SOCIETY OF ACTUARIES

Case Study

SPRING 2018

Enterprise Risk Management Exam

EXAM ERM

ERM

ERM Case Study

Introduction and Recommendations

This case study presents information for five companies:

- Lyon Corporation (a holding company);
- Simple Life (a life insurance company);
- AHA Health (a health insurance company);
- Pryde P&C (a general, that is, property and casualty, insurance company):
- Helios (a non-US insurance company).

When you register for the ERM exam, you will select from one of six reading extensions. Information presented in this case study will be used in questions appearing on the one-hour extension-specific portion of the ERM exam. Please note that for those who are pursuing an FSA, the extension selected for this exam need not match the track selected for fellowship.

You are encouraged to read this case study in conjunction with the recommended study materials. This will help you become familiar with the information that is provided in this case study and assist you in putting syllabus readings in context. The case study should be read critically, with the understanding that it is meant to represent a hypothetical organization with some good policies and some flaws; it is not a representation of best practices.

All candidates are encouraged to read through the entire case study to gain an overview of the corporation, but, in particular, all candidates are responsible for the material in Section 1 of the case study.

In addition to Section 1:

(a) Candidates who elect the Individual Life and Annuities Extension will answer questions based on Section 3. Simple Life Insurance Company, excluding the details of Section 3.14;
(b) Candidates who elect the Group and Health Extension will answer questions based on Section 4. Health Insurance Companies, excluding the details of Section 4.18;
(c) Candidates who elect the General Insurance Extension will answer questions based on Section 5. Pryde Property & Casualty;
(d) Candidates who elect the Retirement Benefits Extension will answer questions based on information about the pension plans sponsored by Simple Life and AHA Health, specifically Sections 3.14, 4.17.3, and 4.18 (but such candidates should review all of Sections 3 and 4 to understand how the pension plans fit within the companies);
(e) Candidates who elect the Investment Extension will answer questions based on investment information for Simple Life and the pension plan sponsored by Simple Life, specifically Sections 3.4 through 3.6, 3.9, and 3.11 through 3.14 (but such candidates should review all of Section 3 to understand how the investments and the pension plan relate to Simple Life); and

(f) Candidates who elect the General Corporate ERM Extension will answer questions based on the information presented for all five companies in Section 2.

It is important that you become familiar with the information presented in the case study that pertains to the extension-specific questions you will attempt in the exam. All candidates are expected to think about ERM holistically and how the issues identified in their respective extensions will affect the ERM processes of the organization as a whole.

Exam booklets will contain an exact copy of this case study. You will not be allowed to bring your copy of this case study into the exam room.

The following table of contents should assist you in locating information that is pertinent to your selected extension. As noted above, however, you are encouraged to become familiar with the entire case study.

This and the following pages contain tables for the standard normal distribution. These tables will be available with this case study at the examination and are for use in solving all problems on the examination, including those not related to the case study.

TABLES FOR THE STANDARD NORMAL DISTRIBUTION

Values of z for selected probabilities that $Z \leq z$.

$\Pr(Z \leq z)$	0.800	0.850	0.900	0.950	0.975	0.990	0.995
z	0.842	1.036	1.282	1.645	1.960	2.326	2.576

Table for $N(x)$ when $x \geq 0$. Use interpolation with these tables. For example, $N(0.6278) = N(0.62) + 0.78[N(0.63) - N(0.62)] = 0.7324 + 0.78(0.7357 - 0.7324) = 0.7350$.

x	0.00	0.01	0.02	0.03	0.04	0.05	0.06	0.07	0.08	0.09
0.0	0.5000	0.5040	0.5080	0.5120	0.5160	0.5199	0.5239	0.5279	0.5319	0.5359
0.1	0.5398	0.5438	0.5478	0.5517	0.5557	0.5596	0.5636	0.5675	0.5714	0.5753
0.2	0.5793	0.5832	0.5871	0.5910	0.5948	0.5987	0.6026	0.6064	0.6103	0.6141
0.3	0.6179	0.6217	0.6255	0.6293	0.6331	0.6368	0.6406	0.6443	0.6480	0.6517
0.4	0.6554	0.6591	0.6628	0.6664	0.6700	0.6736	0.6772	0.6808	0.6844	0.6879
0.5	0.6915	0.6950	0.6985	0.7019	0.7054	0.7088	0.7123	0.7157	0.7190	0.7224
0.6	0.7257	0.7291	0.7324	0.7357	0.7389	0.7422	0.7454	0.7486	0.7517	0.7549
0.7	0.7580	0.7611	0.7642	0.7673	0.7704	0.7734	0.7764	0.7794	0.7823	0.7852
0.8	0.7881	0.7910	0.7939	0.7967	0.7995	0.8023	0.8051	0.8078	0.8106	0.8133
0.9	0.8159	0.8186	0.8212	0.8238	0.8264	0.8289	0.8315	0.8340	0.8365	0.8389
1.0	0.8413	0.8438	0.8461	0.8485	0.8508	0.8531	0.8554	0.8577	0.8599	0.8621
1.1	0.8643	0.8665	0.8686	0.8708	0.8729	0.8749	0.8770	0.8790	0.8810	0.8830
1.2	0.8849	0.8869	0.8888	0.8907	0.8925	0.8944	0.8962	0.8980	0.8997	0.9015
1.3	0.9032	0.9049	0.9066	0.9082	0.9099	0.9115	0.9131	0.9147	0.9162	0.9177
1.4	0.9192	0.9207	0.9222	0.9236	0.9251	0.9265	0.9279	0.9292	0.9306	0.9319
1.5	0.9332	0.9345	0.9357	0.9370	0.9382	0.9394	0.9406	0.9418	0.9429	0.9441
1.6	0.9452	0.9463	0.9474	0.9484	0.9495	0.9505	0.9515	0.9525	0.9535	0.9545
1.7	0.9554	0.9564	0.9573	0.9582	0.9591	0.9599	0.9608	0.9616	0.9625	0.9633
1.8	0.9641	0.9649	0.9656	0.9664	0.9671	0.9678	0.9686	0.9693	0.9699	0.9706
1.9	0.9713	0.9719	0.9726	0.9732	0.9738	0.9744	0.9750	0.9756	0.9761	0.9767
2.0	0.9772	0.9778	0.9783	0.9788	0.9793	0.9798	0.9803	0.9808	0.9812	0.9817
2.1	0.9821	0.9826	0.9830	0.9834	0.9838	0.9842	0.9846	0.9850	0.9854	0.9857
2.2	0.9861	0.9864	0.9868	0.9871	0.9875	0.9878	0.9881	0.9884	0.9887	0.9890
2.3	0.9893	0.9896	0.9898	0.9901	0.9904	0.9906	0.9909	0.9911	0.9913	0.9916
2.4	0.9918	0.9920	0.9922	0.9925	0.9927	0.9929	0.9931	0.9932	0.9934	0.9936
2.5	0.9938	0.9940	0.9941	0.9943	0.9945	0.9946	0.9948	0.9949	0.9951	0.9952
2.6	0.9953	0.9955	0.9956	0.9957	0.9959	0.9960	0.9961	0.9962	0.9963	0.9964
2.7	0.9965	0.9966	0.9967	0.9968	0.9969	0.9970	0.9971	0.9972	0.9973	0.9974
2.8	0.9974	0.9975	0.9976	0.9977	0.9977	0.9978	0.9979	0.9979	0.9980	0.9981
2.9	0.9981	0.9982	0.9982	0.9983	0.9984	0.9984	0.9985	0.9985	0.9986	0.9986
3.0	0.9987	0.9987	0.9987	0.9988	0.9988	0.9989	0.9989	0.9989	0.9990	0.9990
3.1	0.9990	0.9991	0.9991	0.9991	0.9992	0.9992	0.9992	0.9992	0.9993	0.9993
3.2	0.9993	0.9993	0.9994	0.9994	0.9994	0.9994	0.9994	0.9995	0.9995	0.9995
3.3	0.9995	0.9995	0.9995	0.9996	0.9996	0.9996	0.9996	0.9996	0.9996	0.9997
3.4	0.9997	0.9997	0.9997	0.9997	0.9997	0.9997	0.9997	0.9997	0.9997	0.9998
3.5	0.9998	0.9998	0.9998	0.9998	0.9998	0.9998	0.9998	0.9998	0.9998	0.9998
3.6	0.9998	0.9998	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999
3.7	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999
3.8	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999	0.9999
3.9	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000	1.0000

Table for $N(x)$ when $x \leq 0$. Use interpolation (entries are for the row value *minus* the column value). For example, $N(-0.1234) = N(-0.12) - 0.34[N(-0.12) - N(-0.13)] = 0.4522 - 0.34(0.4522 - 0.4483) = 0.4509$.

z	0.00	0.01	0.02	0.03	0.04	0.05	0.06	0.07	0.08	0.09
0.0	0.5000	0.4960	0.4920	0.4880	0.4840	0.4801	0.4761	0.4721	0.4681	0.4641
-0.1	0.4602	0.4562	0.4522	0.4483	0.4443	0.4404	0.4364	0.4325	0.4286	0.4247
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-0.3	0.3821	0.3783	0.3745	0.3707	0.3669	0.3632	0.3594	0.3557	0.3520	0.3483
-0.4	0.3446	0.3409	0.3372	0.3336	0.3300	0.3264	0.3228	0.3192	0.3156	0.3121
-0.5	0.3085	0.3050	0.3015	0.2981	0.2946	0.2912	0.2877	0.2843	0.2810	0.2776
-0.6	0.2743	0.2709	0.2676	0.2643	0.2611	0.2578	0.2546	0.2514	0.2483	0.2451
-0.7	0.2420	0.2389	0.2358	0.2327	0.2296	0.2266	0.2236	0.2206	0.2177	0.2148
-0.8	0.2119	0.2090	0.2061	0.2033	0.2005	0.1977	0.1949	0.1922	0.1894	0.1867
-0.9	0.1841	0.1814	0.1788	0.1762	0.1736	0.1711	0.1685	0.1660	0.1635	0.1611
-1.0	0.1587	0.1562	0.1539	0.1515	0.1492	0.1469	0.1446	0.1423	0.1401	0.1379
-1.1	0.1357	0.1335	0.1314	0.1292	0.1271	0.1251	0.1230	0.1210	0.1190	0.1170
-1.2	0.1151	0.1131	0.1112	0.1093	0.1075	0.1056	0.1038	0.1020	0.1003	0.0985
-1.3	0.0968	0.0951	0.0934	0.0918	0.0901	0.0885	0.0869	0.0853	0.0838	0.0823
-1.4	0.0808	0.0793	0.0778	0.0764	0.0749	0.0735	0.0721	0.0708	0.0694	0.0681
-1.5	0.0668	0.0655	0.0643	0.0630	0.0618	0.0606	0.0594	0.0582	0.0571	0.0559
-1.6	0.0548	0.0537	0.0526	0.0516	0.0505	0.0495	0.0485	0.0475	0.0465	0.0455
-1.7	0.0446	0.0436	0.0427	0.0418	0.0409	0.0401	0.0392	0.0384	0.0375	0.0367
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-2.1	0.0179	0.0174	0.0170	0.0166	0.0162	0.0158	0.0154	0.0150	0.0146	0.0143
-2.2	0.0139	0.0136	0.0132	0.0129	0.0125	0.0122	0.0119	0.0116	0.0113	0.0110
-2.3	0.0107	0.0104	0.0102	0.0099	0.0096	0.0094	0.0091	0.0089	0.0087	0.0084
-2.4	0.0082	0.0080	0.0078	0.0075	0.0073	0.0071	0.0069	0.0068	0.0066	0.0064
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-2.7	0.0035	0.0034	0.0033	0.0032	0.0031	0.0030	0.0029	0.0028	0.0027	0.0026
-2.8	0.0026	0.0025	0.0024	0.0023	0.0023	0.0022	0.0021	0.0021	0.0020	0.0019
-2.9	0.0019	0.0018	0.0018	0.0017	0.0016	0.0016	0.0015	0.0015	0.0014	0.0014
-3.0	0.0013	0.0013	0.0013	0.0012	0.0012	0.0011	0.0011	0.0011	0.0010	0.0010
-3.1	0.0010	0.0009	0.0009	0.0009	0.0008	0.0008	0.0008	0.0008	0.0007	0.0007
-3.2	0.0007	0.0007	0.0006	0.0006	0.0006	0.0006	0.0006	0.0005	0.0005	0.0005
-3.3	0.0005	0.0005	0.0005	0.0004	0.0004	0.0004	0.0004	0.0004	0.0004	0.0003
-3.4	0.0003	0.0003	0.0003	0.0003	0.0003	0.0003	0.0003	0.0003	0.0003	0.0002
-3.5	0.0002	0.0002	0.0002	0.0002	0.0002	0.0002	0.0002	0.0002	0.0002	0.0002
-3.6	0.0002	0.0002	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001
-3.7	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001
-3.8	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001	0.0001
-3.9	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000

Table of Contents

1 Lyon Corporation

1.1 Overview

Lyon Corporation is a diversified U.S. public holding company with interests in financial services companies.

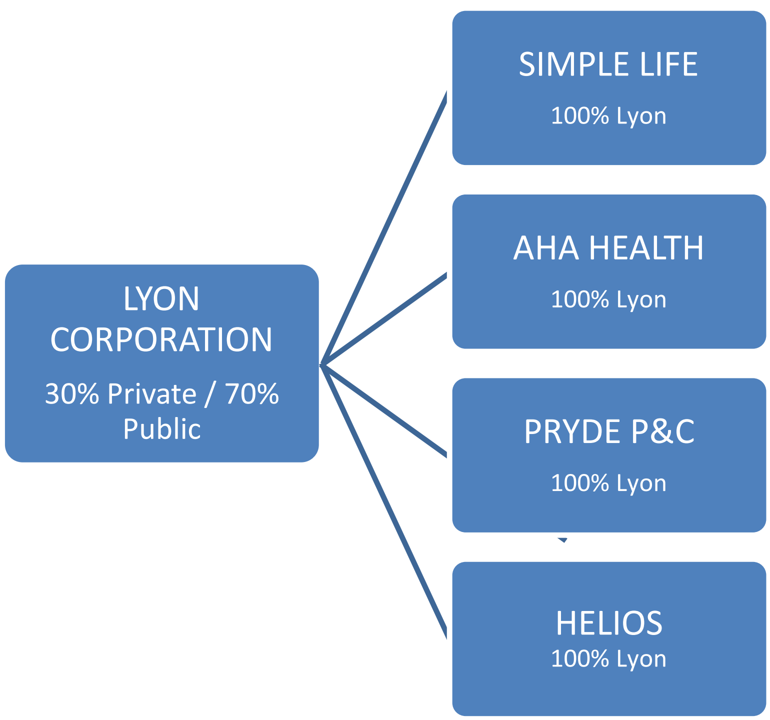
1.2 Mission Statement

Lyon Corporation is committed to enhancing shareholder value through the active management of long-term investments and responsible corporate citizenship. It is of the view that these objectives are best achieved and risks are minimized through geographic diversification.

Lyon Corporation believes that the future belongs to corporations having a well-defined strategic vision anchored in strong core values. These principles guide the Corporation in all of its decisions.

1.3 Structure

Lyon Corporation is a public company (LCC: NYE and TSX) with a significant shareholder, Lyon Family, which owns about 30% of the outstanding shares. The holding company has the following structure:



Percentages denote equity interest and voting rights.

1.4 Simple Life

The Simple Life Insurance Company (SLIC) is a U.S. life insurance company located in Boston, Massachusetts, wholly owned by Lyon Corporation. SLIC has four lines of business: Universal Life (UL); Level Premium Term Insurance with three available level term periods: 10, 20 and 30 year; Single Premium Immediate Annuities (SPIA); and Variable Annuities with a Return of Premium (ROP) Guaranteed Minimum Death Benefit (GMDB) and an optional Guaranteed Minimum Accumulation Benefit (GMAB) or Guaranteed Minimum Withdrawal Benefit (GWAB). SLIC issues its products only in the United States.

SLIC provides basic life, health and disability benefits to its employees while they are employed by the company. These benefits do not continue after employees leave the company.

SLIC sponsors a company-paid final-average-earnings defined benefit pension plan for its employees.

1.5 AHA Health

AHA Health Insurance Company (AHA) is a national insurer located in California with its home office in Los Angeles. AHA is wholly owned by Lyon Corporation. AHA sells individual and group health insurance and has a small block of long term care (LTC) business.

AHA Health provides basic life, health and disability benefits to its employees while they are employed by the company. These benefits do not continue after employees leave the company.

AHA Health sponsors a company-paid cash balance defined benefit pension plan for its employees.

1.6 Pryde P&C

Pryde P&C is an Omaha, Nebraska-based U.S. writer with commercial and personal lines products that target a broad range of customers. In 2017, the split of premiums between commercial and personal lines is about 70%/30% respectively. Pryde is licensed in all 50 states. Its products are sold primarily through a career sales force led by sales directors responsible for selecting the product, managing the agency delivery system and serving the business in their territory. Pryde P&C is wholly owned by Lyon Corporation.

Pryde P&C provides basic life, health and disability benefits to its employees while they are employed by the company. These benefits do not continue after employees leave the company.

Pryde P&C does not sponsor any pension or savings plans for its employees.

1.7 Helios

Helios Life is located in Triangle City, Atlantis, a jurisdiction that uses the Euro as its currency. It is 100% owned by Lyon Corporation. Helios offers life insurance, disability insurance, and a combination illness/disability/life insurance product.

1.8 Lyon Board of Directors

The Lyon Board consists of 12 members, 4 of whom directly or indirectly represent the Lyon family interest. One of these four also serves as the Board Chairman of SLIC. There are six outside board members, four of whom are Chief Executive Officers or Board Chairmen in leading public companies in the United States or Canada. The other two board members are the Board Chairmen of AHA Health and Pryde P&C.

The following are the directors:

George Bell is the Chief Executive Officer of Rocket Aerospace Inc., the largest manufacturer of civil aircraft in the world.

Sarah Hanrahan is the Chief Executive Officer of Transworld Optics, a leading edge and global company in manufacturing of fiber optics.

Andrew Lyon is the Deputy Chairman of the Board and Co-Chief Executive Officer of Lyon Corporation.

Patrick Lyon is Co-Chief Executive Officer of Lyon Corporation.

R. Tomas Lyon III is Founder and Chairman of the Board of Lyon Corporation, Chairman of the Executive Committee, and Chairman and CEO of SLIC.

Jeremy Orr is a retired CEO and currently Chairman of Canada Aqua limited, the largest supplier of natural water in the Canadian marketplace.

Albert Montgomery is the Chairman, President and Chief Executive Officer of Northern Oil Sands Limited, one of Canada’s largest oil sands company.

John Ritchie is a retired lawyer and a senior advisor to the Henderson & Henderson law firm.

Donald Rae is a retired businessperson, formerly CEO and Chairman of Rae Communications, Inc.

R. Tomas Lyon IV has been a director of Lyon Corporation since 1996. He was an insurance broker and President of Risky Life Insurance Company.

Dr. Jerry Graham is the Chairman and CEO of AHA Health.

Robert James is the Chairman and CEO of Pryde Property & Casualty Company.

1.8.1 Mandate of the Board

The mandate of the Board, which it discharges directly or through one of the five Board Committees, is to supervise the management of the business and affairs of the Corporation. Responsibilities include approval of strategic goals and objectives, review of operations, disclosure and communication policies, oversight of financial reporting and other internal controls, corporate governance, Director orientation and education, senior management compensation and oversight, and Director nomination, compensation and assessment.

1.8.2 Executive Committee

The Executive Committee has and may exercise all or any of the powers vested in and exercisable by the Board, except approval of the annual strategic plan.

1.8.3 Audit Committee

The primary mandate of the Audit Committee is to review the financial statements of the Corporation and public disclosure documents containing financial information and to report on such review to the Board, to be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure documents that contain financial information, to oversee the work and review the independence of the external auditors, and to review any evaluation of the Corporation's internal control over financial reporting.

1.8.4 Compensation Committee

The primary mandate of the Compensation Committee is to approve compensation policies and guidelines for employees of the Corporation, to approve compensation arrangements for executives of the Corporation, to recommend to the Board compensation arrangements for the Directors and for the Co-CEOs, to oversee the management of incentive compensation plans and equity compensation plans, and to review succession plans for senior management.

1.8.5 Related Party and Conduct Review Committee

The primary mandate of the Related Party and Conduct Review Committee is to recommend to the Board procedures for the consideration and approval of transactions with related parties of the Corporation and to review and, if deemed appropriate, to approve such transactions.

1.8.6 Governance and Nominating Committee

The primary mandate of the Governance and Nominating Committee is to oversee the Corporation's approach to governance issues, to recommend to the Board corporate governance practices consistent with the Corporation's commitment to high standards of corporate governance, to assess the effectiveness of the Board of Directors, of Committees of the Board and of the Directors, and to recommend to the Board candidates for election as Directors and for appointment to Board Committees.

1.8.7 Summary of Committee Memberships

The following table (where C = chairperson and M = member) summarizes committee memberships for Lyon's Board of Directors:

	Executive	Audit	Compensation	Related Party and Conduct Review	Governance and Nominating
R. Tomas Lyon III	C				C
R. Tomas Lyon IV	M				M
Patrick Lyon	M			C	
Jeremy Orr	M		M		M
John Ritchie	M	M			M
George Bell		C		M	
Sarah Hanrahan		M	M		
Albert Montgomery		M		M	
Andrew Lyon			C		M
Donald Rae			M	M	

1.8.8 Code of Conduct and Business Ethics

The Board of Directors has adopted a Code of Business Conduct and Ethics to promote and maintain a culture of integrity throughout the Corporation. The Code is applicable to Directors, officers and employees of the Corporation.

1.9 Credit Rating

Lyon Corporation has a rating of A- (Super) from Kelly Ratings. The rating reflects the sufficient capital position of SLIC and Lyon's overall positive financial results.

1.10 Oversight of Lyon Companies

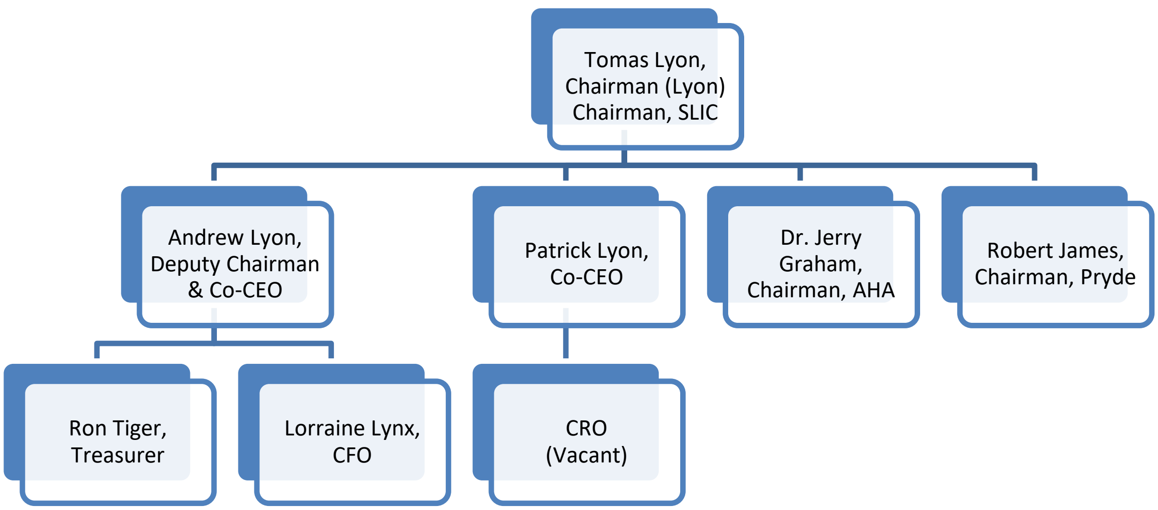
Lyon Corporation, SLIC, AHA Health and Pryde P&C are each managed by an executive team (comprising the CEO, CFO, and COO and 4–6 other executives). Each CEO reports directly to his respective board. SLIC, AHA Health and Pryde P&C each have an independent Board of Directors.

The remainder of this document presents information about Lyon Corporation and the companies in which Lyon Corporation has a financial interest.

2 Lyon Corporation (Corporate) Functions and Oversight

Lyon Corporation functions as a holding company with four fully-owned subsidiaries: Simple Life Insurance Company (SLIC), AHA Health Insurance Company (AHA), Pryde Property and Casualty, and Helios Insurance Company. Lyon Corporation is publicly-owned, with 30% of the shares held by the Lyon family. The company has $50 million in debt outstanding in the form of 20-year bonds issued in 2001 at 7.75% interest and estimates its cost of capital at 10%.

A simplified organization chart for Lyon follows:



Lyon Corporation is in the process of developing a corporate level ERM function. Operational information provided to Corporate from the primary affiliated companies (SLIC, AHA, and Pryde) has been limited up until this time. However, the ERM department recently asked each affiliate to provide a summary description of its company, including product lines, outside relationships, risk assessments and concerns, and current business issues.

Lyon requires its subsidiaries to dividend excess capital up to the holding company. In turn, Lyon will consider providing capital contributions to subsidiaries that fall short of their capital requirements.

The documents in this section of the case study comprise various reports, e-mails, and memos related to the operation of Lyon Corporation.

The first set of reports that follow represent the first submissions from SLIC, AHA, and Pryde in response to Corporate's request for summary descriptions of each company.

2.1 SLIC Report to Corporate

2.1.1 Company Summary

The Simple Life Insurance Company (SLIC) is 100% owned by Lyon Corporation. R. Tomas Lyon III serves as Chairman of the Board, President and CEO.

SLIC is a life insurance company with four lines of business: Term Life, Universal Life, Single Premium Immediate Annuities, and Variable Annuities.

2.1.2 Capitalization and Investments

The company operates without any long-term debt except for two 15-year tenor Surplus Notes issues. $50 million was issued at 7.75% in 2010 and $35 million at 6.5% in 2015. The company strives to maintain a strong statutory risk based capital (RBC) ratio and to have an actual to required economic capital ratio of 110% or greater. Any surplus in excess of the larger of 400% of RBC and 110% of required economic capital is distributed to Lyon Corporation through a dividend annually at the end of the first quarter based on the year-end balance sheet. Surplus positions less than the maximum of 300% of RBC and 90% of required economic capital are addressed through a capital contribution from Lyon Corporation or the issuance of additional surplus notes.

The company's general account is invested primarily in fixed-income assets. Variable annuity fixed accounts are part of the general account; VA investment accounts are held in a separate (segregated) account and are managed by a third-party investment advisor.

Within the general account, there are separate investment portfolios for each of the four main product lines.

2.1.3 Risk Policies

Credit Risk: Fixed-income securities in the general account have exposure limits at individual obligor (issuer) and sector levels. For each portfolio, there are weighted average credit quality targets.

Market Risk: Semi-annually within the Term, UL and SPIA lines of business, the company measures the effective duration of the assets and liabilities. If the asset and liability durations are further apart than 0.5, the asset portfolio is rebalanced such that its new effective duration equals that of the liabilities.

The VA hedging program uses a dynamic approach updated for market factors monthly and for inforce changes quarterly. The key risk measures are delta and rho, and the program updates its equity and interest rate derivatives such that at least 80% of liability delta and rho are hedged. Vega is self-insured due to system complexity and the expense of implied volatility hedges. The VA liability delta and rho measures are estimated from an actuarial projection model using a home-grown computing platform.

Liquidity Risk: The liquidity policy requires SLIC to hold sufficient liquid assets to meet expected demands for cash in a unique liquidity stress-test scenario. The scenario focuses on a reputational liquidity crisis basis where markets continue to operate normally and the liquidity crunch affects only the company. The liquidity stress test anticipates situations where the company's ability to sell assets to meet cash needs from its liability products is hindered by the market taking advantage of the company during the crisis. In addition, testing periodically considers a systemic stress scenario where the entire market is not able to sell assets at a reasonable value. However, SLIC's liquidity policy does not require it to hold sufficient liquid assets to be able to meet cash demands in such a scenario, since it expects regulatory relief in a systemic crisis.

Operational Risk: The SLIC Chief Risk Officer will be responsible for collecting and disseminating risk information. A report will be prepared monthly and distributed to executive management.

2.1.4 SLIC Risk Management Committee

The committee meets on a regular quarterly basis during the year. Meetings focus on reviewing internal risk reports and interviews with key employees in finance, systems, and audit.

The committee recently recommended the hiring of a Chief Risk Officer (CRO), who will create and lead an independent Enterprise Risk Management (ERM) department. The CRO will be responsible for developing and implementing a comprehensive company-wide ERM program and serve as the risk liaison across various business segments to address significant emerging concerns.

It was determined by the Board that the Risk Management Committee will be redundant once the CRO is in place and has sufficient experience. Thus, the Risk Management Committee will be disbanded on the date the CRO becomes an officer of SLIC.

2.1.5 Initial Product Report

2.1.5.1 Level Premium Term Insurance

Product Description: The term life insurance line has two series of products. The fully underwritten line, Secure Life, offers three term periods: 10, 20 and 30 year. The simplified issue line, Simple Life, offers a 10-year level term product. Both lines are convertible to the currently issued UL product during the level term period.

For both term insurance lines, SLIC makes use of reinsurance, the terms of which have been fairly consistent for many product generations. The fully underwritten line is coinsured at 60% and any single life issue over $1 million is 100% facultatively reinsured. The simplified issue line is reinsured under YRT treaties to a pool of four reinsurers, each with an 8% quota share.

Market Position: Sales have been strong, due to competitive pricing, higher-than-average first year sales compensation, and a strong advertising campaign.

Experience: The fully underwritten line has shown improving mortality relative to pricing and lower-than-priced lapse rates. In contrast, the simplified issue line shows deteriorating mortality relative to pricing and higher-than-priced lapse rates.

SLIC Pricing department has implemented cutting edge approaches to assess mortality experience, including performing predictive modeling exercises to determine and better understand sensitivity to various independent variables (e.g., policy year, income, geography, etc.). In addition, SLIC participates in and uses Society of Actuaries industry studies to assess its relative experience. Its studies span the last five years of mortality incidence and are refreshed annually. Pricing systematically distributes the experience study report to other modeling areas, so their assumptions can be kept current.

SLIC's current annual lapse experience studies are based on the last five years of experience, but are being refined. Currently, studies exist for aggregate experience by issue age and policy year, but enhancements are planned to include splits for gender and underwriting risk class.

Based on the emerging experience results and increasing face amounts for these products, SLIC is re-evaluating its reinsurance agreements and retention limits.

2.1.5.2 Variable Annuity

Product Description: All Variable Annuity contracts provide a Return of Premium (ROP) GMDB. Partial withdrawals are available, with the GMDB reduced dollar for dollar by the amount of the withdrawal. The VA offers a collection of eight proprietary mutual fund choices (seven domestic and one foreign) and a fixed fund invested in the general account.

Two optional Guaranteed Living Benefits (GLBs) are offered as riders, only one of which may be chosen for a single underlying contract: (i) a Guaranteed Minimum Accumulation Benefit (GMAB), which guarantees the contract holder's account value will not drop below the premium deposit (reduced by any withdrawals) as of the 10thyear anniversary; or (ii) a Guaranteed Minimum Withdrawal Benefit (GMWB) that guarantees the contractholder the ability to withdraw 5% of the benefit base per year for life.

The most recent sales mix, as measured by account value, shows 30% without a GLB, 20% with a GMAB and 50% with a GMWB.

Market Position: Sales are flat compared to prior years, probably attributable to other competitors offering a wider range of funds and rider options.

Over the prior year, National Bank has begun selling a product to compete with the GMAB written by the insurance industry. The product adds a guarantee on an S&P 500 mutual fund investment that promises return of principal for a 2% annual fee applied to the fund value. National Bank has numerous branches throughout the country and seems to have a strong marketing department.

Experience: Annual studies spanning the prior calendar year experience are used for the full surrenders, where experience is distributed across contract year. Pricing performs these studies and distributes them to other modeling groups upon request.

All SLIC VA modeling applications use industry mortality experience as published by a large actuarial consulting firm seven years ago.

Proposed Product Improvements: SLIC plans to add new fund families over the next nine months. The new fund options will be available on existing and new VA GMAB or GMWB contracts as well as on the new enhanced VA product described in the next paragraph.

SLIC is considering an enhanced product called VA Plus, which provides the same benefits as the existing products but also includes a ratchet on the GLB and GMDB benefits. A ratchet provides that on every contract anniversary the benefit base is set equal to the greater of the account value and the prior year benefit base rolled up 5%.

SLIC will be fast-tracking the product development and implementation process, resulting in a very aggressive time schedule. As part of the implementation process, the administrative system needs additional programming to handle an increased slate of fund and rider offerings.

SLIC is also considering development of a new indexed annuity product, which might be offered with an optional GMWB rider. This project is at the initial discussion stage.

2.1.5.3 Universal Life

Product Description: When SLIC began selling Universal Life in 1998, the company sold a mix of various UL products, with 4% guarantees, which were common at that time. Some of those products remain in force.

The company's current universal life offerings consist of two different products:

The Saver Supreme product is designed to accumulate high cash surrender values relative to the death benefit over time. The Protector Plus product, with secondary guarantees, is designed for the consumer who wants death benefit protection at the lowest possible premium; it guarantees that the policy will stay in force if the specified premium is paid each year.

For both products, the credited rate on the accumulation fund is guaranteed to be never less than 3%. SLIC targets a 2% spread.

Market Position: Sales of the current UL offerings have been much lower than expected, but the company is anticipating that the 3% floor on investment returns will become more attractive and result in higher future sales. For the UL product, like the VA, the Company has decided that "fast-follower" is the preferred product development method for the near future.

Current Issues: The administrative system needs additional programming to handle some product features that are now available to the policyholder. To date these features selections have been tracked through electronic notes in the policy file.

Three of the Company's competitors in the UL market have recently formed an administrative services company, called UL Admin Co, to administer their universal life contracts. UL Admin Co performs all of the UL administrative tasks for the three companies, such as policy administration, valuation, and cash flow and reserve projections for planning and risk purposes. In recognition of the expense savings achieved, the three companies have given an extra-contractual benefit to their policyholders by reducing their annual policy maintenance charge.

Experience: Policy issuance as a percentage of applications has been much lower than expected. Lapse rates in the first year are lower than anticipated in pricing. Recent mortality experience has been approximately equal to expected mortality, but SLIC has little exposure to date.

SLIC has not yet implemented a separate mortality study for its UL product. Instead, SLIC bases its UL mortality assumption for all modeling applications on the Term mortality experience studies, since both products have the same risk classes and underwriting criteria.

SLIC's lapse study on the UL product is fairly comprehensive, reflecting the surrender charge period and the dynamic impacts of crediting rates. It includes the last five years of lapse experience and is updated semi-annually by Pricing, which then systematically distributes these reports to all other modeling groups.

The UL product is not currently reinsured, but SLIC is beginning to investigate reinsurance alternatives for the line.

The Company's investment plan for this segment consists primarily of ten-year A and BBB rated corporate bonds. Smaller amounts of the portfolio are invested in high yielding sovereign paper of mixed maturity periods and some exclusive opportunities in private equity.

Proposed New Product: SLIC is considering adding an Indexed UL product, a hot product in the current market. An Indexed UL product is a fixed UL product with an indexed account option. The interest credits on the indexed account are based on the greater of the return on an index, such as the S&P 500, or zero. It is attractive to policyholders who want to participate in the future price appreciation in stocks in the S&P 500 without the risk of negative returns.

For the basic product SLIC would enter a swap agreement to exchange a specified investment income to a return on an S&P index with a zero floor and a specified cap, which would allow SLIC effectively to transfer out the embedded market risk. More sophisticated Indexed UL products could be offered in the future with multiple indexed accounts based on different indices or different time periods of index growth and indexed interest crediting.

To facilitate pricing and implementation, the features for the basic product are proposed to be similar to the current UL product with some exceptions. The product design actuaries have proposed that the UL investment portfolio support both the UL and the new Indexed UL products. The indexed interest would be hedged by purchasing the equivalent swap on the underlying index, initially the S&P 500.

2.1.5.4 Single Premium Immediate Annuity

Product Description: The product offered is a straight life annuity issued to ages 65 and above, with no death benefit.

Experience: Recent mortality experience has been approximately equal to expected but mortality improvement seems to be higher than expected.

SLIC's pricing mortality assumption is based on Pricing's annual experience study spanning the last two years of experience. Pricing makes this study available to the other modeling groups upon request. The mortality improvement assumption for all modeling applications is based on industry experience as released in a recent study performed by a large consulting firm.

Market Position: Recent sales have shown slow but steady growth. The product is selling well, but decreasing interest rates are a matter of concern. Traditionally, assets supporting this block have been investments in high quality long term corporate bonds and treasuries. However, in response to the recent economic environment and the uptick in mortality improvement, higher yielding exotic investments have been used recently to help meet the desired profit margin. These new investments include such assets as real estate, domestic private equity and emerging markets common equity.

2.2 AHA Report to Corporate

Note to File with respect to AHA's report, from Jean Manx, Lyon Risk Manager:

Because Lyon management has little experience with health insurance, the company has been content to allow the AHA management a great deal of autonomy. AHA feels this arrangement has continued to work well and AHA objected to any additional oversight by Corporate. AHA was reluctant to provide a very thorough report to Lyon – so the report that follows is abbreviated.

2.2.1 Company Summary

AHA Health Insurance Company (AHA) is a national insurance company located in California with its home office in Los Angeles. AHA is wholly-owned by Lyon Corporation.

AHA sells individual and group health insurance in California and 14 other states. It is in both the small and large group markets in all states. In addition, AHA has a small block of long term care (LTC) business with policyholders located all over the country.

2.2.1.1 Operations

AHA negotiates with physician and hospital providers in each state in which it is licensed and continually monitors these provider networks. It has contracted with Networks 'R Us to use its provider networks when members need services outside of states in which it is licensed.

AHA has its own centralized medical management staff that administers its medical management policies consistently in all states in which it is licensed. AHA's staff continually reviews and revises policies to keep costs down and to keep up with the latest developments. Its vendors, Networks 'R Us, Carefree Rx, and Painless Dental, work with AHA to make sure their medical management policies do not conflict with those of AHA.

AHA has a claims system developed and maintained by a well-respected national vendor. AHA maintains a close relationship with this vendor to make sure that the system meets all of its needs.

AHA underwrites large group business coverage, using credibility rating. While the underwriting decision is systematically determined in most cases, the Senior Pricing Actuary makes the ultimate underwriting decision for the largest cases, relying on his extensive experience in the industry.

AHA's robust data collection process includes categorizing it in numerous different ways that allows all parts of the company to use the same database. The database is used for actively monitoring claims experience, which results in up-to-date pricing and forecasting assumptions. In addition, the database is used for research and ad hoc financial analyses, group reporting, and financial reporting. In fact, the group reports have proved helpful in showing groups how to lower their costs.

2.2.1.2 Risk Management

AHA management believes the company can prosper by being aggressive and willing to take risks. The company does not have a named CRO, but has a risk committee with limited scope and authority. Various senior managers take on a CRO role as needed.

Surplus in excess of 700% of RBC is distributed to Lyon Corporation through a dividend annually at the end of the first quarter based on the year-end balance sheet. Surplus positions less than 500% of RBC are considered deficient and result in a request for a capital contribution from Lyon Corporation.

AHA's management team has a generous incentive plan. The incentive compensation plan criteria include membership growth, profitability, and quality of care. AHA's plan covers management staff from top management to frontline management. The goal is to have all management focused on the key drivers of success.

AHA is also implementing a set of contingent compensation agreements for its brokers.

2.2.1.3 Healthcare Reform & Other Regulatory Issues

AHA's staff made all required product and administrative changes to be compliant with the Affordable Care Act (ACA). Their plans included timelines and requirements for additional staff. However, the underwriting and claim departments never received approval for the additional staff they requested. ACA implementation and post-ACA responsibilities have been handled by existing staff, and staffing levels remain inadequate.

AHA's claim experience varies dramatically by state and market (Individual, Small Group and Large Group, and LTC). Much of the ACA was implemented in 2014 including the Exchanges. AHA decided to participate in a few Exchanges as a pilot program. AHA is monitoring its experience to assess the effect of the ACA on its business.

2.2.1.4 Other Initiatives

AHA management is looking into purchasing one of two health companies.

Eureka is a health insurance company domiciled in New York. The driving force behind this acquisition would be to help AHA enter a new market without having to build a lot of infrastructure. Initially, the Eureka management would remain in place to run the company and integration would proceed over several years. AHA management is putting together a due diligence team including staff from AHA finance, actuarial, marketing, and medical management.

Alternatively, AHA is considering the purchase of Columbia, a New York health insurer offering small group products only. Columbia is active in most US states.

2.2.2 AHA – Initial Product Report

Product Summary: AHA's individual and group health policies include comprehensive major medical coverage of hospital services, physician services, and prescription drugs. In addition, the group policies include dental coverage. Dental is offered as a rider to the medical policies.

AHA negotiates physician and hospital contracts in each state in which it is licensed and has contracted with a provider network for services outside of states in which it is licensed. In addition, AHA has contracted with a nationwide drug plan to manage its prescription drug coverage and a dental administrator to manage its dental plans.

2.3 Pryde Report to Corporate

2.3.1 Company Summary

Pryde is an Omaha, Nebraska-based U.S. general insurer with commercial and personal lines products that target a broad market. In 2017, the split of premiums between commercial and personal lines is about 70%/30% respectively. Pryde is licensed in all 50 states and its products are sold primarily through a captive sales force.

Pryde's business is geographically spread throughout the United States with its largest state (California) representing 17% of total premium volume. The next largest states include Texas, (6.0%); Georgia (5.5 %); Florida (5.4%); and Mississippi (5.3%). The 46 other jurisdictions constitute 61.3% of the total business, with no single state having a share greater than 5%.

2.3.1.1 Exited Markets

Beginning in 2010, Pryde's previous management team followed a growth and acquisition strategy and decentralization of its personal lines operations, which led to rate inadequacy and adverse loss reserve development.

Pryde experimented with production sources and customer segments with which management was unfamiliar. The new markets contained customer groups who were much more price-conscious and claims-conscious than Pryde's traditional customers. Pryde subsequently exited these segments because of higher than expected growth and poor operating results. The financial losses from these experiments resulted in concern and greater scrutiny from the parent company, Lyon.

2.3.1.2 Risk and Capital Analysis

Pryde has approximately $3.5 billion in assets and $800 million in capital and surplus. Pryde retained Hawthorne Consulting in 2013 to guide the company in developing a "risk and capital" model to aid management in gauging the adequacy of overall capitalization of the company and allocating capital to lines of business.

Hawthorne recommended using a risk adjusted return on required capital (RAROC) approach and used VaR and TVaR to assess capital needs. Overall, Hawthorne's work showed that Pryde's current capital and surplus (at that time) exceeded the amount needed to support its businesses on a risk-adjusted basis.

Surplus in excess of 400% of RBC is distributed to Lyon Corporation through a dividend annually at the end of the first quarter based on the year-end balance sheet. Surplus positions less than 300% of RBC are considered deficient and result in a request for a capital contribution from Lyon Corporation.

Pryde does not currently have a formal risk management process. The CFO is responsible for assuring that risk is appropriately accounted for in the financial statements.

2.3.2 Pryde – Initial Product Report

Personal: The two major personal lines of business written are:

- Personal Automobile
- Personal Property

Commercial: The two major lines of commercial business written are:

- Commercial Multi-Peril
- Workers Compensation

Personal Auto

Pryde offers standard personal auto policies to individuals in every U.S. state. Its policies provide basic coverages: property damage, bodily injury, personal injury protection, collision and comprehensive.

Personal Property

Pryde offers homeowners and renters insurance to individuals and families in every U.S. state. The company's best-selling product is an all-perils policy designed for single family homes in upscale markets. Renters insurance and lower benefit basic homeowner coverage constitute a minor portion of the total personal property policies that Pryde sells.

Commercial Multiple Peril

Pryde sells a wide range of commercial multi-peril insurance policies. The policies may cover various types of business risk (business continuation, fraud, business automobiles, keyman insurance), risks to mechanical equipment, physical damage to business facilities, and general liability. Pryde is willing to work with customers to offer unusual coverages, as requested, and to bundle coverages in whatever combinations the client requests.

Workers Compensation

Pryde's Workers Compensation policies provide typical coverage of medical expenses and loss of salary due to work-related injuries. Pryde's stated target market is upscale, low-risk companies. However, the actual mix of business has gradually trended toward a higher percentage of industrial enterprises.

Exposures and Reinsurance: The group's primary catastrophe exposure stems from both hurricanes and earthquakes. However, these exposures are mitigated through excess of loss reinsurance, as well as catastrophe protection that has enabled the group to improve its net catastrophe leverage to a very manageable level. As a result, the group's estimated net probable maximum losses (PML) stemming from a combined 250-year hurricane and a 250-year earthquake depicted in a PML analysis represents approximately 5% of capital and surplus, which is significantly less than the 10% limit set by the Chief Actuary years ago.

Pryde maintains quota-share reinsurance and excess-of-loss reinsurance for property risks, and a working layer treaty reinsurance plus an aggregate excess of loss treaty for casualty risks.

2.4 Corporate Financial Statements

Memorandum to Lyon Senior Management

Date: February 27, 2018

Subject: Corporate Financial Statements

Please find below the Corporation's financial statements, as recently completed for year-end 2017.

The current year financial statements are provided for Lyon Corporation on a consolidated basis, and multi-year summary statements are provided for each of the subsidiaries. In the subsidiary statements, 2016and 2017 are actual results; 2018–2020 are projections.

2.4.1 Lyon Consolidated 2017 Statements

2017 FINANCIAL STATEMENTS	SLIC	AHA	Pryde	Helios	Holding*	Combined
Income Statement (000s)						
Premiums & Policy Fees	951,995	6,131,868	885,134	166,675	-	8,135,672
Investment Income	254,713	48,555	86,942	89,946	9,606	489,762
TOTAL REVENUE	**1,206,708**	**6,180,423**	**972,076**	**256,622**	**9,606**	**8,625,434**
Property and casualty losses and loss expense	-	-	855,778	-	-	855,778
Life, accident and health benefits	533,421	4,806,518	-	114,655	-	5,454,594
Other expenses	603,674	1,042,482	257,216	118,026	5,281	2,026,680
TOTAL EXPENSES	**1,137,095**	**5,849,000**	**1,112,995**	**232,681**	**5,281**	**8,337,052**
Income Before Income Tax	69,613	331,423	(140,919)	23,941	4,325	288,382
Income Tax	24,364	115,998	(35,230)	5,252	1,254	111,639
Net Income	45,248	215,425	(105,689)	18,688	3,070	176,743
Balance Sheet (000s)						
General account assets	4,861,829	2,750,693	3,470,568	1,581,999	183,151	12,848,242
Separate account assets	1,776,520	-	-	-	-	1,776,520
Total Assets	**6,638,349**	**2,750,693**	**3,470,568**	**1,581,999**	**183,151**	**14,624,761**
Property and casualty loss and other liabilities	-	-	2,660,922	-	-	2,660,922
Separate account liabilities	1,776,520	-	-	-	-	1,776,520
Future policy benefits and claims, other liabilities	4,239,751	1,024,022	-	1,397,199	-	6,660,972
Other liabilities	-	-	-	-	52,235	52,235
Total Liabilities	**6,016,270**	**1,024,022**	**2,660,922**	**1,397,199**	**52,235**	**11,150,648**
Surplus	**622,079**	**1,726,672**	**809,647**	**184,800**	**130,916**	**3,474,113**
Total Liabilities and Surplus	**6,638,349**	**2,750,693**	**3,470,568**	**1,581,999**	**183,151**	**14,624,761**
Additional Balance Sheet Information						
Dividend/Capital Transfer from/(to) Lyon	(14,361)	-	-	-	14,361	-
Economic Capital						
Required capital	427,738	1,799,520	857,060	170,109	15,202	3,269,630
Free capital	73,350	192,959	93,075	63,811	120,689	543,884
Available Capital	**501,088**	**1,992,480**	**950,135**	**233,920**	**135,891**	**3,813,513**
* Excluding investments in subsidiaries						

2.4.2 SLIC Financial Statements

TOTAL	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums & Policy Fees	1,409,953	1,518,963	1,643,255	1,782,566	1,938,716
Ceded Premiums	(516,395)	(566,968)	(624,848)	(691,301)	(767,773)
Net Investment Income	243,567	254,713	270,988	288,076	305,833
Total Revenue	**1,137,125**	**1,206,708**	**1,289,395**	**1,379,341**	**1,476,775**
Surrender & Annuity Benefits	120,223	133,406	145,809	160,018	174,082
Death Benefits	686,645	749,625	816,438	898,947	994,185
Ceded Benefits	(313,195)	(349,610)	(382,219)	(424,317)	(473,625)
Increase in Net Reserves	284,100	313,186	342,146	368,740	396,591
Expenses	175,152	189,049	203,894	220,762	239,940
Net Transfers to/(from) Separate Account	117,173	101,439	92,733	83,124	72,518
Total Benefits & Expenses	**1,070,099**	**1,137,095**	**1,218,800**	**1,307,273**	**1,403,691**
Income Before Income Tax	67,025	69,613	70,595	72,068	73,084
Federal Income Tax	23,459	24,364	24,708	25,224	25,580
Net Income	**43,567**	**45,248**	**45,887**	**46,844**	**47,505**
Statutory Balance Sheet (000s)					
General account assets	4,517,756	4,861,829	5,219,286	5,627,632	6,033,765
Separate account assets	1,376,968	1,776,520	2,035,490	2,307,169	2,591,646
Total Assets	**5,894,724**	**6,638,349**	**7,254,776**	**7,934,800**	**8,625,410**
Net General Account Reserve Liabilities	3,926,564	4,239,751	4,581,896	4,950,636	5,347,227
Separate Account Liabilities	1,376,968	1,776,520	2,035,490	2,307,169	2,591,646
Total Liabilities	**5,303,532**	**6,016,270**	**6,617,386**	**7,257,805**	**7,938,872**
Surplus	**591,192**	**622,079**	**637,390**	**676,996**	**686,538**
Total Liabilities and Surplus	**5,894,724**	**6,638,349**	**7,254,776**	**7,934,800**	**8,625,410**
Additional Balance Sheet Information					
Dividend/Capital Transfer (to)/from Lyon	(10,380)	(14,361)	(30,576)	(7,238)	(37,963)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**6,142,302**	**6,937,074**	**7,566,731**	**8,291,867**	**9,013,554**
Economic Reserve	5,673,379	6,435,987	7,059,523	7,717,053	8,413,851
Required Economic Capital	413,238	427,738	454,518	487,880	521,952
Free Surplus	55,685	73,350	52,690	86,933	77,752
Total Liabilities and Surplus	**6,142,302**	**6,937,074**	**7,566,731**	**8,291,867**	**9,013,554**

2.4.3 AHA Financial Statements

TOTAL	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums net	5,633,910	6,131,868	6,751,482	7,359,037	7,915,398
Health benefits	4,449,968	4,806,518	5,328,245	5,837,425	6,285,837
General expenses	963,620	1,042,482	1,087,044	1,030,441	1,070,014
Total Expenses	**5,413,588**	**5,849,000**	**6,415,289**	**6,867,866**	**7,355,851**
Investment Income	**39,251**	**48,555**	**54,216**	**61,257**	**70,335**
Income Before Income Tax	**259,573**	**331,423**	**390,409**	**552,429**	**629,882**
Federal Income Tax	**90,851**	**115,998**	**136,643**	**193,350**	**220,459**
Net Income	**168,723**	**215,425**	**253,766**	**359,079**	**409,424**
Statutory Balance Sheet (000s)					
Total Assets	**2,443,659**	**2,750,693**	**3,107,935**	**3,568,476**	**3,918,494**
Liability for unpaid claims and claim adjustment expenses	605,645	674,505	742,663	809,494	870,694
Other Liabilities	326,767	349,516	384,834	419,465	451,178
Total Liabilities	**932,412**	**1,024,022**	**1,127,498**	**1,228,959**	**1,321,872**
Surplus	**1,511,247**	**1,726,672**	**1,980,438**	**2,339,516**	**2,596,623**
Total Liabilities and Surplus	**2,443,659**	**2,750,693**	**3,107,935**	**3,568,476**	**3,918,494**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	0	0	0	0	0
Dividend/Capital Transfer (to)/from Lyon	0	0	0	0	(152,317)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**2,936,103**	**3,300,934**	**3,728,856**	**4,267,956**	**4,682,754**
Economic Reserve	1,188,193	1,308,454	1,444,921	1,578,973	1,702,536
Required Economic Capital	1,576,155	1,799,520	2,065,976	2,436,425	2,704,440
Free Surplus	171,754	192,959	217,959	252,558	275,778
Total Liabilities and Surplus	**2,936,103**	**3,300,934**	**3,728,856**	**4,267,956**	**4,682,754**
Additional Metrics					
Enrollment (000s)					
Members	1,928	2,001	2,095	2,165	2,224
Member Months	21,253	22,258	23,088	23,975	24,743
Utilization (per 1,000 members)					
Physician Visits	4,520	4,374	4,389	4,395	4,396
Hospital Days	407	381	377	378	378

2.4.4 Pryde Financial Statements

TOTAL	**2016**	**2017**	**2018**	**2019**	**2020**
Statutory Income Statement (000s)					
Underwriting Income					
Premiums earned	941,046	885,134	874,321	897,483	921,264
Losses and loss adjustment expenses incurred	766,681	855,778	676,964	694,906	713,326
Expenses	**274,508**	**257,216**	**251,018**	**257,692**	**264,544**
Net Underwriting Gain (loss)	**(100,143)**	**(227,861)**	**(53,661)**	**(55,114)**	**(56,606)**
Investment Income	**85,805**	**86,942**	**85,055**	**85,302**	**87,524**
Income Before Income Tax	**(14,338)**	**(140,919)**	**31,394**	**30,189**	**30,918**
Federal Income Tax	**(3,585)**	**(35,230)**	**7,848**	**7,547**	**7,729**
Net Income	**(10,754)**	**(105,689)**	**23,545**	**22,641**	**23,188**
Statutory Balance Sheet (000s)					
Total Assets	**3,391,189**	**3,470,568**	**3,424,362**	**3,513,597**	**3,605,098**
Losses and loss adjustment expenses	1,764,471	1,987,002	1,895,856	1,944,028	1,993,427
Unearned Premium	453,687	431,446	442,875	454,609	466,655
Other Liabilities	257,694	242,473	252,439	259,127	265,994
Total Liabilities	**2,475,853**	**2,660,922**	**2,591,170**	**2,657,763**	**2,726,076**
Surplus	**915,336**	**809,647**	**833,192**	**855,834**	**879,022**
Total Liabilities and Surplus	**3,391,189**	**3,470,568**	**3,424,362**	**3,513,597**	**3,605,098**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	0	0	0	0	0
Dividend/Capital Transfer (to)/from Lyon	0	0	0	0	0
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**4,007,897**	**4,130,691**	**4,082,478**	**4,199,689**	**4,320,169**
Economic Reserve	2,941,249	3,180,556	3,107,730	3,198,097	3,291,064
Required Economic Capital	961,444	857,060	880,414	905,999	932,260
Free Surplus	105,204	93,075	94,334	95,593	96,845
Total Liabilities and Surplus	**4,007,897**	**4,130,691**	**4,082,478**	**4,199,689**	**4,320,169**

2.5 Rating Agency Report

Lyon Corporation is preparing for a rating review by Kelly Rating Agency, an internationally recognized rating agency. Kelly has previously focused on its ratings of stand-alone insurance companies, such as SLIC and Pryde, but beginning last year required that insurance groups be rated at the corporate level. During its review last year, Kelly identified several issues that it expects Lyon to address before the next review, scheduled for later this year. Correspondence related to the prior review and Kelly's most recent rating report are provided starting on the following page.

Kelly Ratings & Analysis - When it comes to ratings, clearly you need Kelly

1 Kelly Drive, Capital City ph 123/555-6500

February 10, 2018
R. Tomas Lyon III
Lyon Corporation

Dear Mr. Lyon:

It is time once again for Kelly Ratings & Analysis' annual review of Lyon Corporation. I will call you next week to set up a date. Ideally, Paula Silver, Director of our Financial Services Practice, and I would like to meet with Lyon Corporation sometime in early April. As in past years, we will come to your offices for a day of meetings with your senior management team. Count on the presentation from Lyon Corporation taking the first half of the meeting; the second half will be a free form Q&A with your management. We can finalize the agenda during next week's call.

Attached is Kelly's rating rationale from last year. Due to last year being the initial group-level review and the lack of available group financial data, the rationale was based primarily on our qualitative assessment of the group and its component companies. Please look through this document and make note of any aspects that you wish to discuss. In addition, we will need your 2017 financial information. I would like to receive that in advance of our meeting.

I want to remind you: since last year was the first year for a group-level rating review, our Kelly Financial Wherewithal Rating™ (commonly known as the "Kelly Rating") was not publicly disclosed. It was intended to help you understand our group assessment criteria and how Lyon Corporation would be evaluated, so you would have an opportunity to improve any deficient processes before this year's public rating. The rating determined for Lyon Corporation last year was **A-**.

Evaluating implementation and effectiveness of insurers' ERM processes has become an increasingly important part of Kelly's evaluation and rating of insurer's financial strength. During this year's annual review, we would also like to start having more discussions with Lyon Corporation management on several aspects related to the risk management processes, such as ERM culture and policies, risk governance, risk control and mitigation processes, strategic risk management, as well as management of specific risks (e.g., ALM, credit risk, liquidity risk, operational risk).

Sincerely,

Otto Gold
Director, Financial Services Rating Bureau

LYON CORPORATION

2017 Kelly Financial Wherewithal Rating™ - Group Level

Based on our opinion of the company's financial strength, it is assigned a **Kelly Financial Wherewithal Rating™ of A-**(Super). The company's Financial Size Category is Class VIII.

Rating Rationale

Rating Rationale: The rating for Lyon Corporation reflects the company's strong capital position, reasonable operating performance and the long-term stability of its management. However, profitability has not been as strong as its rating peers, and Lyon Corporation will continue to face challenges as a public company.

Rating History

No history – Initial Group Rating

Business Review

Lyon Corporation began operations in 1904. For most of its history, it has been controlled by the Lyon family. R. Tomas Lyon III is its fourth generation leader.

Lyon Corporation began as a life insurance company selling innovative term life insurance at very aggressive rates. That continues to be a hallmark of the company today.

The company began to broaden its scope in the 1990's by demutualizing and offering public stock. The Lyon Family originally maintained a majority ownership of the company, but has subsequently divested a substantial portion of its shares. The Lyon Corporation is now 30% privately held by the Lyon Family. A holding company structure was put in place. The original life insurance company became Simple Life (SLIC), owned 100% by Lyon Corporation. The Corporation also acquired a health insurance company, AHA Health, early in 2000 and a property and casualty company, Pryde P&C, in 2005. Lyon Corporation became an international group in 2015 with the acquisition of Atlantis-based Helios Insurance Company. All of the subsidiaries are owned 100% by Lyon Corporation.

SLIC has significantly increased its product offerings beyond term insurance and now has a growing SPIA line of business, as well as universal life and variable annuities. However, all of the SLIC products face competitive pressures and likely will require updated features and pricing.

AHA has provided solid results and takes a proactive approach to the health market. Pryde has been a less positive addition to the Lyon Corporation, showing unfavorable results in recent years, particularly when Pryde management experimented with unfamiliar production sources and customer segments in the late 2000's. Losses eroded Pryde's capital position, but recent changes seem to be putting the subsidiary back on track.

Helios has shown steady profitability and has provided a reasonable means for Lyon Corporation to gain international experience on a small scale.

Investment operations have not performed especially well on a risk-adjusted basis and there is some concern if the low interest rate environment persists.

After several years of sluggish growth, Lyon Corporation has set some very aggressive growth targets for the future. The company appears to have the capital to fund this growth internally; however, the plan to actually achieve sales at these levels remains unclear.

Earnings

Lyon Corporation's earnings have benefited over the years from solid product profitability in most lines of business. We expect product earnings to decline in the future as the company attempts to grow its business in a very competitive market. The current low interest rate environment will also continue to put pressure on earnings.

Profitability Analysis
(in millions of dollars)

Net Op Gain	2013	2014	2015	2016
SLIC	39.0	47.3	46.4	46.5
AHA	163.0	155.0	77.0	169.1
Pryde	35.1	14.6	(3.0)	(10.4)
Other	16.8	16.7	15.2	14.9
Total	253.9	233.7	135.5	220.1

Capitalization

Capital and surplus within the subsidiaries is quite strong, totaling $3.5 billion. It appears that the company's excess capital could be deployed more effectively to increase earnings and returns for shareholders. The company's growth strategy may be a means to accomplish this, if implemented appropriately.

However, we note that Lyon Corporation has not made any significant efforts to measure capital requirements on a risk-adjusted basis. Therefore, it is difficult for Lyon Corporation to evaluate the appropriateness of its growth strategy or other potential strategic initiatives. We believe that this needs to be a future focus for corporate management if Lyon Corporation wishes to demonstrate that it is being run effectively.

We also note that the company continues to operate with minimal long-term debt. While this capital structure can be appropriate for a corporation, in our opinion, Lyon Corporation has not done any evaluation to justify that this is the best structure for the company.

Investments and Liquidity

Lyon Corporation maintains a conservative investment portfolio, based primarily on high-quality investment grade corporates and Treasuries. As a result, default experience in the fixed income portfolio has been very good and can be viewed as much better than insurance industry averages over the most recent years. The portfolio has also provided sufficient liquidity.

We understand that Lyon Corporation is exploring the possibility of moving to more aggressive portfolios for select lines of business by adding high yield and BBB debt securities, as well as equities. This is an area that Kelly will continue to monitor.

Officers

Chairman (Lyon Corporation); Chairman and CEO (SLIC) -- R. Tomas Lyon III
Deputy Chairman of the Board, Co-CEO (Lyon Corporation) – Andrew Lyon
Co-CEO (Lyon Corporation) – Patrick Lyon
Chairman and CEO (AHA Health) – Dr. Jerry Graham
Chairman and CEO (Pryde) – Robert James

2.6 Corporate ERM Department

Memorandum: To All Lyon and Affiliate Executive Staff

From: Patrick Lyon, Co-CEO

Subject: Corporate ERM Department

We are pleased to announce the creation of the new Corporate ERM Department. This action is being taken in recognition of increased rating agency focus on ERM and regulatory expectations for a formal ERM process. The appointment of a Chief Risk Officer (CRO) is expected shortly.

The Corporate ERM Department will be housed within the Treasurer's Division, and the new CRO will report to Ron Tiger, Treasurer. The CRO will have access to staff from Treasury operations, on an "as needed" basis.

The objectives of the Corporate ERM Department are:

- Establish a consistent ERM process among the Lyon Corporation companies
- Promote a strong risk culture within Lyon Corporation
- Develop a corporate-level Economic Capital modeling process
- Create a risk appetite statement and assess overall risk exposure in relation to risk appetite
- Develop a strategic risk profile in conjunction with the Corporate Strategic Planning Department

As part of the development of our ERM function, it is important that we convey an appropriate risk culture to all of our staff and affiliates. Lyon Corporation defines risk culture as the norms of behavior for employees in Corporate and the affiliates to accept or take risks within the prescribed risk limits, and the ability to identify, understand, discuss and act on the risk at the Corporate as well as affiliate levels. Once the ERM processes are fully established, Lyon Corporation expects that all employees will fully understand the ERM processes and have the conviction to openly discuss risk issues with their managers. Lyon expects to include risk competency in the compensation and reward framework.

Several status reports are attached to bring all of you up to speed on the ERM-related activities that are already underway. Tomas, Andrew, and I expect your complete cooperation and support for this new initiative.

2.6.1 Economic Capital Modeling

The three affiliated companies have provided information on the status of economic capital modeling within their organizations.

2.6.1.1 SLIC

SLIC has implemented an internal economic capital model tailored to its own company-specific risks. The intent is to quantity the risks to the company's net equity (on a market-consistent basis) using a one-year 99.0% Value at Risk (VaR) measure. The model quantifies exposure to interest rate risk, equity price risk, and credit risk.

Interest rates are modeled stochastically using a single-factor model calibrated to monthly historical data for 10-year U.S. Treasury yields from 1994. Equity returns are modeled stochastically using a regime-switching lognormal distribution that is calibrated to thirty years of daily S&P 500 equity index returns.

For the VA and its GMAB and GMWB, the VaR is calculated with liabilities net of hedging assets and derivatives. Implied volatility is derived from current exchange-traded 10-year at-the-money equity puts. As an approximation, the test assumes expiring derivatives can be replaced with current at-the-money instruments.

For credit risk, the model assumes that existing investment grade fixed income assets are sold immediately if they fall below investment grade. Therefore, the company does not quantify the risk of credit default or loss given default. Credit risk is modeled through the stochastic simulation of credit ratings migration. The calibration uses ten years of historical data for corporate bond ratings migrations and yield spreads. Since the company has a general buy and hold investment strategy, credit spreads are only considered to be a risk factor if and when investment grade assets are downgraded below investment grade. SLIC calculates the risk of fluctuations in market value due to credit spread movements in the absence of ratings downgrades, but excludes the results since its statutory surplus is based upon asset book value and it has a general buy and hold investment strategy.

Insurance risks (mortality, longevity, lapse) are modeled in a simplified way in order to avoid stochastic-on-stochastic modeling. For each risk:

- The economic balance sheet is recalculated using the stressed assumption (and all other baseline assumptions)
- The required economic capital equals the decrease in economic surplus as a result of that stress

At this point, the Company does not have an operational risk model and, therefore, operational risk is estimated to be 10% of the fair value of liabilities, whose calculation excludes any provisions for this risk.

Procedurally, each risk is calculated for each line of business. Each risk is then summed for the company. The risks are then aggregated using a correlation matrix derived from the prior ten years of market movements. All negative correlations are floored at zero. Operational risks are assumed to have zero correlation with other factors.

2.6.1.2 AHA

AHA uses an internal Economic Capital Model. The Model targets a total economic capital level that is calibrated to an AA financial strength. AHA defines the Model economic capital required as being the capital required to protect AHA's policyholders in order to meet all of their claims with a confidence level of 99.0 percent over a one-year time horizon.

2.6.1.3 Pryde

Pryde retained Hawthorne Consulting in 2013 to guide the company in developing a "risk and capital" model. Pryde wished to measure the risk adjusted return on capital (RAROC) by segment to aid in its business planning for 2014 and beyond. Hawthorne's approach recognized that there is a trade-off between having enough capital to minimize insurance company failures and having the minimum amount of required capital so that excess capital can be deployed.

Building on the work completed with Hawthorne, Pryde has developed an internal Economic Capital Model. The model targets a total economic capital level that is calibrated to an AA financial strength. Pryde defines the model economic capital required as being the capital necessary to protect Pryde's policyholders in order to meet all of their claims on a VaR basis with a confidence level of 99.0 percent over a one-year time horizon.

2.6.2 Strategic Risk Analysis

2.6.2.1 Risk Appetite

In the absence of a CRO, the Lyon Audit Committee has commenced work on developing a risk appetite statement for Lyon Corporation. Lyon has hired a consultant to assist with this process. The consultant has used his strong knowledge of the industry and Lyon's businesses to begin the initial draft of a risk appetite statement.

Risk Appetite Statement (Draft)

Lyon recognizes that it will take on certain business risks in an informed and proactive manner, such that the level of risk is aligned with its strategic business objectives. Lyon's most important strategic objectives include:

- Maintaining a stable dividend on its stock, which is dependent upon consistent dividends from its subsidiaries
- Maintaining financial flexibility, which is dependent on being able to issue debt at a reasonable cost
- Maintaining positive brand recognition and its current reputation as a responsible corporate citizen

Using these strategic objectives, as well as industry norms, the consultant has drafted the following risk appetite statement components:

Insurance Risk - Lyon cannot suffer more than a $400 million increase in required Economic Capital for a 1-in-200-year event due to insurance risk.

Liquidity Risk – Lyon needs to maintain a liquidity level to meet payment requirements for a 1-in -200-year event for a continuing period of three months.

Market Risk - Lyon cannot suffer more than a 10% decrease in economic free surplus due to market risk for a 1-in-200-year event.

Lyon's risk management process is designed to facilitate management's regular review of current risk exposures against Lyon's risk appetite. Any risk with the potential to have a material impact on shareholder value will be included within the scope of the risk management process. The Board will, on a regular basis, review and approve Lyon's risk appetite.

2.6.2.2 AHA Data Breach – E-mail Correspondence

Date: October 24, 2017

To: Patrick Lyon, Co-CEO

From: B.G. Bucks, CFO, AHA

Patrick,

I felt I should make you aware of a potential problem that's just come up at AHA. I'm forwarding a copy of the note I just sent to Bob Seoul. I'll certainly keep you informed of the steps we're taking to address this.

Sincerely,

B.G.

Date: October 24, 2017

Subject: Customer Data Integrity

To: Bob Seoul, VP Operations, AHA

From: B.G. Bucks, CFO, AHA

Bob,

I'm extremely concerned about the data breach that occurred this week in our individual health customer data base. You're aware that there are both serious financial implications for AHA and sensitive public relations issues as a result.

Your team needs to get on top of this right away –

- What do we need to do at this point to address the immediate problems resulting from the breach?
- How do we mitigate the risk of this situation occurring again in the future?

I'd like to meet on Wednesday to discuss the first item and to see your plans for responding to the second.

2.6.2.3 Cybersecurity

In light of recent highly publicized information security breaches, the Lyon Board has mandated the Corporate ERM Department to implement a cybersecurity program. This initiative is a top priority for senior management, and they have been keen to extend their strong risk management culture to encompass information security as well. As Lyon is constrained with respect to resources and capabilities in the cybersecurity space, Lyon contracted a well-known security software vendor, DataShield, to establish an effective cybersecurity framework. DataShield's report is provided below.

From: John Argus, CEO of DataShield

To: Lyon Corporate ERM Department

Date: April 1, 2018

DataShield has completed a review of Lyon's information security vulnerabilities at all the subsidiaries, and we have developed a customized cybersecurity solution to meet your needs. The implementation of your cybersecurity framework is complete.

The scope of our software includes all subsidiary servers and personal computers. We have encrypted all these devices and established a permissions-based access protocol which is administered by the IT departments. It is our understanding that these departments are responsible for cybersecurity at Lyon. Additionally, we provide external monitoring of these devices and immediately notify your cybersecurity designate of potential breaches.

We are also providing the ERM department with the appropriate cyber risk assessment tools to integrate with your broader ERM processes. These assessment tools will allow you to produce heat maps of known cyber threats to Lyon and the subsidiaries.

We believe these steps should protect you against any foreseeable cybersecurity threat.

We expect that our cybersecurity platform is 100% effective for your company, and we look forward to protecting your organization's sensitive information.

2.6.2.4 *AHA Contingent Compensation Program for Brokers – Email Correspondence*

Date: January 24, 2018

To: Patrick Lyon, Co-CEO

From: Jean Manx, Lyon Risk Manager

You asked me to get further information on the new compensation program that AHA intends to put in place for the brokers. I learned the following from AHA:

For brokers, AHA has implemented a set of contingent compensation agreements to provide for payment when the broker achieves pre-set goals for: (i) volume and (ii) growth and retention. A broker may have separate contingent compensation plans with our different business units. AHA will evaluate performance against pre-set goals annually. If the broker has met the goals, the payment amount is usually a percentage of the premium a broker has placed with us for specific types of insurance. The sales department will monitor this system.

The contingent compensation plan will use one or more goals, separately or in combination, to determine if a broker will receive a payment. These goals may include:

Volume

AHA will measure the premium volume of policies a broker places with us. We may measure one or more types of insurance.

Growth and Retention

AHA will measure whether the amount of business a broker has with us is increasing or decreasing. We may look at change in premium volume, change in the actual number of policies, number of newly written polices, policy-renewal ratios, or a combination of these. These calculations may vary by type of insurance.

Profitability has been excluded from the plan due to the timing difficulties of measuring profitability by case in the year of the sale

Patrick, please let me know if you have any concerns or want me to do further follow-up.

2.6.2.5 Merger and Acquisition – Email Correspondence

From: Ron Tiger, Treasurer

To: Lorraine Lynx, CFO

Date: March 20, 2018

Lorraine,

As you're aware, Lyon Corporation does not currently pursue acquisitions at the Corporate level. Our policy has been to allow the affiliates to pursue potential acquisitions if they are supported by the affiliate business plan approved by the Lyon Board. I've become aware of certain activity occurring within AHA, and I think we need to keep ourselves informed of how these potential transactions are progressing.

The Lyon Board has three overarching principles for approval of any acquisition identified by the affiliates:

1. The acquisition should be strategic to the affiliate.
2. The acquisition should provide clearly identifiable benefits.
3. The risks involved in the integration must be clearly identified, along with appropriate risk management responses to be taken.

I'm not sure that AHA is appropriately focused on these principles.

I have obtained the following summaries from B.G. Bucks, the AHA CFO. I'd appreciate it if you could make sure he keeps you up-to-date on AHA's progress.

Potential Acquisitions

I. Currently, AHA has targeted Eureka Insurance Company (Eureka), a health insurance company, as a potential acquisition target. Eureka is domiciled in New York and is in the small and large group medical and LTC markets in the state of New York. About 40% of Eureka's large group premium represents employer groups with less than 101 employees. This business was reclassified as small group in 2016 due to the Affordable Care Act.

Eureka's products include comprehensive major medical coverage of hospital services, physician services, dental services, and prescription drugs. Dental is offered as a rider to medical. Eureka is not writing any new LTC business.

Eureka has contracted with Networks 'R Us to use their provider networks for physician and hospital services. It also has contracts with Carefree Rx, a Prescription Benefit Management company (PBM), and Painless Dental to manage and administer their prescription drug and dental plans, respectively. In order to lower costs, it periodically puts its network contracts out to bid. While this may lower premiums, it has been disruptive to members in the past.

Eureka uses the standard medical management from its vendors. The company has a medical management staff that coordinates with the vendors' medical managers to ensure that the vendors meet New York requirements and that their policies are consistent with the Eureka product language.

According to B.G., due diligence related to the potential acquisition identified certain key issues that need closer review:

1. Determine whether the Eureka administration system, which is a home-grown system, is compatible with AHA's system.

2. Ensure that the policy and claims reserves at Eureka are adequate and that the underlying assumptions and calculations are reasonable.

3. Understand why the broker and administrative costs are higher than expected.

4. Decide how to deal with human resource issues, for example, consolidating Eureka employees into the AHA pension plan.

Historical financial statements for Eureka are attached at the end of this report, as well as an internal memo from the manager B.G. assigned to oversee this project. AHA would value the acquisition of Eureka at a hurdle rate of 10%.

II. Recently, AHA has become aware of another potential acquisition target, Columbia Health. Through research, AHA has learned the following information about this potential target:

-Industry: Columbia operates solely in the small group health market. It offers group health products in most states in the U.S. It has tried to keep up with the changes driven by the Affordable Care Act, but this has proved to be difficult.

-Geography: Although Columbia is based in New York, it operates in almost all U.S. States. It focuses its efforts in smaller cities and towns where it perceives that there is less competition.

-Products: Columbia offers medical health insurance that reimburses patients for physician services and hospital emergency visits. Columbia does not offer prescription drugs.

-Distribution channels: Columbia negotiates contracts directly with external providers. It targets individual primary care doctors, who are sole practitioners; as a result, Columbia is able to negotiate more profitable arrangements than might otherwise be available. However, Columbia is unable to take a similarly strategic approach with hospitals due to concentration in that industry. Instead, it must operate within the same general cost parameters as the rest of the health insurance industry.

-Internal administration processes and systems: Columbia has contracted out all aspects of this function. Policyholders submit claims to an external third party administrator, and payments are processed by that company.

-Underwriting function: Most of Columbia's underwriters have been with the company since its inception and have developed close relationships with their small business clients. For cases with unusual features, Columbia relies on its reinsurer for advice.

-Governance: Managed by its founder, Columbia is a very conservative company. The founder treats his employees as if they are family members. Their compensation is well above industry average and is totally fixed; there is no variable compensation. Columbia does not have an internal ERM function. It relies on external consultants for all regulatory considerations, such as valuation reports, economic capital, ORSA, and rate filings.

Attachment I: Eureka Financial Statements

TOTAL	**2015**	**2016**	**2017**
Statutory Income Statement (000s)			
Premiums net	1,449,283	1,460,556	1,472,408
Health benefits	1,209,507	1,198,706	1,217,317
General expenses	269,862	270,152	273,353
Total Expenses	**1,479,370**	**1,468,859**	**1,490,670**
Investment Income	**7,561**	**7,715**	**8,173**
Income Before Income Tax	**(22,525)**	**(588)**	**(10,090)**
Federal Income Tax	**(7,884)**	**(206)**	**(3,531)**
Net Income	**(14,641)**	**(382)**	**(6,558)**
Statutory Balance Sheet (000s)			
Total Assets	**367,736**	**371,410**	**366,831**
Liability for unpaid claims and claim adjustment expenses	155,798	160,661	161,965
Other Liabilities	84,058	83,252	83,927
Total Liabilities	**239,856**	**243,913**	**245,892**
Surplus	**127,880**	**127,498**	**120,939**
Total Liabilities and Surplus	**367,736**	**371,410**	**366,831**

Attachment II: Project Manager Memo – Eureka Acquisition

Date: March 15, 2018

Subject: Eureka Acquisition

To: B. G. Bucks, CFO

From: Sue Mahi, MBA, Project Manager

I have been working with our consultant and broker on this project and I believe it is an important and exciting opportunity for our organization. Our consultant's actuaries and financial folks asked that I pass along several minor details that they have found while digging around in the publicly available data and financials. They say they need to look at these areas more closely during due diligence.

- They think the medical loss ratio is low.
- Broker fees and administrative costs are a bit high.
- Low surplus backed by illiquid assets.

None of these items are insurmountable, especially considering our financial strength and marketing expertise. As a result, I do not see any deal breakers here.

Again, I cannot stress enough the fact that this is an important and exciting opportunity.

From: Ron Tiger, Treasurer

To: Lorraine Lynx, CFO

Date: March 22, 2018

Lorraine,

A quick follow-up to my March 20th e-mail above, with respect to potential acquisitions. I've just learned that Pryde is also looking into the idea of making some kind of acquisition. No specific information has been provided at this time, just that they are considering acquiring either a block of business or an entire company. An important point to note is they may look outside the U.S. for appropriate targets.

I don't think you need to take any action right now, just be aware of the possibility and monitor the situation.

Thanks,
Ron

3 Simple Life Insurance Company (SLIC)

The Simple Life Insurance Company (SLIC) is 100% owned by Lyon Corporation.

SLIC is a life insurance company with four lines of business: Term Life, Universal Life, Single Premium Immediate Annuities, and Variable Annuities.

The Company, founded as Term Life Insurance Company, made its name selling term life insurance, and this continues to be a hallmark of the company today. The Company is at a crossroads where competition has required significant compression of margins. The goal is to capture a portion of the asset build-up within the “baby boomer” generation as its members find that term insurance is insufficient for their needs and wish to change their desired insurance products. To reflect the expanded product offering, the Company was renamed and rebranded as Simple Life Insurance Company at the end of 2009.

3.1 Board of Directors

R. Tomas Lyon III- Chairman, President and CEO

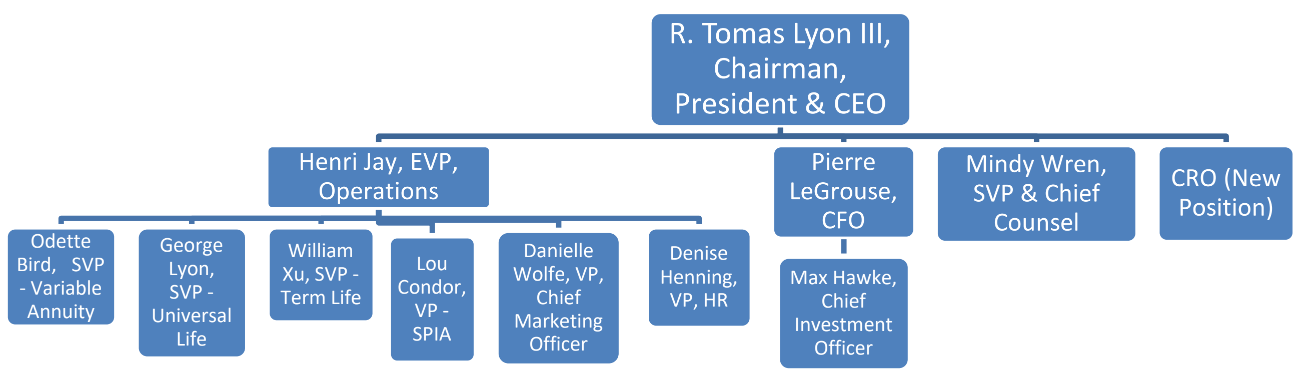
Karl Palomino - former CFO, SLIC

Jeanne Holstein-Palomino - Philanthropist

Ivan X. Salmon - former Chief Legal Counsel, SLIC

Hermione Dauphin - former accounting partner for Dollars ‘R Us, former insurance regulator for Insurance Department of Illinois

3.2 Organization Chart



3.3 Capitalization

The company operates without any long-term debt except for two 15-year tenor Surplus Notes issues. $50 million was issued at 7.75% in 2010 and $35 million at 6.5% in 2015.

The company strives to maintain a strong capital position on both a statutory and an economic capital basis. Any surplus in excess of the larger of 400% of RBC or 110% of required economic capital is distributed to Lyon Corporation through a dividend annually at the end of the first quarter based on the year-end balance sheet. Surplus positions less than the maximum of 300% of RBC and 90% of required economic capital are addressed through a capital contribution from Lyon Corporation or the issuance of additional surplus notes.

Statutory capital is allocated to the LOBs as follows: Each reporting period the Financial Reporting Department calculates the required statutory capital for each of the four lines of business (LOB): Term, UL, VAs, and SPIAs. SLIC currently targets an RBC of 350%, an A+ capital level. At the end of each reporting period, each LOB holds exactly its required capital, which is achieved by the LOB transferring any excess statutory capital to the SLIC Corporate Account or by receiving a statutory capital contribution from the SLIC Corporate Account. Thus, the SLIC Corporate Account invests statutory capital in the LOB and each period either receives returns or makes further investments in the LOB.

3.4 Investment Policy and Strategy

The investment department manages the general account investments. The Chief Investment Officer (CIO) reports to the CFO. Investment policy and strategy is reviewed and approved by an internal management committee consisting of the CEO, CFO, CIO, and SVPs (or VPs) of its four main business lines. Internal management committee decisions are subject to review by the SLIC Board’s investment committee. The internal management committee meets quarterly and is responsible for reviewing investment results and approving the use of new investment instruments. Day-to-day decision-making authority is delegated to the CIO, up to specified limits. The CIO may delegate approval authority to his or her subordinates. Transactions in excess of the CIO’s approval limit require approval by the CEO and CFO.

The company’s general account is invested primarily in fixed-income assets. Variable annuity investment accounts are held in a separate (segregated) account and are managed by a third-party investment advisor.

Within the general account, there are separate investment portfolios for each of the four main product lines and the Corporate Account.

3.5 Specified Risk Policies

3.5.1 Credit Risk

Fixed-income securities in the general account have exposure limits at individual obligor (issuer) and sector levels. Obligor-level limits vary according to asset type and credit quality, as determined by external rating agencies. The investment department monitors compliance of the exposure limits.

For each portfolio, there are weighted average credit quality targets. Portfolio credit quality is measured by converting each asset's external credit rating into a numerical score. Scores are a linear function of credit ratings (AAA = 1, AA = 2, etc.). Sub-category ratings (i.e., + or -) are ignored in the scale. The company prefers to maintain a score of 3.5 or better quality for each line of business.

3.5.2 Market Risk

Semi-annually within the term, UL and SPIA lines of business, the company measures the effective duration of the assets and liabilities. If the asset and liability durations are further apart than 0.5, the asset portfolio is rebalanced such that its new effective duration equals that of the liabilities.

The VA hedging program uses a dynamic approach updated for market factors monthly and for inforce changes quarterly. The key risk measures are delta and rho, and the program updates its equity and interest rate derivatives such that at least 80% of liability delta and rho are hedged. Vega is self-insured due to system complexity and the expense of implied volatility hedges. Reports are produced and hedges adjusted approximately six-weeks following each quarter end.

The VA liability delta and rho measures are estimated from an actuarial projection model using a home-grown computing platform. Actuarial assumptions are mostly updated annually, and are based on historical experience when possible, and pricing assumptions otherwise. The inforce contract data comes from an extract from the contract administration system, and are subsequently aggregated into modeling cells for computing efficiency. Model access and changes to it are controlled, while its documentation is routinely updated.

A modeling actuary from the valuation group prepares a quarterly report for the hedging group, who then passes along buy and sell instructions to their traders. After completing the transactions, the traders confirm the trades in a report to the hedging group.

3.5.3 Liquidity Risk

The liquidity policy requires SLIC to hold sufficient liquid assets to meet expected demands for cash in a unique liquidity stress-test scenario. The scenario focuses on a reputational liquidity crisis basis where markets continue to operate normally and the liquidity crunch affects only the company. The liquidity stress test anticipates situations where the company's ability to sell assets to meet cash needs from its liability products is hindered by the market taking advantage of the company during the crisis. In addition, testing periodically considers a systemic stress scenario where the entire market is not able to sell assets at a reasonable value. However, SLIC's liquidity policy does not require it to hold sufficient liquid assets to be able to meet cash demands in such a scenario, since it expects regulatory relief in a systemic crisis.

3.5.4 Operational Risk

The CRO will be responsible for collecting and disseminating risk information. A report will be prepared monthly and distributed to executive management.

3.6 Economic Capital Model

SLIC has implemented an economic capital model tailored to its own company-specific risks. SLIC uses an internal economic capital model. The model targets a total economic capital level that is calibrated to an AA financial strength. SLIC defines the model economic capital required as being the capital required to protect SLIC's policyholders in order to meet all of their claims with a confidence level of 99.0 percent over a one-year time horizon.

The Statutory and Economic balance sheets are independent of each other. The amount of assets assigned to a line of business is based on the required capital, either on an economic basis or a statutory basis. That is, the assets backing the liabilities on an economic basis are not the same as the assets allocated on a statutory basis.

The intent of the economic capital model is to quantify the risks to the company's net equity (on a market-consistent basis) using a one-year 99.0% Value at Risk (VaR) measure. The model quantifies exposure to interest rate risk, equity price risk, and credit risk.

Interest rates are modeled stochastically using a single-factor model calibrated to monthly historical data for 10-year US Treasury yields from 1994. Equity returns are modeled stochastically using a regime-switching lognormal distribution that is calibrated to thirty years of daily S&P 500 equity index returns.

For the VA and its GMAB and GMWB, the VaR is calculated with liabilities net of hedging assets and derivatives. Implied volatility is derived from current exchange-traded 10-year at-the-money equity puts. As an approximation, the test assumes expiring derivatives can be replaced with current at-the-money instruments.

For credit risk, the model assumes that existing investment grade fixed income assets are sold immediately if they fall below investment grade. Therefore, the company does not quantify the risk of credit default or loss given default. Credit risk is modeled through the stochastic simulation of credit ratings migration. The calibration uses ten years of historical data for corporate bond ratings migrations and yield spreads. Since the company has a general buy and hold investment strategy, credit spreads are only considered to be a risk factor if and when investment grade assets are downgraded below investment grade. SLIC calculates the risk of fluctuations in market value due to credit spread movements in the absence of ratings downgrades, but excludes the results since its statutory surplus is based upon asset book value and it has a general buy and hold investment strategy.

Insurance risks (mortality, longevity, lapse) are modeled in a simplified way in order to avoid stochastic-on-stochastic modeling. For each risk:

- The economic balance sheet is recalculated using the stressed assumption (and all other baseline assumptions)
- The required economic capital equals the decrease in economic surplus as a result of that stress

At this point, the Company does not have an operational risk model and, therefore, operational risk is estimated to be 10% of the fair value of liabilities, whose calculation excludes any provisions for this risk.

Procedurally, each risk is calculated for each line of business. Each risk is then summed for the company. The risks are then aggregated using a correlation matrix derived from the prior ten years of market movements. All negative correlations are floored at zero. Operational risks are assumed to have zero correlation with other factors.

Stress Testing

Stochastic testing is supplemented with deterministic scenario-based stress tests, performed annually. Each test is applied as an instantaneous shock to the economic conditions as of the valuation date. Interest rates have a floor of 0.10%.

3.7 Risk Management Committee

The committee meets regularly on a quarterly basis. Meetings focus on reviewing internal risk reports and interviews with key employees in finance, systems, and audit.

At its third quarter meeting, the committee unanimously recommended the hiring of a Chief Risk Officer (CRO), who will create and lead an independent Enterprise Risk Management (ERM) department. The CRO will be responsible for developing and implementing a comprehensive company-wide ERM program and serve as the risk liaison across various business segments to address significant emerging concerns. The committee also recommended that the CRO report on risk-related issues at its quarterly meeting.

However, during the debate of this recommendation with the Board, Mr. Lyon expressed the opinion that the Risk Management Committee would be redundant once the CRO started. His preference was that the CRO report to the EVP-Planning as someone with significant experience who knew the company well and could serve as a guide to the CRO. Mr. Lyon recommended that the new CRO become an officer of the company following three to five years of experience at the company. The Board concurred with Mr. Lyon and the Risk Management Committee will be disbanded on the date the CRO becomes an officer of SLIC.

3.8 Product Distribution:

The Company distributes its products through an independent brokerage system. The Company supplies marketing materials and product descriptions. Brokers are responsible for their own training. The Company has relied upon its distribution system to clarify and explain the change in name of the Company.

SLIC is monitoring the emergence of online distribution of insurance products from several new companies that focus solely on online marketing, sales, and administration. These online channels offer products with limited underwriting from the perspective of the policyholder. Policies can be issued only minutes after the policyholder submits an online application. However, behind the scenes, the companies acquire data (e.g., driving record, prescription history) that in fact does allow them to do extensive underwriting. The products tend to look a lot like traditional products, but are often cheaper because there are no commissions paid and underwriting costs are lower. The policies may also incorporate other attractive features, such as donating a portion of insurer profits to charities of the policyholder's choice.

SLIC plans to continue to monitor the emerging products but management feels the company will be most successful by continuing to focus only on the independent broker channel at this time.

3.9 Product Descriptions

3.9.1 Level Premium Term Insurance

The term life insurance line has two series of products, Secure Term and Simple Term

	Secure Term	**Simple Term**
Underwriting	Full	Simplified Issue
Risk Classes	3 non-smoker, 1 smoker	1 aggregate
Max Issue Face Amount	No specified maximum	$1 million
Level Term Period (years)	10, 20, or 30	10
Reinsurance		
Quota Share	60%	32%
Structure	Coinsurance	YRT
First Year Expense Allowance	100%	100%
Renewal Expense Allowance	2%	0%

Both lines are renewable after the level term period with a sharply increasing annually renewable term premium schedule. They are also both convertible to the currently issued UL product during the level term period. There are no cash surrender values for either product.

Secure Term is coinsured at 60% to Trust Us Re. In addition, any single life issue over $1 million is 100% facultatively reinsured.

Simple Term is reinsured under YRT treaties to a pool of four reinsurers, each with an 8% quota share. The YRT reinsurance premium rate for all four reinsurers is set to 105% of the pricing mortality.

The SLIC Pricing department has implemented cutting edge approaches to assess mortality experience, including performing predictive modeling exercised to determine and better understand sensitivity to various independent variables (e.g., policy year, income, geography, etc.). In addition, SLIC participates in and uses Society of Actuaries industry studies to assess its relative experience. Its studies span the last five years of mortality incidence and are refreshed annually. Pricing systematically distributes the experience study report to other modeling areas, so their assumptions can be kept current.

SLIC’s current annual lapse experience studies are based on the last five years of experience, but are being refined. Currently, studies exist for aggregate experience by issue age and policy year, but enhancements are planned to include splits for gender and underwriting risk class.

Current experience studies have shown Secure Term to have improving mortality relative to pricing and lower-than-priced lapse rates. In contrast, Simple Term shows deteriorating mortality relative to pricing and higher-than-priced lapse rates.

Based on the emerging experience results and increasing face amounts for these products, SLIC is re-evaluating its reinsurance agreements and retention limits.

Sales have been strong, due to competitive pricing, higher-than-average first year sales compensation, and a strong advertising campaign. Because the products are selling well and the Company sees limited downside risk in this simplistic product, the product pricing review will be postponed until next year.

3.9.2 Variable Annuity

Current Product: The Variable Annuity has a Return of Premium (ROP) GMDB. Partial withdrawals are permitted, with the GMDB reduced dollar for dollar by the amount of the withdrawal. The contract has a policy fee of $100 per year if the account value is less than $100,000; no policy fee if account value is $100,000 or greater. The mortality and expense fee is 1% of the separate account investments.

The VA offers a collection of eight proprietary mutual fund choices (seven domestic and one foreign) and a fixed fund invested in the general account.

The sales force is compensated with a commission of 5% of the first year deposits. The product has a surrender charge that starts at 5% and reduces to 0% over a four-year period.

The product has two optional guaranteed living benefits (GLB’s) riders, only one of which may be chosen for a single underlying contract. The Guaranteed Minimum Accumulation Benefit

(GMAB) option guarantees the contract holder's account value will not drop below the premium deposit (reduced by any withdrawals) as of the 10th year anniversary. If the account value is below this value, it is "trued-up" to this value as of this date. The fee for this benefit is 0.5% per year of the account value during this 10 year protection period.

The Guaranteed Minimum Withdrawal Benefit (GMWB) option guarantees the contractholder the ability to withdraw 5% of the benefit base per year for life, regardless of whether the account value is sufficient to support these withdrawals. The benefit base equals net deposits rolled up at 5% per year for life. The fee for this rider is 1% per year of the benefit base. The most recent sales mix, as measured by account value, shows 30% without a GLB, 20% with a GMAB and 50% with a GMWB.

Annual experience studies spanning the prior calendar year experience are used for the full surrenders, where experience is distributed across contract year. Pricing performs these studies and distributes them to other modeling groups upon request.

All SLIC VA modeling applications use industry mortality experience as published by a large actuarial consulting firm seven years ago.

Proposed Product Improvements: The following email correspondence relates to proposed product improvements.

Date: April 1, 2017

Subject: Variable annuity sales

To: Odette Bird

From: Danielle Wolf

Hi Odette,

Variable annuity sales are flat compared to last year. The absence of growth may be due to other competitors offering a wider range of funds and rider options.

Our brokers seem to appreciate the new product that the National Bank has developed recently to compete with GMABs written by the insurance industry. The product adds a guarantee on an S&P 500 mutual fund investment that promises return of principal for a 2% annual fee applied to the fund value. National Bank has numerous branches throughout the country and seems to have a strong marketing department.

Could you come up with an easily implementable solution that would allow us to compete against this product and increase our sales? What time frame could be considered for the implementation?

Danielle Wolf
VP – Chief Marketing Officer

Date: April 6, 2017

Subject: RE: Variable annuity sales

To: Danielle Wolf

From: Odette Bird

Hi Danielle,

Here are my suggestions for product improvements that would be easy to implement:

- Add new funds family that would be available on new and existing VA GMAB or GMWB contracts as well as on the new enhanced VA product described in the next bullet.

- Launch an enhanced product, VA Plus, which would provide the same benefits as the existing products but also includes a ratchet on the GLB and GMDB benefits. The ratchet provides that on every contract anniversary the benefit base is set equal to the greater of the account value and the prior year benefit base rolled up 5%.

Regarding the time frame, I think that we could accelerate the development to have the new riders available in nine months. A key issue regarding this very aggressive time schedule would be to have the administrative system doing the additional programing needed to handle an increased slate of fund and rider offerings.

Could you please schedule a meeting next week with everyone to build a solid plan to meet this tight schedule?

Odette Bird
SVP – Variable Annuity

Date: November 1, 2017

Subject: Indexed Annuity

To: Odette Bird

From: Danielle Wolf

Hi Odette,

Our brokers have told us that the recent market volatility may yield a market opportunity for an investment product that offers participation in the equity markets, but with downside principal protection (i.e., an indexed annuity). We want to look into this opportunity while also taking advantage of the popularity of the GMWB feature on our current VA product. So, we're wondering if you can put together an indexed annuity that can be optionally sold with a GMWB rider.

I know you Pricing guys have a lot to think about, as this is a fundamentally different product than our existing VA. Some things to consider, off the top of my head, include:

- Interest Crediting Mechanism
- GMWB
- Hedging
- Commission schedules
- Administration system
- Reserve and capital considerations
- Target Profitability and cash flow pattern
- Regulatory environment / rating agency response
- Strategic Risk

Anyway, please let me know what you think by the end of the week.

Danielle Wolf
VP – Chief Marketing Officer

3.9.3 Universal Life

When SLIC began selling Universal Life in 1998, the company sold a mix of various UL products, with 4% guarantees, which were common at that time. Some of those products are still in force.

The company's current universal life offerings consist of two different products. Saver Supreme is designed as an accumulation product, whereas Protector Plus is a protection-oriented product with secondary guarantees.

The Saver Supreme product is designed to accumulate high cash surrender values relative to the death benefit over time. The Protector Plus product is designed for the consumer who wants death benefit protection at the lowest possible premium; it guarantees that the policy will stay in force if the specified premium is paid each year.

Key terms for both products are as follows:

- Fully underwritten
- Face Amount offered from $25,000 to $5,000,000
- Surrender charge is significant to start, grading down to zero in policy year 11
- Credited rate on the accumulation fund is guaranteed to be never less than 3%. Company targets a 2% spread.

Sales of the current UL offerings have been much lower than expected, but the company is anticipating that the 3% floor on investment returns will become more attractive and result in higher future sales. For the UL product, like the VA, the Company has decided that "fast-follower" is the preferred product development method for the near future.

Policy issuance as a percentage of applications has been much lower than expected. Lapse rates in the first year are lower than anticipated in pricing. Recent mortality experience has been approximately equal to expected mortality, but SLIC has little exposure to date.

SLIC has not yet implemented a separate mortality study for its UL product. Instead, SLIC bases its UL mortality assumption for all modeling applications on the Term mortality experience studies, since both products have the same risk classes and underwriting criteria.

SLIC's lapse study on the UL product is fairly comprehensive, reflecting the surrender charge period and the dynamic impacts of crediting rates. It includes the last five years of lapse experience and is updated semi-annually by Pricing, which then systematically distributes these reports to all other modeling groups.

The Company's investment plan for this segment consists primarily of ten-year A and BBB rated corporate bonds. Smaller amounts of the portfolio are invested in high yielding sovereign paper of mixed maturity periods and some exclusive opportunities in private equity.

Date: October 2, 2017

Subject: UL Update – Administrative and Competitive Issues

To: Henri Jay, EVP

From: George Lyon, SVP

Henri,

I want to update you on some issues related to our current UL portfolio.

First, as you are aware, we have recently added new product features that are now available to the clients. Our UL administrative system needs additional programming in order to handle some of these enhancements. To date, the client selections with respect to these features have been tracked through electronic notes in the policy file, which is increasingly becoming unworkable.

But the more important issue relates to changes that I've observed in the marketplace.

Three of our competitors in the UL market have recently formed an administrative services company, called UL Admin Co. This admin company provides end-to-end administration services for the UL policies of the three insurers, including creating and issuing annual policy reports to the policyholders and executing policyholder transactions. UL Amin Co also handles back office activities, such as reserve valuation and cash flow and reserve projections for planning and risk purposes.

The three competitors have cut their products' annual policy maintenance charge by an average of $30, presumably in recognition of realized expense savings.

George Lyon
SVP - Universal Life

Date: March 1, 2018

Subject: UL Lapse Rate Study

To: George Lyon

From: Life Pricing Team

George,

Our team has completed the comprehensive lapse rate study for the two UL products. For this study, we have evaluated lapse experience for 2012-2017. Overall, lapse rates have decreased slightly compared to past studies. Based on more detailed analysis of the data, we make the following three observations:

1. Surrender charge period: On the Saver Supreme product, the amount of surrender activity in the year following the expiration of the surrender charge period is significantly higher than pricing assumptions. This has been noted in past studies but hasn't been a cause for concern due to the relatively small number of policies and lack of credibility. We recommend continuing to closely monitor this activity over the next few years.

2. Investor-owned policies: We discovered that an increasing number of our inforce policies are owned by third party companies. We met with the administration area to understand this activity. What we learned is that these policies were originally purchased by the insured individuals and later sold to investors. Typically, these sales occurred during the surrender charge period when cash surrender values were very low. In studying these policies further, investor-owned policies tend to exhibit the following characteristics: high face amounts, older attained ages, and volatile premium activity with low cash surrender values.

3. Attained age observations: While most attained age bands have exhibited slightly lower lapse rates, the exception is the 35-44 age band. For these ages, surrender activity has started to increase over the past few years. Because this age group represents a relatively small amount of the UL portfolio, it did not impact the overall lapse rates significantly.

After you have had a chance to review and approve the detailed study results, we can share the results with the modeling department.

Date: December 11, 2017

Subject: UL Reinsurance

To: Risk Management Committee

From: George Lyon

Per our discussion, I've started to pull together the information on a variety of reinsurance quotes we received last year on our UL line. As you can see from the table below, this process is incomplete at this time.

Proposal	New / Existing Business	Reinsurance Basis	Quota Share	Expense Allowance (%)	Experience Rating Refund	Recapture Options
A		YRT	80%	N/A	None	Not allowed
B		YRT - Excess	100%	N/A	None	Not allowed
C		YRT - Stop Loss	100%	N/A	None	Not allowed
D		Coinsurance	100%	100 / 5	None	After 10 years
E		Coinsurance	50%	50 / 10	None	After 20 years
F		Coinsurance Funds Withheld	75%	100 / 1	Minimal	After 5 years
G	EB only	Combo YRT / Coins FW	100%	N/A	Significant	Special Provisions
H		Modco	75%	N/A	Significant	Not allowed

Notes:

(a) Expense Allowance: percentage of the coinsured premium that the reinsurer pays to the ceding company

(b) Experience Rating Refund: good claims experience results in a refund of a formulaically determined portion of the reinsurance premium back to the ceding company

(c) Recapture: option granted to the ceding company to terminate the treaty after specified conditions are met; specified years are from treaty inception

(d) YRT-Excess: YRT in excess of a specified amount per life

(e) YRT-Stop Loss: YRT in excess of a specified amount of losses incurred

In addition, I have summarized some of the objectives identified by this group that we wished to address via reinsurance. Please let me know if I missed anything here …

1. Reduce mortality volatility
2. Reduce initial strain on new business
3. Improve statutory capital ratio for UL business
4. Improve economic capital ratio for UL business

George Lyon
SVP - Universal Life

Proposed New Product:

Date: July 10, 2017

Subject: RE: Diversifying UL Product Portfolio and Increasing Sales

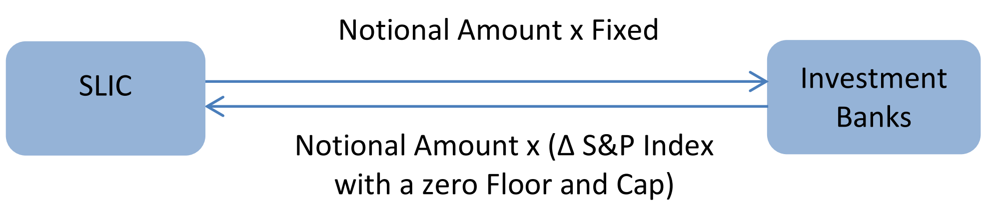
To: George Lyon, SVP

From: Danielle Wolfe, VP and Chief Marketing Officer

George,

I'd like to suggest that we investigate broadening SLIC's UL product line by adding an Indexed UL product, a hot product in the current market. An Indexed UL product is a fixed UL product with an indexed account option. The interest credits on the indexed account are based on the greater of the return on an index, such as the S&P 500, or zero. It is attractive to policyholders who want to participate in the future price appreciation in stocks in the S&P 500 without the risk of negative returns. To the policyholder, the risk/return of an Indexed UL policy falls somewhere between the relatively low risk/low return of a UL policy and the relatively high risk/high return of a Variable UL policy.

For the basic product SLIC would enter a swap agreement to exchange a specified investment income to a return on an S&P index with a zero floor and a specified cap, which would allow SLIC effectively to transfer out the embedded market risk.



I believe that more sophisticated Indexed UL products could be offered in the future with multiple indexed accounts based on different indices or different time periods of index growth and indexed interest crediting.

Regards,

Danielle

Date: August 15, 2017

Subject: RE: Diversifying UL Product Portfolio and Increasing Sales

To: Danielle Wolfe, VP and Chief Marketing Officer

From: George Lyon, SVP

Danielle,

I had my product development actuaries put together a basic indexed UL product that we feel will meet your requirements. To facilitate pricing and implementation, the features are proposed to be the same as the current UL product with the following exceptions:

- To simplify hedging, the swap will be purchased on a quarterly basis for the aggregate premiums paid into the indexed account within the quarter;
- Premiums are assumed to be allocated 40% to the Fixed Account and 60% to the Indexed Account
- The Fixed Account has a minimum guaranteed crediting rate of 2% and a current crediting rate, declared annually, based on the net portfolio yield less a 2% expense charge;
- The Indexed Account credits interest annually based on the increase in the S&P 500 index, excluding dividends, up to a declared cap, which will be determined for each quarter, driven by swap prices. The declared cap and S&P index value in effect on the policy anniversary are used to determine the indexed interest credits in the following policy year. The minimum guaranteed cap is 2%. The minimum guaranteed crediting rate is 0% on the Indexed Account.

We propose that the UL investment portfolio support both the UL and the new Indexed UL products. The indexed interest would be hedged by purchasing the equivalent swap on the underlying index, initially the S&P 500.

Please provide feedback on this proposal at your earliest convenience, so that we can refine specifications, as necessary.

Sincerely,

George

3.9.4 Single Premium Immediate Annuity

The major product features and pricing characteristics of the only single premium immediate annuity that SLIC has ever sold include:

- Single Premium = 110% of present value of expected payments discounted at 4%
- Straight Life Annuity (no certain period)
- Issued to all ages 65 and over
- No death benefit
- Expected mortality equals 100% of the 2000 US Annuity Table with Projection Scale X
- Commission equals 5% of premium

Recent sales have shown slow but steady growth as interest rates have fallen. Through interviews with select brokers, SLIC has noticed an odd correlation - it seems many of the Company's annuitants have also taken out term life insurance contracts with "We-Serve-the-Healthy" Life in amounts equal to the annuity single premium.

Recent mortality experience has been approximately equal to expected but mortality improvement seems to be higher than expected.

SLIC's pricing mortality assumption is based on Pricing's annual experience study spanning the last two years of experience. Pricing makes this study available to the other modeling groups upon request. The mortality improvement assumption for all modeling applications is based on industry experience as released in a recent study performed by a large consulting firm.

The product is selling well, but decreasing interest rates are a matter of concern. Traditionally, assets supporting this block have been investments in high quality long term corporate bonds and treasuries. However, in response to the recent economic environment and the uptick in mortality improvement, higher yielding exotic investments have been used recently to help meet the desired profit margin. These new investments include such assets as real estate, domestic private equity and emerging markets common equity.

3.10 Financial Statements

Multi-year financial statements are provided for each of the product lines and for SLIC in total. Statements are provided on both a Statutory and an Economic basis. The Statutory and Economic balance sheets are independent of each other. The amount of assets assigned to a line of business is based on the required capital for each respective basis.

2016–2017 are actual results; 2018–2020 are projections.

TERM	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums & Policy Fees	956,961	1,048,585	1,153,597	1,274,062	1,412,404
Ceded Premiums	(516,395)	(566,968)	(624,848)	(691,301)	(767,773)
Net Investment Income	94,777	98,581	104,546	112,674	122,981
Total Revenue	**535,343**	**580,198**	**633,295**	**695,434**	**767,612**
Surrender & Annuity Benefits	0	0	0	0	0
Death Benefits	582,119	641,381	697,082	768,600	851,974
Ceded Benefits	(313,195)	(349,610)	(382,219)	(424,317)	(473,625)
Increase in Net Reserves	121,274	142,319	163,352	185,574	208,928
Expenses	121,086	132,136	143,859	157,506	173,385
Net Transfers to/(from) Separate Account	0	0	0	0	0
Total Benefits & Expenses	**511,283**	**566,226**	**622,073**	**687,363**	**760,662**
Income Before Income Tax	24,059	13,972	11,222	8,072	6,950
Federal Income Tax	8,421	4,890	3,928	2,825	2,432
Net Income	**15,639**	**9,082**	**7,294**	**5,247**	**4,517**
Statutory Balance Sheet (000s)					
General account assets	1,573,961	1,729,391	1,907,299	2,109,740	2,337,773
Separate account assets	0	0	0	0	0
Total Assets	**1,573,961**	**1,729,391**	**1,907,299**	**2,109,740**	**2,337,773**
Net General Account Reserve Liabilities	1,441,829	1,584,148	1,747,499	1,933,074	2,142,001
Separate Account Liabilities	0	0	0	0	0
Total Liabilities	**1,441,829**	**1,584,148**	**1,747,499**	**1,933,074**	**2,142,001**
Surplus	**132,132**	**145,243**	**159,800**	**176,666**	**195,772**
Total Liabilities and Surplus	**1,573,961**	**1,729,391**	**1,907,299**	**2,109,740**	**2,337,773**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	(5,109)	4,029	7,262	11,620	14,588
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**908,151**	**991,810**	**1,087,021**	**1,194,981**	**1,315,970**
Economic Reserve	785,797	857,024	938,407	1,030,328	1,133,119
Required Economic Capital	122,354	134,786	148,614	164,653	182,851
Free Surplus	0	0	0	0	0
Total Liabilities and Surplus	**908,151**	**991,810**	**1,087,021**	**1,194,981**	**1,315,970**
Additional EC Balance Sheet Information					
Transfer from/(to) Corporate	(10,155)	(12,400)	(13,747)	(15,313)	(17,097)

UNIVERSAL LIFE	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums & Policy Fees	196,447	210,789	224,661	238,006	250,218
Ceded Premiums	0	0	0	0	0
Net Investment Income	98,364	100,580	106,946	112,809	118,635
Total Revenue	**294,811**	**311,369**	**331,607**	**350,815**	**368,853**
Surrender & Annuity Benefits	69,685	72,760	77,637	84,017	89,961
Death Benefits	81,322	81,413	88,217	93,561	98,890
Ceded Benefits	0	0	0	0	0
Increase in Net Reserves	88,393	96,600	104,349	108,249	112,483
Expenses	23,775	24,877	25,916	26,945	27,932
Net Transfers to/(from) Separate Account	0	0	0	0	0
Total Benefits & Expenses	**263,176**	**275,649**	**296,119**	**312,772**	**329,267**
Income Before Income Tax	31,636	35,720	35,488	38,043	39,586
Federal Income Tax	11,072	12,502	12,421	13,315	13,855
Net Income	**20,563**	**23,218**	**23,067**	**24,728**	**25,731**
Statutory Balance Sheet (000s)					
General account assets	1,906,597	2,011,783	2,125,380	2,243,211	2,365,621
Separate account assets	0	0	0	0	0
Total Assets	**1,906,597**	**2,011,783**	**2,125,380**	**2,243,211**	**2,365,621**
Net General Account Reserve Liabilities	1,752,086	1,848,687	1,953,035	2,061,284	2,173,768
Separate Account Liabilities	0	0	0	0	0
Total Liabilities	**1,752,086**	**1,848,687**	**1,953,035**	**2,061,284**	**2,173,768**
Surplus	**154,511**	**163,096**	**172,345**	**181,927**	**191,854**
Total Liabilities and Surplus	**1,906,597**	**2,011,783**	**2,125,380**	**2,243,211**	**2,365,621**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	(12,673)	(14,632)	(13,819)	(15,146)	(15,804)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	2,402,840	2,539,417	2,689,005	2,846,688	3,017,630
Total Assets	**2,402,840**	**2,539,417**	**2,689,005**	**2,846,688**	**3,017,630**
Economic Reserve	2,230,406	2,357,075	2,495,979	2,642,567	2,801,986
Required Economic Capital	172,434	182,342	193,026	204,122	215,643
Free Surplus	0	0	0	0	0
Total Liabilities and Surplus	**2,402,840**	**2,539,417**	**2,689,005**	**2,846,688**	**3,017,630**
Additional EC Balance Sheet Information					
Transfer from/(to) Corporate	1,207	(3,647)	(3,571)	(3,470)	(3,342)

VARIABLE ANNUITIES	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums & Policy Fees	234,076	236,581	241,442	246,388	251,419
Ceded Premiums	0	0	0	0	0
Net Investment Income	25,861	28,687	31,006	33,668	36,454
Total Revenue	**259,937**	**265,268**	**272,449**	**280,056**	**287,873**
Surrender & Annuity Benefits	35,458	44,355	50,663	57,272	64,171
Death Benefits	23,204	26,831	31,139	36,787	43,321
Ceded Benefits	0	0	0	0	0
Increase in Net Reserves	59,119	59,043	59,313	59,873	60,223
Expenses	12,678	12,863	13,166	13,470	13,775
Net Transfers to/(from) Separate Account	117,173	101,439	92,733	83,124	72,518
Total Benefits & Expenses	**247,633**	**244,531**	**247,014**	**250,526**	**254,009**
Income Before Income Tax	12,304	20,737	25,434	29,530	33,865
Federal Income Tax	4,306	7,258	8,902	10,336	11,853
Net Income	**7,998**	**13,479**	**16,532**	**19,195**	**22,012**
Statutory Balance Sheet (000s)					
General account assets	607,258	657,558	718,343	782,125	846,408
Separate account assets	1,376,968	1,776,520	2,035,490	2,307,169	2,591,646
Total Assets	**1,984,226**	**2,434,077**	**2,753,834**	**3,089,294**	**3,438,054**
Net General Account Reserve Liabilities	519,107	578,150	637,463	697,336	757,559
Separate Account Liabilities	1,376,968	1,776,520	2,035,490	2,307,169	2,591,646
Total Liabilities	**1,896,074**	**2,354,670**	**2,672,953**	**3,004,505**	**3,349,205**
Surplus	**88,152**	**79,408**	**80,880**	**84,789**	**88,849**
Total Liabilities and Surplus	**1,984,226**	**2,434,077**	**2,753,834**	**3,089,294**	**3,438,054**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	(4,857)	(22,223)	(15,060)	(15,286)	(17,952)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**2,398,377**	**2,932,841**	**3,317,552**	**3,720,841**	**4,139,878**
Economic Reserve	2,297,355	2,841,681	3,224,540	3,623,165	4,037,347
Required Economic Capital	101,022	91,160	93,012	97,676	102,531
Free Surplus	0	0	0	0	0
Total Liabilities and Surplus	**2,398,377**	**2,932,841**	**3,317,552**	**3,720,841**	**4,139,878**
Additional EC Balance Sheet Information					
Transfer from/(to) Corporate	(1,212)	(10,939)	(5,581)	(6,007)	(6,459)

SPIA	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums & Policy Fees	22,469	23,008	23,555	24,110	24,675
Ceded Premiums	0	0	0	0	0
Net Investment Income	14,051	15,804	16,638	17,594	18,551
Total Revenue	**36,521**	**38,812**	**40,192**	**41,704**	**43,225**
Surrender & Annuity Benefits	15,080	16,291	17,508	18,729	19,950
Death Benefits	0	0	0	0	0
Ceded Benefits	0	0	0	0	0
Increase in Net Reserves	15,314	15,223	15,132	15,043	14,957
Expenses	5,815	7,070	8,367	9,707	11,091
Net Transfers to/(from) Separate Account	0	0	0	0	0
Total Benefits & Expenses	**36,210**	**38,584**	**41,008**	**43,479**	**45,998**
Income Before Income Tax	311	227	(816)	(1,775)	(2,773)
Federal Income Tax	109	80	(285)	(621)	(971)
Net Income	**202**	**148**	**(530)**	**(1,154)**	**(1,803)**
Statutory Balance Sheet (000s)					
General account assets	224,371	240,367	256,268	272,076	287,793
Separate account assets	0	0	0	0	0
Total Assets	**224,371**	**240,367**	**256,268**	**272,076**	**287,793**
Net General Account Reserve Liabilities	213,543	228,766	243,898	258,942	273,898
Separate Account Liabilities	0	0	0	0	0
Total Liabilities	**213,543**	**228,766**	**243,898**	**258,942**	**273,898**
Surplus	**10,828**	**11,601**	**12,370**	**13,134**	**13,894**
Total Liabilities and Surplus	**224,371**	**240,367**	**256,268**	**272,076**	**287,793**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	575	626	1,299	1,918	2,563
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**283,798**	**304,969**	**326,144**	**347,323**	**368,510**
Economic Reserve	273,121	293,507	313,897	334,294	354,698
Required Economic Capital	10,676	11,462	12,246	13,029	13,811
Free Surplus	0	0	0	0	0
Total Liabilities and Surplus	**283,798**	**304,969**	**326,144**	**347,323**	**368,510**
Additional EC Balance Sheet Information					
Transfer from/(to) Corporate	(886)	(940)	(992)	(1,042)	(1,091)

CORPORATE	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums & Policy Fees	0	0	0	0	0
Ceded Premiums	0	0	0	0	0
Net Investment Income	10,513	11,061	11,852	11,332	9,212
Total Revenue	**10,513**	**11,061**	**11,852**	**11,332**	**9,212**
Surrender & Annuity Benefits	0	0	0	0	0
Death Benefits	0	0	0	0	0
Ceded Benefits	0	0	0	0	0
Increase in Net Reserves	0	0	0	0	0
Expenses	11,798	12,105	12,586	13,134	13,755
Net Transfers to/(from) Separate Account	0	0	0	0	0
Total Benefits & Expenses	**11,798**	**12,105**	**12,586**	**13,134**	**13,755**
Income Before Income Tax	(1,284)	(1,043)	(734)	(1,802)	(4,543)
Federal Income Tax	(450)	(365)	(257)	(631)	(1,590)
Net Income	**(835)**	**(678)**	**(477)**	**(1,171)**	**(2,953)**
Statutory Balance Sheet (000s)					
General account assets	205,569	222,730	211,995	220,480	196,170
Separate account assets	0	0	0	0	0
Total Assets	**205,569**	**222,730**	**211,995**	**220,480**	**196,170**
Net General Account Reserve Liabilities	0	0	0	0	0
Separate Account Liabilities	0	0	0	0	0
Total Liabilities	**0**	**0**	**0**	**0**	**0**
Surplus	**205,569**	**222,730**	**211,995**	**220,480**	**196,170**
Total Liabilities and Surplus	**205,569**	**222,730**	**211,995**	**220,480**	**196,170**
Additional Balance Sheet Information					
Transfer from/(to) Lines	22,064	32,200	20,318	16,894	16,605
Dividend/Capital Transfer (to)/from Lyon	(10,380)	(14,361)	(30,576)	(7,238)	(37,963)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**149,137**	**168,038**	**147,010**	**182,033**	**171,566**
Economic Reserve	86,700	86,700	86,700	86,700	86,700
Required Economic Capital	6,752	7,988	7,620	8,400	7,115
Free Surplus	55,685	73,350	52,690	86,933	77,752
Total Liabilities and Surplus	**149,137**	**168,038**	**147,010**	**182,033**	**171,566**

TOTAL	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums & Policy Fees	1,409,953	1,518,963	1,643,255	1,782,566	1,938,716
Ceded Premiums	(516,395)	(566,968)	(624,848)	(691,301)	(767,773)
Net Investment Income	243,567	254,713	270,988	288,076	305,833
Total Revenue	**1,137,125**	**1,206,708**	**1,289,395**	**1,379,341**	**1,476,775**
Surrender & Annuity Benefits	120,223	133,406	145,809	160,018	174,082
Death Benefits	686,645	749,625	816,438	898,947	994,185
Ceded Benefits	(313,195)	(349,610)	(382,219)	(424,317)	(473,625)
Increase in Net Reserves	284,100	313,186	342,146	368,740	396,591
Expenses	175,152	189,049	203,894	220,762	239,940
Net Transfers to/(from) Separate Account	117,173	101,439	92,733	83,124	72,518
Total Benefits & Expenses	**1,070,099**	**1,137,095**	**1,218,800**	**1,307,273**	**1,403,691**
Income Before Income Tax	67,025	69,613	70,595	72,068	73,084
Federal Income Tax	23,459	24,364	24,708	25,224	25,580
Net Income	**43,567**	**45,248**	**45,887**	**46,844**	**47,505**
Statutory Balance Sheet (000s)					
General account assets	4,517,756	4,861,829	5,219,286	5,627,632	6,033,765
Separate account assets	1,376,968	1,776,520	2,035,490	2,307,169	2,591,646
Total Assets	**5,894,724**	**6,638,349**	**7,254,776**	**7,934,800**	**8,625,410**
Net General Account Reserve Liabilities	3,926,564	4,239,751	4,581,896	4,950,636	5,347,227
Separate Account Liabilities	1,376,968	1,776,520	2,035,490	2,307,169	2,591,646
Total Liabilities	**5,303,532**	**6,016,270**	**6,617,386**	**7,257,805**	**7,938,872**
Surplus	**591,192**	**622,079**	**637,390**	**676,996**	**686,538**
Total Liabilities and Surplus	**5,894,724**	**6,638,349**	**7,254,776**	**7,934,800**	**8,625,410**
Additional Balance Sheet Information					
Dividend/Capital Transfer (to)/from Lyon	(10,380)	(14,361)	(30,576)	(7,238)	(37,963)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**6,142,302**	**6,937,074**	**7,566,731**	**8,291,867**	**9,013,554**
Economic Reserve	5,673,379	6,435,987	7,059,523	7,717,053	8,413,851
Required Economic Capital	413,238	427,738	454,518	487,880	521,952
Free Surplus	55,685	73,350	52,690	86,933	77,752
Total Liabilities and Surplus	**6,142,302**	**6,937,074**	**7,566,731**	**8,291,867**	**9,013,554**

3.11 Portfolio Summary

The following is a breakdown by asset class of the market value of SLIC's general account investment portfolios ($ million) as of 12/31/2017, excluding derivatives and variable annuity separate (segregated) accounts.

LOB	US Govt	US Corporate Investment Grade Public	US Corporate Investment Grade Private	US Corp Below Invest Grade	US Mortgage/ Asset-Backed Securities	Mortgages	Real Estate	Common Stock	Cash & Short-Term	Other	Total
Term	65	606	172	33	372	343	-	-	66	65	1,720
UL	73	533	292	54	457	484	-	-	72	54	2,018
VA	27	323	62	26	93	72	-	-	34	6	643
SPIA	7	42	18	4	54	41	-	-	30	40	235
Corp	5	72	9	5	13	15	19	9	47	31	226
Total	176	1,575	553	122	989	955	19	9	249	196	4,842

Other asset portfolio characteristics by line of business are as follows:

	Average Duration	Average Book Yield	Average Quality*
Term	7.61	6.19%	3.02
UL	7.91	5.60%	3.53
VA	4.51	4.56%	3.06
SPIA	9.18	6.61%	3.29

**Quality Ratings: Aaa=1, Aa=2, A=3, Baa=4*

3.12 Historical Market Data

In preparation for a review of its economic capital model assumptions, SLIC has compiled the following summary of historical index returns for various asset classes.

Summary of Monthly Index Returns, 3/31/1992 to 3/31/2012

	Barclays Capital U.S. Bond Indices							Equity Indices	
	Treasuries	**Agencies**	**Mortgage Backed Securities**	**Corporate Investment Grade**	**Corporate High Yield**	**Aggregate**	**Long Treasuries**	**S&P 500**	**MSCI EAFE**
Compound Annual Return	6.43%	6.24%	6.47%	7.15%	8.11%	6.63%	8.84%	8.55%	5.92%
Annualized Volatility	4.61%	3.68%	2.84%	5.59%	9.00%	3.73%	9.81%	15.05%	16.88%
Skewness	-0.22	-0.15	-0.06	-0.71	-1.17	-0.28	0.17	-0.69	-0.59
Kurtosis	4.00	4.22	4.89	7.56	12.54	3.93	4.96	4.22	4.29
Correlations									
Treasuries	1.00								
Agencies	0.95	1.00							
Mortgage Backed Securities	0.84	0.89	1.00						
Corporate Investment Grade	0.67	0.76	0.70	1.00					
Corporate High Yield	-0.10	0.05	0.10	0.54	1.00				
Aggregate	0.92	0.96	0.91	0.87	0.22	1.00			
Long Treasuries	0.94	0.86	0.75	0.64	-0.09	0.86	1.00		
S&P 500	-0.15	-0.05	0.02	0.27	0.62	0.06	-0.15	1.00	
MSCI EAFE	-0.18	-0.08	-0.03	0.29	0.62	0.04	-0.17	0.79	1.00
Bond Index Data as of 3/31/2012									
Duration	5.61	3.66	3.32	6.84	4.19	5.01	15.90		
Convexity	0.70	0.01	-2.02	0.91	0.00	-0.16	3.54		
Yield to Maturity	1.19%	1.26%	2.74%	3.41%	7.73%	2.23%	3.11%		
OAS to Treasuries	0.00%	0.36%	0.52%	1.76%	5.76%	0.64%	0.00%		

Source: Barclays Capital, Bloomberg

3.13 SLIC Disaster and Business Continuity Program

Each department within SLIC maintains a Business Continuity Policy (BCP) under the direction and advice of the Business Buoyancy Department (BBD). As part of this process, SLIC senior management has designated business continuity coordinators for each of their respective departments. These coordinators maintain and update business continuity plans, keep inventories of vital records and establish an appropriate record retention schedule. Each quarter, the business continuity coordinators are required to complete a check-box report to senior management to indicate that they have fulfilled their duties.

In addition to complying with the program developed by the BBD, each department is encouraged to institute and maintain a Risk Mitigation Policy (RMP) to help SLIC rebuild in the event of a catastrophe. The RMP includes development and maintenance of rebuild instructions and management succession instructions. The RMP is reviewed and updated on an annual basis.

Periodic disaster recovery exercises are performed where SLIC personnel (with the exception of senior management) are required to work from an offsite location. SLIC has contracted out this offsite service from a third-party, Disasters-R-Us™, that specializes in providing shared disaster recovery capabilities.

Although Disasters-R-Us™ is located a fair distance from SLIC and Disasters-R-Us™ contracts out the same equipment to multiple clients on a first-come, first-serve basis, SLIC senior management believed that the price was affordable.

Each year SLIC conducts a fire drill exercise where SLIC personnel (with the exception of senior management) are required to leave the building, meet at nearby pre-determined rallying points and wait for instructions. Those employees with SLIC-issued laptops are required to take their laptops with them, proceed to a nearby coffee shop, purchase a small coffee with the unlimited refill option and continue work by connecting to the coffee shop's Wi-Fi hotspot.

Each year, SLIC senior management participates in an offsite workshop to review all of the operating policies in the disaster and business continuity program as well as the effectiveness of the most recent disaster recovery and fire drill exercises.

3.14 SLIC Salaried Pension Plan

The following pages contain financial and demographic information about the SLIC Salaried Pension Plan, as well as information about the Statement of Funding Policies and Procedures for the Plan and the Statement of Investment Policies and Procedures for the Plan.

SLIC, through its Board of Directors, has delegated responsibility for the day-to-day management of the Plan to the Vice-President, Human Resources and the Chief Financial Officer. The CFO's focus is on financial reporting and cash contribution requirements, the VP HR is largely responsible for all other activities.

3.14.1 Pension Plan - Benefit Provisions and Financial Information

The information on the following pages enumerates the current provisions of the Pension Plan and provides certain historical financial information.

Extracts of Retirement Benefits Provisions and Financial Information
SLIC Salaried Pension Plan

Eligibility	Immediate
Vesting	100% after 5 years of plan membership
Normal Retirement Age	65
Early Retirement Age	55 with 5 years of plan membership
Best Average Earnings	Average earnings during 60 consecutive months of highest earnings
Earnings	Base Pay, excluding overtime and bonuses
Normal Retirement Benefit	2% of best average earnings times service years, subject to maximum
Accrued Benefit	Benefit calculated as under the normal retirement benefit formula using best average earnings and service as the valuation date
Early Retirement Benefit	Accrued benefit reduced by 0.25% per month that early retirement precedes age 62 for active participants and actuarial equivalent for terminated vested participants
Form of Benefit	If with spouse, 60% joint & survivor benefit; else single life annuity
Optional Forms of Benefit	None
Indexing	None
Termination Benefit	(1) Lump sum value equal to actuarial present value of accrued pension payable at age 65; or (2) Deferred pension
Pre-Retirement Death Benefit	Lump sum value equal to actuarial present value of accrued pension payable at age 65 to named beneficiary
Disability Benefit	Accrual of service while on long term disability and immediate pension without a reduction upon permanent and total disability

SLIC Salaried Pension Plan

Historical Actuarial Valuation Results

Participant Summary - January 1

	2013	2014	2015	2016	2017
Active Participants					
(a) count	975	966	959	950	933
(b) average age	50.9	51.2	51.2	51.4	52.0
(c) average service	17.3	17.5	17.7	17.8	17.8
(d) average future working lifetime	11	11	11	11	11
(e) average plan earnings (prior year)	95,000	95,100	95,200	95,000	94,900
Deferred Vested Participants					
(a) count	-	-	-	-	-
Pensioners (incl beneficiaries)					
(a) count	915	915	916	916	921
(b) average age	74.2	74.2	73.9	73.5	73.0
(c) average annual benefit	47,500	47,600	47,700	47,700	47,500

Plan Assets (numbers in $000's) *

	2013	2014	2015	2016	2017
Change in Plan Assets during Prior Year:					
Market Value of Assets at January 1 of prior year	-	664,572	739,477	729,736	666,525
Employer Contributions during prior year	-	-	-	1,572	45,876
Benefit Payments during prior year	-	(44,763)	(44,654)	(45,693)	(45,393)
Expenses during prior year	-	(19,900)	(22,200)	(21,900)	(20,000)
Investment return during prior year	-	139,567	57,114	2,809	56,598
Market Value of Assets at January 1 of current year	664,572	739,477	729,736	666,525	703,606
Rate of return during prior year	0%	22%	8%	0%	8.5%
Average Portfolio Mix During Prior Year:					
(a) Domestic Large Cap Equities	0%	40%	39%	33%	36%
(b) Domestic Small Cap Equities	0%	20%	20%	15%	16%
(c) Domestic Fixed Income	0%	30%	30%	42%	39%
(d) International Equities	0%	4%	5%	5%	4%
(e) Real Estate	0%	4%	4%	2%	3%
(f) Cash	0%	2%	2%	3%	2%
(g) Total	0%	100%	100%	100%	100%
Asset Class Returns during Prior Year:					
(a) Domestic Large Cap Equities	0%	32%	14%	1%	12%
(b) Domestic Small Cap Equities	0%	38%	7%	-4%	18%
(c) Domestic Fixed Income	0%	1%	1%	1%	3%
(d) International Equities	0%	22%	-6%	0%	3%
(e) Real Estate	0%	2%	30%	2%	8%
(f) Cash	0%	0%	0%	0%	0%

** numbers may not add due to rounding*

SLIC Salaried Pension Plan

Historical Actuarial Valuation Results

Select Funding Valuation Results - January 1 (numbers in $000's) *

	2013	2014	2015	2016	2017
1. Funding Target:					
(a) Active participants	200,054	276,622	273,159	288,328	298,921
(b) Deferred vested participants	0	0	0	0	0
(c) Pensioners	404,851	412,573	420,817	436,786	449,054
(d) Total	604,906	689,195	693,976	725,114	747,975
2. Actuarial Value of Assets	664,572	739,477	729,736	666,525	703,606
3. Shortfall/(Surplus): (1d)-(2)	(59,666)	(50,281)	(35,761)	58,589	44,369
4. Funding Standard Carryover Balance	0	0	0	0	0
5. Prefunding Balance	0	0	0	0	0
6. Target Normal Cost	34,740	38,000	37,333	36,196	37,896
7. Net Shortfall Amortization Installment	0	0	0	9,680	8,425
8. Minimum Required Contribution: (6) + (7) + if < 0, (3)	0	0	1,572	45,876	46,320
9. Funding Target Attainment Percentage	109.86%	107.29%	105.15%	91.92%	94.06%
10. Adjusted Funding Target Attainment Percentage	109.86%	107.29%	105.15%	91.92%	94.06%
11. Actuarial Basis					
(a) Effective Interest Rate	6.60%	6.42%	6.22%	6.03%	5.84%
(b) Salary scale	3.75%	4.00%	3.50%	3.50%	3.50%
(c) Consumer Price Index	3.00%	3.00%	2.50%	2.50%	2.50%
(d) Mortality	2013 430(h) required mortality	2014 430(h) required mortality	2015 430(h) required mortality	2016 430(h) required mortality	2017 430(h) required mortality
(e) Turnover	None				
(f) Retirement age	Age 62				
(g) Proportion married and age difference	80% married, husbands 3 years older than wives				
(h) Expenses	19,900	22,200	21,900	20,000	21,100
(i) Asset Valuation Method	Market value of assets				
(j) Actuarial Cost Method	Unit Credit				

** numbers may not add due to rounding*

SLIC Salaried Pension Plan

Historical Actuarial Valuation Results

Select Accounting Valuation Results - January 1 (numbers in $000's) *

	2013	2014	2015	2016	2017
1. Reconciliation of funded status at valuation date:					
(a) Accrued Benefit Obligation (ABO)	(850,248)	(764,089)	(802,431)	(797,835)	(798,928)
(b) Projected Benefit Obligation (PBO)	(985,837)	(891,111)	(932,125)	(927,614)	(931,209)
(c) Fair Value of Assets	664,572	739,477	729,736	666,525	703,606
(d) Funded Status: (b) + (c)	(321,265)	(151,635)	(202,389)	(261,089)	(227,603)
(e) Unrecognized Prior Service Cost	0	0	0	0	0
(f) Unrecognized (Gain)/Loss	311,492	92,218	114,363	145,327	120,114
(g) Accumulated Other Comprehensive Expense/(Income)	311,492	92,218	114,363	145,327	120,114
2. Net Periodic Benefit Cost:					
(a) Service Cost	28,014	23,969	25,010	24,496	24,177
(b) Interest Cost	32,223	37,942	35,036	37,177	37,308
(c) Expected Return on Assets	(44,953)	(48,408)	(47,768)	(43,340)	(45,750)
(d) Amortization of Unrecognized Prior Service Cost	0	0	0	0	0
(e) Amortization of Unrecognized (Gain)/Loss	34,359	15,106	17,031	19,271	17,316
(f) Net Periodic Benefit Cost:	49,643	28,609	29,309	37,604	33,050
3. Actuarial Basis and Supplemental Data					
(a) Discount Rate	3.25%	4.25%	3.75%	4.00%	4.00%
(b) Return on Assets	7.00%	6.75%	6.75%	6.50%	6.50%
(c) Salary Scale	4.00%	4.00%	4.00%	3.50%	3.50%
(d) Consumer Price Index	2.75%	3.00%	3.00%	3.00%	3.00%
(e) Mortality	RP-2000 / Scale AA Generational	RP-2000 / Scale AA Generational	RP-2000 / Scale AA Generational	RP-2000 / Scale AA Generational	RP-2000 / Scale AA Generational
(f) Turnover	None				
(g) Proportion Married and Age Difference	80% married, husbands 3 years older than wives				
(h) Retirement Age	Age 62				
(i) Expenses	Included in return on assets assumption				
(j) Asset Valuation Method	Market value of assets				
(k) Actuarial Cost Method	Projected unit credit				
(l) Employer Contributions	-	-	1,572	45,876	45,876
(m) Benefit Payments	(44,763)	(44,654)	(45,693)	(45,393)	(45,393)

** numbers may not add due to rounding*

SLIC Salaried Pension Plan
Reconciliation of Plan Participants (2013 - 2017)

	Active	*Pensioners/ Beneficiaries*	*Total*
1. Participants as of January 1, 2013	**975**	**915**	**1,890**
- New Entrants/Rehires	9	0	9
- Terminated Nonvested	(3)	0	(3)
- Terminated Vested (Lump Sum Cashout)	(8)	0	(8)
- Retirement	(7)	7	0
- Death w/ Beneficiary	0	3	3
- Deaths	0	(10)	(10)
- Net change	(9)	0	(9)
2. Participants as of January 1, 2014	**966**	**915**	**1,881**
- New Entrants/Rehires	11	0	11
- Terminated Nonvested	(3)	0	(3)
- Terminated Vested (Lump Sum Cashout)	(7)	0	(7)
- Retirement	(8)	8	0
- Death w/ Beneficiary	0	3	3
- Deaths	0	(10)	(10)
- Net change	(7)	1	(6)
3. Participants as of January 1, 2015	**959**	**916**	**1,875**
- New Entrants/Rehires	9	0	9
- Terminated Nonvested	(3)	0	(3)
- Terminated Vested (Lump Sum Cashout)	(7)	0	(7)
- Retirement	(7)	7	0
- Death w/ Beneficiary	(1)	7	6
- Deaths	0	(14)	(14)
- Net change	(9)	0	(9)
4. Participants as of January 1, 2016	**950**	**916**	**1,866**
- New Entrants/Rehires	4	0	4
- Terminated Nonvested	(2)	0	(2)
- Terminated Vested (Lump Sum Cashout)	(7)	0	(7)
- Retirement	(11)	11	0
- Death w/ Beneficiary	(1)	7	6
- Deaths	0	(13)	(13)
- Net change	(17)	5	(12)
5. Participants as of January 1, 2017	**933**	**921**	**1,854**

SLIC Salaried Pension Plan
Age/Svc/Earnings as of January 1, 2017

			Service (Years)					
			< 5	5-10	10-15	15-20	>20	Totals
Age (Years)	< 25	# Participants						
		Average Salary						
	25-35	# Participants	7	45				52
		Average Salary	58,800	66,600				65,600
	35-45	# Participants	22	14	43	54		133
		Average Salary	59,500	82,900	87,700	95,400		85,700
	45-55	# Participants	4	20	48	149	148	369
		Average Salary	60,500	81,600	90,100	94,500	94,500	92,900
	55-65	# Participants	10	19	58	129	113	329
		Average Salary	55,000	80,200	85,100	92,400	130,600	102,400
	> 65	# Participants	6	10	6	14	14	50
		Average Salary	72,600	91,900	111,200	121,000	149,900	116,300
	Totals	# Participants	49	108	155	346	275	933
		Average Salary	60,200	76,200	88,400	94,900	112,200	95,000

Avg Age	52
Avg Svc	18
Avg Salary	94,900

SLIC Salaried Pension Plan
Interest Sensitivity and Cash Flows

Rate	Actives Liability	Pensioners Liability	Total Liability
6.0%	298,850	437,475	736,325
5.5%	319,342	455,513	774,855
6.5%	280,263	420,636	700,899
Duration (5.5%)	13	8	10
Convexity (5.5%)	256	108	168

Five Years Ending Dec 31	Actives Cash Flow	Pensioners Cash Flow	Total Cash Flow
2021	55,820	202,178	257,999
2026	109,795	182,938	292,733
2031	133,794	153,109	286,903
2036	130,148	114,525	244,673
2041	117,900	72,565	190,465
2046	95,959	36,274	132,233
2051	66,814	13,415	80,229
2056	39,858	3,423	43,281
2061	20,616	541	21,158
2066	9,201	49	9,250
2071	3,357	2	3,359
2076	871	0	871
2081	124	0	124
2086	8	0	8
2091	0	0	0
2096	0	0	0

3.14.2 Statement of Funding Policies and Procedures -SLIC

The Company has prepared a Statement of Funding Policies and Procedures (“Statement”) to document the governance of the Plan. The Company has also prepared a Statement of Investment Policies and Procedures. Extracts of the Statement are provided below followed by a summary of the Statement contents.

3.14.2.1 Allocation of Responsibilities

SLIC, through its Board of Directors, has delegated responsibility for the day-to-day management of the Plan to the Vice-President, Human Resources and the Chief Financial Officer. The CFO's focus is on financial reporting and cash contribution requirements, the VP HR is largely responsible for all other activities.

The Company has delegated the management of Plan funding as follows:

The Company, acting through Management, will:
- Establish, review and amend, as required, the Statement of Funding Policies and Procedures;
- Select the Pension Consultant and the Actuary;
- Review funding reports prepared by the Actuary regarding the funding of the Plan; and
- Be responsible for the assumption or delegation of any responsibilities not specifically mentioned.

The Pension Consultant and Actuary will:
- Assist, as required, the Company in the preparation of the Statement of Funding Policies and Procedures;
- Present to the Company, as required by the Statement of Funding Policies and Procedures, reviews and reports regarding the funding of the Plan; and
- Comment to the Company on any changes in plan design, contribution flow or pension legislation that may affect the funding of the Plan.

3.14.2.2 Funding Policy Principles

The Company is the primary risk bearer under the Plan. As a result, the funding objective of the Company is the accumulation of assets that will secure the Plan's benefits in respect of service already rendered. The accumulation of assets should be reasonable, without significant volatility or further recourse to the Company's assets.

The Company believes management of the Plan on a going concern basis is the most suitable means to achieve these objectives.

3.14.2.3 Management of Risks

The Company has adopted the following policies to mitigate their risks:

- Going-concern valuations are to be prepared using best estimate assumptions adjusted to include margins for adverse deviation. The Company will consult with the Pension Consultant and Actuary regarding the adoption of margins for adverse deviation.
- Emerging experience may differ from the assumptions made for going-concern purposes. The Pension Consultant and Actuary will monitor emerging experience and recommend revisions to the going-concern assumptions as appropriate.

- Plan provisions are managed to mitigate, to the extent possible, demographic and economic risks. Benefit improvements under the Plan will be made with due regard to the Plan's funded status.
- Investment activity will be carried out with due regard to the liability structure of the Fund, to the cash flow requirements of the Fund, and to the risks and rewards inherent in the defined benefit investments. The Statement of Investment Policies and Procedures documents the Company's policies regarding investment risk.

3.14.2.4 Funding Target

The funding target for the Plan is to have a funded ratio (assets divided by liabilities) of 100% on a going-concern basis.

3.14.2.5 Funding Risks

The Company bears the following funding risks:

- The Plan's demographic experience may differ from best-estimate assumptions. The Plan provides for subsidized early retirement provision and bears the risk of overutilization of the provision by the Plan membership.
- The Plan's economic experience may differ from best-estimate assumptions. In addition to investment risks, the Company bears the risks associated with providing a final average earnings benefit.
- The Plan's liabilities are debt-like in nature and have a long term to maturity. As a result of the current investment strategy and nature of the Plan's liabilities, there is the risk of an asset-liability mismatch.

* * * * * * * *

The contents of the Statement follow:

- PURPOSE
- BACKGROUND, PLAN TYPE AND LIABILITIES
- ALLOCATION OF RESPONSIBILITIES
- FUNDING POLICY PRINCIPLES
- FUNDING RISKS
- MANAGEMENT OF RISKS
- FUNDING TARGET
- ELIMINATION OF DEFICITS
- UTILIZATION OF EXCESSES
- FREQUENCY OF VALUATIONS
- COMMUNICATION
- APPENDIX 1 – Summary of Roles
- APPENDIX 2 – Summary of Liabilities, Assets and Membership Data
- APPENDIX 3 – History of SFP&P Review and Amendments

3.14.2.6 Statement of Investment Policies and Procedures - Excerpts

Following are excerpts from the Statement of Investment Policies and Procedures for the SLIC Insurance Company's Pension Plan.

3.14.2.7 Investment Risk

- Investment risk is borne by the Company
- Going-concern surplus, subject to any legislative restrictions, can be applied against the Company's Normal Actuarial Cost

3.14.2.8 Allocation of Responsibilities

The Company, acting through the HR Department, will:

- Establish, review and amend, as required, the Statement of Investment Policies and Procedures;
- Select one or more fund managers ("Fund Managers"), the Pension Consultant and the Actuary;
- Select the Custodian to hold pension fund assets;
- Review the performance of the Fund and the Fund Managers at least annually; and
- Be responsible for the assumption or delegation of any responsibilities not specifically mentioned.

The Fund Managers will:

- Manage the asset mix and select securities within each Investment Fund Option, subject to applicable legislation and the constraints set out in this Statement.

The Pension Consultant and Actuary will:

- Assist, as required, the Company in the preparation of the Statement of Investment Policies and Procedures; and
- Comment to the Company on any changes in plan design or contribution flow that may affect the investment of assets.

The Custodian will:

- Fulfil the regular duties required by law of the Custodian in accordance with the Plan;
- Participate in annual reviews of the Statement of Investment Policies and Procedures;
- Present to the Company, at least annually, reviews and reports of investment performance of the Fund Managers;
- Provide the Company with monthly updates on the performance of the Fund Managers;
- Provide the Company with information, on an ongoing basis, about changes at the Fund Managers that could affect investment performance;
- Present to the Company, at least annually, reviews and reports of all investment Fund assets and transactions for the period;

- Monitor actual investments as appropriate to ensure compliance with the Pension Benefits Act; and
- Rebalance the Plan portfolios as requested by the Company.

3.14.2.9 Investment Objectives

- to preserve the capital;
- to provide sufficient funds to meet payments as they become due; and
- to maintain sufficient assets over actuarial requirements to meet unforeseen liabilities.

3.14.2.10 Rate of Return Objectives

- to achieve an average annual rate of return, net of investment expenses, of at least the funding valuation rate of return (currently 6.0%) per year, measured over moving, four-year periods;
- to achieve top third performance, relative to the peer group of fund managers, measured over moving, four-year periods;
- to exceed the passive benchmark for the Pension Fund by 1.00% per annum, measured on a four-year moving average basis; and
- to achieve at least the increase in the Consumer Price Index plus 3%, on a four-year moving average basis.

3.14.2.11 Asset Allocation Guidelines

The following normal policy allocation, and associated range for strategic deviation at any time, has been adopted by the Company:

Percentages of Fund at Market Value	**Normal**	**Minimum**	**Maximum**
Domestic Equities	40%	30%	50%
International Equities	20%	15%	25%
Domestic Fixed Income	30%	15%	45%
Real Estate (Private)	4%	0%	8%
Private Equity	4%	0%	8%
Cash	2%	0%	4%

Within the ranges noted above, the Fund Managers may actively vary the asset mix in an effort to achieve the investment objectives of the Company.

3.14.2.12 Passive Management Objectives

The rate of return expected to be achieved through passive management of the assets in the Plan Fund will be based on the normal allocation of assets. The passive return shall be set equal to the sum of:

- 45.0% of the S&P 500 Index return for the year;
- 20.0% of the MSCI EAFE Index return for the year; and
- 35.0% of the Barclays Capital Aggregate Bond Index return for the year.

3.14.2.13 Rebalancing

The Company will direct the re-balancing of the assets in the component pooled funds, when it deems rebalancing to be appropriate.

3.14.2.14 Related Party Transactions

A Related Party is:

(a) the Company, acting as Plan Administrator,
(b) an officer, director or employee of the Company,
(c) the funding agent or person responsible for investing the assets of the Plan, or any officer, director or employee thereof,
(d) an association or trade union representing employees of the Company, or an officer or employee thereof,
(e) an employer who participates in the Plan, or an employee, officer or director thereof,
(f) the Plan Participant,
(g) a person (including spouse or child) directly or indirectly holding more than 10% of the voting shares of the Company,
(h) the spouse or child of (a) to (g),
(i) an affiliate of the Company,
(j) a corporation directly or indirectly controlled by a person in (a) to (h),
(k) an entity in which a person in (a), (b), (e) or (g), has a substantial investment (where "substantial investment" means more than 25% of the ownership interests in an unincorporated entity, more than 10% of the voting rights of a corporation or more than 25% of the shareholders' equity in a corporation) or,
(l) an entity with substantial investment in the Company.

Related Parties excludes government or a financial institution holding Plan assets if not the administrator.

The Company, acting as Plan Administrator, shall not, directly or indirectly:

- lend the assets of the Plan to a Related Party or invest those assets in the securities of a Related Party; or
- enter into a transaction with a Related Party on behalf of the Plan, subject to a minimum limit of $50,000 per transaction and a cumulative limit of $250,000 in a Plan's fiscal year.

Related Party transactions are acceptable provided they are necessary for the operation of the Plan and are purchased on terms and conditions that are at least as favourable for the Plan as are otherwise available.

3.14.2.15 Appendix - Economic Data

The investment consultant for SLIC's DB Plan has supplied the following economic data, including key rate duration (KRD) values:

SLIC DB Plan	Market Value ($000)	Duration	KRD 1 Yr	KRD 3 Yr	KRD 5 yr	KRD 10 Yr	KRD 20 Yr	KRD 30 Yr
Plan Actives	298,850	13.1	0.05	0.25	1.08	3.60	4.50	3.62
Plan Pensioners	437,475	7.8	0.20	0.52	1.35	2.85	2.22	0.66
Plan Total Liabilities	736,325	10.0	0.15	0.42	1.25	3.16	3.15	1.87

	Equity Indices		**Barclay's Capital U.S. Bond Indices**	
	S&P 500	**MSCI EAFE**	**Aggregate**	**Aggregate 10+ Year Maturity**
Expected Returns	6.50%	8.00%	2.30%	3.00%
Annualized Volatility	15.05%	16.88%	3.73%	10.02%
Duration	0.00	0.00	5.01	14.19
Skewness	-0.67	-0.77	-0.41	0.03
Kurtosis	4.22	4.51	4.82	5.56

	Equity Indices		**Barclay's Capital U.S. Bond Indices**	
Correlations	**S&P 500**	**MSCI EAFE**	**Aggregate**	**Aggregate 10+ Year Maturity**
S&P 500	1.00			
MSCI EAFE	0.79	1.00		
Aggregate	0.06	0.04	1.00	
Aggregate 10+ Year Maturity	-0.10	-0.05	0.90	1.00

SLIC DB PLAN: Top 10 Equity Holdings

Rank	Name	Beta	Rank	Name	Beta
1	General Electric	1.60	6	Caterpillar	2.00
2	Citigroup	0.99	7	Berkshire Hathaway	0.48
3	Exxon Mobil	0.49	8	Costco	0.79
4	Mead Johnson	0.75	9	Procter & Gamble	0.46
5	AT&T	0.60	10	Cisco Systems	1.18

SLIC DB Plan:

Portfolio Managers US Fixed Income	Current % Allocation	Expected Tracking Error (TE)	TE Volatility
Core Plus Managers	50%	1.2%	4%
DB Asset Management	50%	2.5%	5%
Benchmark	0%	0%	0%
Portfolio Managers US Equity	% Allocation	Expected Tracking Error (TE)	TE Volatility
Alpha Management	50%	2.5%	5%
Beyond Beta Group	50%	2.0%	5%
Benchmark	0%	0%	0%

3.14.3 DC Plan Proposal

Confidential

Date: March 15, 2018

Subject: SLIC Pension Plan Evaluation – DC Plan Proposal

To: Denise Henning, VP, HR

From: Oak Park Consulting Group

Oak Park Consulting has completed the report you requested concerning a possible replacement of SLIC's Defined Benefit Pension Plan with a Defined Contribution Plan. This memorandum serves as an executive summary of our analysis and recommendations:

1. In order to develop recommendations, we relied upon our extensive experience in the U.S. retirement market, as well as further research into the most common plan designs for Defined Contribution Plans. We have also taken into account your concerns with funding

and administrative costs.

2. Through our discussions with you and your staff, we understand that you are already aware of the pros and cons of converting from a DB to a DC Plan. We have summarized those points in the body of our report.

3. DB Plans have been decreasing in popularity over at least the past two decades, and traditional plans such as SLIC's are increasingly in the minority. Most major U.S. corporations already offer a DC Plan, either as a standalone pension plan or as a supplement to a traditional DB or cash balance DB plan.

4. Should SLIC decide to move forward with a DC Plan, we recommend that you consider the following parameters for the Plan:

    - Contribution rate range for participants: Allow contribution rates of 1% up to 8%, with SLIC matching contributions at half of the participant rate.

    - Investment options: As a new plan, we recommend SLIC start simply, offering a long-term bond fund, a domestic equity fund, and a short-term money market account. If participants do not select a choice when they enroll, default all contributions into the equity fund as it will provide the most growth. Oak Park has access to proprietary investment funds and can offer you full-service investment management.

    - Payout options: Participants should be offered the choice of a lump sum payout or an annuitization option. SLIC will need to project liquidity needs based on these considerations.

    - Participant communications: As this will be a big change for participants, it will be important for SLIC to appropriately convey information about the Plan. We believe it is best to focus on the positive attributes of a DC Plan for the participants, for example, their ability to direct their retirement funds into the investments of their choice.

    - Administrative considerations: While SLIC has expertise with DB Plan administration, the requirements to administer a DC Plan are quite different. Oak Park can offer SLIC full-service DC administration, based on our extensive experience in this area.

We look forward to the opportunity to work further with SLIC as you continue exploring implementation of a DC Plan.

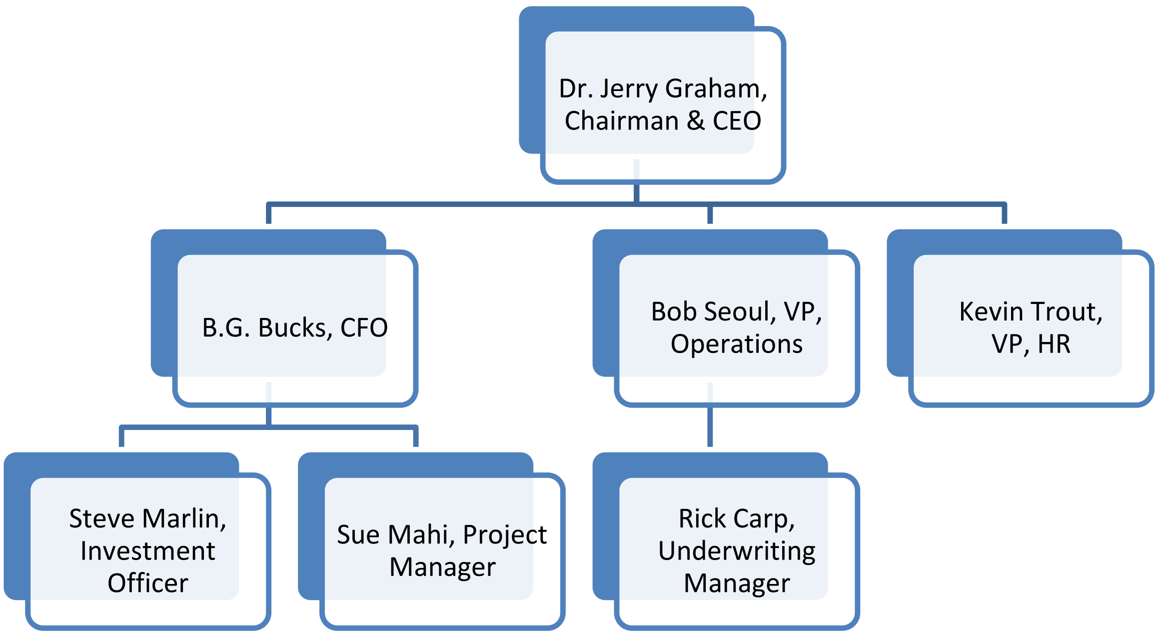
4 Health Insurance Companies

4.1 Background

AHA Health Insurance Company (AHA) is a national insurance company located in California with its home office in Los Angeles. AHA is wholly owned by Lyon Corporation.

4.2 Organization Chart

A simplified organization chart for AHA follows:



4.3 Employee Benefits

AHA Health provides basic life, health and disability benefits to its employees while they are employed by the company. For each employee who elects health coverage, AHA contributes 75% of the composite rate for the employee and his or her dependents; the employee is required to contribute the remaining 25%. AHA provides these health benefits on a self-insured basis.

The employee benefits do not continue after employees leave the company.

AHA Health sponsors a company-paid cash balance defined benefit pension plan for its employees.

4.4 Product Lines

AHA sells individual and group health insurance in California and 14 other states. It is in both the small and large group markets in all states. In addition, AHA has a small block of long term care (LTC) business with policyholders located all over the country.

Products are sold primarily by brokers, who maintain a relationship with AHA.

4.5 Product Structure

AHA's policies include comprehensive major medical coverage of hospital services, physician services, and prescription drugs. AHA's policies are sold to group customers as well as individuals via the Affordable Care Act exchange. In addition, the group policies also include dental coverage. Dental is offered as a rider to the medical policies.

4.6 Provider Networks & Medical Management

AHA has staff that negotiates with physician and hospital providers in each state in which it is licensed and continually monitors these provider networks. It has contracted with Networks 'R Us to use its provider networks when members need services outside of states in which it is licensed. In addition, AHA has contracted with Carefree Rx, a nationwide drug plan, to manage and administer its prescription drug coverage. Finally, AHA has a contract with Painless Dental to manage and administer its dental plans.

AHA has its own centralized medical management staff that administers its medical management policies consistently in all states in which it is licensed. AHA's staff continually reviews and revises policies to keep costs down and to keep up with the latest developments. Its vendors, Networks 'R Us, Carefree Rx, and Painless Dental, work with AHA to make sure their medical management policies do not conflict with those of AHA.

4.7 Operations

AHA has a claims system developed and maintained by a well-respected national vendor. AHA maintains a close relationship with this vendor to make sure that the system meets all of its needs.

AHA underwrites large group business coverage, using credibility rating. While the underwriting decision is systematically determined in most cases, the Senior Pricing Actuary makes the ultimate underwriting decision for the largest cases, relying on his extensive experience in the industry.

AHA's robust data collection process includes categorizing it in numerous different ways that allows all parts of the company to use the same database. For example, Medical Management can use the corporate database to determine which of its initiatives have been successful. Their data are used for actively monitoring claims experience, which results in up-to-date pricing and forecasting assumptions. In addition, their data is used for research and ad hoc financial analyses, group reporting, and financial reporting. In fact, the group reports have proved helpful in showing groups how to lower their costs.

4.8 Management/Culture

Lyon Corporation management has little experience in health insurance. As a result, they are content to allow the AHA management a great deal of autonomy. This arrangement has worked well in the past.

AHA's management tends to be aggressive and willing to take risks. AHA's stated risk limit is to maintain capital to achieve an AA rating. The fact that their business is spread over a large membership base in 15 states may give them a sense of security. AHA does not currently and has never had a CRO. The company has a risk committee with limited scope and authority that reacts to emerging risk as necessary, and different senior managers take on a CRO role as needed.

The risk committee issues reports as deemed necessary to affected Departments. Risks are managed in silos, relying on the expertise within each Department.

The management team has a generous incentive plan. AHA's plan criteria include membership growth, profitability, and quality of care. AHA's plan covers management staff from top management to frontline management. The goal is to have all management focused on the key drivers of success.

AHA is planning to implement a set of contingent compensation agreements for its brokers.

4.9 Affordable Care Act & Other Regulatory Issues

AHA's staff made all required system, product, underwriting, pricing, and administrative changes to be compliant with the Affordable Care Act (ACA). Due to the pressure on profit margin from the ACA minimum loss ratio rebates, AHA's management decided to freeze hiring of new staff. Instead, current AHA staff members have increased responsibilities in the post-ACA environment. As a result of natural attrition staffing levels remain inadequate, and staff morale and performance are strained.

AHA cancelled individual policies that were not compliant with the ACA. Although policyholders in all states were dissatisfied, about half of all policyholders in Nevada, California and Ohio cancelled their policies.

The company developed new billing and claim systems to administer its new ACA-compliant plans. These systems work properly for the most part, though occasionally longer-term employees, who were very capable in the pre-ACA environment, use them incorrectly because they do not understand how to use them in a post-ACA environment.

Next year, AHA will undergo its triennial audit by the California Department of Insurance. Management anticipates that there will not be any problems but this audit entails a substantial effort from Finance, Internal Audit, Actuarial, and other areas.

4.10 Statutory and Economic Capital

Statutory Capital

Statutory capital is allocated to the LOBs as follows. Each reporting period the Financial Reporting Department calculates the required statutory capital for each of the four lines of business (LOB): LTC, Individual, Small Group and Large Group. AHA currently targets an RBC of 600%, an A+ capital level. At the end of each reporting period, each LOB holds exactly its required capital which is achieved by the LOB transferring any excess statutory capital to the Corporate LOB or by receiving a statutory capital contribution from Corporate. Thus, Corporate invests statutory capital in the LOB and each period either receives returns or makes further investments in the LOB. AHA invests in liquid, highly rated bonds with asset/liability matching to support their health and LTC liabilities. Their investment returns are sufficient to support their pricing.

Economic Capital

AHA uses an internal Economic Capital Model. The model targets a total economic capital level that is calibrated to an AA financial strength. AHA defines the model economic capital required as being the capital required to protect AHA's policyholders in order to meet all of their claims with a confidence level of 99.0 percent over a one-year time horizon.

The Statutory and Economic Balance Sheets are independent of each other. The amount of assets assigned to a LOB is based on the required capital, either on an economic basis or a statutory basis. That is, the assets backing the liabilities on an economic basis are not the same as the assets allocated on a statutory basis.

Surplus in excess of 700% of RBC (which is 117% of the 600% target) is distributed to Lyon Corporation through a dividend annually at the end of the first quarter based on the year-end balance sheet. Surplus positions less than 500% of RBC (which is 83% of the 600% target) result in a capital contribution from Lyon Corporation or the issuance of Surplus Notes.

4.11 Future Considerations – ACA Impacts

AHA's claim experience varies by state and market (Individual, Small Group, Large Group, and LTC). Much of the ACA was implemented in 2014 including the Exchanges. AHA decided to participate in a few Exchanges as a pilot program. AHA is monitoring its experience to assess the effect of the ACA on its business. Exchanges offer some protection to participants, though the reinsurance and risk corridor programs expired at the end of 2016. However, any pricing error would be exploited very quickly for plans on the Exchange, so a large volume of underpriced new business could be sold very quickly. Also, a rate increase would take months to implement given the time-consuming rate approval process.

4.12 Acquisitions

AHA management is looking into one of two possible acquisition targets.

The primary target for purchase is Eureka Insurance Company (Eureka), a health insurance company domiciled in New York with its home office in Albany, NY. The driving force behind this potential acquisition is to help AHA enter a new market without having to build a lot of infrastructure. Initially, the Eureka management would remain in place to run the company and integration would proceed over several years. AHA management is putting together a due diligence team including staff from AHA finance, actuarial, marketing, and medical management.

Recently, AHA has become aware of another potential acquisition target, Columbia Health, and has just begun evaluating the company. Columbia is a small group health insurer, also located in New York.

Further information about both companies follows in the next two sections.

4.13 Report on Eureka Insurance Company

To: Dr. Jerry Graham, CEO
B.G. Bucks, CFO

From: Denise Codd, Risk Analyst

CONFIDENTIAL
Information for the following report has been developed through our review of Eureka public financial statements and preliminary discussions with Eureka management. More substantive due diligence is needed before any decision is made about proceeding with the acquisition.

4.13.1 Employee Benefits

Eureka provides basic life, health and disability benefits to its employees while they are employed by the company. These benefits do not continue after employees leave the company.

Eureka does not sponsor any pension or savings plans for its employees.

4.13.2 Product Lines

Eureka is in the small and large group medical and LTC markets in the state of New York. It does not participate in the ACA Exchanges. About 40% of Eureka’s large group premium represents employer groups with less than 101 employees. This business was reclassified as small group in 2016 due to the Affordable Care Act.

4.13.3 Product Structure

Eureka's products include LTC and comprehensive major medical coverage of hospital services, physician services, dental services, and prescription drugs. Dental is offered as a rider to medical.

Eureka is not writing any new LTC business. The closed LTC block remains on Eureka's financial statements with a low average lapse rate.

4.13.4 Provider Networks & Medical Management

Eureka has contracted with Networks 'R Us to use its provider networks for physician and hospital services. It also has contracts with Carefree Rx, a Prescription Benefit Management company (PBM), and Painless Dental to manage and administer Eureka's prescription drug and dental plans, respectively. In order to lower costs, it periodically puts its network contracts out to bid. While this may lower premiums it has been disruptive to members in the past.

Eureka uses the standard medical management from its vendors. The company has medical management staff that coordinate with the vendors' medical managers to ensure that the vendors meet New York requirements and that their policies are consistent with the Eureka product language.

4.13.5 Operations

Eureka has a "home grown" claims system that has performed well over the years. However, modifications are difficult and take time which has resulted in payment errors. Their controls in many areas differ from those of AHA and some are drastically different.

Similar to AHA, Eureka underwrites large group business coverage, but its procedures are very different. The ACA has brought the underwriting processes of the two companies closer together. As with AHA, Eureka uses credibility rating but has different points for determining whether a group is fully credible.

Eureka stores its data mainly at the group level and uses categories that allow it to do some detailed reporting to groups, pricing, monthly financial reporting and, of course, statutory reporting.

4.13.6 Management/Culture

Compared to AHA, the management of Eureka appears to be more conservative. However, since their company covers the entire state of New York, they have experience dealing in diverse markets (rural to cosmopolitan). As with AHA, the Eureka management team has a generous incentive plan but requirements for receiving incentive payments differ between the two companies. Finally, I would suggest that there are substantial cultural differences between the southern California AHA and the northeastern Eureka management teams.

Eureka does not have a CRO in place.

Eureka's incentive compensation plan only covers senior management and the incentives cover the direct responsibilities of each executive (e.g., the chief marketing officer is responsible for growth and the CFO is responsible for profitability). Eureka states that the goal of the plan is to make sure senior executives focus on their responsibilities and do not get sidetracked. Also, this type of plan ensures that management in the rest of the company does not make decisions directly affecting a given executive's area of the business.

4.13.7 Affordable Care Act & Other Regulatory Issues

Like AHA, the management of Eureka has implemented the ACA using only current staff. Eureka management determined that the pressure on margins as a result of the ACA minimum loss ratio requirements made it economically unfeasible to hire additional staff. It appears that the morale and performance of current staff has deteriorated over the past few years due to increased work responsibilities.

4.13.8 Statutory and Economic Capital

Statutory Capital

Eureka reports statutory results only at the level required by regulatory authorities and does not allocate capital back to the lines of business. Eureka invests in highly rated publicly traded bonds, private placements, and Commercial Mortgage-Backed Securities (CMBS) that are duration matched to its liabilities. The returns are adequate to support the pricing. However, the investments supporting its LTC liabilities are illiquid. An increase in LTC lapse rates would produce losses.

Economic Capital

Eureka has not yet developed an economic capital model.

4.14 Report on Columbia Health Insurance

To: Dr. Jerry Graham, CEO
B.G. Bucks, CFO

From: Denise Codd, Risk Analyst

CONFIDENTIAL

AHA has just started considering an acquisition of Columbia. The report which follows is based on publicly available information, as well as our own internal analysis of this potential target:

-Industry: Columbia operates solely in the small group health market. It offers group health products in most states in the U.S. It has tried to keep up with the changes driven by the Affordable Care Act, but this has proved to be difficult.

-Geography: Although Columbia is based in New York, it operates in almost all U.S. States. It focuses its efforts in smaller cities and towns where it perceives that there is less competition.

-Products: Columbia offers medical health insurance that reimburses patients for physician services and hospital emergency visits. Columbia does not offer prescription drugs.

-Distribution channels: Columbia negotiates contracts directly with external providers. It targets individual primary care doctors, who are sole practitioners; as a result, it appears that Columbia is able to negotiate more profitable arrangements than might otherwise be available. However, Columbia is unable to take a similarly strategic approach with hospitals due to concentration in that industry. Instead, it must operate within the same general cost parameters as the rest of the health insurance industry.

-Internal administration processes and systems: Columbia has contracted out all aspects of this function. Policyholders submit claims to an external third party administrator, and payments are processed by that company.

-Underwriting function: Most of Columbia’s underwriters have been with the company since its inception and have developed close relationships with their small business clients. For cases with unusual features, Columbia relies on its reinsurer for advice.

-Governance: Managed by its founder, Columbia is a very conservative company. The founder treats his employees as if they are family members. Their compensation is well above industry average and is totally fixed; there is no variable compensation. Columbia does not have an internal ERM function. It relies on external consultants for all regulatory considerations, such as valuation reports, economic capital, ORSA, and rate filings.

4.15 AHA Financial Statements

Multi-year financial statements are provided for each of the product lines and for AHA in total. Statements are provided on both a Statutory and an Economic basis. The Statutory and Economic balance sheets are independent of each other. The amount of assets assigned to a line of business is based on the required capital for each respective basis.

2016–2017 are actual results; 2018–2020 are projections.

LTC	**2016**	**2017**	**2018**	**2019**	**2020**
Statutory Income Statement (000s)					
Premiums net	540,517	605,379	678,024	759,387	850,514
Health benefits	178,371	202,802	228,833	258,192	289,175
General expenses	105,401	111,995	128,825	132,893	144,587
Total Expenses	**283,771**	**314,797**	**357,658**	**391,084**	**433,762**
Investment Income	**3,583**	**4,462**	**4,976**	**5,573**	**6,241**
Income Before Income Tax	**260,328**	**295,044**	**325,342**	**373,876**	**422,993**
Federal Income Tax	**91,115**	**103,266**	**113,870**	**130,856**	**148,048**
Net Income	**169,214**	**191,779**	**211,472**	**243,019**	**274,946**
Statutory Balance Sheet (000s)					
Total Assets	**224,585**	**252,443**	**282,736**	**316,664**	**354,664**
Liability for unpaid claims and claim adjustment expenses	58,106	66,592	74,583	83,533	93,557
Other Liabilities	31,350	34,507	38,647	43,285	48,479
Total Liabilities	**89,456**	**101,098**	**113,230**	**126,818**	**142,036**
Surplus	**135,129**	**151,345**	**169,506**	**189,847**	**212,628**
Total Liabilities and Surplus	**224,585**	**252,443**	**282,736**	**316,664**	**354,664**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	(154,735)	(175,563)	(193,311)	(222,678)	(252,164)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**233,662**	**263,153**	**295,269**	**331,303**	**371,734**
Economic Reserve	95,628	108,478	121,949	137,090	154,109
Required Economic Capital	125,130	140,448	157,641	176,937	198,595
Free Surplus	12,905	14,226	15,679	17,276	19,030
Total Liabilities and Surplus	**233,662**	**263,153**	**295,269**	**331,303**	**371,734**
Additional Metrics					
Enrollment (000s)					
Members	327	333	340	347	354
Member Months	3,528	3,631	3,738	3,847	3,960
Utilization (per 1,000 members)					
Physician Visits	2,088	3,049	3,049	3,049	3,049
Hospital Days	188	265	262	262	262

INDIVIDUAL	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums net	1,109,901	1,209,793	1,391,261	1,572,125	1,666,453
Health benefits	954,515	985,981	1,126,922	1,265,561	1,333,162
General expenses	205,332	211,714	246,949	259,401	266,632
Total Expenses	**1,159,847**	**1,197,695**	**1,373,871**	**1,524,962**	**1,599,795**
Investment Income	**7,424**	**9,163**	**9,943**	**11,435**	**12,921**
Income Before Income Tax	**(42,522)**	**21,261**	**27,334**	**58,599**	**79,580**
Federal Income Tax	**(14,883)**	**7,441**	**9,567**	**20,510**	**27,853**
Net Income	**(27,639)**	**13,820**	**17,767**	**38,089**	**51,727**
Statutory Balance Sheet (000s)					
Total Assets	**461,164**	**504,484**	**580,156**	**655,576**	**694,911**
Liability for unpaid claims and claim adjustment expenses	119,314	133,077	153,039	172,934	183,310
Other Liabilities	64,374	68,958	79,302	89,611	94,988
Total Liabilities	**183,689**	**202,035**	**232,341**	**262,545**	**278,298**
Surplus	**277,475**	**302,448**	**347,815**	**393,031**	**416,613**
Total Liabilities and Surplus	**461,164**	**504,484**	**580,156**	**655,576**	**694,911**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	55,137	11,153	27,600	7,127	(28,145)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**576,649**	**631,827**	**727,705**	**823,553**	**874,288**
Economic Reserve	234,938	259,211	299,022	338,946	360,395
Required Economic Capital	309,663	338,137	389,553	440,981	468,273
Free Surplus	32,048	34,479	39,129	43,626	45,619
Total Liabilities and Surplus	**576,649**	**631,827**	**727,705**	**823,553**	**874,288**
Additional Metrics					
Enrollment (000s)					
Members	269	277	305	320	326
Member Months	2,798	2,910	3,109	3,297	3,395
Utilization (per 1,000 members)					
Physician Visits	5,863	5,425	5,425	5,425	5,425
Hospital Days	528	472	467	467	467

SMALL GROUP	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums net	1,452,552	1,583,282	1,757,443	1,898,038	2,049,881
Health benefits	1,191,093	1,294,333	1,449,890	1,575,372	1,716,775
General expenses	268,722	277,074	311,946	313,176	327,981
Total Expenses	**1,459,815**	**1,571,407**	**1,761,836**	**1,888,548**	**2,044,756**
Investment Income	**9,894**	**11,992**	**13,013**	**14,445**	**15,600**
Income Before Income Tax	**2,631**	**23,867**	**8,619**	**23,935**	**20,725**
Federal Income Tax	**921**	**8,353**	**3,017**	**8,377**	**7,254**
Net Income	**1,710**	**15,513**	**5,603**	**15,558**	**13,471**
Statutory Balance Sheet (000s)					
Total Assets	**603,535**	**660,228**	**732,854**	**791,482**	**854,800**
Liability for unpaid claims and claim adjustment expenses	156,149	174,161	193,319	208,784	225,487
Other Liabilities	84,248	90,247	100,174	108,188	116,843
Total Liabilities	**240,397**	**264,408**	**293,493**	**316,972**	**342,330**
Surplus	**363,138**	**395,820**	**439,361**	**474,510**	**512,470**
Total Liabilities and Surplus	**603,535**	**660,228**	**732,854**	**791,482**	**854,800**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	28,274	17,169	37,938	19,591	24,490
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**787,253**	**862,542**	**958,815**	**1,037,025**	**1,121,613**
Economic Reserve	321,892	355,100	395,335	428,230	463,857
Required Economic Capital	416,156	454,402	505,265	546,635	591,391
Free Surplus	49,205	53,040	58,215	62,161	66,365
Total Liabilities and Surplus	**787,253**	**862,542**	**958,815**	**1,037,025**	**1,121,613**
Additional Metrics					
Enrollment (000s)					
Members	442	455	487	506	521
Member Months	4,770	4,958	5,159	5,416	5,631
Utilization (per 1,000 members)					
Physician Visits	5,159	4,774	4,774	4,774	4,774
Hospital Days	464	415	411	411	411

LARGE GROUP	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums net	2,530,940	2,733,415	2,924,754	3,129,487	3,348,551
Health benefits	2,125,989	2,323,403	2,522,600	2,738,301	2,946,725
General expenses	379,641	437,346	394,842	320,772	326,484
Total Expenses	**2,505,630**	**2,760,749**	**2,917,442**	**3,059,073**	**3,273,208**
Investment Income	**17,398**	**20,895**	**22,466**	**24,039**	**25,721**
Income Before Income Tax	**42,708**	**(6,439)**	**29,778**	**94,452**	**101,064**
Federal Income Tax	**14,948**	**(2,254)**	**10,422**	**33,058**	**35,372**
Net Income	**27,760**	**(4,185)**	**19,356**	**61,394**	**65,692**
Statutory Balance Sheet (000s)					
Total Assets	**1,051,605**	**1,139,834**	**1,219,622**	**1,304,996**	**1,396,346**
Liability for unpaid claims and claim adjustment expenses	272,076	300,676	321,723	344,244	368,341
Other Liabilities	146,794	155,805	166,711	178,381	190,867
Total Liabilities	**418,870**	**456,480**	**488,434**	**522,624**	**559,208**
Surplus	**632,735**	**683,354**	**731,188**	**782,372**	**837,138**
Total Liabilities and Surplus	**1,051,605**	**1,139,834**	**1,219,622**	**1,304,996**	**1,396,346**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	19,109	54,804	28,479	(10,211)	(10,925)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**1,226,366**	**1,331,886**	**1,427,438**	**1,529,840**	**1,639,584**
Economic Reserve	535,735	585,664	628,614	674,708	724,174
Required Economic Capital	623,877	675,153	723,877	776,113	832,115
Free Surplus	66,754	71,069	74,947	79,020	83,295
Total Liabilities and Surplus	**1,226,366**	**1,331,886**	**1,427,438**	**1,529,840**	**1,639,584**
Additional Metrics					
Enrollment (000s)					
Members	891	936	964	993	1,022
Member Months	10,157	10,759	11,082	11,414	11,757
Utilization (per 1,000 members)					
Physician Visits	4,690	4,340	4,340	4,340	4,340
Hospital Days	422	378	373	373	373

CORPORATE	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums net	0	0	0	0	0
Health benefits	0	0	0	0	0
General expenses	4,525	4,353	4,483	4,199	4,329
Total Expenses	**4,525**	**4,353**	**4,483**	**4,199**	**4,329**
Investment Income	**953**	**2,042**	**3,818**	**5,766**	**9,850**
Income Before Income Tax	**(3,572)**	**(2,311)**	**(665)**	**1,568**	**5,521**
Federal Income Tax	**(1,250)**	**(809)**	**(233)**	**549**	**1,932**
Net Income	**(2,322)**	**(1,502)**	**(432)**	**1,019**	**3,589**
Statutory Balance Sheet (000s)					
Total Assets	**102,769**	**193,705**	**292,567**	**499,757**	**617,773**
Liability for unpaid claims and claim adjustment expenses	0	0	0	0	0
Other Liabilities	0	0	0	0	0
Total Liabilities	0	0	0	0	0
Surplus	102,769	193,705	292,567	499,757	617,773
Total Liabilities and Surplus	102,769	193,705	292,567	499,757	617,773
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	52,216	92,437	99,294	206,171	266,745
Dividend/Capital Transfer (to)/from Lyon	0	0	0	0	(152,317)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	112,173	211,525	319,629	546,234	675,535
Economic Reserve	0	0	0	0	0
Required Economic Capital	101,330	191,380	289,641	495,759	614,067
Free Surplus	10,842	20,145	29,988	50,475	61,468
Total Liabilities and Surplus	**112,173**	**211,525**	**319,629**	**546,234**	**675,535**

TOTAL	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Premiums net	5,633,910	6,131,868	6,751,482	7,359,037	7,915,398
Health benefits	4,449,968	4,806,518	5,328,245	5,837,425	6,285,837
General expenses	963,620	1,042,482	1,087,044	1,030,441	1,070,014
Total Expenses	**5,413,588**	**5,849,000**	**6,415,289**	**6,867,866**	**7,355,851**
Investment Income	**39,251**	**48,555**	**54,216**	**61,257**	**70,335**
Income Before Income Tax	**259,573**	**331,423**	**390,409**	**552,429**	**629,882**
Federal Income Tax	**90,851**	**115,998**	**136,643**	**193,350**	**220,459**
Net Income	**168,723**	**215,425**	**253,766**	**359,079**	**409,424**
Statutory Balance Sheet (000s)					
Total Assets	**2,443,659**	**2,750,693**	**3,107,935**	**3,568,476**	**3,918,494**
Liability for unpaid claims and claim adjustment expenses	605,645	674,505	742,663	809,494	870,694
Other Liabilities	326,767	349,516	384,834	419,465	451,178
Total Liabilities	**932,412**	**1,024,022**	**1,127,498**	**1,228,959**	**1,321,872**
Surplus	**1,511,247**	**1,726,672**	**1,980,438**	**2,339,516**	**2,596,623**
Total Liabilities and Surplus	**2,443,659**	**2,750,693**	**3,107,935**	**3,568,476**	**3,918,494**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	0	0	0	0	0
Dividend/Capital Transfer (to)/from Lyon	0	0	0	0	(152,317)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**2,936,103**	**3,300,934**	**3,728,856**	**4,267,956**	**4,682,754**
Economic Reserve	1,188,193	1,308,454	1,444,921	1,578,973	1,702,536
Required Economic Capital	1,576,155	1,799,520	2,065,976	2,436,425	2,704,440
Free Surplus	171,754	192,959	217,959	252,558	275,778
Total Liabilities and Surplus	**2,936,103**	**3,300,934**	**3,728,856**	**4,267,956**	**4,682,754**
Additional Metrics					
Enrollment (000s)					
Members	1,928	2,001	2,095	2,165	2,224
Member Months	21,253	22,258	23,088	23,975	24,743
Utilization (per 1,000 members)					
Physician Visits	4,520	4,374	4,389	4,395	4,396
Hospital Days	407	381	377	378	378

2017 AHA Transactions with Providers (in $000s)

		Direct Medical Expense Payment
Capitation Payments		
1	Medical groups	$0
2	Intermediaries	$260,306
3	All other providers	$0
4	**Total capitation payments**	**$260,306**
Other Payments		
5	Fee-for-service	$1,152,391
6	Contractual fee payments	$3,393,821
7	Bonus/withhold arrangements: fee-for-service	$0
8	Bonus/withhold arrangements: contractual fee payments	$0
9	Non-contingent salaries	$0
10	Aggregate cost arrangements	$0
11	All other payments	$0
12	**Total other payments**	**$4,546,212**
13	**Total (line 4 + line 12)**	**$4,806,518**

AHA Premiums, Enrollment, and Utilization

		Comprehensive Hospital & Medical				
		Individual	Small Group	Large Group	Long Term Care	Total
Total Members at the end of:						
1.	Prior Year	269,059	441,637	891,008	326,622	1,928,325
2.	First Quarter, Current Year	269,981	434,586	904,609	319,641	1,928,818
3.	Second Quarter, Current Year	274,740	441,236	914,417	324,701	1,955,094
4.	Third Quarter, Current Year	274,903	445,861	918,183	330,277	1,969,225
5.	Fourth Quarter, Current Year	277,130	454,886	935,558	333,155	2,000,729
6.	Current Year Member Months	2,909,868	4,958,253	10,758,917	3,631,385	22,258,424
Total Members Ambulatory Encounters for Year:						
7.	Physician	1,315,503	1,972,558	3,891,142	922,535	8,101,738
8.	Non-Physician	78,404	113,619	219,460	10,609,147	11,020,631
9.	Total	1,393,907	2,086,178	4,110,602	11,531,681	19,122,368
10.	Hospital Patient Days Incurred	114,449	171,613	338,529	80,261	704,851
11.	Number of Inpatient Admissions	27,108	44,344	88,853	8,325	168,630
Premiums, Written and Earned (in $000s)						
12.	Health Premiums, Written	$1,209,793	$1,583,282	$2,733,415	$605,379	$6,131,868
13.	Life Premiums, Direct	$0	$0	$0	$0	$0
14.	Property & Casualty Premiums, Written	$0	$0	$0	$0	$0
15.	Health Premiums, Earned	$1,209,793	$1,583,282	$2,733,415	$605,379	$6,131,868
16.	Life Premiums, Earned	$0	$0	$0	$0	$0
17.	Property & Casualty Premiums, Earned	$0	$0	$0	$0	$0
Claims, Paid and Incurred (in $000s)						
18.	Amount Paid for Provision of Health Care Services	$972,218	$1,276,321	$2,294,803	$194,316	$4,737,658
19.	Amount Incurred for Provision of Health Care Services	$985,981	$1,294,333	$2,323,403	$202,802	$4,806,518

Member Ambulatory Encounters for Year - Per 1,000						
7.	Physician	5,425	4,774	4,340	3,049	4,368
8.	Non-Physician	323	275	245	35,058	5,941
9.	Total	5,748	5,049	4,585	38,107	10,309
10.	Hospital Patient Days Incurred	472	415	378	265	380
11.	Number of Inpatient Admissions	112	107	99	28	91
Premiums, Written and Earned - PMPM						
12.	Health Premiums, Written	$415.76	$319.32	$254.06	$166.71	$275.49
13.	Life Premiums, Direct	$0.00	$0.00	$0.00	$0.00	$0.00
14.	Property & Casualty Premiums, Written	$0.00	$0.00	$0.00	$0.00	$0.00
15.	Health Premiums, Earned	$415.76	$319.32	$254.06	$166.71	$275.49
16.	Life Premiums, Earned	$0.00	$0.00	$0.00	$0.00	$0.00
17.	Property & Casualty Premiums, Earned	$0.00	$0.00	$0.00	$0.00	$0.00
Claims, Paid and Incurred - PMPM						
18.	Amount Paid for Provision of Health Care Services	$334.11	$257.41	$213.29	$53.51	$212.85
19.	Amount Incurred for Provision of Health Care Services	$338.84	$261.05	$215.95	$55.85	$215.94

2017 AHA Experience by State

	NV	OR	WA	CA	IL	IN	NJ	MI
GROUP MEDICAL								
Small Group								
Direct Premium (in $000s)	$354,819	$72,009	$32,029	$333,920	$32,029	$156,738	$210,801	$56,335
Direct Claims (in $000s)	$314,206	$60,893	$28,254	$225,303	$26,062	$141,027	$192,177	$40,676
Direct Loss Ratio	88.6%	84.6%	88.2%	67.5%	81.4%	90.0%	91.2%	72.2%
Member Months	1,010,248	171,533	67,443	515,409	107,146	596,682	805,720	303,628
Earned Premium – PMPM	$351.22	$419.79	$474.90	$647.87	$298.93	$262.68	$261.63	$185.54
Incurred Claims – PMPM	$311.02	$354.99	$418.93	$437.13	$243.24	$236.35	$238.52	$133.97
Large Group								
Direct Premium (in $000s)	$544,276	$99,621	$57,366	$876,439	$372,179	$63,242	$456,409	$121,448
Direct Claims (in $000s)	$456,442	$93,213	$36,383	$748,709	$291,966	$60,137	$402,017	$106,142
Direct Loss Ratio	83.9%	93.6%	63.4%	85.4%	78.4%	95.1%	88.1%	87.4%
Member Months	2,191,676	286,438	169,195	3,044,310	1,600,783	266,709	1,792,747	694,243
Earned Premium – PMPM	$248.34	$347.79	$339.05	$287.89	$232.50	$237.12	$254.59	$174.94
Incurred Claims – PMPM	$208.26	$325.42	$215.04	$245.94	$182.39	$225.48	$224.25	$152.89
Total Group Medical								
Direct Premium (in $000s)	$899,095	$171,629	$89,395	$1,210,359	$404,208	$219,980	$667,210	$177,783
Direct Claims (in $000s)	$770,647	$154,105	$64,637	$974,011	$318,028	$201,164	$594,194	$146,818
Direct Loss Ratio	85.7%	89.8%	72.3%	80.5%	78.7%	91.4%	89.1%	82.6%
Member Months	3,201,924	457,971	236,639	3,559,719	1,707,929	863,390	2,598,467	997,871
Earned Premium – PMPM	$280.80	$374.76	$377.77	$340.02	$236.67	$254.79	$256.77	$178.16
Incurred Claims – PMPM	$240.68	$336.50	$273.15	$273.62	$186.21	$232.99	$228.67	$147.13
INDIVIDUAL MEDICAL								
Direct Premium (in $000s)	$271,135	$54,983	$24,517	$255,123	$24,517	$119,639	$161,113	$43,030
Direct Claims (in $000s)	$249,247	$46,450	$21,471	$161,790	$19,838	$107,416	$146,427	$31,088
Direct Loss Ratio	91.9%	84.5%	87.6%	63.4%	80.9%	89.8%	90.9%	72.2%
Member Months	592,889	100,669	39,581	302,479	62,881	350,176	472,856	178,191
Earned Premium – PMPM	$457.31	$546.17	$619.42	$843.44	$389.90	$341.65	$340.72	$241.48
Incurred Claims – PMPM	$420.39	$461.41	$542.46	$534.88	$315.49	$306.75	$309.67	$174.46

2017 AHA Experience by State

	SC	TN	TX	OH	GA	KY	WI	Total
GROUP MEDICAL								
Small Group								
Direct Premium (in $000s)	$11,358	$33,165	$52,700	$92,226	$106,309	$29,076	$9,768	$1,583,282
Direct Claims (in $000s)	$7,551	$24,601	$42,868	$78,673	$75,750	$26,062	$10,230	$1,294,333
Direct Loss Ratio	66.5%	74.2%	81.3%	85.3%	71.3%	89.6%	104.7%	81.8%
Member Months	48,443	133,334	236,961	414,227	406,809	104,866	35,804	4,958,253
Earned Premium - PMPM	$234.46	$248.74	$222.40	$222.64	$261.32	$277.27	$272.81	$319.32
Incurred Claims - PMPM	$155.87	$184.50	$180.91	$189.93	$186.21	$248.53	$285.72	$261.05
Large Group								
Direct Premium (in $000s)	$26,864	$840	$10,634	$13,712	$46,732	$23,506	$20,148	$2,733,415
Direct Claims (in $000s)	$31,572	$301	$6,014	$13,230	$43,299	$15,335	$18,643	$2,323,403
Direct Loss Ratio	117.5%	35.8%	56.6%	96.5%	92.7%	65.2%	92.5%	85.0%
Member Months	124,816	5,306	50,337	81,088	228,552	124,358	98,358	10,758,917
Earned Premium - PMPM	$215.23	$158.21	$211.25	$169.10	$204.47	$189.02	$204.84	$254.06
Incurred Claims - PMPM	$252.95	$56.67	$119.47	$163.16	$189.45	$123.31	$189.54	$215.95
Total Group Medical								
Direct Premium (in $000s)	$38,222	$34,004	$63,334	$105,937	$153,042	$52,582	$29,916	$4,316,696
Direct Claims (in $000s)	$39,123	$24,901	$48,882	$91,903	$119,049	$41,397	$28,873	$3,617,735
Direct Loss Ratio	102.4%	73.2%	77.2%	86.8%	77.8%	78.7%	96.5%	83.8%
Member Months	173,259	138,640	287,297	495,316	635,361	229,224	134,161	15,717,170
Earned Premium - PMPM	$220.61	$245.27	$220.45	$213.88	$240.87	$229.39	$222.98	$274.65
Incurred Claims - PMPM	$225.80	$179.61	$170.14	$185.55	$187.37	$180.60	$215.21	$230.18
INDIVIDUAL MEDICAL								
Direct Premium (in $000s)	$8,728	$25,351	$40,195	$70,438	$81,224	$22,238	$7,561	$1,209,793
Direct Claims (in $000s)	$5,685	$18,810	$32,600	$59,877	$57,700	$19,838	$7,742	$985,981
Direct Loss Ratio	65.1%	74.2%	81.1%	85.0%	71.0%	89.2%	102.4%	81.5%
Member Months	28,429	78,250	139,066	243,098	238,744	61,542	21,017	2,909,868
Earned Premium - PMPM	$307.02	$323.98	$289.03	$289.75	$340.21	$361.34	$359.75	$415.76
Incurred Claims - PMPM	$199.98	$240.38	$234.42	$246.31	$241.68	$322.35	$368.36	$338.84

4.16 Eureka Financial Statements

Financial statements are provided for Eureka in total. 2015 – 2017 are actual results.

TOTAL	**2015**	**2016**	**2017**
Statutory Income Statement (000s)			
Premiums net	1,449,283	1,460,556	1,472,408
Health benefits	1,209,507	1,198,706	1,217,317
General expenses	269,862	270,152	273,353
Total Expenses	**1,479,370**	**1,468,859**	**1,490,670**
Investment Income	**7,561**	**7,715**	**8,173**
Income Before Income Tax	**(22,525)**	**(588)**	**(10,090)**
Federal Income Tax	**(7,884)**	**(206)**	**(3,531)**
Net Income	**(14,641)**	**(382)**	**(6,558)**
Statutory Balance Sheet (000s)			
Total Assets	**367,736**	**371,410**	**366,831**
Liability for unpaid claims and claim adjustment expenses	155,798	160,661	161,965
Other Liabilities	84,058	83,252	83,927
Total Liabilities	**239,856**	**243,913**	**245,892**
Surplus	**127,880**	**127,498**	**120,939**
Total Liabilities and Surplus	**367,736**	**371,410**	**366,831**

2017 Eureka Transactions with Providers (in $000s)

		Direct Medical Expense Payment
Capitation Payments		
1	Medical groups	$0
2	Intermediaries	$0
3	All other providers	$0
4	**Total capitation payments**	**$0**
Other Payments		
5	Fee-for-service	$814,500
6	Contractual fee payments	$365,955
7	Bonus/withhold arrangements: fee-for-service	$456
8	Bonus/withhold arrangements: contractual fee payments	$456
9	Non-contingent salaries	$0
10	Aggregate cost arrangements	$0
11	All other payments	$17,340
12	**Total other payments**	**$1,198,707**
13	**Total (line 4 + line 12)**	**$1,198,707**

2017 Eureka Premiums, Enrollment, and Utilization

		Comprehensive Hospital & Medical Group Policies
Total Members at the end of:		
1.	Prior Year	428,748
2.	First Quarter, Current Year	432,042
3.	Second Quarter, Current Year	439,656
4.	Third Quarter, Current Year	439,917
5.	Fourth Quarter, Current Year	443,481
6.	Current Year Member Months	5,765,271
Total Members Ambulatory Encounters for Year:		
7.	Physician	2,085,105
8.	Non-Physician	117,600
9.	Total	2,202,705
10.	Hospital Patient Days Incurred	65,607
11.	Number of Inpatient Admissions	17,220

Premiums, Written and Earned (in $000s)

12.	Health Premiums, Written	$1,026,579
13.	Life Premiums, Direct	$0
14.	Property & Casualty Premiums, Written	$0
15.	Health Premiums, Earned	$1,026,579
16.	Life Premiums, Earned	$0
17.	Property & Casualty Premiums, Earned	$0

Claims, Paid and Incurred (in $000s)

18.	Amount Paid for Provision of Health Care Services	$823,176
19.	Amount Incurred for Provision of Health Care Services	$823,317

Member Ambulatory Encounters for Year - Per 1,000

7.	Physician	4,340
8.	Non-Physician	245
9.	Total	4,585
10.	Hospital Patient Days Incurred	137
11.	Number of Inpatient Admissions	36

Premiums, Written and Earned - PMPM

12.	Health Premiums, Written	$178.06
13.	Life Premiums, Direct	$0.00
14.	Property & Casualty Premiums, Written	$0.00
15.	Health Premiums, Earned	$178.06
16.	Life Premiums, Earned	$0.00
17.	Property & Casualty Premiums, Earned	$0.00

Claims, Paid and Incurred - PMPM

18.	Amount Paid for Provision of Health Care Services	$142.78
19.	Amount Incurred for Provision of Health Care Services	$142.81

2017 Eureka Experience by State

Total Group Medical	**NY**
Direct Premium (in $000s)	$1,026,579
Direct Claims (in $000s)	$823,317
Direct Loss Ratio	80.2%
Member Months	5,765,271
Earned Premiums - PMPM	$178.06
Incurred Claims – PMPM	$142.81

4.17 Correspondence

The memos and emails on the following pages provide further information about AHA's activities. Some of the correspondence relates to a potential acquisition of a closed block of long term care business, other correspondence relates to Eureka, and some relates to general business issues AHA is facing.

4.17.1 AHA Internal Memorandum – Confidential - Eureka Acquisition

Date: March 15, 2018

Subject: Eureka Acquisition

To: B. G. Bucks, CFO

From: Sue Mahi, MBA, Project Manager

I have been working with our consultant and broker on this project and I believe it is an important and exciting opportunity for our organization. Our consultant's actuaries and financial folks asked that I pass along several minor details that they have found while digging around in the publicly available data and financials. They say they need to look at these areas more closely during due diligence.

- They think the medical loss ratio is low.
- Broker fees and administrative costs are a bit high.
- Low surplus backed by illiquid assets.

None of these items are insurmountable, especially considering our financial strength and marketing expertise. As a result, I do not see any deal breakers here.

Again, I cannot stress enough the fact that this is an important and exciting opportunity.

4.17.2 AHA E-Mail - Underwriting Procedural Changes

Date: June 30, 2017

Subject: Underwriting Procedural Changes

To: B. G. Bucks, CFO

From: Rick Carp, U/W Manager

As we have discussed, the Underwriting staff is stretched pretty thin due to our involvement in new initiatives and the hold on hiring. As a result, we have proposed and you have approved procedural changes to keep things moving without increasing our risk.

- The actuarial department will give us trend assumptions and benefit relativities. We will not accept this data from other sources. We are seeing a lot of new benefit designs so the actuaries will be doing more for us than in the past. Also, I have not spoken with them about this since I wanted your opinion and support first.
- We will use discretion on rating cases.
- During busy times, we will have marketing do field underwriting on some of our simpler cases. The marketing staff is very enthusiastic about this idea.

Thank you for your approval. I’m sure these changes will make our underwriting process more efficient.

4.17.3 AHA E-Mail - New Claims Administration Update

Date: September 30, 2017

Subject: New Claims Administration System Update

To: B. G. Bucks, CFO; Adele Pike, FSA, Valuation Actuary;
Ron Haddock, Chief Marketing Officer

From: Bob Seoul, VP, Operations

Installation of the enhancements to our new claims system is going as well as can be expected. We have gotten a bit behind because some of the IT folks have been reassigned and our vendor found a software problem that will take a couple of weeks to fix.

I just wanted to remind all of you that the last time we performed maintenance on our system we were unable to pay claims for two weeks. As a result, I have approved overtime for the claims processors so that we can bring down our claims inventories as much as possible before we move to the new system. There will probably still be some delay in payments but we think we have minimized the impact.

Let me know if you have any questions.

4.17.4 AHA E-Mail - Data Breach

Date: October 24, 2017

Subject: Customer Data Integrity

To: Bob Seoul, VP Operations

From: B.G. Bucks, CFO

Bob,

I'm extremely concerned about the data breach that occurred this week in our individual health customer data base. You're aware that there are both serious financial implications for AHA and sensitive public relations issues as a result.

Your team needs to get on top of this right away –

- What do we need to do at this point to address the immediate problems resulting from the breach?
- How do we mitigate the risk of this situation occurring again in the future?

I'd like to meet on Wednesday to discuss the first item and to see your plans for responding to the second.

4.18 AHA Salaried Cash Balance Pension Plan

The following pages contain financial and demographic information about the AHA Salaried Cash Balance Pension Plan, as well as information about the Statement of Funding Policies and Procedures for the Plan and the Statement of Investment Policies and Procedures for the Plan.

The AHA cash balance plan is treated as a defined benefit plan for funding and regulatory purposes, but has some similarity to a defined contribution plan in that a participant's benefit is an account balance. However, AHA still assumes investment risk because the value of the cash balance account is not tied to the return actually earned on the plan's assets.

AHA, through its Board of Directors, has delegated responsibility for the day-to-day management of the Plan to the Vice-President, Human Resources and the Chief Financial Officer. The CFO's focus is on financial reporting and cash contribution requirements, the VP HR is largely responsible for all other activities.

4.18.1 Pension Plan - Benefit Provisions and Financial Information

The information on the following pages enumerates the current provisions of the Pension Plan and provides certain historical financial information.

AHA Salaried Cash Balance Pension Plan

Eligibility	Immediate
Vesting	100% after 3 years of plan membership
Normal Retirement Age	65
Compensation	Base salary plus bonus
Cash Balance Account	Participants have an initial balance of zero upon entering the plan. Pay credits of 10% of compensation per year shall be applied to a participant's cash balance account as of the last day of the plan year. A participant's cash balance account (determined as of the beginning of the plan year) shall be credited as of the last day of each plan year with the 30-year Treasury rate in effect as of the end of the plan year, but no less than 4.50%.
Benefit upon Separation from Service	Cash balance account as of date of separation
Form of Benefit	Single life annuity, if single; otherwise, actuarially equivalent 50% joint and survivor annuity
Optional Forms of Benefit	Lump Sum

AHA Cash Balance Pension Plan

Historical Actuarial Valuation Results

PARTICIPANT SUMMARY

		2013	2014	2015	2016	2017
Active Participants						
(a)	Count	1,814	1,821	1,830	1,837	1,845
(b)	Average Age	40.66	40.86	41.04	41.21	41.36
(c)	Average Service	6.06	6.21	6.35	6.48	6.60
(d)	Average Future Working Lifetime	24	24	24	24	24
(e)	Average Plan Earnings (prior year)	78,706	76,230	73,981	72,249	70,706
Deferred Vested Participants						
(a)	Count	0	0	0	0	0
Pensioners (incl beneficiaries)						
(a)	Count	280	289	298	313	324
(b)	Average Age	62.29	62.20	62.38	62.54	62.89
(c)	Average Annual Benefit	5,000	5,571	5,987	6,323	6,671

PLAN ASSETS (numbers in 000's)

		2013	2014	2015	2016	2017
Change in Plan Assets during Prior Year						
Market Value of Assets at January 1 of Prior Year		-	70,351	96,670	104,786	103,319
Employer Contributions during Prior Year		-	15,393	7,266	8,257	16,670
Benefit Payments during Prior Year		-	(7,220)	(8,191)	(7,812)	(8,652)
Expenses during Prior Year		-	(2,100)	(2,900)	(3,100)	(3,100)
Investment Return during Prior Year		-	20,246	11,941	1,188	15,508
Market Value of Assets at January 1 of Current Year		70,351	96,670	104,786	103,319	123,745
Rate of Return during Prior Year		0%	25%	10%	1%	12%
Average Portfolio Mix During Prior Year						
(a)	Domestic Large Cap Equities	0%	40%	43%	45%	44%
(b)	Domestic Small Cap Equities	0%	20%	23%	22%	22%
(c)	Domestic Fixed Income	0%	30%	25%	23%	24%
(d)	International Equities	0%	4%	4%	4%	4%
(e)	Real Estate	0%	4%	3%	4%	4%
(f)	Cash	0%	2%	2%	2%	2%
(g)	Total	0%	100%	100%	100%	100%
Asset Class Returns During Prior Year						
(a)	Domestic Large Cap Equities	0%	34%	8%	-6%	10%
(b)	Domestic Small Cap Equities	0%	44%	7%	-10%	15%
(c)	Domestic Fixed Income	0%	2%	1%	1%	3%
(d)	International Equities	0%	22%	-6%	0%	3%
(e)	Real Estate	0%	2%	30%	2%	8%
(f)	Cash	0%	0%	0%	0%	0%

AHA Cash Balance Pension Plan

Historical Actuarial Valuation Results

PPA RESULTS

			2013	2014	2015	2016	2017
1.	Funding Target						
	a.	Active participants	62,705	70,057	76,186	82,143	87,719
	b.	Deferred vested participants	-	-	-	-	-
	c.	Pensioners	15,710	18,524	20,930	23,632	26,178
	d.	Total	78,414	88,581	97,116	105,774	113,897
2.	Actuarial Value of Assets		70,351	96,670	104,786	103,319	123,745
3.	Shortfall/(Surplus): 1.d. - 2.		8,063	(8,089)	(7,670)	2,455	(9,848)
4.	Funding Standard Carryover Balance		-	-	-	-	-
5.	Prefunding Balance		-	-	-	-	-
6.	Target Normal Cost		14,036	15,356	15,928	16,264	17,200
7.	Net Shortfall Amortization Installment		1,357	-	-	406	-
8.	Minimum Required Contribution		15,393	7,266	8,257	16,670	7,352
9.	Funding Target Attainment Percentage		89.71%	109.13%	107.89%	97.67%	108.64%
10.	Adjusted Funding Target Attainment Percentage		89.71%	109.13%	107.89%	97.67%	108.64%
11.	Assumptions						
	a.	Effective Interest Rate	6.99%	6.82%	6.63%	6.46%	6.29%
	b.	Salary Scale	4.00%	4.00%	4.00%	4.00%	4.00%
	c.	Consumer Price Index	2.50%	2.50%	2.50%	2.50%	2.50%
	d.	Mortality	RP-2000 sex-distinct non-annuitant tables projected with Scale AA 15 years past the valuation date and RP-2000 sex-distinct annuitant tables projected with Scale AA 7 years past the valuation date				
	e.	Turnover	None				
	f.	Retirement Age	Age 65				
	g.	Proportion Married and Age Difference	100% unmarried				
	h.	Expenses	2,100	2,900	3,100	3,100	3,700
	i.	Asset Valuation Method	Market Value of Assets				
	j.	Actuarial Cost Method	Unit Credit				

FAS RESULTS

			2013	2014	2015	2016	2017
1.	Reconciliation of Funded Status at Valuation Date						
	a.	Accrued Benefit Obligation (ABO)	(120,008)	(120,328)	(152,065)	(153,752)	(161,320)
	b.	Projected Benefit Obligation (PBO)	(125,962)	(121,610)	(153,002)	(154,350)	(161,717)
	c.	Fair Value of Assets	70,351	96,670	104,786	103,319	123,745
	d.	Funded Status	(55,611)	(24,940)	(48,216)	(51,031)	(37,972)
	e.	Unrecognized Prior Service Cost/(Credit)	-	-	-	-	-
	f.	Unrecognized (Gain)/Loss	13,903	(16,637)	2,795	799	(8,013)
	g.	Accumulated Other Comprehensive (Income)/Expense	13,903	(16,637)	2,795	799	(8,013)
	h.	(Accrued)/Prepaid Benefit Cost	(41,709)	(41,578)	(45,422)	(50,232)	(45,985)
2.	Net Periodic Benefit Cost						
	a.	Service Cost	15,656	12,522	14,851	13,836	13,565
	b.	Interest Cost	4,894	5,876	5,964	6,376	6,705
	c.	Expected Return on Assets	(5,342)	(7,102)	(7,747)	(7,789)	(9,146)
	d.	Amortization of Unrecognized Prior Service Cost/(Credit)	-	-	-	-	-
	e.	Amortization of Unrecognized (Gain)/Loss	54	(185)	-	-	-
	f.	Net Periodic Benefit Cost	15,262	11,110	13,068	12,423	11,124
3.	Supplemental Data						
	a.	Employer Contributions	15,393	7,266	8,257	16,670	7,352
	b.	Benefit Payments	7,220	8,191	7,812	8,652	7,885
4.	Assumptions						
	a.	Discount Rate	4.00%	5.00%	4.00%	4.25%	4.25%
	b.	Interest Crediting Rate	4.50%	4.50%	4.50%	4.50%	4.50%
	b.	Return on Assets	7.50%	7.50%	7.50%	7.50%	7.50%
	c.	Salary Scale	4.00%	4.00%	4.00%	4.00%	4.00%
	d.	Consumer Price Index	2.50%	2.50%	2.50%	2.50%	2.50%
	e.	Mortality	RP-2000 / Scale AA Generational	RP-2014 / Scale MP-2014 Generational	RP-2014 adjusted to 2006/ Scale MP-2015 Generational	RP-2014 adjusted to 2006/ Scale MP-2015 Generational	RP-2014 adjusted to 2006/ Scale MP-2015 Generational
	f.	Turnover	None				
	g.	Proportion Married and Age Difference	100% unmarried				
	h.	Retirement Age	Age 65				
	i.	Expenses	Included in return on assets assumption				
	j.	Asset Valuation Method	Market value of assets				
	k.	Actuarial Cost Method	Projected Unit Credit				

PARTICIPANT RECONCILIATION

	Active	Annuitant	Total
2013	**1,814**	**280**	**2,094**
New Entrants	218		218
Non-Vested Term	(108)		(108)
Lump Sum Cashout	(84)		(84)
Retirement	(16)	16	-
Death	(3)	(7)	(10)
2014	**1,821**	**289**	**2,110**
New Entrants	219		219
Non-Vested Term	(63)		(63)
Lump Sum Cashout	(131)		(131)
Retirement	(14)	14	-
Death	(2)	(5)	(7)
2015	**1,830**	**298**	**2,128**
New Entrants	220		220
Non-Vested Term	(73)		(73)
Lump Sum Cashout	(116)		(116)
Retirement	(20)	20	-
Death	(4)	(5)	(9)
2016	**1,837**	**313**	**2,150**
New Entrants	220		220
Non-Vested Term	(67)		(67)
Lump Sum Cashout	(125)		(125)
Retirement	(17)	17	-
Death	(3)	(6)	(9)
2017	**1,845**	**324**	**2,169**

AGE-SERVICE CHART

Age		Service					
		<5	5-9	10-14	15-19	20+	Total
<25	# Participants	-	-	-	-	-	-
	Avg Salary	-	-	-	-	-	-
	Avg Cash Balan	-	-	-	-	-	-
25-34	# Participants	-	296	117	4	-	417
	Avg Salary	-	61,541	85,985	87,388	-	68,647
	Avg Cash Balan	-	221	828	36,245	-	737
35-44	# Participants	735	132	128	68	10	1,073
	Avg Salary	36,926	88,909	98,736	113,125	117,594	56,275
	Avg Cash Balan	31	409	869	2,760	76,424	1,063
45-54	# Participants	-	90	57	19	30	196
	Avg Salary	-	100,374	119,092	117,220	152,784	115,472
	Avg Cash Balan	-	677	2,354	10,235	28,675	6,377
55-64	# Participants	-	68	32	18	22	140
	Avg Salary	-	103,766	122,835	99,555	134,465	112,408
	Avg Cash Balan	-	927	4,325	9,176	37,360	8,489
65+	# Participants	-	16	3	-	-	19
	Avg Salary	-	104,936	111,371	-	-	105,952
	Avg Cash Balan	-	3,983	41,832	-	-	9,959
Total	# Participants	735	602	337	109	62	1,845
	Avg Salary	36,926	79,271	100,153	110,654	140,608	70,131
	Avg Cash Balan	31	510	1,799	6,351	39,458	2,209
	Avg Age	41.36					
	Avg Svc	9.32					
	Avg Salary	70,131					

INTEREST SENSITIVITY AND CASH FLOW

Rate	Active Liab	Pensioners Liab	Total Liab
4.50%	163,134	14,092	177,226
5.00%	151,786	13,345	165,130
5.50%	141,683	12,668	154,351
Duration (5.00%)	14	11	14
Convexity (5.00%)	328	210	319

Key Rate Durations

KRD	Active	Pensioner	Total
1	0.7	1.0	0.7
3	1.6	1.7	1.6
5	2.0	1.8	2.0
10	2.1	1.6	2.1
20	2.0	1.4	1.9
30	5.8	3.1	5.6
Total	14.1	10.7	13.9

Five Years ending Dec 31	Actives Cash Flow	Pensioners Cash Flow	Total Cash Flow
2021	41,870	5,543	47,413
2026	47,074	4,557	51,631
2031	46,766	3,747	50,513
2036	44,559	3,081	47,640
2041	41,518	2,533	44,051
2046	38,131	2,083	40,214
2051	34,614	1,712	36,326
2056	31,091	1,408	32,499
2061	27,050	1,126	28,176
2066	13,945	508	14,454
2071	5,036	162	5,198
2076	1,495	43	1,539
2081	354	10	363
2086	64	2	66
2091	9	0	9
2096	1	0	1

4.18.2 Statement of Funding Policies and Procedures - AHA Health

The Company has prepared a Statement of Funding Policies and Procedures ("Statement") to document the governance of the Plan. Extracts of the Statement are provided below.

4.18.2.1 Allocation of Responsibilities

The Company has delegated the management of Plan funding as follows:

The Company, acting through Management, will:

- Establish, review and amend, as required, the Statement of Funding Policies and Procedures;
- Select the Pension Consultant and the Actuary;
- Review funding reports prepared by the Actuary regarding the funding of the Plan; and
- Be responsible for the assumption or delegation of any responsibilities not specifically mentioned.

The Pension Consultant and Actuary will:

- Assist, as required, the Company in the preparation of the Statement of Funding Policies and Procedures;
- Present to the Company, as required by the Statement of Funding Policies and Procedures, reviews and reports regarding the funding of the Plan; and
- Comment to the Company on any changes in plan design, contribution flow or pension legislation that may affect the funding of the Plan.

4.18.2.2 Funding Policy Principles

The Company is the primary risk bearer under the Plan. As a result, the funding objective of the Company is the accumulation of assets which will secure the Plan's benefits in respect of service already rendered. The accumulation of assets should be reasonable, without significant volatility or further recourse to the Company's assets.

The Company believes management of the Plan on a going concern basis is the most suitable means to achieve these objectives.

4.18.2.3 Management of Risks

The Company has adopted the following policies to mitigate their risks:

- Going-concern valuations are to be prepared using best estimate assumptions adjusted to include margins for adverse deviation. The Company will consult with the Pension Consultant and Actuary regarding the adoption of margins for adverse deviation.
- Emerging experience will differ from the assumptions made for going-concern purposes. The Pension Consultant and Actuary will monitor emerging experience and recommend revisions to the going-concern assumptions as appropriate.
- Plan provisions are managed to mitigate, to the extent possible, demographic and economic

risks. Benefit improvements under the Plan will be made with due regard to the Plan's funded status.
- Investment activity will be carried out with due regard to the liability structure of the Fund, to the cash flow requirements of the Fund, and to the risks and rewards inherent in the defined benefit investments. The Statement of Investment Policies and Procedures documents the Company's policies regarding investment risk.

4.18.2.4 Funding Target

The funding target for the Plan is to have a funded ratio (assets divided by liabilities) of 100% on a going-concern basis.

4.18.2.5 Funding Risks

The Company bears the following funding risks:

- The Plan's demographic experience may differ from best-estimate assumptions.
- The Plan's economic experience may differ from best-estimate assumptions.
- The Plan's liabilities are debt-like in nature and have a long term to maturity. As a result of the current investment strategy and nature of the Plan's liabilities, there is the risk of an asset-liability mismatch.

4.18.3 Statement of Investment Policies and Procedures- Excerpts

The Company has also prepared a Statement of Investment Policies and Procedures (SIPP). Following are excerpts from the SIPP for the AHA Health Insurance Company's Pension Plan.

4.18.3.1 Investment Risk

- Investment risk is borne by the Company with respect to the guaranteed crediting rate.
- Going-concern surplus, subject to any legislative restrictions, can be applied against the Company's Normal Actuarial Cost.

4.18.3.2 Allocation of Responsibilities

The Company, acting through Management, will:

- Establish, review and amend, as required, the Statement of Investment Policies and Procedures;
- Select one or more fund managers ("Fund Managers"), the Pension Consultant and the Actuary;
- Select the Custodian to hold pension fund assets;
- Review the performance of the Fund and the Fund Managers at least annually; and
- Be responsible for the assumption or delegation of any responsibilities not specifically mentioned.

The Fund Managers will:

- Manage the asset mix and select securities within each Investment Fund Option, subject to applicable legislation and the constraints set out in this Statement.

The Pension Consultant and Actuary will:

- Assist, as required, the Company in the preparation of the Statement of Investment Policies and Procedures; and
- Comment to the Company on any changes in plan design or contribution flow that may affect the investment of assets.

The Custodian will:

- Fulfil the regular duties required by law of the Custodian in accordance with the Plan;
- Participate in annual reviews of the Statement of Investment Policies and Procedures;
- Present to the Company, at least annually, reviews and reports of investment performance of the Fund Managers;
- Provide the Company with monthly updates on the performance of the Fund Managers;
- Provide the Company with information, on an ongoing basis, about changes at the Fund Managers that could affect investment performance;
- Present to the Company, at least annually, reviews and reports of all investment Fund assets and transactions for the period;
- Monitor actual investments as appropriate to ensure compliance with the Pension Benefits Act; and
- Rebalance the Plan portfolios as requested by the Company.

4.18.3.3 Investment Objectives

- to preserve the capital;
- to provide sufficient funds to meet account withdrawals as they become due; and
- to maintain sufficient assets over actuarial requirements to meet unforeseen liabilities.

4.18.3.4 Rate of Return Objectives

- to achieve an average annual rate of return, net of investment expenses, of at least the funding valuation rate of return (currently 6.29%) per year, measured over moving, four-year periods;
- to achieve top third performance, relative to the peer group of fund managers, measured over moving, four-year periods;
- to exceed the passive benchmark for the Pension Fund by 1.00% per annum, measured on a four-year moving average basis; and
- to achieve at least the increase in the Consumer Price Index plus 3%, on a four-year moving average basis.

4.18.3.5 Asset Allocation Guidelines

The following normal policy allocation, and associated range for strategic deviation at any time, has been adopted by the Company:

Percentages of Fund at Market Value	**Normal**	**Minimum**	**Maximum**
Domestic Equities	40%	30%	50%
International Equities	20%	15%	25%
Domestic Fixed Income (duration of 5)	30%	15%	45%
Real Estate (Private)	4%	0%	8%
Private Equity	4%	0%	8%
Cash	2%	0%	4%

Within the ranges noted above, the Fund Managers may actively vary the asset mix in an effort to achieve the investment objectives of the Company.

4.18.3.6 Passive Management Objectives

The rate of return expected to be achieved through passive management of the assets in the Plan Fund will be based on the normal allocation of assets. The passive return shall be set equal to the sum of:

- 45.0% of the S&P 500 Index return for the year;
- 20.0% of the MSCI EAFE Index return for the year; and
- 35.0% of the Barclays Capital Aggregate Bond Index return for the year.

4.18.3.7 Rebalancing

The Company will direct the re-balancing of the assets in the component pooled funds, when it deems rebalancing to be appropriate.

4.18.4 Appendix: Economic Data

The investment consultant for AHA's Cash Balance DB Plan has provided the following information:

	Equity Indices		Barclay's Capital U.S. Bond Indices	
	S&P 500	**MSCI EAFE**	**Aggregate**	**Aggregate 10+ Year Maturity**
Expected Returns	6.50%	8.00%	2.30%	3.00%
Annualized Volatility	15.05%	16.88%	3.73%	10.02%
Duration	0.00	0.00	5.01	14.19
Skewness	-0.67	-0.77	-0.41	0.03
Kurtosis	4.22	4.51	4.82	5.56

	Equity Indices		Barclay's Capital U.S. Bond Indices	
Correlations	**S&P 500**	**MSCI EAFE**	**Aggregate**	**Aggregate 10+ Year Maturity**
S&P 500	1.00			
MSCI EAFE	0.79	1.00		
Aggregate	0.06	0.04	1.00	
Aggregate 10+ Year Maturity	-0.10	-0.05	0.90	1.00

AHA Cash Balance DB Plan:

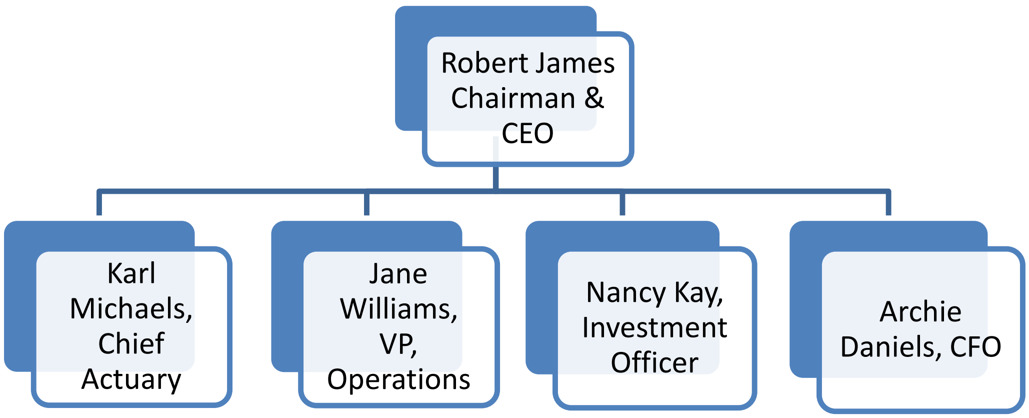
Fixed Income Portfolio Managers	**Current % Allocation**	**Expected Tracking Error**	**TE Volatility**
Reynolds Investors	50%	1.50%	3%
Sentinel Investments	50%	2.00%	4%
Benchmark	0%	0%	0%
Equity Portfolio Managers	**Current % Allocation**	**Expected Tracking Error**	**TE Volatility**
Equus Capital	50%	4.00%	5%
Premia Partners	50%	3.50%	7%
Benchmark	0%	0%	0%

5 Pryde Property & Casualty

5.1 Overview

Pryde is an Omaha, Nebraska-based U.S. general insurer with commercial and personal lines of business. It is 100% owned by Lyon Corporation. Pryde was originally an independent stock insurance company. After suffering losses over several years, Pryde agreed to be acquired by Lyon, which infused additional capital into Pryde.

A simplified organization chart for Pryde follows:



5.2 Major Lines of Business

Pryde's major lines of business are as follow:

- PERSONAL
  - Personal Auto
  - Personal Property
- COMMERCIAL
  - Commercial Multiple Peril
  - Workers Compensation

Pryde is licensed in all 50 states. The split of premium between commercial and personal lines is about 70%/30% respectively.

Pryde's business is geographically spread throughout the United States with its largest state (California) representing 17% of total premium volume. The next largest states include Texas, (6.0%); Georgia (5.5 %); Florida (5.4%); and Mississippi (5.3%). The 46 other jurisdictions constitute 61.3% of the total business, with no single state having a share greater than 5%.

Personal Auto

Pryde offers standard personal auto policies to individuals in every U.S. state. Its policies provide basic coverages: property damage, bodily injury, personal injury protection, collision and comprehensive. Pryde has not enhanced its coverage in recent years with any of the special features now commonly offered by other companies, such as accident forgiveness, new car replacement, and good driver rebates.

Personal auto policies are sold primarily through Pryde's captive sales force, which is led by sales directors responsible for selecting the product, managing the agency delivery system and serving the business in their territories. Agents are paid commissions, based on their level of sales. In addition to these captive agents, Pryde also receives some business through independent brokers.

Personal Property

Pryde offers homeowners and renters insurance to individuals and families in every U.S. state. The company's best-selling product is an all-perils policy designed for single family homes in upscale markets. Renters insurance and lower benefit basic homeowner coverage constitute a minor portion of the total personal property policies that Pryde sells.

The homeowners policies are sold primarily through the same captive sales force that sells the auto policies, along with some sales from independent brokers. Agents are encouraged to market both auto and homeowner policies to customers, with substantial discounts for clients who purchase both from Pryde.

Commercial Multiple Peril

Pryde sells a wide range of commercial multi-peril insurance policies. The policies may cover various types of business risk (business continuation, fraud, business automobiles, keyman insurance), risks to mechanical equipment, physical damage to business facilities, and general liability. Pryde is willing to work with customers to offer unusual coverages, as requested, and to bundle coverages in whatever combinations the client requests. The lack of standardization in the policies has made it difficulty to analyze the experience of this product accurately.

Over the past two years, the marketing area has pushed for innovative underwriting approaches that better recognize each individual client's risk and for new product features that are quite attractive to Pryde's potential customers.

Workers Compensation

Pryde's Workers Compensation policies provide typical coverage of medical expenses and loss of salary due to work-related injuries. Pryde's stated target market is upscale, low-risk companies. However, the actual mix of business has gradually trended toward a higher percentage of industrial enterprises. Pryde uses a simplified pricing model that does not distinguish between the type of company in setting premium rates. Furthermore, Pryde has not conducted formal experience studies focusing on whether the experience of these two types of customers is materially different.

Pryde utilizes the same agency force to sell its commercial products, but also receives business from general agents and brokers.

2017 data for the four lines is as shown:

Line	2017 Written Premium Direct	2017 Written Premium Net	2017 % of NPW	2017 Loss & LAE Ratio	12/31/17 Loss & LAE Reserves
Commercial MultiPeril	314,383	275,085	31.9	96.0	449,912
Workers Compensation	350,436	330,811	38.3	102.5	1,349,014
Personal Automobile	141,735	134,648	15.6	86.0	121,183
Personal Property	203,914	122,348	14.2	96.1	66,894
Totals	1,010,467	862,893	100.0	96.9	1,987,002

5.3 Exited Markets

Beginning in 2010, Pryde's previous management team followed a growth and acquisition strategy and decentralization of its personal lines operations, which led to rate inadequacy and adverse loss reserve development.

Pryde experimented with production sources and customer segments with which management was unfamiliar. The new markets contained customer groups who were much more price-conscious and claims-conscious than Pryde's traditional customers. Pryde subsequently exited these segments because of higher than expected growth and poor operating results. The financial losses from these experiments resulted in concern and greater scrutiny from the parent company, Lyon.

5.4 Production

Business is produced primarily through exclusive career agents on a national basis, with some additional business coming through independent agents and general agents. Pryde's strategy is centered on serving a broad range of customers in both personal and commercial lines of business. Customer service is rated highly as evidenced in consistently high customer retention levels.

5.5 Enterprise Risk Management

5.5.1 Risk and Capital Analysis

Pryde has approximately $3.5 billion in assets and $800 million in capital and surplus. Pryde retained Hawthorne Consulting in 2013 to guide the company in developing a "risk and capital" model to aid management in gauging the adequacy of overall capitalization of the company and allocating capital to lines of business.

Hawthorne recommended using a risk adjusted return on required capital (RAROC) approach and used VaR and TVaR to assess capital needs. Overall, Hawthorne's work showed that Pryde's current capital and surplus (at that time) exceeded the amount needed to support its businesses on a risk-adjusted basis. Based on that result, Pryde senior management has felt comfortable that capital continues to be more than adequate for the business.

5.5.2 ERM Process

Pryde maintains an informal approach to risk management. The CFO has been charged with assuring that all material risks are considered when the company's financials are developed. He is authorized to request analyses from the product business units as he deems appropriate.

Certain product lines do stress testing and scenario analysis to evaluate capital needs, but Pryde does not have a coordinated approach and allows each business unit to develop its own process and assumptions.

Based on recent communications from Lyon Corporation related to the creation of a Corporate ERM Department, Pryde senior management is aware that more scrutiny of its risk management process is to be expected. In preparation, the CFO has proposed that risk analysis task forces be designated for each of the following risks:

- Reserve risk
- Catastrophe risk
- Investment risk
- Operational risk
- Regulatory risk
- Pricing risk

5.6 Competitive Analysis

Pryde is undertaking a strategic analysis to inform the development of a risk appetite statement in alignment with the target competitive positioning of its four lines of business (LOBs).

The strategic analysis will deliver the following items:

1. An analysis of Strengths-Weaknesses-Opportunities-Threats (SWOT).

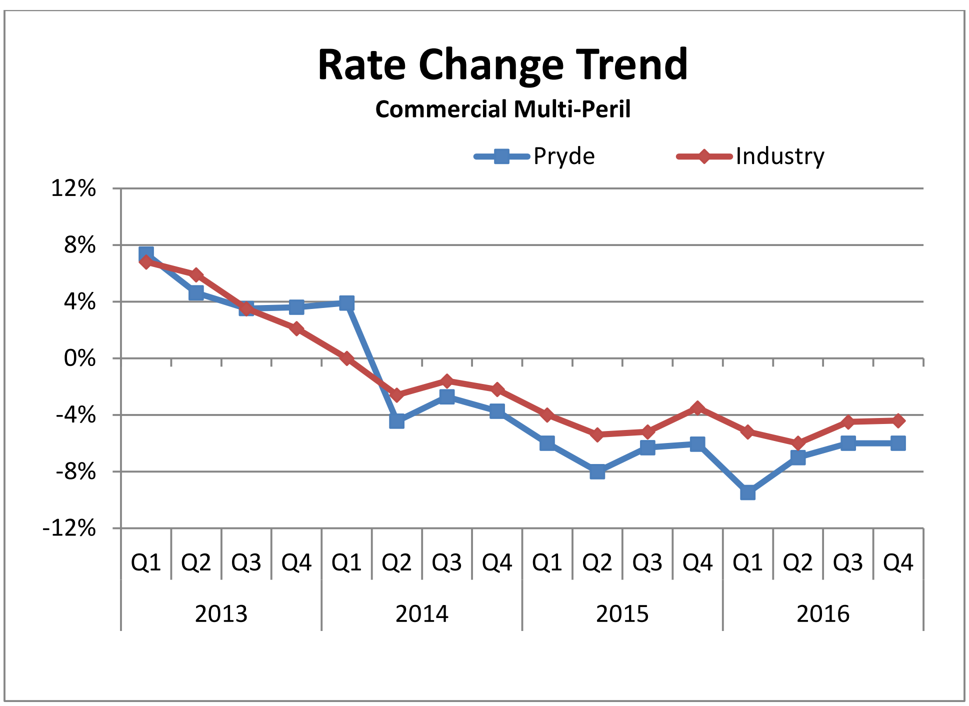
2. A Pryde competitive position scorecard, including each LOB's rank relative to the competition in terms of various metrics such as premiums, liabilities, LAE ratios, and return on equity (ROE); customer satisfaction survey results; and financial strength ratings from various rating agencies.
3. Suggested changes to consider for each LOB to improve or strengthen its market position, including the costs and benefits along with the advantages and disadvantages of making such changes.

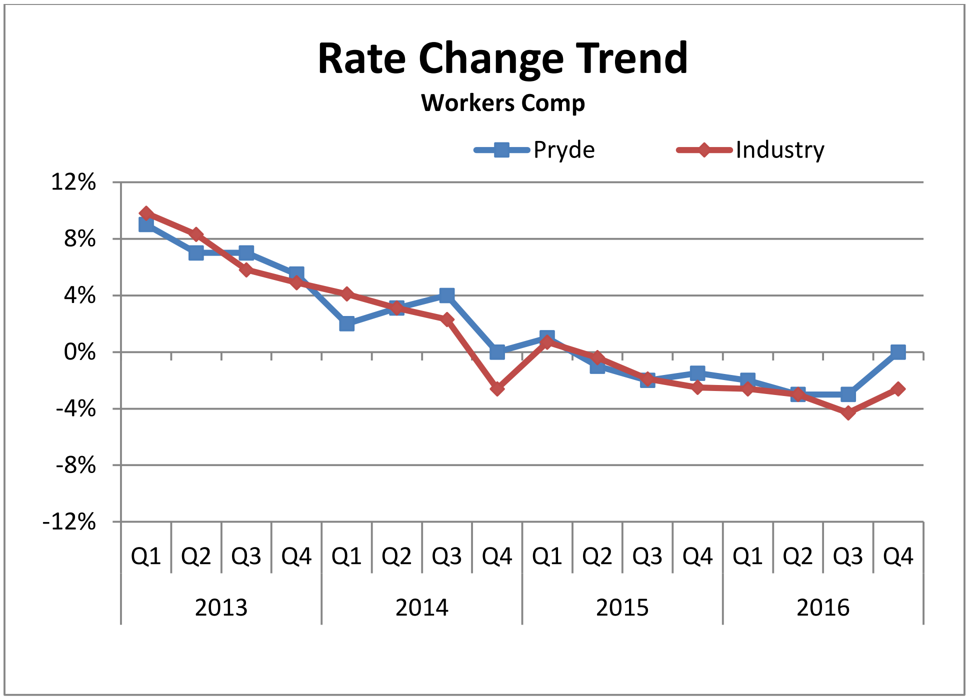
Based on some preliminary analysis, Pryde has identified certain aspects of the company that make it similar to a small company but other aspects that are consistent with a large company. Management believes this dual nature, rather than creating a lack of focus, allows Pryde to be more flexible in addressing challenges facing it.

Pryde's participation in four distinct LOBs has enabled it to efficiently provide centralized services such as information technology and human resources and to cross-train employees in the different aspects of each insurance market. The multiple lines have resulted in greater stability of earnings when some LOBs may have lower-than-expected earnings.

The analysis did raise some concerns, that either a lack of expertise or a lack of quality data may be the reason for adverse loss reserve development in recent years.

As part of the initial analysis, Pryde compiled the following rate trend data, showing the change in average premium rates, for its commercial lines:





5.7 Potential Acquisitions

As a result of a comprehensive strategic review, Pryde is considering acquiring either a block of business or an entire company. Pryde is aware of Lyon's principles for approval of any acquisition:

1. The acquisition should be strategic.
2. The acquisition should provide clearly identifiable benefits.
3. The risks involved in the integration must be clearly identified, along with appropriate risk management responses to be taken.

Pryde senior management has indicated that the following will be important as Pryde looks at target companies or blocks of business:

- Pryde should consider to what extent there is compatibility in terms of operations, technology, and culture.
- Pryde is willing to consider acquisitions outside the United States. It is recognized that this will involve additional complications, so there must be a good strategic basis for such a target.

In particular, the Personal Auto and Personal Property business areas have requested that Pryde senior management look into the possibility of international expansion of those product lines, as discussed in the following correspondence.

Date:	March 8, 2018
Subject:	Global Market Expansion
To:	Karl Michaels, Chief Actuary Archie Daniels, CFO
From:	Evan Rogers, VP, Personal Auto Department Liang Yuan, VP, Personal Property Department

We found the recent presentation on Pryde's strategic review to be extremely interesting and timely. Our two departments had already started discussions on how to respond to the competitive pressures we are facing in the personal auto and personal property product lines.

It is our opinion that an expansion into global markets is imperative if we wish to retain our position as a viable P&C insurer. Several of our competitors have entered the international markets over the past decade and, as a result, have seen increased growth and profitability.

We recognize, of course, that global expansion will result in many challenges for Pryde, as the company has never managed international business. Our suggestion is to put in place a task force, charged with evaluating how to consolidate the branches between global and domestic business.

As a starting point, we have developed an initial list of issues to be considered:

- The mode of reporting
- ERM at local level (that is, within each country) vs ERM at corporate level
- Financial reporting between international and global business (for example, if Pryde were to expand into China, Pryde would be required to report financial statements to the Chinese government, on their required basis).

We would like your agreement to proceed with staffing a global expansion evaluation task force.

5.8 Employee Benefits

Pryde provides basic life, health and disability benefits to its employees while they are employed by the company. These benefits do not continue after employees leave the company.

Pryde does not sponsor any pension or savings plans for its employees.

5.9 Financial Statements

Multi-year financial statements are provided for each of the product lines and for Pryde in total. Statements are provided on both a Statutory and an Economic basis. The Statutory and Economic balance sheets are independent of each other. The amount of assets assigned to a line of business is based on the required capital for each respective basis.

2016–2017 are actual results; 2018–2020 are projections.

PERSONAL AUTO	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Underwriting Income					
Premiums earned	189,348	151,479	136,667	140,768	144,991
Losses and loss adjustment expenses incurred	151,479	130,272	106,601	109,799	113,093
Expenses	**58,908**	**46,938**	**41,606**	**42,854**	**44,140**
Net Underwriting Gain (loss)	**(21,039)**	**(25,731)**	**(11,539)**	**(11,885)**	**(12,242)**
Investment Income	**12,979**	**10,840**	**9,048**	**8,886**	**9,153**
Income Before Income Tax	**(8,060)**	**(14,891)**	**(2,491)**	**(2,999)**	**(3,089)**
Federal Income Tax	**(2,015)**	**(3,723)**	**(623)**	**(750)**	**(772)**
Net Income	**(6,045)**	**(11,168)**	**(1,868)**	**(2,250)**	**(2,317)**
Statutory Balance Sheet (000s)					
Total Assets	**445,852**	**368,396**	**361,785**	**372,639**	**383,818**
Losses and loss adjustment expenses	136,331	121,183	106,601	109,799	113,093
Unearned Premium	84,155	67,324	69,344	71,424	73,567
Other Liabilities	47,800	37,836	39,526	40,712	41,933
Total Liabilities	**268,286**	**226,343**	**215,470**	**221,934**	**228,592**
Surplus	**177,567**	**142,053**	**146,315**	**150,704**	**155,226**
Total Liabilities and Surplus	**445,852**	**368,396**	**361,785**	**372,639**	**383,818**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	(38,347)	(24,345)	6,130	6,639	6,838
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**478,836**	**396,568**	**390,447**	**403,124**	**416,210**
Economic Reserve	286,797	242,866	232,061	239,911	248,023
Required Economic Capital	175,081	140,349	144,852	149,499	154,294
Free Surplus	16,958	13,353	13,534	13,714	13,893
Total Liabilities and Surplus	**478,836**	**396,568**	**390,447**	**403,124**	**416,210**

PERSONAL PROPERTY	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Underwriting Income					
Premiums earned	172,052	137,642	124,183	127,909	131,746
Losses and loss adjustment expenses incurred	139,362	132,205	96,863	99,769	102,762
Expenses	**50,469**	**40,375**	**37,806**	**38,940**	**40,108**
Net Underwriting Gain (loss)	**(17,779)**	**(34,938)**	**(10,485)**	**(10,800)**	**(11,124)**
Investment Income	**9,704**	**8,916**	**7,607**	**6,883**	**7,090**
Income Before Income Tax	**(8,075)**	**(26,022)**	**(2,878)**	**(3,917)**	**(4,034)**
Federal Income Tax	**(2,019)**	**(6,506)**	**(719)**	**(979)**	**(1,009)**
Net Income	**(6,056)**	**(19,517)**	**(2,158)**	**(2,938)**	**(3,026)**
Statutory Balance Sheet (000s)					
Total Assets	**366,710**	**309,725**	**280,232**	**288,639**	**297,299**
Losses and loss adjustment expenses	62,713	66,894	48,432	49,884	51,381
Unearned Premium	76,468	61,174	63,009	64,900	66,847
Other Liabilities	43,434	34,380	35,915	36,993	38,103
Total Liabilities	**182,614**	**162,448**	**147,356**	**151,777**	**156,330**
Surplus	**184,096**	**147,277**	**132,876**	**136,863**	**140,968**
Total Liabilities and Surplus	**366,710**	**309,725**	**280,232**	**288,639**	**297,299**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	12,117	(17,302)	(12,242)	6,924	7,132
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**443,842**	**375,245**	**340,155**	**351,036**	**362,262**
Economic Reserve	217,128	193,800	176,385	182,284	188,378
Required Economic Capital	205,451	164,655	148,821	153,560	158,449
Free Surplus	21,263	16,790	14,949	15,192	15,436
Total Liabilities and Surplus	**443,842**	**375,245**	**340,155**	**351,036**	**362,262**

COMMERCIAL MULTIPLE PERIL	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Underwriting Income					
Premiums earned	263,307	270,950	278,524	285,487	292,624
Losses and loss adjustment expenses incurred	213,279	260,112	208,893	214,115	219,468
Expenses	**76,359**	**78,575**	**77,987**	**79,936**	**81,935**
Net Underwriting Gain (loss)	**(26,331)**	**(67,737)**	**(8,356)**	**(8,565)**	**(8,779)**
Investment Income	**21,164**	**21,366**	**23,548**	**23,121**	**23,699**
Income Before Income Tax	**(5,167)**	**(46,372)**	**15,193**	**14,556**	**14,920**
Federal Income Tax	**(1,292)**	**(11,593)**	**3,798**	**3,639**	**3,730**
Net Income	**(3,875)**	**(34,779)**	**11,394**	**10,917**	**11,190**
Statutory Balance Sheet (000s)					
Total Assets	**878,771**	**958,734**	**941,325**	**964,858**	**988,979**
Losses and loss adjustment expenses	383,901	449,912	417,786	428,230	438,936
Unearned Premium	133,407	137,543	140,981	144,506	148,118
Other Liabilities	75,775	77,299	80,359	82,368	84,427
Total Liabilities	**593,084**	**664,754**	**639,126**	**655,105**	**671,482**
Surplus	**285,688**	**293,980**	**302,198**	**309,753**	**317,497**
Total Liabilities and Surplus	**878,771**	**958,734**	**941,325**	**964,858**	**988,979**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	10,849	43,071	(3,176)	(3,362)	(3,446)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**1,100,940**	**1,203,172**	**1,184,560**	**1,216,949**	**1,250,218**
Economic Reserve	734,831	826,289	796,991	819,536	842,710
Required Economic Capital	327,398	337,490	347,528	356,836	366,392
Free Surplus	38,711	39,393	40,041	40,578	41,116
Total Liabilities and Surplus	**1,100,940**	**1,203,172**	**1,184,560**	**1,216,949**	**1,250,218**

WORKERS COMPENSATION	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Underwriting Income					
Premiums earned	316,339	325,064	334,946	343,320	351,903
Losses and loss adjustment expenses incurred	262,561	333,190	264,608	271,223	278,003
Expenses	**87,940**	**90,642**	**92,976**	**95,301**	**97,683**
Net Underwriting Gain (loss)	**(34,162)**	**(98,769)**	**(22,637)**	**(23,203)**	**(23,783)**
Investment Income	**43,959**	**47,458**	**47,755**	**48,948**	**50,172**
Income Before Income Tax	**9,797**	**(51,311)**	**25,117**	**25,745**	**26,389**
Federal Income Tax	**2,449**	**(12,828)**	**6,279**	**6,436**	**6,597**
Net Income	**7,348**	**(38,483)**	**18,838**	**19,309**	**19,792**
Statutory Balance Sheet (000s)					
Total Assets	**1,767,189**	**1,951,944**	**1,944,260**	**1,992,867**	**2,042,688**
Losses and loss adjustment expenses	1,181,526	1,349,014	1,323,038	1,356,114	1,390,017
Unearned Premium	159,658	165,406	169,541	173,779	178,124
Other Liabilities	90,686	92,958	96,638	99,054	101,531
Total Liabilities	**1,431,869**	**1,607,377**	**1,589,217**	**1,628,947**	**1,669,671**
Surplus	**335,319**	**344,567**	**355,043**	**363,919**	**373,017**
Total Liabilities and Surplus	**1,767,189**	**1,951,944**	**1,944,260**	**1,992,867**	**2,042,688**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	174	47,732	(8,362)	(10,433)	(10,694)
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**2,055,081**	**2,280,086**	**2,275,976**	**2,339,573**	**2,404,927**
Economic Reserve	1,702,493	1,917,601	1,902,293	1,956,366	2,011,954
Required Economic Capital	317,212	326,650	337,291	346,451	355,858
Free Surplus	35,376	35,835	36,392	36,756	37,115
Total Liabilities and Surplus	**2,055,081**	**2,280,086**	**2,275,976**	**2,339,573**	**2,404,927**

CORPORATE	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Underwriting Income					
Premiums earned	0	0	0	0	0
Losses and loss adjustment expenses incurred	0	0	0	0	0
Expenses	**833**	**685**	**643**	**661**	**678**
Net Underwriting Gain (loss)	**(833)**	**(685)**	**(643)**	**(661)**	**(678)**
Investment Income	**(2,000)**	**(1,637)**	**(2,904)**	**(2,536)**	**(2,589)**
Income Before Income Tax	**(2,833)**	**(2,322)**	**(3,547)**	**(3,196)**	**(3,267)**
Federal Income Tax	**(708)**	**(581)**	**(887)**	**(799)**	**(817)**
Net Income	**(2,125)**	**(1,742)**	**(2,661)**	**(2,397)**	**(2,450)**
Statutory Balance Sheet (000s)					
Total Assets	**(67,334)**	**(118,231)**	**(103,241)**	**(105,406)**	**(107,687)**
Losses and loss adjustment expenses	0	0	0	0	0
Unearned Premium	0	0	0	0	0
Other Liabilities	0	0	0	0	0
Total Liabilities	**0**	**0**	**0**	**0**	**0**
Surplus	**(67,334)**	**(118,231)**	**(103,241)**	**(105,406)**	**(107,687)**
Total Liabilities and Surplus	**(67,334)**	**(118,231)**	**(103,241)**	**(105,406)**	**(107,687)**
Additional Balance Sheet Information					
Transfer from/(to) Lines	15,206	(49,156)	17,651	232	170
Dividend/Capital Transfer (to)/from Lyon	0	0	0	0	0
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**(70,801)**	**(124,379)**	**(108,661)**	**(110,993)**	**(113,448)**
Economic Reserve	0	0	0	0	0
Required Economic Capital	(63,698)	(112,083)	(98,079)	(100,347)	(102,733)
Free Surplus	(7,104)	(12,296)	(10,582)	(10,646)	(10,715)
Total Liabilities and Surplus	**(70,801)**	**(124,379)**	**(108,661)**	**(110,993)**	**(113,448)**

TOTAL	2016	2017	2018	2019	2020
Statutory Income Statement (000s)					
Underwriting Income					
Premiums earned	941,046	885,134	874,321	897,483	921,264
Losses and loss adjustment expenses incurred	766,681	855,778	676,964	694,906	713,326
Expenses	**274,508**	**257,216**	**251,018**	**257,692**	**264,544**
Net Underwriting Gain (loss)	**(100,143)**	**(227,861)**	**(53,661)**	**(55,114)**	**(56,606)**
Investment Income	**85,805**	**86,942**	**85,055**	**85,302**	**87,524**
Income Before Income Tax	**(14,338)**	**(140,919)**	**31,394**	**30,189**	**30,918**
Federal Income Tax	**(3,585)**	**(35,230)**	**7,848**	**7,547**	**7,729**
Net Income	**(10,754)**	**(105,689)**	**23,545**	**22,641**	**23,188**
Statutory Balance Sheet (000s)					
Total Assets	**3,391,189**	**3,470,568**	**3,424,362**	**3,513,597**	**3,605,098**
Losses and loss adjustment expenses	1,764,471	1,987,002	1,895,856	1,944,028	1,993,427
Unearned Premium	453,687	431,446	442,875	454,609	466,655
Other Liabilities	257,694	242,473	252,439	259,127	265,994
Total Liabilities	**2,475,853**	**2,660,922**	**2,591,170**	**2,657,763**	**2,726,076**
Surplus	**915,336**	**809,647**	**833,192**	**855,834**	**879,022**
Total Liabilities and Surplus	**3,391,189**	**3,470,568**	**3,424,362**	**3,513,597**	**3,605,098**
Additional Balance Sheet Information					
Surplus Transfer from/(to) Corporate	0	0	0	0	0
Dividend/Capital Transfer (to)/from Lyon	0	0	0	0	0
Economic Capital Balance Sheet (000s)					
Market Value of Assets	**4,007,897**	**4,130,691**	**4,082,478**	**4,199,689**	**4,320,169**
Economic Reserve	2,941,249	3,180,556	3,107,730	3,198,097	3,291,064
Required Economic Capital	961,444	857,060	880,414	905,999	932,260
Free Surplus	105,204	93,075	94,334	95,593	96,845
Total Liabilities and Surplus	**4,007,897**	**4,130,691**	**4,082,478**	**4,199,689**	**4,320,169**

5.10 Underwriting Results

Year	Net UW Income ($000)	Loss& LAE	Expense Ratios Net Comm	Other Exp.	Total Exp.	Comb Ratio
2013	-33,403	76.5	10.6	16.2	26.9	103.4
2014	-60,089	78.2	10.5	17.2	27.7	105.9
2015	-92,222	79.9	10.4	18.1	28.4	108.3
2016	-100,143	81.5	10.2	20.0	30.2	111.7
2017	-227,861	96.9	10.2	19.6	29.8	126.7
5-Yr Avg		82.6	10.4	18.2	28.6	111.2

Pryde has been challenged by adverse loss reserve development in recent years. In 2016, the company experienced a natural catastrophe loss.

	Original Loss Reserves	Developed Through 2016	Developed to Orig (%)
2012	1,301,526	1,518,881	16.7%
2013	1,425,693	1,562,559	9.6%
2014	1,561,466	1,712,928	9.7%
2015	1,684,697	1,844,743	9.5%
2016	1,764,471	1,923,273	9.0%
2017	1,987,002	1,987,002	

After reviewing experience for the most recent years, Pryde determined that reserves needed to be strengthened in 2017 and that the company may need to strengthen reserves further in future years.

The following email correspondence relates to Pryde's proposed participation in a Personal Auto experience study.

Date:	January 4, 2018
Subject:	Personal Auto Claim Study
To:	Robert James, CEO
From:	Karl Michaels, Chief Actuary

As you're aware, Pryde experienced poor Personal Auto financial results in 2016 because of a large reserve insufficiency. The year-end audit found claim experience to be significantly worse than pricing assumptions, which was made worse by various issues regarding the way Pryde has been administering its Personal Auto business. There has been great concern about this large loss.

My actuarial staff has made me aware of an industrywide claim study that will begin soon. They are recommending that we participate in it. The main goals of any claim study, whether in-house or industry-wide, would be to improve our reserve credibility as well as our product pricing. Additional benefits from the industry study would include access to information from other companies regarding their systems capabilities, underwriting standards, and claims handling practices.

Having information on the other study participants, even though companies will not be identified as to which ones are associated with particular practices or results, will give us a sense for where we stand with respect to our competition on these issues.

The study is seeking data on claims incurred between 1996 and 2011. In terms of year-end 2017 claim liabilities, I believe Pryde will be one of the smaller companies providing data.

One of the criteria for participating in the study is that the company has used reasonably consistent processes over the study period. Other than several years when our claims were impacted by economic recessions, we have had reasonable experience. Pryde made a major systems upgrade in 2004 that greatly improved our speed for paying of claims but otherwise we have made only minor changes in our processes related to its claims handling and payments since 1996.

Please let me know whether you approve of having Pryde participate in this Personal Auto claim study.

Karl Michaels
VP and Chief Actuary

5.11 Investment Income

Pryde has generally produced favorable investment yield from a predominantly fixed income portfolio that has outperformed industry composite averages. Invested assets are comprised primarily of a bond portfolio diversified among corporate, tax-exempts, and U.S. Government Obligations. The company's stated investment strategy is simple: preserve capital while maintaining the predictability of return on investment without incurring undue risk. Hence, the strategy focuses on fixed income rate investments held for long term investment. Affiliated investments relate to Pryde Services, a wholly-owned entity that provides services for Pryde Property & Casualty.

Asset Class	Assets (000s)
Long-term Bonds	1,625,878
Preferred Stock	147,808
Common Stock	177,369
Cash & short-term	192,149
Other non-affiliated inv asset	546,886
Investment in affiliates	266,053
Total invested assets	2,956,141

Asset Class	% of Total Bonds	Mkt Val to Stmt Val(%)	Avg. Maturity (Yrs)	Class 1 - 2 (%)	Class 3 - 6 (%)	Struc. Secur. (%)	Struc. Secur. (% of PHS)
Governments	22.3	1.8	4.7	100.0	...	...	...
States, terr & poss	28.8	1.0	7.1	100.0	...	71.1	37.2
Corporates	48.9	1.6	5.7	98.5	1.5	6.5	5.8
Total all bonds	100.0	1.5	5.9	99.2	0.8	23.6	43.0

5.12 Catastrophe Exposure

The group's primary catastrophe exposure stems from both hurricanes and earthquakes. However, these exposures are mitigated through excess of loss reinsurance, as well as catastrophe protection that has enabled the group to improve its net catastrophe leverage to a very manageable level. As a result, the group's estimated net probable maximum losses (PML) stemming from a combined 250-year hurricane and a 250-year earthquake depicted in a PML analysis represents approximately 5% of statutory capital and surplus, which is significantly less than the 10% limit set by the Chief Actuary years ago.

Along with the rest of the industry, Pryde experienced moderate catastrophe losses in both its personal and commercial property lines in 2015.

5.13 Reinsurance

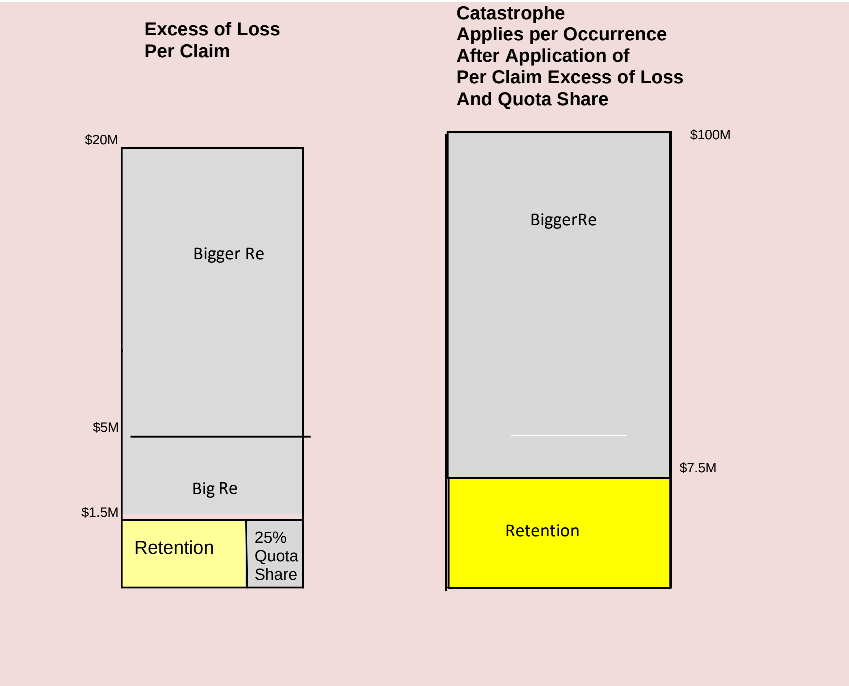
Pryde reinsures with high-quality reinsurers.

5.13.1 Property Risks

The following are the components of Pryde's reinsurance program for property risks:

- For the first $1.5 million of loss per claim, Pryde cedes 25% via a quota share treaty with Share Re.
- Pryde has a multi-line working layer excess-of-loss reinsurance treaty with Big Re, under which Pryde cedes up to $3.5 million of losses in excess of $1.5 million per claim, subject to a $7.5 million per occurrence aggregate limit.
- Pryde has additional coverage with Bigger Re, under which Pryde cedes up to $15 million of losses in excess of $5 million per claim.
- Pryde has a further property catastrophe cover with Bigger Re for aggregate losses net of reinsurance recoveries under its other treaties, in excess of $7.5 million per occurrence up to $100 million.

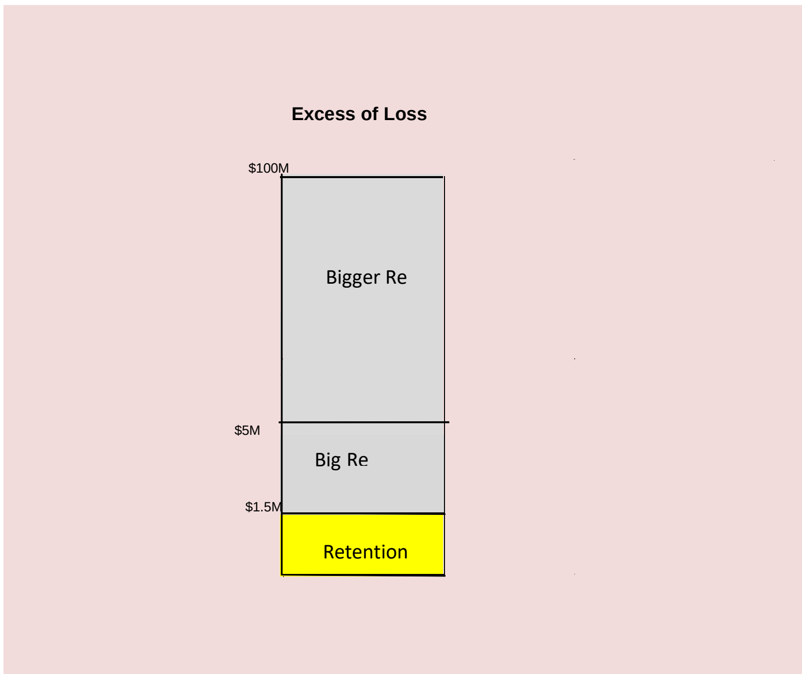
The diagram below depicts the coverage pictorially.



Big Re has informed Pryde that it wishes to reduce its per occurrence aggregate limit.

5.13.2 Casualty Risks

The multi-line working layer excess-of-loss treaty with Big Re includes coverage for up to $3.5 million of losses in excess of $1.5 million, subject to a $3.5 million per occurrence limit. An additional excess-of-loss treaty with Bigger Re covers losses in excess of $5.0 million, up to $100 million.



5.14 Statutory Capital

Statutory capital is allocated to the LOBs as follows. Each reporting period the Financial Reporting Department calculates the required statutory capital for each of the four lines of business (LOB): Personal Auto, Personal Property, Commercial Multi-Peril, and Commercial Workers Compensation. PRYDE currently targets an RBC of 350%, an A+ capital level. At the end of each reporting period, each LOB holds exactly its required capital which is achieved by the LOB transferring any excess statutory capital to the Corporate LOB or by receiving a statutory capital contribution from Corporate. Thus, Corporate invests statutory capital in the LOB and each period either receives returns or makes further investments in the LOB.

5.15 Total Available Capital

The proper assessment of an insurer's true financial strength requires appraisal of its total balance sheet on an integrated basis under a system that depends upon realistic values (economic values) and consistent treatment of both assets and liabilities, and that does not generate a hidden surplus or deficit. To convert the statutory capital figures to economic capital levels, adjustments are necessary. Statutory accounting principles deviate from economic valuations in several ways, including, but not limited to, the following:

- Acquisition Costs are not deferred
- Bonds in good standing are valued at amortized value--not market value
- Loss and loss adjustment expense reserves do not reflect the time value of money
- Carried statutory reserves do not reflect inherent reserve margins (e.g. carried reserves being redundant or deficient)

5.16 Rating Agency Review

The most recent Standard & Poor's rating for Pryde, determined in 2016, was an A-, reflecting the company's adequate capitalization and its nationally recognized position in its core business. Pryde's strong reputation and dedicated product and service capabilities have enabled it to sustain strong market penetration.

Partially offsetting these positive factors are the company's significant adverse reserve development on prior accident years, its dependence on reinsurance, and recent inconsistent operating results. S&P remains concerned over the potential for additional adverse loss reserve development and its impact on near-term operating performance and overall capitalization.

Pryde's overall capitalization as measured by S&P's capital model is adequate for its A- rating.

5.17 Economic Capital Model

As noted previously, Pryde had retained Hawthorne Consulting in 2013 to guide the company in developing a "risk and capital" model. Pryde wished to measure the risk adjusted return on capital (RAROC) by segment to aid in its business planning for 2014 and beyond. In support of these goals, Hawthorne advised on three underlying themes:

- Capital Productivity
- Capital Protection
- Capital Adequacy

Hawthorne's approach recognized that there is a trade-off between having enough capital to minimize insurance company failures and having the minimum amount of required capital so that excess capital can be deployed.

Economic capital should be what Pryde requires for ongoing operations and what it must hold in order to gain the necessary confidence of the marketplace, its policyholders, its investors, and its regulatory supervisors. The operations of Pryde, on the other hand, after the net effect of all the inherent risks, must yield a rate of return deemed reasonable by the providers of the insurer's capital.

Building on the work completed with Hawthorne, Pryde instituted a Dynamic Financial Analysis (DFA) process, as an attempt to measure enterprise risk and analyze its financial condition. Based on direction from the Lyon Corporate ERM Department, Pryde has further expanded its risk analysis and developed an internal Economic Capital Model. The model targets a total economic capital level that is calibrated to an AA financial strength. Pryde defines the model economic capital required as being the capital necessary to protect Pryde's policyholders in order to meet all of their claims on a VaR basis with a confidence level of 99.0 percent over a one-year time horizon.

The Statutory and Economic Balance Sheets are independent of each other. The amount of assets assigned to a LOB is based on the required capital, either on an economic basis or a statutory basis. That is, the assets backing the liabilities on an economic basis are not the same as the assets allocated on a statutory basis and then valued on an economic basis.

Surplus in excess of 400% of RBC (which is 114% of the 350% target) is distributed to Lyon Corporation through a dividend annually at the end of the first quarter based on the year-end balance sheet. Surplus positions less than 300% of RBC (which is 86% of the 350% target) result in a capital contribution from Lyon Corporation or the issuance of surplus notes.

5.18 Appendix

Consultant's Report: Executive Summary and Recommendations 9/30/13

Pryde has asked Hawthorne to consult and help in developing a "risk and capital" model that would aid management in gauging the adequacy of overall capitalization of the company and in allocating capital to target line of business or niche business segments to aid in its business planning for 2014 and beyond.

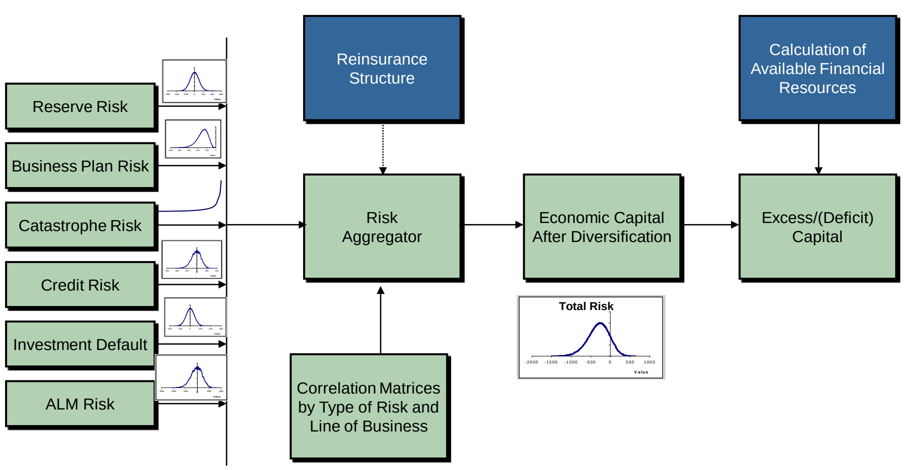
In considering the trade-off between having enough capital to minimize insurance company failures and having the minimum amount of capital so capital can be deployed, Hawthorne recommends a risk adjusted return on required capital (RAROC) approach in measuring returns. This approach considers both how much Pryde is earning on the capital that is committed to the business and how much capital is needed to ensure that policyholders are paid in the event of a stress scenario.

Economic capital is the capital required to buffer the policyholder from default up to a target solvency or rating standard (e.g. A.M. Best's). We estimated capital requirements for Pryde based on a 99.4% VaR risk metric (i.e., capital needed to assure that there is only a 0.6% chance all of the capital will be depleted). This is consistent with an A+ rating.

We used the following two risk metrics in gauging Pryde's Capital Needs:

- Value at Risk (VaR)
- Tail Value at Risk (TVaR)

Economic capital assessment was based on a multi-step process beginning with a bottom-up analysis of individual risks.



The first column below reflects how much stand-alone capital is needed per the 99.4% VaR for each risk separately. This totaled a sum of $1,132.6M of economic capital. In consideration of correlation and diversification effects, this sum is reduced by 15.0% resulting in a total needed capital of approximately **$962.4 Million.**

RISK TYPE	2012 STANDALONE ECONOMIC CAPITAL REQUIREMENTS	DIVERSIFIED CAPITAL AS A PERCENT OF STANDALONE	DIVERSIFIED ECONOMIC CAPITAL REQUIREMENTS
RESERVE	438.3	93.4%	409.4
BUSINESS PLAN	330.2	96.1%	317.3
CATASTROPHE	41.8	68.2%	28.5
CREDIT	138.3	93.7%	129.6
INVESTMENT	141.3	31.2%	44.1
ALM	42.7	78.6%	33.6
TOTAL	1,132.6	85.0%	962.4

5.18.1.1 Observations

Pryde's diversified economic capital requirement of $962.4 Million, compared to the available economic capital of $1,068.2 Million, places Pryde in a favorable capital position relative to the risk metrics utilized. Although one should note that the free surplus arises from diversification.

Further analysis should be performed on the relative performance of Pryde's four primary lines of business, to determine their marginal contributions to economic profit. We recommend the development of a RAROC analysis to determine where Pryde can most effectively focus its resources.

Note –Our analysis considers business plan risk as the uncertainty of deviating from the business plan targets/baselines.