal convictions, guilty pleas, or charges involving a felony or misdemeanor
- 2) Civil judicial actions resulting in:
  - a) enjoining the control affiliate in connection with its business activities;
  - b) a finding that the control affiliate violated a statute or regulation; or
  - c) dismissal (pursuant to a settlement agreement) of a civil action brought by a regulatory authority.
- 3) Regulatory matters resulting in:
  - a) an adverse final action (e.g., fine, consent order, cease and desist, suspension, revocation or denial of a License/registration, restriction of business activities); or
  - b) a finding that the control affiliate made a false statement, or omission or was dishonest, unfair, unethical, or violated a rule, regulation or statute.
- 4) Financial matters involving:
  - a) filing of a bankruptcy petition;
  - b) denial, revocation or payment of a bond; or
  - c) unsatisfied judgments or liens.
- 5) Pending regulatory matters that may result in an affirmative response to numbers 2 and 3 above, include only formal administrative or civil actions initiated by a government agency, self-regulatory organization or a foreign financial regulatory authority. Pending matters would not include routine examinations that may result in a finding.