



COMMONWEALTH OF MASSACHUSETTS
Office of Consumer Affairs and Business Regulation
DIVISION OF INSURANCE

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In the Matter of the Proposed Acquisition of Control of Commonwealth Annuity and Life Insurance Company and First Allmerica Financial Life Insurance Company by Magnolia Parent LLC, KKR Magnolia Holdings LLC, KKR Group Assets Holdings L.P., KKR Group Assets GP LLC, KKR Group Partnership L.P., KKR Group Holdings Corp., KKR & Co. Inc., KKR Management LLP, Henry R. Kravis and George R. Roberts
Docket No. F2020-03

NOTICE OF HEARING

Pursuant to M.G.L. c. 175, §206B, an application has been made to the Massachusetts Commissioner of Insurance (the “Commissioner”) by Magnolia Parent LLC, KKR Magnolia Holdings LLC, KKR Group Assets Holdings L.P., KKR Group Assets GP LLC, KKR Group Partnership L.P., KKR Group Holdings Corp., KKR & Co. Inc., KKR Management LLP, Henry R. Kravis and George R. Roberts (collectively, the “Applicant”), for approval of a proposal to acquire control of Commonwealth Annuity and Life Insurance Company and First Allmerica Financial Life Insurance Company, Massachusetts domestic insurance companies (collectively, “CALFAF”).

Pursuant to M.G.L. c. 175, §206B the Commissioner will hold a public hearing to determine whether to approve the proposed acquisition of control. The virtual public hearing will be held using TEAMS, a digital meeting program, on January 6, 2021 at 2:00 p.m. Public documents filed electronically in connection with this proposed acquisition of control are available for inspection upon request to the Division of Insurance at doidocket.mailbox@mass.gov.

The purpose of the public hearing is to afford those persons identified in M.G.L. c. 175, §206B(d)(2) the opportunity to present evidence, to examine and cross-examine witnesses, to offer oral and written arguments, and to conduct discovery proceedings in the same manner as in the Superior Court Department of the Trial Court. Any discovery proceedings shall be concluded not later than January 3, 2021.

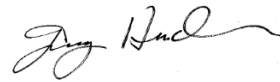
Any person identified in M.G.L. c. 175, §206B(d)(2) who wishes to participate in the hearing must submit, on or before December 28, 2020 a Notice of Intent to Participate, setting forth the statutory basis for participation. The Notice must be submitted through

doidocket.mailbox@mass.gov, and must specify the basis for the asserted interest in the proposed acquisition of control, if applicable, as well as whether the person intends to make an oral statement, present evidence, cross-examine witnesses, or engage in discovery.

If the Commissioner determines that a person's interest may be affected by the proposed acquisition of control, that person may participate at the hearing following presentations by the Applicant and/or CALFAF and before any other persons the Commissioner may recognize at the hearing. The length of any oral statements, presentations of evidence or examination of witnesses, may be limited at the discretion of the Commissioner. Written argument may be submitted at any time prior to the conclusion of the hearing. Persons whom the Commissioner determines have an interest in the proposed acquisition of control will be advised by email of the procedures for participating in the virtual hearing. Persons who do not seek to participate but who wish to attend the public hearing must notify the Division by sending an email to doidocket.mailbox@mass.gov at least three days before the scheduled hearing date. Persons making such requests will be sent instructions by email to the sender's address.

All submissions, including the written Notice of Intent to Participate, must be sent electronically to the Docket Clerk, Division of Insurance, doidocket.mailbox@mass.gov, and must refer to Docket No. F2020-03.

Date: December 16, 2020



Gary D. Anderson
Commissioner of Insurance