

**16 C.F.R. Part 803 - Appendix**  
**NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS**

TRANSACTION NUMBER ASSIGNED

**FEE INFORMATION** (For Payer Only)

TAXPAYER IDENTIFICATION NUMBER \_\_\_\_\_  
 OR SOCIAL SECURITY NUMBER FOR NATURAL PERSONS

AMOUNT PAID \$ **280,000.00**

NAME OF PAYER (if different from PERSON FILING) Sixth Street Partners, LLC

WIRE TRANSFER  or CERTIFIED CHECK / MONEY ORDER ATTACHED

WIRE TRANSFER CONFIRMATION NO \_\_\_\_\_

FROM (NAME OF INSTITUTION) JP Morgan Chase Bank

IS THIS A CORRECTIVE FILING?  YES  NO CASH TENDER OFFER?  YES  NO BANKRUPTCY?  YES  NO

DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD?  YES  NO  
 (Grants of early termination are published in the Federal Register and on the FTC web site, www.ftc.gov)

(voluntary) IS THIS ACQUISITION SUBJECT TO NON-US FILING REQUIREMENTS?  YES  NO  
 IF YES, list jurisdictions:

**ITEM 1**

<b>1(a) PERSON FILING</b>	NAME	TSSP Adjacent Opportunities Partners (C), L.P.	
	HEADQUARTERS ADDRESS	Attn: Joshua Peck; Sixth Street Legal	
	ADDRESS LINE 2	2100 McKinney Ave., Suite 1500	
	CITY, STATE, COUNTRY	Dallas TX United States	
	ZIP CODE	75201	
	WEB SITE	www.sixthstreet.com	

**1(b) PERSON FILING NOTIFICATION IS**  an acquiring person  an acquired person  both

**1(c) PUT AN "X" IN THE APPROPRIATE BOX TO DESCRIBE THE PERSON FILING NOTIFICATION**  
 Corporation  Unincorporated Entity  Natural Person  Other (Specify) \_\_\_\_\_

**1(d) DATA FURNISHED BY**  
 calendar year  fiscal year (specify period): \_\_\_\_\_ (month/year) to \_\_\_\_\_ (month/year)

**1(e) PUT AN "X" IN THE APPROPRIATE BOX BELOW AND GIVE THE NAME AND ADDRESS OF THE ENTITY FILING NOTIFICATION, IF DIFFERENT THAN THE ULTIMATE PARENT ENTITY**

Not Applicable  This report is being filed on behalf of a foreign person pursuant to § 803.4.  This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

NAME	
ADDRESS	
CITY, STATE, COUNTRY	
ZIP CODE	

**1(f) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS, VOTING SECURITIES OR NON-CORPORATE INTERESTS ARE BEING ACQUIRED, IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)**

NAME	Sutton Holdings Investments, Ltd.	<input type="checkbox"/> Not Applicable
ADDRESS	c/o Maples Corporate Services (Bermuda) Limited, Cumberland House, 7th Floor, 1 Victoria St.	
CITY, STATE, COUNTRY	Hamilton Bermuda	
ZIP CODE	HM11	

PERCENT OF VOTING SECURITIES OR NON-CORPORATE INTERESTS THAT THE UPE HOLDS DIRECTLY OR INDIRECTLY IN THE ACQUIRING OR ACQUIRED ENTITY IDENTIFIED IN ITEM 1(f) 100 %

**1(g) IDENTIFICATION OF PERSONS TO CONTACT REGARDING THIS REPORT**

CONTACT PERSON 1	Steven J. Kaiser	CONTACT PERSON 2	Elise G. Lane
FIRM NAME	Cleary Gottlieb Steen & Hamilton LLP	FIRM NAME	Cleary Gottlieb Steen & Hamilton LLP
BUSINESS ADDRESS	2112 Pennsylvania Avenue, NW	BUSINESS ADDRESS	2112 Pennsylvania Avenue, NW
CITY, STATE, COUNTRY	Washington DC United States	CITY, STATE, COUNTRY	Washington DC United States
ZIP CODE	20037	ZIP CODE	20037
TELEPHONE NUMBER	202-974-1500	TELEPHONE NUMBER	202-974-1500
FAX NUMBER	202-974-1999	FAX NUMBER	202-974-1999
E-MAIL ADDRESS	skaiser@cgsh.com	E-MAIL ADDRESS	eglane@cgsh.com

**1(h) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF ISSUANCE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS (See § 803.20(b)(2)(iii))**

NAME	Same as 1(g), Contact Person 1
FIRM NAME	
BUSINESS ADDRESS	
CITY, STATE, COUNTRY	
ZIP CODE	
TELEPHONE NUMBER	
FAX NUMBER	
E-MAIL ADDRESS	

**ITEM 2****2(a) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRING PERSONS**

NAME	NON-REPORTABLE
TSSP Adjacent Opportunities Partners (C), L.P.	<input type="checkbox"/>

**LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRED PERSONS**

NAME	NON-REPORTABLE
Hopmeadow Cayman GP LLC	<input type="checkbox"/>

**2(b) THIS ACQUISITION IS (put an "X" in all the boxes that apply)**

- |  |   |
|--|---|
| <input type="checkbox"/> an acquisition of assets  | <input type="checkbox"/> a consolidation (see § 801.2)                        |
| <input checked="" type="checkbox"/> a merger (see § 801.2)   | <input type="checkbox"/> an acquisition of voting securities                  |
| <input type="checkbox"/> an acquisition subject to § 801.2 (e)   | <input type="checkbox"/> a secondary acquisition                              |
| <input type="checkbox"/> a formation of a joint venture or other corporation or unincorporated entity (see § 801.40 or § 801.50) | <input type="checkbox"/> an acquisition subject to § 801.31                   |
| <input type="checkbox"/> an acquisition subject to § 801.30 (specify type)   | <input checked="" type="checkbox"/> an acquisition of non-corporate interests |
|  | <input type="checkbox"/> other (specify)                                      |

**2(c) INDICATE THE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED (acquiring person only in an acquisition of voting securities)**

- \$50 million (as adjusted)
  \$100 million (as adjusted)
  \$500 million (as adjusted)
  25% (see Instructions) (as adjusted)
  50%
  N/A

<b>2(d)(i) VALUE OF VOTING SECURITIES ALREADY HELD (\$MM)</b>	<b>(v) VALUE OF NON-CORPORATE INTERESTS ALREADY HELD (\$MM)</b>	
\$	\$ 0	
<b>(ii) PERCENTAGE OF VOTING SECURITIES ALREADY HELD</b>	<b>(vi) PERCENTAGE OF NON-CORPORATE INTERESTS ALREADY HELD</b>	
%	0 %	
<b>(iii) TOTAL VALUE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)</b>	<b>(vii) TOTAL VALUE OF NON-CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)</b>	<b>(ix) VALUE OF ASSETS TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)</b>
\$	\$ 2,250	\$
<b>(iv) TOTAL PERCENTAGE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION</b>	<b>(viii) TOTAL PERCENTAGE OF NON-CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION</b>	<b>(x) AGGREGATE TOTAL VALUE (\$MM)</b>
%	100 %	\$ 2,250

**ITEM 3****3(a) DESCRIPTION OF ACQUISITION****ACQUIRING UPE(S)**

NAME TSSP Adjacent Opportunities Partners (C), L.P.  
 ADDRESS Attn: Joshua Peck; Sixth Street Legal  
 ADDRESS LINE 2 2100 McKinney Ave., Suite 1500  
 CITY, STATE Dallas TX  
 ZIP CODE, COUNTRY 75201 United States

**ACQUIRED UPE(S)**

NAME Hopmeadow Cayman GP LLC  
 ADDRESS Maples Corporation Services Limited  
 ADDRESS LINE 2 P.O. Box 309, Ugland House  
 CITY, STATE Grand Cayman  
 ZIP CODE, COUNTRY KY1-1104 Cayman Islands

**ACQUIRING ENTITY(S)**

NAME Sutton Holdings Investments, Ltd.  
 ADDRESS c/o Maples Corporate Services (Bermuda) Limited  
 ADDRESS LINE 2 Cumberland House, 7th Floor, 1 Victoria St.  
 CITY, STATE Hamilton  
 ZIP CODE, COUNTRY HM11 Bermuda

**ACQUIRED ENTITY(S)**

NAME Hopmeadow Holdings, LP  
 ADDRESS c/o Cornell Capital LLC  
 ADDRESS LINE 2 499 Park Avenue, 21st Floor  
 CITY, STATE New York NY  
 ZIP CODE, COUNTRY 10022 United States

**TRANSACTION DESCRIPTION**

Sutton Holdings Investments, Ltd. ("Parent"), Sutton Holdings Merger Sub, L.P. ("Merger Sub"), Hopmeadow Holdings, LP ("Company"), and Hopmeadow Holdings GP, LLC (on its own behalf, solely in respect of certain release and confidentiality provisions, and otherwise in its capacity as representative for the limited partner unitholders of the Company), have executed an Agreement and Plan of Merger (the "Merger Agreement") under the terms of which Merger Sub will be merged with and into the Company, with Company as the surviving entity in such merger. As a result of the merger, Parent will be deemed for HSR purposes to acquire 100% of the limited partnership interests of Company. (Sutton Holdings GP, LLC (a limited liability company of which Parent is the sole member) will be the general partner of the Company following the merger.) The purchase price payable pursuant to the Merger Agreement is \$2.25 billion, subject to certain adjustments and including a potential pre-closing dividend.

Hopmeadow Holdings, LP owns Talcott Resolution Life Insurance Company, a life insurance and annuity company.

The transaction is expected to close in the second quarter of 2021, subject to regulatory approvals and other customary closing conditions.

**3(b)** SUBMIT A COPY OF THE MOST RECENT VERSION OF THE CONTRACT OR AGREEMENT *(or letter of intent to merge or acquire)*

*(IF SUBMITTING PAPER, DO NOT ATTACH THE DOCUMENT TO THIS PAGE)*

ATTACHMENT NUMBER

**2**

**ITEM 4**

PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 (See *Item by Item instructions*). THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

**4(a)** ENTITIES WITHIN THE PERSON FILING NOTIFICATION THAT FILE ANNUAL REPORTS WITH THE SECURITIES AND EXCHANGE COMMISSION  None CENTRAL INDEX KEY NUMBER

**4(b)** ANNUAL REPORTS AND ANNUAL AUDIT REPORTS  None ATTACHMENT OR REFERENCE NUMBER

Item 4(b)-1 - 2019 Consolidated Financial Statements for TSSP Adjacent Opportunities Partners & Affiliates	5
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**4(c)** STUDIES, SURVEYS, ANALYSES, AND REPORTS  None ATTACHMENT OR REFERENCE NUMBER

Item 4(c)-1 - Presentation titled "Talcott Resolution: Business Overview - Select Information"	6
Item 4(c)-2 - Presentation titled "Talcott Resolution: Company Overview" prepared by Talcott	7

**4(d)** ADDITIONAL DOCUMENTS  None ATTACHMENT OR REFERENCE NUMBER

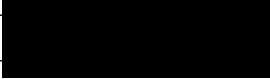
**ITEM 5**

**5(a) DOLLAR REVENUES BY NON-MANUFACTURING INDUSTRY CODE AND BY MANUFACTURED PRODUCT CODE**

Check None at the bottom of the page and provide explanation if you are not reporting revenue

6-DIGIT INDUSTRY CODE AND/OR 10-DIGIT PRODUCT CODE	DESCRIPTION	YEAR	TOTAL DOLLAR REVENUES (\$MM)
		2019	

Attachment:

525990	Other Financial Vehicles		Overlap
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NONE  (PROVIDE EXPLANATION)

**5(b)** COMPLETE ONLY IF ACQUISITION IS IN THE FORMATION OF A JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY

Not Applicable

**5(b)(i)** CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY HAS AGREED TO MAKE

Attachment:

**5(b)(ii)** DESCRIPTION OF CONSIDERATION THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL RECEIVE

Attachment:

**5(b)(iii)** DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL ENGAGE

Attachment:

**5(b)(iv)** SOURCE OF DOLLAR REVENUES BY 6-DIGIT INDUSTRY CODE (non-manufacturing) AND BY 10-DIGIT PRODUCT CODE (manufactured)

Attachment:

CODE	DESCRIPTION

**ITEM 6****6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION**

Attachment:

NAME	CITY	STATE	COUNTRY
Sutton Investments, LLC	Hamilton		Bermuda
TAO Sutton Holdings, LLC	Dallas	TX	United States
Sutton Holdings Investments, Ltd.	Hamilton		Bermuda

**6(b) HOLDERS OF PERSON FILING NOTIFICATION**

Attachment:

ISSUER/ UNINCORPORATED ENTITY	SHAREHOLDER/ INTEREST HOLDER	HQ ADDRESS	% HELD
TSSP Adjacent Opportunities Partners (C), L.P.	TSSP Adjacent Opportunities GenPar, L.P.	Attn: Joshua Peck Sixth Street Legal 2100 McKinney Ave., Suite 1500 Dallas, TX 75201	

**6(c)(i) HOLDINGS OF PERSON FILING NOTIFICATION**

Attachment:

UPE OF FILING PERSON	ISSUER/ UNINCORPORATED ENTITY	% HELD
None		

**6(c)(ii) HOLDINGS OF ASSOCIATES (ACQUIRING PERSON ONLY)**

Attachment:

TOP LEVEL ASSOCIATE	ISSUER/ UNINCORPORATED ENTITY	% HELD
None		



**ITEM 7**

## OVERLAP DOLLAR REVENUES

**7(a)** 6-DIGIT NAICS INDUSTRY CODE AND DESCRIPTION None

CODE	DESCRIPTION	PERSON / ASSOCIATE / BOTH

**7(b)(i)** LIST THE NAME OF EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

UPE OF OTHER FILING PERSON	ENTITY THAT OVERLAPS (IF DIFFERENT)

**7(b)(ii)** LIST THE NAME OF EACH ASSOCIATE OF THE ACQUIRING PERSON THAT ALSO DERIVED DOLLAR REVENUES  
(ACQUIRING PERSON ONLY)

TOP LEVEL ASSOCIATE	ENTITY THAT OVERLAPS (IF DIFFERENT)

**7(c)** GEOGRAPHIC MARKET INFORMATION FOR EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

CODE	GEOGRAPHIC MARKET INFORMATION

**7(d)** GEOGRAPHIC MARKET INFORMATION FOR ASSOCIATES OF THE ACQUIRING PERSON  
(ACQUIRING PERSON ONLY)

CODE	GEOGRAPHIC MARKET INFORMATION

**ITEM 8**

## PRIOR ACQUISITIONS (ACQUIRING PERSON ONLY)

NAICS Code			
Acquired Entity			
Former HQ Address			
Acquisition Type	<input type="checkbox"/> Securities	<input type="checkbox"/> Assets	<input type="checkbox"/> Non Corporate Interests      Date of Acquisition:
Notes	None		

**ENDNOTES**

ENDNOTE NUMBER	PERTAINING TO	ENDNOTE TEXT
1	ITEM 4	Item 4(b): The filer's financial statements have been prepared on a combined basis and include the accounts of various affiliated partnerships, including TSSP Adjacent Opportunities Partners (C), L.P. The filer stipulates that all applicable size tests are met for purposes of the HSR Act.
2	ITEM 4	Item 4(c): To the extent documents are responsive to both item 4(c) and item 4(d) they have been listed as 4(c).
3	ITEM 6	Item 6(a): The entities listed in Item 6(a) will be included within the filer at closing. In addition to the listed entities, filer is deemed to control for HSR Act purposes various holding companies and blockers that have been put in place to facilitate its investing business. These entities do not themselves own anything other than non-controlling interests in other entities.

**ATTACHMENTS**

AttachTotal: 7

ATTACHMENT NUMBER	ATTACHMENT DESCRIPTION		
1	Paper to Follow	DESCRIPTION	Declaration of Joshua Peck dated February 1, 2021
	ATTACHED TO ITEM		
2	Paper to Follow	DESCRIPTION	Item 3(b)-1 - Agreement and Plan of Merger dated as of January 18, 2021 by and among Sutton Holdings Investments, Ltd., Sutton Holdings Merger Sub., L.P., Hopmeadow Holdings, LP, and Hopmeadow Holdings GP LLC
	ATTACHED TO ITEM		
3	Paper to Follow	DESCRIPTION	Item 3(b)-2 - Limited Guarantee dated as of January 18, 2021 by TSSP Adjacent Opportunities Partners (C), L.P. and other related entities in favor of Hopmeadow Holdings, LP
	ATTACHED TO ITEM		
4	Paper to Follow	DESCRIPTION	Item 3(b)-3 - Regulatory Cooperation Agreement dated as of January 18, 2021 by and among Sutton Holdings Investments, Ltd., Sutton Holdings Merger Sub, L.P., Hopmeadow Holdings, LP, and TAO Insurance Holdings, LLC
	ATTACHED TO ITEM		
5	Paper to Follow	DESCRIPTION	Item 4(b)-1 - 2019 Consolidated Financial Statements for TSSP Adjacent Opportunities Partners and Affiliated Partnerships
	ATTACHED TO ITEM	ITEM 4: 4(b) ANNUAL REPORTS AND ANNUAL AUDIT REPORTS	
6	Paper to Follow	DESCRIPTION	Item 4(c)-1 - Presentation titled "Talcott Resolution: Business Overview - Select Information as of June 30, 2020" prepared by Talcott Resolution, dated October 23, 2020
	ATTACHED TO ITEM		
7	Paper to Follow	DESCRIPTION	Item 4(c)-2 - Presentation titled "Talcott Resolution: Company Overview" prepared by Talcott Resolution, dated November 11, 2020
	ATTACHED TO ITEM	ITEM 4: 4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS	


BEFORE THE UNITED STATES DEPARTMENT OF JUSTICE  
and  
THE FEDERAL TRADE COMMISSION

In the matter of notification filed	)	DECLARATION
under the Hart-Scott-Rodino Antitrust	)	PURSUANT TO
Improvements Act of 1976	)	16 C.F.R. § 803.5(b)

I, Joshua Peck, declare as follows:

1. I am Vice President of TSSP Adjacent Opportunities GenPar, L.P., the general partner of TSSP Adjacent Opportunities Partners (C), L.P. (“TAO C”).
2. An Agreement and Plan of Merger has been executed in respect of the transaction that is described in the attached HSR Notification and Report Form.
3. TAO C has the good faith intention to complete the transaction.
4. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on February 1, 2021.

By  \_\_\_\_\_  
Joshua Peck  
Vice President  
TSSP Adjacent Opportunities GenPar, L.P.

NAME OF PERSON FILING NOTIFICATION

DATE

**TSSP Adjacent Opportunities Partners (C), L.P.**

**February 1, 2021**

### CERTIFICATION

This **NOTIFICATION AND REPORT FORM**, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

**Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.**

NAME (Please print or type)

Joshua Peck

TITLE

Vice President, TSSP Adjacent Opportunities GenPar,  
L.P.

SIGNATURE



DATE

February 1, 2021



Bureau of Competition  
Premerger Notification Office

UNITED STATES OF AMERICA  
**FEDERAL TRADE COMMISSION**  
Washington, D.C. 20580

February 4, 2021

Miriam Silvestr  
Attorney  
Sidley Austin LLP  
1501 K Street NW  
Washington, DC 20005 USA

Re: Premerger Notification Transaction Number: 20211027  
Hopmeadow Cayman GP LLC

The Premerger Notification Office of the Federal Trade Commission and the Antitrust Division of the Department of Justice have received completed Notification and Report Forms from all parties with respect to the proposed acquisition by TSSP Adjacent Opportunities Partners (C), L.P. of certain noncorporate interests of Hopmeadow Holdings, LP from Hopmeadow Cayman GP LLC. The waiting period required by Section 7A(b)(1) of the Clayton Act, 15 U.S.C. Section 18a(b)(1), will commence and expire on the dates listed below, unless extended by a request for additional information or documentary material, pursuant to 16 C.F.R. Section 803.20, or, if requested by either person, early termination of the waiting period is granted pursuant to 16 C.F.R. Section 803.11.

Waiting Period Commences: February 1, 2021  
Waiting Period Expires: March 3, 2021 at 11:59pm

Has early termination been requested for this transaction: Yes

If the ET request status is incorrect, please contact the other party to the transaction. If you have any questions concerning this matter, please contact the Premerger Notification Office at [Premerger@ftc.gov](mailto:Premerger@ftc.gov).

Sincerely,

Karen E. Berg  
Staff Attorney