

QUARTERLY STATEMENT

OF THE

Commonwealth Annuity and Life Insurance Company

TO THE

Insurance Department

OF THE

STATE OF

**FOR THE QUARTER ENDED
MARCH 31, 2024**

LIFE, ACCIDENT AND HEALTH

FRATERNAL BENEFIT SOCIETIES

2024



LIFE, ACCIDENT AND HEALTH COMPANIES/FRATERNAL BENEFIT SOCIETIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2024

OF THE CONDITION AND AFFAIRS OF THE

Commonwealth Annuity and Life Insurance Company

NAIC Group Code 3891 3891 NAIC Company Code 84824 Employer's ID Number 04-6145677
(Current) (Prior)

Organized under the Laws of Massachusetts, State of Domicile or Port of Entry MA

Country of Domicile United States of America

Licensed as business type: Life, Accident and Health [X] Fraternal Benefit Societies []

Incorporated/Organized 12/30/2002 Commenced Business 01/31/1967

Statutory Home Office 20 Guest Street Brighton, MA, US 02135
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 20 Guest Street Brighton, MA, US 02135
(Street and Number) (City or Town, State, Country and Zip Code)
800-457-8803
(Area Code) (Telephone Number)

Mail Address 20 Guest Street Brighton, MA, US 02135
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 20 Guest Street Brighton, MA, US 02135
(Street and Number) (City or Town, State, Country and Zip Code)
800-457-8803
(Area Code) (Telephone Number)

Internet Website Address www.globalatlantic.com

Statutory Statement Contact Carrie Jo Thomas 515-393-3690
(Name) (Area Code) (Telephone Number)
carrie.thomas@gafg.com 508-460-2401
(E-mail Address) (FAX Number)

OFFICERS

President & Chairman Manu Sareen Chief Financial Officer David Allen Jacoby
Co-President, Individual Robert Michael Arena Jr. VP, Co-Secretary Carrie Jo Thomas
Markets

OTHER

<u>Anup Agarwal, Chief Investment Officer</u>	<u>Natalya Vasilyevna Belonozhko, Senior Vice President</u>	<u>Jason Alexander Bickler, MD, Chief Distribution Officer</u>
<u>Peter Charles Carlson, SVP, Appointed Actuary</u>	<u>Robert James Egan, Senior Vice President</u>	<u>Padma Elmgart, Chief Technology Officer</u>
<u>Kevin Anthony Felix, MD, President, Investments</u>	<u>Susan Lorraine Fiengo, Managing Director</u>	<u>Ilya Grigoryevich Finkler, Managing Director</u>
<u>Kathryn Lauren Freund, MD, GC, Co-Secretary</u>	<u>Risa Beth Gordon, SVP, Assoc. GC, Asst. Sec.</u>	<u>Jane Spanier Grosso, SVP, Controller</u>
<u>Jonathan Hecht, Managing Director</u>	<u>Brian Michael Hendry, Chief Audit Executive</u>	<u>Leah Marie Hoppe, Managing Director</u>
<u>Douglas Robert Jaworski, Senior Vice President</u>	<u>Jason Kao, Managing Director</u>	<u>Kevin Michael Kimmerling, SVP, Assoc. GC, Asst. Sec.</u>
<u>Victoria May Lau, Managing Director</u>	<u>Hanben Kim Lee, Executive Vice President</u>	<u>Emily Anne LeMay, Chief Operations Officer</u>
<u>Justin David MacNeil, MD, Assistant Treasurer</u>	<u>Tonya Rachele Maxwell, Senior Vice President</u>	<u>Juan Ignacio Mazzini, Managing Director</u>
<u>Woolf Norman Milner #, Interim Chief Risk Officer</u>	<u>Andrew Chilson Morse, Senior Vice President</u>	<u>Barrie Ribet Moskovich, Managing Director</u>
<u>Paula Genevieve Nelson, Managing Director</u>	<u>Daniel Patrick O'Shea, Chief Administrative Officer</u>	<u>Sarah Marie Patterson, MD, GC, Asst. Secretary</u>
<u>Michael Ryan Paulousky, SVP, Asst. Treasurer</u>	<u>Peggy Hiu Poon, Treasurer</u>	<u>Samuel Ramos, Chief Legal Officer, GC</u>
<u>Scott Joseph Robidoux, Senior Vice President</u>	<u>Edward Michael Root, Managing Director</u>	<u>Kelly June Rutherford, Managing Director</u>
<u>Erin Christine Schwerzmann, SVP, Assoc. GC</u>	<u>Lauren Taylor Scott, Senior Vice President</u>	<u>Andrew Mead Shainberg, Chief Compliance Officer</u>
<u>Gary Phillip Silber, MD, GC, Asst. Sec.</u>	<u>Whitney Elizabeth Sparks, Managing Director</u>	<u>Cheryl Renae Tibbits, Deputy Chief Financial Officer</u>
<u>Eric David Todd, Managing Director</u>	<u>Alireza Vaseghi, Managing Director</u>	<u>Christian Paul Walk #, SVP, Assoc. GC, Asst. Sec.</u>

DIRECTORS OR TRUSTEES

Robert Michael Arena Jr. Hanben Kim Lee Paula Genevieve Nelson
Manu Sareen Eric David Todd

State of Iowa SS:
County of Polk

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

DocuSigned by:
Manu Sareen
014C3A9769F145A
Manu Sareen
President

DocuSigned by:
Carrie Jo Thomas
01B83305A37F407
Carrie Jo Thomas
VP, Co-Secretary

DocuSigned by:
David Allen Jacoby
3036D7DB18A84AB
David Allen Jacoby
Chief Financial Officer

Subscribed and sworn to before me this 23rd day of April, 2024
Jennifer Coggins



- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	52,309,230,050		52,309,230,050	43,765,028,743
2. Stocks:				
2.1 Preferred stocks	66,822,625		66,822,625	64,664,764
2.2 Common stocks	3,619,674,286		3,619,674,286	3,668,380,718
3. Mortgage loans on real estate:				
3.1 First liens	15,366,499,375		15,366,499,375	14,436,434,883
3.2 Other than first liens.....	312,035,792		312,035,792	337,535,721
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 258,559,800), cash equivalents (\$ 2,859,100,423) and short-term investments (\$ 91,675,794)	3,209,336,017		3,209,336,017	4,723,731,583
6. Contract loans (including \$ premium notes)	570,392,412		570,392,412	575,566,367
7. Derivatives	438,785,955	29,126,388	409,659,567	334,574,596
8. Other invested assets	1,696,740,826		1,696,740,826	1,387,483,054
9. Receivables for securities	47,198,489		47,198,489	171,478,616
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	77,636,715,826	29,126,388	77,607,589,438	69,464,879,044
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	567,938,363		567,938,363	464,075,929
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	154,040		154,040	177,503
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	1,730,883		1,730,883	1,721,773
15.3 Accrued retrospective premiums (\$) and contracts subject to redetermination (\$)				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	4,880,955		4,880,955	1,176,737
16.2 Funds held by or deposited with reinsured companies	148,811,359		148,811,359	171,456,505
16.3 Other amounts receivable under reinsurance contracts	2,426,073,301		2,426,073,301	2,010,926,155
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				4,104,352
18.2 Net deferred tax asset	662,383,968	127,742,102	534,641,866	559,272,546
19. Guaranty funds receivable or on deposit	619,004		619,004	619,004
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				80,025,040
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	7,201,730,258	851,505	7,200,878,753	2,810,782,548
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	88,651,037,957	157,719,995	88,493,317,962	75,569,217,136
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	1,888,385,683		1,888,385,683	1,805,541,570
28. Total (Lines 26 and 27)	90,539,423,640	157,719,995	90,381,703,645	77,374,758,706
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Deposit Accounting Receivable	7,154,572,450		7,154,572,450	2,760,351,327
2502. Amounts recoverable from distribution channels	44,808,958		44,808,958	49,375,922
2503. Admitted Disallowed IMR	1,411,026		1,411,026	1,055,299
2598. Summary of remaining write-ins for Line 25 from overflow page	937,824	851,505	86,319	
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	7,201,730,258	851,505	7,200,878,753	2,810,782,548

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$17,086,397,236 less \$ included in Line 6.3 (including \$ 1,161,705,411 Modco Reserve)	17,086,397,236	16,687,732,352
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)	4,905,918,969	184,895,305
3. Liability for deposit-type contracts (including \$ Modco Reserve).....	840,909,729	764,271,391
4. Contract claims:		
4.1 Life	4,763,843	6,075,862
4.2 Accident and health	2,890,892	3,035,502
5. Policyholders' dividends/refunds to members \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends, refunds to members and coupons payable in following calendar year - estimated amounts:		
6.1 Policyholders' dividends and refunds to members apportioned for payment (including \$ Modco)	367,175	377,055
6.2 Policyholders' dividends and refunds to members not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ accident and health premiums	411,922	326,501
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including the liability of \$ accident and health experience rating refunds of which \$ is for medical loss ratio rebate per the Public Health Service Act		
9.3 Other amounts payable on reinsurance, including \$ 1,037,692,904 assumed and \$ 2,250,754,253 ceded	3,288,447,158	1,921,858,106
9.4 Interest Maintenance Reserve		
10. Commissions to agents due or accrued-life and annuity contracts \$ 292,496 , accident and health \$ 2,150 and deposit-type contract funds \$	294,646	289,394
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	14,046,390	12,259,030
13. Transfers to Separate Accounts due or accrued (net) (including \$ (5,492,460) accrued for expense allowances recognized in reserves, net of reinsured allowances)	(12,168,066)	(12,859,381)
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	(1,143,651)	(1,194,341)
15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses)	82,674,410	
15.2 Net deferred tax liability		
16. Unearned investment income	116,808	111,263
17. Amounts withheld or retained by reporting entity as agent or trustee	358,126	613,572
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	41,873,497	119,208,309
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$	576,104,100	182,919,078
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	412,558,638	371,359,543
24.02 Reinsurance in unauthorized and certified (\$) companies	1,767,788	1,518,471
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$) reinsurers	52,813,170,090	47,302,890,018
24.04 Payable to parent, subsidiaries and affiliates	60,932,380	
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance	253,579,791	258,549,909
24.08 Derivatives	92,605,679	129,376,692
24.09 Payable for securities	567,016,716	19,647,522
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	3,360,502,721	3,301,984,031
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	84,394,396,987	71,255,245,184
27. From Separate Accounts Statement	1,888,385,683	1,805,541,570
28. Total liabilities (Lines 26 and 27)	86,282,782,670	73,060,786,754
29. Common capital stock	2,526,000	2,526,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes	1,045,000,000	1,045,000,000
33. Gross paid in and contributed surplus	3,965,011,004	3,965,011,004
34. Aggregate write-ins for special surplus funds	44,999	44,999
35. Unassigned funds (surplus)	(913,661,028)	(698,610,051)
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ in Separate Accounts Statement)	4,096,394,975	4,311,445,952
38. Totals of Lines 29, 30 and 37	4,098,920,975	4,313,971,952
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	90,381,703,645	77,374,758,706
DETAILS OF WRITE-INS		
2501. Deposit contracts payable	2,951,806,073	2,954,954,460
2502. Derivatives collateral	406,825,192	344,834,264
2503. Modco SA expense allowance	1,838,608	2,080,958
2598. Summary of remaining write-ins for Line 25 from overflow page	32,848	114,349
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,360,502,721	3,301,984,031
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401. Annuity mortality fluctuation reserve	44,999	44,999
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	44,999	44,999

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	5,721,331,824	(1,213,622,712)	2,155,129,009
2. Considerations for supplementary contracts with life contingencies	736,353	831,360	3,543,770
3. Net investment income	885,788,927	670,944,914	2,958,236,659
4. Amortization of Interest Maintenance Reserve (IMR)	(1,603,978)	89,460	(109,608)
5. Separate Accounts net gain from operations excluding unrealized gains or losses	117,802	116,516	33,408
6. Commissions and expense allowances on reinsurance ceded	123,189,143	193,899,178	1,129,664,133
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	9,351,654	8,948,728	25,159,779
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	48,596,521	69,269,546	194,609,899
9. Totals (Lines 1 to 8.3)	6,787,508,246	(269,523,010)	6,466,267,049
10. Death benefits	18,022,960	13,351,826	55,823,914
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	68,337,312	51,853,026	303,484,421
13. Disability benefits and benefits under accident and health contracts	5,006,857	6,681,975	24,043,757
14. Coupons, guaranteed annual pure endowments and similar benefits	7,991	7,745	37,304
15. Surrender benefits and withdrawals for life contracts	538,932,364	205,308,293	1,057,566,600
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	158,992,830	3,957,976	24,764,805
18. Payments on supplementary contracts with life contingencies	441	441	1,764
19. Increase in aggregate reserves for life and accident and health contracts	5,119,688,548	(1,416,682,487)	1,465,839,105
20. Totals (Lines 10 to 19)	5,908,989,303	(1,135,521,205)	2,931,561,670
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	914,035	902,070	3,570,049
22. Commissions and expense allowances on reinsurance assumed	152,581,793	154,985,253	1,276,094,344
23. General insurance expenses and fraternal expenses	84,835,077	71,871,027	252,465,454
24. Insurance taxes, licenses and fees, excluding federal income taxes	2,787,312	2,478,200	8,183,306
25. Increase in loading on deferred and uncollected premiums	100,943	17,860	(146,775)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(25,349,908)	(19,076,934)	(94,083,745)
27. Aggregate write-ins for deductions	627,898,984	516,256,047	2,225,917,016
28. Totals (Lines 20 to 27)	6,752,757,539	(408,087,682)	6,603,561,319
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	34,750,707	138,564,672	(137,294,270)
30. Dividends to policyholders and refunds to members	1,182,703	215,946	951,017
31. Net gain from operations after dividends to policyholders, refunds to members and before federal income taxes (Line 29 minus Line 30)	33,568,004	138,348,726	(138,245,287)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	103,475,577	48,462,529	167,359,741
33. Net gain from operations after dividends to policyholders, refunds to members and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	(69,907,573)	89,886,197	(305,605,028)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 17,764,444 (excluding taxes of \$ (18,774,421) transferred to the IMR)	(158,573,366)	(110,168,985)	(465,444,880)
35. Net income (Line 33 plus Line 34)	(228,480,939)	(20,282,788)	(771,049,908)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	4,313,971,952	4,191,842,834	4,191,842,834
37. Net income (Line 35)	(228,480,939)	(20,282,788)	(771,049,908)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 16,347,835	(5,216,090)	120,263,538	(164,398,007)
39. Change in net unrealized foreign exchange capital gain (loss)	(215,406)	5,257,814	3,021,237
40. Change in net deferred income tax	119,459,257	44,393,504	244,154,401
41. Change in nonadmitted assets	(128,187,158)	1,179,535	10,740,415
42. Change in liability for reinsurance in unauthorized and certified companies	(249,316)	(913,213)	229,642
43. Change in reserve on account of change in valuation basis, (increase) or decrease			
44. Change in asset valuation reserve	(41,199,094)	(14,801,001)	(84,008,271)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period	45,275	244,649	490,276
47. Other changes in surplus in Separate Accounts Statement	(45,275)	(244,649)	(490,276)
48. Change in surplus notes			225,000,000
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in			665,000,000
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance	80,854,795	(1,399,920)	(4,708,998)
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus	(11,817,026)		(1,851,393)
54. Net change in capital and surplus for the year (Lines 37 through 53)	(215,050,977)	133,697,469	122,129,118
55. Capital and surplus, as of statement date (Lines 36 + 54)	4,098,920,975	4,325,540,303	4,313,971,952
DETAILS OF WRITE-INS			
08.301. FwH net assumed/ceded activity	103,391,616	162,048,884	444,224,554
08.302. Net ceded adjustment to IMR	(68,667,879)	(107,320,965)	(305,298,124)
08.303. Mortality fees	8,913,535	9,028,839	32,341,375
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	4,959,249	5,512,788	23,342,094
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	48,596,521	69,269,546	194,609,899
2701. Ceded funds withheld net investment income	635,131,248	489,720,147	2,121,491,565
2702. Other expenses	(22,017,090)	(454,370)	(1,209,002)
2703. Net change in deposit liabilities	15,170,917	16,136,110	37,516,722
2798. Summary of remaining write-ins for Line 27 from overflow page	(386,091)	10,854,160	68,117,731
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	627,898,984	516,256,047	2,225,917,016
5301. Funds withheld gain adjustment	(11,817,026)		
5302. FHLB/FABN Hedge Correction			(1,851,393)
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	(11,817,026)		(1,851,393)

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	954,373,678	1,206,837,508	4,458,138,604
2. Net investment income	841,365,284	691,211,133	2,877,886,689
3. Miscellaneous income	(454,152,090)	265,249,219	208,392,362
4. Total (Lines 1 to 3)	1,341,586,872	2,163,297,860	7,544,417,655
5. Benefit and loss related payments	(640,414,781)	(110,028,225)	420,278,392
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(26,041,223)	(20,423,814)	(95,410,613)
7. Commissions, expenses paid and aggregate write-ins for deductions	722,193,912	709,695,314	3,289,879,127
8. Dividends paid to policyholders	1,192,583	223,459	973,199
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	15,686,838	6,016,477	29,161,815
10. Total (Lines 5 through 9)	72,617,329	585,483,211	3,644,881,920
11. Net cash from operations (Line 4 minus Line 10)	1,268,969,543	1,577,814,649	3,899,535,735
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	3,687,664,252	3,063,492,157	10,784,939,391
12.2 Stocks	10,038,000		30,307,590
12.3 Mortgage loans	224,472,867	836,211,127	1,788,561,830
12.4 Real estate			
12.5 Other invested assets	109,978,493	219,451,353	1,272,022,989
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(10,611)		
12.7 Miscellaneous proceeds	671,649,320		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	4,703,792,321	4,119,154,637	13,875,831,800
13. Cost of investments acquired (long-term only):			
13.1 Bonds	6,341,422,988	5,215,281,358	11,814,932,208
13.2 Stocks	18,537,351	38,552,929	355,286,403
13.3 Mortgage loans	1,135,187,013	231,133,953	4,108,538,867
13.4 Real estate			
13.5 Other invested assets	394,186,199	188,613,533	962,962,838
13.6 Miscellaneous applications	199,379,600	173,234,563	894,969,951
13.7 Total investments acquired (Lines 13.1 to 13.6)	8,088,713,151	5,846,816,336	18,136,690,267
14. Net increase (or decrease) in contract loans and premium notes	(5,173,954)	(97,768)	(1,250,676)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(3,379,746,876)	(1,727,563,931)	(4,259,607,791)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			225,000,000
16.2 Capital and paid in surplus, less treasury stock			565,000,000
16.3 Borrowed funds	393,185,022	120,000,000	182,919,078
16.4 Net deposits on deposit-type contracts and other insurance liabilities	76,638,338	(3,454,019)	(14,597,729)
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	126,558,406	(225,794,248)	1,747,789,248
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	596,381,766	(109,248,267)	2,706,110,597
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(1,514,395,567)	(258,997,549)	2,346,038,541
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	4,723,731,584	2,377,693,042	2,377,693,042
19.2 End of period (Line 18 plus Line 19.1)	3,209,336,017	2,118,695,493	4,723,731,583

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Paid in Kind Interest -bonds	(2,501,817)		
20.0002. Paid in kind interest mortgages	(2,733,245)		
20.0003. Paid in kind interest other invested assets	(780,716)		
20.0004. Reclass of residual tranches		(17,226,349)	(17,226,349)
20.0005. Non cash investment transactions - bonds			(611,958,519)
20.0006. Non cash investment transactions - mortgages	(926,436)	(11,500,000)	(164,479,918)
20.0007. Non cash investment transactions - OIA			(18,180,395)
20.0008. Non cash investment transactions - CML reclass			(11,500,000)
20.0009. Bonds received to settle reinsurance transactions	(5,978,827,798)		(2,473,914,696)

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0010. Assumed premiums from reinsurance transactions	4,993,377,998		3,288,794,531
20.0011. Assumed accrued investment income to settle reinsurance transactions	(85,352,098)		(12,936,685)
20.0012. Non cash ceded supplemental contracts w/o life	1,070,801,898		
20.0013. Mortgages received to settle reinsurance transactions			(86,655,160)
20.0014. Non cash assumed commissions			(478,918,191)
20.0015. Assumed contract loans from reinsurance transactions			(236,369,798)
20.0016. Ceded premiums from reinsurance transactions		(2,100,613,148)	(5,635,164,611)
20.0017. Non cash ceded supplemental contracts w/o life	(1,139,089,228)		
20.0018. FWH payable and deposit assets on reinsurance ceded	1,053,269,291	2,100,613,148	5,192,165,285
20.0019. Non cash ceded reinsurance receivable	85,819,937		442,999,327

EXHIBIT 1**DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Individual life	9,210,783	8,847,747	34,477,491
2. Group life	73,375	75,272	125,874
3. Individual annuities	3,799,914	8,649,765	24,717,145
4. Group annuities			
5. Accident & health	25,140	33,707	79,345
6. Fraternal			
7. Other lines of business			
8. Subtotal (Lines 1 through 7)	13,109,212	17,606,491	59,399,854
9. Deposit-type contracts .....	.895,734	.634,847	3,959,002
10. Total (Lines 8 and 9)	14,004,946	18,241,338	63,358,856

Notes to the Financial Statements

1. Summary of Significant Accounting Policies and Going Concern

A. Accounting Practices

Commonwealth Annuity and Life Insurance Company ("Commonwealth Annuity" or "the Company") is a stock life insurance company organized under the laws of the Commonwealth of Massachusetts, and is a wholly-owned indirect subsidiary of Global Atlantic Financial Group Limited ("GAFGL") effective April 30, 2013. The Company insures and reinsures blocks of fixed and variable annuities, universal and variable universal life insurance, and traditional life insurance. The Company owns life insurance companies that insure and sell fixed and variable annuities and fixed universal and variable life insurance.

The financial statements of Commonwealth Annuity are completed in accordance with those statutory accounting practices prescribed or permitted by the Commonwealth of Massachusetts. The National Association of Insurance Commissioners' ("NAIC") Accounting Practices and Procedures manual ("NAIC SAP") has been fully adopted as a component of prescribed or permitted practices by the Commonwealth of Massachusetts. The Commonwealth of Massachusetts has not issued any permitted practices to the Company.

A reconciliation of the Company's net income (loss) and statutory surplus between practices prescribed by the Commonwealth of Massachusetts and the NAIC SAP is shown below.

	SSAP #	F/S Page	F/S Line #	03/31/2024	12/31/2023
Net Income					
(1) State basis (Page 4, Line 35, Columns 1 & 3)	XXX	XXX	XXX	\$ (228,480,939)	\$ (771,049,908)
(2) State prescribed practices that are an increase / (decrease) from NAIC SAP:					
(3) State permitted practices that are an increase / (decrease) from NAIC SAP:					
(4) NAIC SAP (1-2-3=4)	XXX	XXX	XXX	<u>\$ (228,480,939)</u>	<u>\$ (771,049,908)</u>
Surplus					
(5) State basis (Page 3, Line 38, Columns 1 & 2)	XXX	XXX	XXX	\$ 4,098,920,975	\$ 4,313,971,952
(6) State prescribed practices that are an increase / (decrease) from NAIC SAP:					
(7) State permitted practices that are an increase / (decrease) from NAIC SAP:					
(8) NAIC SAP (5-6-7=8)	XXX	XXX	XXX	<u>\$ 4,098,920,975</u>	<u>\$ 4,313,971,952</u>

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Life premiums are recognized as income over the premium paying period of the related policies. Annuity considerations are recognized as income when received. Deposits on deposit-type contracts are entered directly as a liability when received. Treaties that do not meet the definition of risk transfer are recorded under the rules of deposit accounting as prescribed in Statement of Statutory Accounting Principles ("SSAP") No. 61 R - *Life, Deposit-Type and Accident and Health Reinsurance*. Health premiums are earned ratably over the terms of the related insurance and reinsurance contracts or policies. Expenses incurred in connection with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments that have original maturities of greater than three months and less than twelve months at date of purchase are carried at amortized cost, which approximates fair value.
- (2) Bonds not backed by other loans are stated at amortized cost or fair value, using the modified scientific method, in accordance with the NAIC Purposes and Procedures Manual of the Capital Markets and Investment Analysis Office. The Company does not hold SVO - designated securities which would be valued using a systematic value measurement method.
- (3) Common stocks are carried at fair value, except for controlled subsidiaries and affiliates which are carried on the equity basis.
- (4) Preferred stocks are stated at cost or amortized cost except those rated NAIC class 4 or lower quality, which are carried at the lower of cost or fair value.
- (5) Mortgage loans are stated at amortized cost or fair value, in accordance with the NAIC Purposes and Procedures Manual of the Capital Markets and Investment Analysis Office.
- (6) Loan-backed bonds and structured securities are stated at amortized cost using the interest method including anticipated prepayments at the date of purchase in accordance with SSAP No. 43-R - *Loan-Backed and Structured Securities*. Changes in prepayment speeds and estimated cash flows from the original purchase assumptions are evaluated quarterly and are accounted for on the prospective basis.
- (7) The Company carries its insurance subsidiaries as an equity investment in its statutory surplus. In accordance with SSAP No. 97 - *Investments in Subsidiary, Controlled, and Affiliated Entities*, dividends or distributions received from an investee shall be recognized in investment income when declared to the extent that they are not in excess of the undistributed accumulated earnings attributable to the investee. Dividends or distributions declared in excess of the undistributed accumulated earnings attributable to the investee shall reduce the carrying amount of the investment.
- (8) The Company has ownership interests in limited partnerships, joint ventures, or limited liability entities. The Company carries these interests based upon their proportionate share of the underlying GAAP equity of the investment.
- (9) Derivative instruments are accounted for at fair value. The changes in the fair market value of the derivative instruments are recorded as unrealized gains or unrealized losses until termination. Swap coupon payments are reflected in net income.
- (10) The Company does not anticipate investment income as a factor in the premium deficiency calculation.
- (11) Claim reserves are established equal to 100% of the estimated benefit payable.

Notes to the Financial Statements

1. Summary of Significant Accounting Policies and Going Concern (Continued)

(12) The Company did not have a change in the capitalization policy or resultant predefined thresholds from the prior year.

(13) The Company does not have any pharmaceutical rebate receivables.

D. Going Concern

There is no substantial doubt about the Company's ability to continue as a going concern.

2. Accounting Changes and Corrections of Errors - No Significant Changes

3. Business Combinations and Goodwill

A. Statutory Purchase Method

1. The Company purchased a 100% interest of Accordia Life and Annuity Company ("Accordia") in 2013 and purchased a 95% interest of both Forethought Life Insurance Company ("FLIC") and Forethought National Life Insurance Company ("FNLIC") in 2014. In 2017, the Company became owner of the remaining 5% of FLIC and FNLIC, through a capital contribution.
2. Both initial purchases were accounted for as statutory purchases.
3. The cost of Accordia was \$12,600,000, resulting in \$2,000,000 of goodwill. The cost of FLIC and FNLIC was \$584,300,000, resulting in \$74,065,370 of goodwill.
4. Goodwill amortization totaled \$0 and \$7,556,537 for the periods ended March 31, 2024 and December 31, 2023, respectively.

1	2	3	4	5	6	7	8	9
Purchased entity	Acquisition date	Cost of acquired entity	Original amount of goodwill	Original amount of admitted goodwill	Admitted goodwill as of the reporting date	Amount of goodwill amortized during the reporting period	Book Value of SCA	Admitted goodwill as a % of SCA BACV, gross of admitted goodwill Col. 6/Col. 8
Accordia Life and Annuity Company	01/01/2013	\$ 12,600,000	\$	\$ 2,000,000	\$	\$	\$ 650,346,558	%
Forethought Life Insurance Company	01/01/2014	584,300,000		74,065,370			2,832,962,821	
Total						\$	\$	
	XXX	\$ 596,900,000	\$	\$ 76,065,370	\$	\$	3,483,309,379	XXX

B. Statutory Merger - Not Applicable

C. Assumption Reinsurance - Not Applicable

D. Impairment Loss - Not Applicable

E. Subcomponents and Calculation of Adjusted Surplus and Total Admitted Goodwill

	Calculation of Limitation Using Prior Quarter Numbers	Current Reporting Period
(1) Capital & Surplus	\$ 4,313,971,953	XXX
Less:		
(2) Admitted Positive Goodwill	-	XXX
(3) Admitted EDP Equipment & Operating System Software		XXX
(4) Admitted Net Deferred Taxes	559,272,546	XXX
(5) Adjusted Capital and Surplus (Line 1-2-3-4)	3,754,699,407	XXX
(6) Limitation on amount of goodwill (adjusted capital and surplus times 10% goodwill limitation [Line 5*10%])	375,469,941	XXX
(7) Current period reported Admitted Goodwill	XXX	-
(8) Current Period Admitted Goodwill as a % of prior period Adjusted Capital and Surplus (Line 7/Line 5)	XXX	- %

4. Discontinued Operations - Not Applicable

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for mortgage loans during 2024 were 13.50% and 1.88%, respectively.
- (2) Maximum percentage of any one loan to the value of security at the time of the loan, exclusive of guaranteed or purchase money mortgages was 100.00%.
- (3) Taxes, assessments and any amounts advanced and not included in mortgage loan total - Not Applicable

Notes to the Financial Statements

5. Investments (Continued)

(4) Age analysis of mortgage loans and identification of mortgage loans in which the insurer is a participant or co-lender in a mortgage loan agreement

	Farm	Residential		Commercial		Mezzanine	Total
		Insured	All Other	Insured	All Other		
a. Current Year							
1. Recorded Investment (All)							
(a) Current	\$	\$	\$ 5,997,873,255	\$	\$ 9,158,690,083	\$ 312,035,792	\$ 15,468,599,130
(b) 30 - 59 days past due			66,032,010				66,032,010
(c) 60 - 89 days past due			9,836,903				9,836,903
(d) 90 - 179 days past due			17,205,765				17,205,765
(e) 180+ days past due			32,564,850		84,296,507		116,861,357
2. Accruing Interest 90-179 Days Past Due							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$
(b) Interest accrued							
3. Accruing Interest 180+ Days Past Due							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$
(b) Interest accrued							
4. Interest Reduced							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$
(b) Number of loans							
(c) Percent reduced	%	%	%	%	%	%	%
5. Participant or Co-lender in a Mortgage Loan Agreement							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$
b. Prior Year							
1. Recorded Investment							
(a) Current	\$	\$	\$ 5,285,083,175	\$	\$ 9,040,251,007	\$ 337,535,721	\$ 14,662,869,903
(b) 30 - 59 days past due			56,537,706				56,537,706
(c) 60 - 89 days past due			11,318,149				11,318,149
(d) 90 - 179 days past due			16,571,183				16,571,183
(e) 180+ days past due			26,673,662				26,673,662
2. Accruing Interest 90-179 Days Past Due							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$
(b) Interest accrued							
3. Accruing Interest 180+ Days Past Due							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$
(b) Interest accrued							
4. Interest Reduced							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$
(b) Number of loans							
(c) Percent reduced	%	%	%	%	%	%	%
5. Participant or Co-lender in a Mortgage Loan Agreement							
(a) Recorded investment	\$	\$	\$	\$	\$	\$	\$

Notes to the Financial Statements

5. Investments (Continued)

(5) Investment in impaired loans with or without allowance for credit losses and impaired loans subject to a participant or co-lender mortgage loan agreement for which the reporting entity is restricted from unilaterally foreclosing on the mortgage loan

	Farm	Residential		Commercial		Mezzanine	Total
		Insured	All Other	Insured	All Other		
a. Current Year							
1. With allowance for credit losses	\$	\$	\$ 44,858,136	\$	\$ 70,494,799	\$	\$ 115,352,935
2. No allowance for credit losses			911,188		33,623,787		34,534,975
3. Total (1+2)	\$	\$	\$ 45,769,324	\$	\$ 104,118,586	\$	\$ 149,887,910
4. Subject to a participant or co-lender mortgage loan agreement for which the reporting entity is restricted from unilaterally foreclosing on the mortgage loan	\$	\$	\$	\$	\$	\$	\$
b. Prior Year							
1. With allowance for credit losses	\$	\$	\$ 45,235,855	\$	\$	\$	\$ 45,235,855
2. No allowance for credit losses			793,821				793,821
3. Total (1+2)	\$	\$	\$ 46,029,676	\$	\$	\$	\$ 46,029,676
4. Subject to a participant or co-lender mortgage loan agreement for which the reporting entity is restricted from unilaterally foreclosing on the mortgage loan	\$	\$	\$	\$	\$	\$	\$

(6) Investment in impaired loans - average recorded investment, interest income recognized, recorded investment on nonaccrual status and amount of interest income recognized using a cash-basis method of accounting

	Farm	Residential		Commercial		Mezzanine	Total
		Insured	All Other	Insured	All Other		
a. Current Year							
1. Average recorded investment	\$	\$	\$ 91,119	\$	\$ 14,874,084	\$	\$ 14,965,203
2. Interest income recognized			10,141		858,191		868,332
3. Recorded investments on nonaccrual status			49,724,087		84,296,507		134,020,594
4. Amount of interest income recognized using a cash-basis method of accounting			163,022		897,028		1,060,050
b. Prior Year							
1. Average recorded investment	\$	\$	\$ 99,228	\$	\$	\$	\$ 99,228
2. Interest income recognized			21,474				21,474
3. Recorded investments on nonaccrual status			43,244,845				43,244,845
4. Amount of interest income recognized using a cash-basis method of accounting			397,546				397,546

(7) Allowance for credit losses

	03/31/2024	12/31/2023
a. Balance at beginning of period	\$ 35,691,752	\$ 10,518,481
b. Additions charged to operations	61,426	25,205,288
c. Direct write-downs charged against the allowances	7,621,086	32,017
d. Recoveries of amounts previously charged off		
e. Balance at end of period (a+b-c-d)	\$ 28,132,092	\$ 35,691,752

(8) Mortgage loans derecognized as a result of foreclosure - None

(9) The Company recognizes interest income on its impaired loans upon receipt.

B. Debt Restructuring - Not Applicable

C. Reverse Mortgages - Not Applicable

D. Loan-Backed Securities

(1) Loan-backed and structured securities ("LBASS") are valued and reported in accordance with Statement of Statutory Accounting Principles ("SSAP") 43R – Loan-Backed and Structured Securities. Prepayment assumptions are primarily obtained from external sources or internal estimates. These assumptions are consistent with the current interest rate and economic environment. The prospective adjustment method is used on most non-agency LBASS. Fair values are based on independent pricing sources. The Company reviews securities at least quarterly for other-than-temporary impairments ("OTTI") using current cash flow assumptions. The Company recognized \$1,434,416 OTTI charges on loan-backed securities as of March 31, 2024 and \$47,673,876 OTTI charges were recognized as of December 31, 2023.

(2) Loan-backed and structured securities with a recognized other-than-temporary impairment (OTTI) - None

Notes to the Financial Statements

5. Investments (Continued)

(3) Securities held that were other-than-temporarily impaired due to the present value of cash flows expected to be collected was less than the amortized cost of securities

(1)	(2)	(3)	(4)	(5)	(6)	(7)
CUSIP	Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	Present Value of Projected Cash Flows	Recognized OTTI	Amortized Cost After OTTI	Fair Value at Time of OTTI	Date of Financial Statement Where Reported
12566XAK4	\$ 6,281,964	\$ 6,141,094	\$ 140,870	\$ 6,141,094	\$ 6,093,927	03/31/2024
86364KAA2	5,015,316	4,911,586	103,730	4,911,586	4,418,089	03/31/2024
86361PAJ5	2,648,037	2,334,165	313,872	2,334,165	2,334,165	03/31/2024
362367AC8	1,576,456	1,528,864	47,592	1,528,864	1,463,536	03/31/2024
02152BAU1	5,547,508	5,429,109	118,399	5,429,109	5,429,109	03/31/2024
05544EAD3	5,742,303	5,154,915	587,388	5,154,915	4,669,615	03/31/2024
25151UAA5	2,057,311	1,934,746	122,565	1,934,746	1,934,746	03/31/2024
Total			<u>\$ 1,434,416</u>			

(4) All impaired securities for which an OTTI has not been recognized in earnings as a realized loss

- a. The aggregate amount of unrealized losses:
 - 1. Less than 12 months..... \$ (175,220,535)
 - 2. 12 months or longer..... (1,146,387,530)
- b. The aggregate related fair value of securities with unrealized losses:
 - 1. Less than 12 months..... \$ 4,229,166,628
 - 2. 12 months or longer..... 12,188,651,916

(5) The Company evaluates whether credit impairment exists by considering primarily the following factors: a) changes in the financial condition, credit rating and near term prospects of the issuer, b) whether the issuer is current on contractually obligated interest and principal payments, c) changes in the financial condition of the security's underlying collateral, d) the payment structure of the security and e) the length of time and extent to which the fair value has been less than amortized cost of the security.

E. Dollar Repurchase Agreements and/or Securities Lending Transactions

Repurchase agreements are accounted for in accordance with SSAP No. 103 – *Transfers and Servicing of Financial Assets and Extinguishment of Liabilities*. The transactions are accounted for as collateralized borrowings in which the underlying securities continue to be reported as investments by the Company and the proceeds from the sale are recorded as a liability. There were no repurchase agreements and/or Securities Lending Transactions for the company as of March 31, 2024 and December 31, 2023.

- (1) Policy for requiring collateral or security - Not Applicable
- (2) Carrying amount and classification of assets pledged as collateral and not reclassified and separately reported - Not Applicable
- (3) Collateral received - Not Applicable
- (4) Securities lending transactions administered by an affiliated agent - Not Applicable
- (5) Collateral reinvestment - Not Applicable
- (6) Collateral not permitted by contract or custom to sell or repledge - Not Applicable
- (7) Collateral for securities lending transactions that extend beyond one year from the reporting date - Not Applicable

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing - Not Applicable

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing - Not Applicable

H. Repurchase Agreements Transactions Accounted for as a Sale - Not Applicable

I. Reverse Repurchase Agreements Transactions Accounted for as a Sale - Not Applicable

J. Real Estate - Not Applicable

K. Low-Income Housing Tax Credits (LIHTC) - Not Applicable

Notes to the Financial Statements

5. Investments (Continued)

L. Restricted Assets

(1) Restricted assets (including pledged)

Restricted Asset Category	Gross (Admitted & Nonadmitted) Restricted										
	Current Year							Current Year			
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
	Total General Account (G/A)	G/A Supporting Separate Account (S/A) Activity	Total S/A Restricted Assets	S/A Assets Supporting G/A Activity	Total (1 + 3)	Total From Prior Year	Increase / (Decrease) (5 - 6)	Total Nonadmitted Restricted	Total Admitted Restricted (5-8)	Gross (Admitted & Nonadmitted) Restricted to Total Assets, %	Admitted Restricted to Total Admitted Assets, %
a. Subject to contractual obligation for which liability is not shown	\$	\$	\$	\$	\$	\$	\$	\$	\$	%	%
b. Collateral held under security lending agreements											
c. Subject to repurchase agreements											
d. Subject to reverse repurchase agreements											
e. Subject to dollar repurchase agreements											
f. Subject to dollar reverse repurchase agreements											
g. Placed under option contracts	26,740,000				26,740,000	64,780,000	(38,040,000)		26,740,000	0.030	0.030
h. Letter stock or securities restricted as to sale - excluding FHLB capital stock											
i. FHLB capital stock	18,045,600				18,045,600	18,045,600	-		18,045,600	0.020	0.020
j. On deposit with states	129,194,178				129,194,178	129,146,328	47,850		129,194,178	0.143	0.143
k. On deposit with other regulatory bodies											
l. Pledged as collateral to FHLB (including assets backing funding agreements)	324,462,791				324,462,791	364,801,998	(40,339,207)		324,462,791	0.358	0.359
m. Pledged as collateral not captured in other categories											
n. Other restricted assets											
o. Total restricted assets (Sum of a through n)	\$ 498,442,569	\$	\$	\$	\$ 498,442,569	\$ 576,773,926	\$ (78,331,357)	\$	\$ 498,442,569	0.551 %	0.551 %

(2) Detail of assets pledged as collateral not captured in other categories (contracts that share similar characteristics, such as reinsurance and derivatives, are reported in the aggregate) - Not Applicable

(3) Detail of other restricted assets (contracts that share similar characteristics, such as reinsurance and derivatives, are reported in the aggregate) - None

Notes to the Financial Statements

5. Investments (Continued)

(4) Collateral received and reflected as assets within the reporting entity's financial statements

Collateral Assets	(1) Book/Adjusted Carrying Value (BACV)	(2) Fair Value	(3) % of BACV to Total Assets (Admitted and Nonadmitted)	(4) % of BACV to Total Admitted Assets
General Account:				
a. Cash, cash equivalents and short-term investments	\$ 406,825,192	\$ 406,825,192	0.459 %	0.460 %
b. Schedule D, Part 1				
c. Schedule D, Part 2, Section 1				
d. Schedule D, Part 2, Section 2				
e. Schedule B				
f. Schedule A				
g. Schedule BA, Part 1				
h. Schedule DL, Part 1				
i. Other				
j. Total Collateral Assets	\$ 406,825,192	\$ 406,825,192	0.459 %	0.460 %
Separate Account:				
k. Cash, cash equivalents and short-term investments	\$	\$	%	%
l. Schedule D, Part 1				
m. Schedule D, Part 2, Section 1				
n. Schedule D, Part 2, Section 2				
o. Schedule B				
p. Schedule A				
q. Schedule BA, Part 1				
r. Schedule DL, Part 1				
s. Other				
t. Total Collateral Assets	\$	\$	%	%

	(1) Amount	(2) % of Liability to Total Liabilities
u. Recognized Obligation to Return Collateral Asset (General Account)	\$ 406,825,192	0.482 %
v. Recognized Obligation to Return Collateral Asset (Separate Account)	\$	%

M. Working Capital Finance Investments - Not Applicable

N. Offsetting and Netting of Assets and Liabilities - Not Applicable

O. 5GI Securities

Investment	Number of 5GI Securities		Aggregate BACV		Aggregate Fair Value	
	03/31/2024	12/31/2023	03/31/2024	12/31/2023	03/31/2024	12/31/2023
(1) Bonds - amortized cost			\$	\$	\$	\$
(2) LB & SS - amortized cost	7	7	84,224,911	80,182,648	59,238,762	52,797,434
(3) Preferred stock - amortized cost						
(4) Preferred stock - fair value						
(5) Total (1+2+3+4)	7	7	\$ 84,224,911	\$ 80,182,648	\$ 59,238,762	\$ 52,797,434

P. Short Sales - Not Applicable

Q. Prepayment Penalty and Acceleration Fees

	General Account	Separate Account
(1) Number of CUSIPs	1	-
(2) Aggregate amount of investment income	\$ 15,816	\$ -

R. Reporting Entity's Share of Cash Pool by Asset type - Not Applicable

6. Joint Ventures, Partnerships and Limited Liability Companies

A. Investments in Joint Ventures, Partnerships or Limited Liability Companies that Exceed 10% of Admitted Assets

The Company has no investments in joint venture, partnerships or limited liability companies that exceeded 10% of total admitted assets as of March 31, 2024, and December 31, 2023, respectively.

B. Impaired Investments in Joint Ventures, Partnerships and Limited Liability Companies

The Company recognizes impairments when it is probable that it will be unable to recover the carrying amount of the investment or there is evidence indicating inability of the investee to sustain earnings that would justify the carrying value of the investment. The Company did not have any impairments in joint ventures, partnerships, or limited liability companies as of March 31, 2024, and December 31, 2023, respectively.

Notes to the Financial Statements

7. Investment Income

The Company did not have due and accrued income over 90 days past due that was excluded from surplus as of March 31, 2024, and December 31, 2023, respectively.

C. The gross, nonadmitted and admitted amounts for interest income due and accrued

	Interest Income Due and Accrued	Amount
1. Gross		\$ 567,938,363
2. Nonadmitted		\$ -
3. Admitted		\$ 567,938,363

D. The aggregate deferred interest - None

E. The cumulative amounts of paid-in-kind (PIK) interest included in the current principal balance

	Amount
Cumulative amounts of PIK interest included in the current principal balance	\$ 53,109,408

8. Derivative Instruments

A. Derivatives under SSAP No. 86 - Derivatives

- (1) The Company's derivative instruments are primarily used to hedge a wide range of risks including interest rate risk, equity market risk and foreign currency exchange rate risk. The Company receives collateral from its derivative counterparties to limit credit risk.
- (2) The Company manages its equity market risk by entering into certain OTC derivatives, primarily equity options and swaps, as well as exchange traded equity options and futures. The Company trades exchange-traded fixed income future contracts, OTC swaps and swaptions to protect against interest rate risk. The Company entered into currency forwards to limit its currency exposure from foreign currency denominated assets. The total net carrying value of derivative assets, net of derivative liabilities, was \$317,053,889 and \$205,197,905 as of March 31, 2024, and December 31, 2023, respectively.
- (3) Under SSAP No. 86, Derivatives, the Company has elected to account for its derivatives using the fair value method of accounting, with changes in fair value recorded as unrealized investment gains or losses. The realized gains or losses are recorded upon the derivative contract expiry. The Company also has elected fair value method of accounting on its bond forward purchases to protect the Company against adverse fluctuations in interest rates by reducing its exposure to variability in cash flows relating to forecasted purchases of securities. The Company is hedging the risk of changes in its cash flows attributable to changes in the US Treasury interest rate.
- (4) Derivative contracts with financing premiums - Not Applicable
- (5) Net gain or loss recognized - Not Applicable
- (6) Net gain or loss recognized from derivatives no longer qualifying for hedge accounting - Not Applicable
- (7) During 2024, the Company has designated bond forwards to hedge the interest rate risk associated with the planned purchase of AFS debt securities in a cash flow hedge. Regression analysis is used to assess the effectiveness of this hedge. For the period ended March 31 2024, the bond forwards were recorded at cost. Following the qualifying purchases of AFS securities, the fair value of the portion of the bond forward associated with each purchase will be adjusted to the AFS book values, and accretion or amortization will be recognized over the life of the securities using the effective interest method. This arrangement is hedging purchases through December 2027 and is expected to affect earnings until 2052. There were \$0 securities purchased through March 31, 2024, and the fair value \$0 of the hedge associated with each purchase was adjusted to the AFS security book values.
- (8) Premium Cost for Derivative Contracts - Not Applicable
- (9) Derivative Component Values - None

B. Derivatives under SSAP No. 108 - Derivative Hedging Variable Annuity Guarantees (Life/Fraternal Only) - Not Applicable

9. Income Taxes - No Significant Changes

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. Nature of Relationships

The Company is organized as a stock life insurance company, and is a wholly-owned subsidiary of Global Atlantic (Fin) Company ("Finco"), which is a wholly owned indirect subsidiary of The Global Atlantic Financial Group LLC ("TGAFGL"), a Bermuda Company.

The Company directly owns all of the outstanding shares of Accordia Life and Annuity Company ("Accordia"), an Iowa domiciled company, and First Allmerica Financial Life Insurance Company ("FAFLIC"), a Massachusetts domiciled company, and Forethought Life Insurance Company ("FLIC"), an Indiana domiciled insurance company.

On February 1, 2021, KKR & Co. Inc. ("KKR") indirectly acquired a majority interest in the Company following the merger of Global Atlantic Financial Group Limited ("GAFGL") and Magnolia Merger Sub Limited, with GAFGL as the surviving entity of the merger transaction. Prior to the merger transaction, Magnolia Merger Sub Limited was a Bermuda exempted company, a direct wholly owned subsidiary of Magnolia Parent LLC (now known as The Global Atlantic Financial Group LLC or "TGAFGL" and an indirect subsidiary of KKR. Accordingly, TGAFGL is now the holding company of GAFGL and KKR is deemed the ultimate controlling person of Commonwealth Annuity.

On January 2, 2024 KKR acquired all the remaining equity interests in Global Atlantic that KKR did not already own. As of January 2, 2024, KKR owns 100.0% of Global Atlantic.

The Company insures and reinsures blocks of fixed and variable annuities, universal and variable universal life insurance, traditional life insurance and group retirement products.

The Company invests in asset backed securities and similar investments, some of which are issues by affiliated entities. Those investments are disclosed in investment schedules, and in footnote 10B. As applicable; affiliated entities and transactions are disclosed in Schedule Y. Commencing in 2022, following clarifying guidance issued by the SAPWG, the company modified its affiliated entity listing to include SPV entities which were previously classified as unaffiliated. Investments in these entities are also reflected as affiliated investments, commencing in 2022.

B. Detail of Transactions Greater than 1/2 of 1% of total admitted assets

Notes to the Financial Statements

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties (Continued)

In December 2023, the Company received aggregate capital contributions of \$565,000,000 from Finco, the direct parent of the Company.

The combined principal sums of the following notes issued, exceeds 1/2 % of 1% of total admitted assets:

On April 3, 2023, FLIC, an affiliated insurance company, issued a note with a principal sum of \$120,000,000 at a rate per annum equal to 4.77%, with a maturity date of June 30, 2023 to the Company.

On April 11, 2023, FLIC, an affiliated insurance company, issued a note with a principal sum of \$80,000,000 at a rate per annum equal to 4.77%, with a maturity date of June 30, 2023 to the Company.

On May 4, 2023, FLIC, an affiliated insurance company, issued a note with a principal sum of \$60,000,000 at a rate per annum equal to 4.23%, with a maturity date of June 30, 2023 to the Company.

On May 12, 2023, FLIC, an affiliated insurance company, issued a note with a principal sum of \$100,000,000 at a rate per annum equal to 4.23%, with a maturity date of June 30, 2023 to the Company.

There were no outstanding balances on the notes as of March 31, 2024.

In January 2023, FLIC, an affiliated insurance company, issued notes in the principal sum of \$400,000,000 to the Company. There were no outstanding balances on these notes as of March 31, 2024.

C. Transactions With Related Party Who Are Not Reported on Schedule Y - Not Applicable

D. Amounts due to or from Related Parties

The Company reported \$60,932,380 in a net payable to affiliates and \$80,025,040 in a net receivable to affiliates for the periods ended March 31, 2024 and December 31, 2023, respectively.

As of March 31, 2024, the Company had \$540,000,000 of intercompany borrowed amounts outstanding as well as interest thereon. The borrowed amounts are comprised of \$340,000,000 from Global Atlantic Limited (Delaware) an affiliated insurance company, \$180,000,000 from Global Atlantic Assurance Limited an affiliated insurance company, and \$20,000,000 from Global Atlantic Re Limited an affiliated insurance company.

E. Management, Service Contracts, Cost Sharing Arrangements

On February 1, 2021, the Company entered into an investment management agreement with Kohlberg Kravis Roberts & Co. L.P., a Delaware limited partnership and KKR subsidiary. KKR provides investment management services across the Company. The Company recorded expenses for these agreements of \$43,476,212 and \$140,140,623 for the periods ended March 31, 2024 and December 31, 2023, respectively.

The Company has entered into administration, shared services, management services, and investment management services agreements with related parties. These affiliates provide legal, compliance, technology, operations, financial reporting, human resources, risk management, and distribution services. The Company had a \$60,932,380 and \$19,974,960 net payable and recorded expenses for these agreements of \$97,229,397 and \$356,285,007 for the periods ended March 31, 2024 and December 31, 2023, respectively.

The Company has agreements with affiliated parties to receive certain fee income related to policyholder administration. The Company had a receivable of \$23,488,053 and \$27,097,110 and recorded income of \$24,724,737 and \$51,826,854 for the periods ended March 31, 2024 and December 31, 2023, respectively related to these agreements.

F. Guarantees or Contingencies - Not Applicable

G. Nature of Relationships that Could Affect Operations

The Company has entered into a Services and Expenses Agreement, as amended, with Global Atlantic Finance Company ("GAFC"), an affiliated entity, pursuant to which GAFC and other affiliates will provide certain services to the Company, including but not limited to seconding employees and providing management services, administrative support, and use of facilities.

H. Amount Deducted for Investment in Upstream Company - Not Applicable

I. Detail of Investments in Affiliates Greater Than 10% of Admitted Assets - Not Applicable

J. Write-Down for Impairments of Investments in Subsidiary Controlled or Affiliated Companies - Not Applicable

K. Foreign Subsidiary Value Using CARVM - Not Applicable

L. Downstream Holding Company Value Using Look-Through Method - Not Applicable

M. All SCA Investments - Not Applicable

N. Investment in Insurance SCAs

(1) Description

The Company's subsidiary Accordia follows Iowa Administrative Code ("AIC") Section 191-97, Accounting for Certain Derivative Instruments Used to Hedge the Growth in Interest Credited for Indexed Insurance Products and Accounting for the Indexed Insurance Products Reserve, which reflects a departure from NAIC SAP. As a result, Accordia's net income from operations decreased by \$72,830 for the period ended March 31, 2024 and Accordia's statutory surplus decreased by \$271,061,961 as of March 31, 2024.

The Company's subsidiary FLIC, with the permission of the Commissioner of Insurance in the State of Indiana, uses the Plan Type A discount rate with a guaranteed duration of less than 5 years under Actuarial Guideline 33 ("AG33") on the entire in-force block of annuities with Guaranteed Minimum Withdrawal Benefits issued prior to October 1, 2013. As a result, FLIC's net income from operations decreased by \$1,527,618 for the period ended March 31, 2024 and FLIC's statutory surplus increased by \$21,601,316 as of March 31, 2024.

Notes to the Financial Statements

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties (Continued)

(2) The monetary effect on net income and surplus

SCA Entity (Investments in Insurance SCA Entities)	Monetary Effect on NAIC SAP		Amount of Investment	
	Net Income Increase / (Decrease)	Surplus Increase / (Decrease)	Per Audited Statutory Equity	If the Insurance SCA had Completed Statutory Financial Statements*
Accordia Life and Annuity Company	\$ (26,661,948)	\$ (271,061,961)	\$ 650,346,558	\$ 921,408,519
Forethought Life Insurance Company	(1,527,618)	21,601,316	2,832,962,821	2,811,361,505

* Per AP&P Manual (without permitted or prescribed practices)

(3) RBC Impact

Had Accordia not used this prescribed practice, the NAIC SAP basis RBC levels would not have triggered a regulatory event. Had FLIC not used this permitted practice, the NAIC SAP basis RBC levels would not have triggered a regulatory event.

O. SCA and SSAP No. 48 Entity Loss Tracking - None

11. Debt

A. Debt, Including Capital Notes - Not Applicable

B. FHLB (Federal Home Loan Bank) Agreements

(1) The Company is a member of the Federal Home Loan Bank (FHLB) Boston. Through its membership, the Company has conducted business activity (borrowings with the FHLB). It is part of the Company's strategy to utilize these funds as a key source of liquidity and to promote liability-driven duration management. The Company has determined the actual/estimated maximum borrowing capacity as \$319,000,000. The Company calculated this amount in accordance with current and potential acquisitions of FHLB capital stock.

(2) FHLB capital stock

(a) Aggregate totals

	(1) Total (2+3)	(2) General Account	(3) Separate Accounts
1. Current Year			
(a) Membership stock - Class A	\$	\$	\$
(b) Membership stock - Class B	5,000,000	5,000,000	
(c) Activity stock	12,520,000	12,520,000	
(d) Excess stock	525,600	525,600	
(e) Aggregate total (a+b+c+d)	\$ 18,045,600	\$ 18,045,600	\$
(f) Actual or estimated borrowing capacity as determined by the insurer	\$ 319,000,000		
2. Prior Year-End			
(a) Membership stock - Class A	\$	\$	\$
(b) Membership stock - Class B	5,000,000	5,000,000	
(c) Activity stock	12,520,000	12,520,000	
(d) Excess stock	525,600	525,600	
(e) Aggregate total (a+b+c+d)	\$ 18,045,600	\$ 18,045,600	\$
(f) Actual or estimated borrowing capacity as determined by the insurer	\$ 324,000,000		

(b) Membership stock (class A and B) eligible and not eligible for redemption

Membership Stock	Eligible for Redemption					
	(1) Current Year Total (2+3+4+5+6)	(2) Not Eligible for Redemption	(3) Less Than 6 Months	(4) 6 Months to Less Than 1 Year	(5) 1 to Less Than 3 Years	(6) 3 to 5 Years
1. Class A	\$	\$	\$	\$	\$	\$
2. Class B	\$ 5,000,000	\$ 5,000,000	\$	\$	\$	\$

(3) Collateral pledged to FHLB

(a) Amount pledged as of reporting date

	(1) Fair Value	(2) Carrying Value	(3) Aggregate Total Borrowing
1. Current year total general and separate accounts total collateral pledged (Lines 2+3)	\$ 296,127,418	\$ 324,462,791	\$ 313,000,000
2. Current year general account total collateral pledged	296,127,418	324,462,791	313,000,000
3. Current year separate accounts total collateral pledged			
4. Prior year-end total general and separate accounts total collateral pledged	342,883,069	364,801,998	313,000,000

Notes to the Financial Statements

11. Debt (Continued)

(b) Maximum amount pledged during reporting period

	(1) Fair Value	(2) Carrying Value	(3) Amount Borrowed at Time of Maximum Collateral
1. Current year total general and separate accounts maximum collateral pledged (Lines 2+3)	\$ 342,883,069	\$ 364,801,998	\$ 313,000,000
2. Current year general account maximum collateral pledged	342,883,069	364,801,998	313,000,000
3. Current year separate accounts maximum collateral pledged			
4. Prior year-end total general and separate accounts maximum collateral pledged	442,850,805	466,784,112	313,000,000

(4) Borrowing from FHLB

(a) Amount as of the reporting date

	(1) Total (2+3)	(2) General Account	(3) Separate Accounts	(4) Funding Agreements Reserves Established
1. Current Year				
(a) Debt	\$	\$	\$	XXX
(b) Funding agreements	313,000,000	313,000,000		\$ 313,579,958
(c) Other				XXX
(d) Aggregate total (a+b+c)	<u>\$ 313,000,000</u>	<u>\$ 313,000,000</u>	<u>\$</u>	<u>\$ 313,579,958</u>
2. Prior Year-end				
(a) Debt	\$	\$	\$	XXX
(b) Funding agreements	313,000,000	313,000,000		\$ 313,579,958
(c) Other				XXX
(d) Aggregate total (a+b+c)	<u>\$ 313,000,000</u>	<u>\$ 313,000,000</u>	<u>\$</u>	<u>\$ 313,579,958</u>

(b) Maximum amount during reporting period (current year)

	(1) Total (2+3)	(2) General Account	(3) Separate Accounts
1. Debt	\$	\$	\$
2. Funding agreements	313,000,000	313,000,000	
3. Other			
4. Aggregate total (Lines 1+2+3)	<u>\$ 313,000,000</u>	<u>\$ 313,000,000</u>	<u>\$</u>

(c) FHLB - Prepayment obligations

	Does the company have prepayment obligations under the following arrangements (YES/NO)?
1. Debt	No
2. Funding agreements	Yes
3. Other	No

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

- A. Defined Benefit Plan - Not Applicable
- B. Investment Policies and Strategies of Plan Assets - Not Applicable
- C. Fair Value of Each Class of Plan Assets - Not Applicable
- D. Expected Long-Term Rate of Return for the Plan Assets - Not Applicable
- E. Defined Contribution Plans - Not Applicable
- F. Multiemployer Plans - Not Applicable
- G. Consolidated/Holding Company Plans

The Company is allocated a share of the costs of the GAFC employee-sponsored defined contribution plans. The Company makes standard matching contributions which vest 100% when made. The allocated expenses were \$1,640,626 and \$4,373,557 for the period ended March 31, 2024 and December 31, 2023, respectively.

- H. Postemployment Benefits and Compensated Absences - Not Applicable
- I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - Not Applicable

Notes to the Financial Statements

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

- A. The Company has 10,000 shares authorized, 2,526 shares issued and outstanding, par value \$1,000 per share. There are no other classes of capital stock. All shares are Class A shares.
- B. The Company has no preferred stock outstanding.
- C. Massachusetts has enacted laws governing the payment of dividends and other distributions to stockholders by insurers. These laws affect the dividend paying ability of the Company. Pursuant to Massachusetts statutes, the maximum amount of dividends and other distributions that an insurer may pay in any twelve-month period, without prior approval of the MA DOI, is limited to the greater of the Company's statutory net gains from operations of the preceding December 31 or 10% of the statutory policyholder's surplus as of the preceding December 31. Dividends must be paid from unassigned funds.

D. Capital transaction

On February 27, 2024, which was approved by the Massachusetts Department of Insurance to be a Type 1 subsequent event reflected on the December 31, 2023 balance sheet, the Company received a \$100,000,000 capital contribution from Finco.

On December 26, 2023, the Company made a \$100,000,000 capital contribution to FLIC.

On December 26, 2023, the Company received a \$250,000,000 capital contribution from Finco.

On December 18, 2023, the Company received a \$185,000,000 capital contribution from Finco.

On December 14, 2023, the Company received a \$130,000,000 capital contribution from Finco.

On November 15, 2023, the Company made a \$160,000,000 capital contribution to FAFLIC.

On September 29, 2023, the Company made a \$15,000,000 capital contribution to FAFLIC.

On April 11, 2023, which was approved by the Massachusetts Department of Insurance to be a Type 1 subsequent event reflected on the March 31, 2023 balance sheet, the Company made a \$27,000,000 capital contribution to FAFLIC.

- E. Within the limitations of (C) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- F. The Company has no restrictions on the use of the Company's unassigned surplus and all unassigned surplus is held for the benefit of the shareholders.
- G. The Company has no surplus advances.

H. Stock Held for Special Purposes

None of the Company's stock is held for special purposes.

- I. There have been no changes in special surplus fund balances.

J. Unassigned Funds (Surplus)

The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and (losses) are \$576,856,755 and \$582,072,845 at March 31, 2024 and December 31, 2023, respectively.

K. Company-Issued Surplus Debentures or Similar Obligations

Surplus Notes

1	2	3	4	5	6	7	8
Item Number	Date Issued	Interest Rate	Original Issue Amount of Note	Is Surplus Note Holder a Related Party (YES/NO)	Carrying Value of Note Prior Year	Carrying Value of Note Current Year	Unapproved Interest And/Or Principal
0001	12/14/2018	6.250 %	\$ 820,000,000	YES	\$ 820,000,000	\$ 820,000,000	\$
0002	12/01/2023	8.000	225,000,000	YES	225,000,000	225,000,000	
Total	XXX	XXX	<u>\$ 1,045,000,000</u>	XXX	<u>\$ 1,045,000,000</u>	<u>\$ 1,045,000,000</u>	<u>\$</u>

1	9	10	11	12	13	14
Item Number	Current Year Interest Expense Recognized	Life-To-Date Interest Expense Recognized	Current Year Interest Offset Percentage (not including amounts paid to a 3rd party liquidity provider)	Current Year Principal Paid	Life-To-Date Principal Paid	Date of Maturity
0001	\$ 25,625,000	\$ 271,340,278	%	\$	\$	09/30/2048
0002	5,150,000	5,150,000				09/30/2053
Total	<u>\$ 30,775,000</u>	<u>\$ 276,490,278</u>	XXX	<u>\$</u>	<u>\$</u>	XXX

Notes to the Financial Statements

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations (Continued)

1	15	16	17	18	19
Item Number	Are Surplus Note payments contractually linked? (YES/NO)	Surplus Note payments subject to administrative offsetting provisions? (YES/NO)	Were Surplus Note proceeds used to purchase an asset directly from the holder of the surplus note? (YES/NO)	Is Asset Issuer a Related Party (YES/NO)	Type of Assets Received Upon Issuance
0001	NO	NO	NO	NO	0
0002	NO	NO	NO	NO	0
Total	XXX	XXX	XXX	XXX	XXX

1	20	21	22
Item Number	Principal Amount of Assets Received Upon Issuance	Book/Adjusted Carry Value of Assets	Is Liquidity Source a Related Party to the Surplus Note Issuer? (YES/NO)
0001	\$	\$	NO
0002			NO
Total	\$	\$	XXX

On February 29, 2024, the Massachusetts Department of Insurance approved an interest payment of \$30,775,000 which was paid April 1, 2024

On September 11, 2023, the Massachusetts Department of Insurance approved an interest payment of \$25,625,000 which was paid October 2, 2023

On February 27, 2023, the Massachusetts Department of Insurance approved an interest payment of \$25,625,000 which was paid March 31, 2023

L. Impact of Any Restatement Due to Prior Quasi-Reorganizations - Not Applicable

M. Effective Date(s) of Quasi-Reorganizations in the Prior 10 Years - None

14. Liabilities, Contingencies and Assessments

A. Contingent Commitments

(1) Commitments or contingent commitment(s) to an SCA entity, joint venture, partnership, or limited liability company

The Company invests in certain joint ventures, limited liability companies ("LLC's") and partnerships, and in some cases makes a commitment for additional investment up to a maximum invested amount.

As of March 31, 2024 commitments to make additional investments to joint ventures, LLC's, and partnerships total \$4,010,696.

(2) Nature and circumstances of guarantee - None

(3) Aggregate compilation of guarantee obligations - None

B. Assessments

(1) Unfavorable economic conditions may contribute to an increase in the number of insurance companies that are under regulatory supervision. This may result in an increase in mandatory assessments by state guaranty funds, or voluntary payments by solvent insurance companies to cover losses to policyholders of insolvent or rehabilitated companies. Mandatory assessments, which are subject to statutory limits, can be partially recovered through a reduction in future premium taxes in some states. The Company is not able to reasonably estimate the potential impact of any such future assessments or voluntary payments.

(2) Assets (Liabilities) recognized from paid and accrued premium tax offsets and policy surcharges - None

(3) Guaranty fund liabilities and assets related to long-term care insolvencies - None

C. Gain Contingencies - Not Applicable

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - Not Applicable

E. Joint and Several Liabilities - Not Applicable

F. All Other Contingencies

The Company is involved from time to time in judicial, regulatory and arbitration proceedings concerning matters arising in connection with the conduct of its business. THG has agreed to indemnify the Company and Goldman Sachs with respect to certain of these matters as provided in the agreement through which the Company initially acquired business from The Hanover Group ("THG"). Management believes, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on the Company's financial condition. Given the inherent difficulty of predicting the outcome of the Company's litigation and regulatory matters, particularly in cases or proceeding in which substantial or indeterminate damages or fines are sought, the Company cannot estimate losses, or ranges of losses, for cases or proceedings where there is only a reasonable possibility that a loss may be incurred. However, the Company believes that at the present time there are no pending or threatened lawsuits that are reasonably likely to have a material adverse effect on the Company's consolidated financial position.

Notes to the Financial Statements

14. Liabilities, Contingencies and Assessments (Continued)

In addition, the Company is involved, from time to time, in investigations and proceedings by governmental and self-regulatory agencies, which may include investigations into such matters as "market timing" in sub-accounts of variable annuity and life products, revenue sharing and other matters, claims payment practices, and unclaimed property escheatment practices. A number of companies have announced settlements of enforcement actions related to such matters with various regulatory agencies, including the SEC, which has included a range of monetary penalties and restitution. The Company is not currently involved in any such investigations or proceedings, though there can be no assurance that such investigations or proceedings may not arise in the future.

In connection with a cybersecurity incident on May 29, 2023, related to services provided to several companies by Pension Benefits Information LLC, and its use of MOVEit software ("PBI/MOVEit Incident"), The Global Atlantic Financial Group LLC or some of its affiliates have received a total of five putative class action complaints alleging failure to properly secure and safeguard customers' sensitive information. Four cases originated in United States District Court for the Southern District of New York: Clancy, Michael v. The Global Atlantic Financial Group LLC (1:23-cv-07975) filed September 8, 2023, Guzman, Marcelina v. The Global Atlantic Financial Group LLC (1:23-cv-08150) filed September 14, 2023, and Hendrix, Eudoice v. Global Atlantic Financial Company, Accordia Life and Annuity Company, Commonwealth Annuity and Life Insurance Company, First Allmerica Financial Life Insurance Company and Forethought Life Insurance Company (1:23-cv-08058) filed September 12, 2023, and Bernstein, Michael v. The Global Atlantic Financial Group LLC (1:23-cv-9868) filed in New York state court September 15, 2023. A fifth case was filed in the United States District Court for the Southern District of Indiana, but subsequently was voluntarily dismissed: Hansa v. Forethought Life Insurance Company, Global Atlantic Insurance Network LLC, and The Global Atlantic Financial Group LLC (1:23-cv-01549) filed August 28, 2023. The Company itself is currently a party only in the Hendrix case. A judicial panel consolidated certain PBI/MOVEit Incident-related litigation in an MDL and transferred the cases to the District of Massachusetts, before Judge Allison Burroughs. This order applies to all matters against The Global Atlantic Financial Group LLC and its affiliates.

The Company's subsidiaries, FAFLIC and Accordia, entered into a process of converting over 500,000 in-force life insurance policies from systems managed by Athene Holdings Limited, or "Athene," to the platform of one of our third party service providers, DXC, or the "Conversion," the Company expects to incur a variety of litigation and regulatory costs. The Company has received formal and informal inquiries from state regulators concerning the administration of policies, policyholder complaints and possible violations of state insurance or consumer protection laws, which have resulted in and may result in additional fines, monetary settlements or proceedings. For example, on June 13, 2018, Accordia received notice of a regulatory matter from the California Department of Insurance regarding administration issues relating to certain California life insurance policies reinsured by Accordia which are administered by DXC. On August 19, 2020, Accordia and the California Department of Insurance resolved the dispute, whereby Accordia paid a \$11.5 million fine and agreed to perform certain corrective actions for California policyholders impacted by conversion.

15. Leases - Not Applicable

16. Information About Financial Instruments With Off-Balance-Sheet Risk And Financial Instruments With Concentrations of Credit Risk

1. Face Amount of the Company's Financial Instruments with Off-Balance-Sheet Risk

The current credit exposure of the Company's over the counter derivative contracts is limited to the fair value of \$388,207,632 as of March 31, 2024. Credit risk is managed by entering into transactions with creditworthy counterparties and obtaining collaterals of \$406,825,192 from counterparties as of March 31, 2024. The exchange-traded derivatives are affected through a regulated exchange and positions are marked to market on a daily basis, the Company has little exposure to credit-related losses in the event of nonperformance by counterparties to such financial instruments.

2. The Company's credit risk is the risk of nonperformance by the counterparties. The company limits this risk by utilizing counterparties that maintain a NAIC "1" designation. Additionally, all OTC derivatives the Company entered into are fully collateralized by cash. In the event of the nonperformance by the counterparties, the Company has the right to the collaterals pledged by counterparties.

The Company manages its equity market risk by entering into certain OTC derivatives, primarily equity options and swaps, as well as exchange-traded equity options and futures. The Company trades exchange-traded fixed income future contracts, OTC swaps and swaptions to protect against interest rate risk. FX forwards are purchased by the Company to reduce risk from changes in currency exchange rates with respect to investments denominated in foreign currencies that the Company holds.

3. The Company is exposed to credit related losses in the event of nonperformance by counterparties to financial instruments, but it does not expect any counterparties to fail to meet their obligations given their high (NAIC -1) credit ratings.

4. As of March 31, 2024, the Company had cash on deposit as collateral at counterparties with a fair value of \$406,825,192 related to its options and swap agreements.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. Transfers of Receivables Reported as Sales - Not Applicable
- B. Transfer and Servicing of Financial Assets - Not Applicable
- C. Wash Sales

The Company generally does not sell and reacquire securities within 30 days of the sale date. There were no wash sale transactions with a NAIC designation of 3 or below during the period ended March 31, 2024.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans - Not Applicable

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators - Not Applicable

20. Fair Value Measurements

A. Fair Value Measurement

As of March 31, 2024 and December 31, 2023, the Company did not own any financial instruments that were not practicable to estimate fair value.

Notes to the Financial Statements

20. Fair Value Measurements (Continued)

(1) Fair value at reporting date

Description for each class of asset or liability	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Total
a. Assets at fair value					
Derivatives	\$ (873,114)	\$ 410,532,682	\$	\$	\$ 409,659,568
Separate Accounts	1,883,044,424	5,341,259			1,888,385,683
Total assets at fair value/NAV	<u>\$ 1,882,171,310</u>	<u>\$ 415,873,941</u>	<u>\$</u>	<u>\$</u>	<u>\$ 2,298,045,251</u>
b. Liabilities at fair value					
Derivative Liabilities	\$ 1,085,712	\$ 91,519,967	\$	\$	\$ 92,605,679
Total liabilities at fair value	<u>\$ 1,085,712</u>	<u>\$ 91,519,967</u>	<u>\$</u>	<u>\$</u>	<u>\$ 92,605,679</u>

*Net asset balances after right of offset with counterparty are presented on page 2 as of March 31, 2024, per SSAP No.64 Offsetting and Netting of Assets and Liabilities.

(2) Fair value measurements in Level 3 of the fair value hierarchy - None

(3) Transfers between Level 1 and Level 2

There were no transfers between Levels 1 and 2 during the current year.

(4) Fair value inputs Level 2 and Level 3

Bonds

In accordance with the NAIC Purposes and Procedures Manual of the NAIC Investment Analysis Office, bonds rated 6 are carried at the lower of amortized cost or fair value. As of March 31, 2024 the Company had 3 6 rated bonds with a carrying value of \$3,160,093. As of December 31, 2023 the Company had 4 6 rated bonds with a carrying value of \$12,638,826.

Separate Account Assets

The estimated fair value of assets held in separate accounts is based on quoted market prices. Separate account assets representing contract holder funds are measured at fair value and reported as a summary total in the Statement of Assets, with an equivalent summary total reported for related liabilities. The market value adjusted annuity is comprised of bonds, in which the fair value is based on external vendor prices. Based on the level of observable activity, these bonds will be measured at either Level 1 or Level 2.

Derivatives

The Company enters into certain OTC derivatives; primarily equity put options and interest rate swaps, and exchange-traded equity and interest rate futures contracts with three-month termination periods. The Company transacts in these derivatives primarily to hedge risk on its life and annuity business. As described in Note 8, the variable annuity business has been 100% ceded via modified coinsurance or funds withheld coinsurance to affiliates since December 31, 2009 and the effect of the derivatives that hedge this business is passed to the reinsurer. The Company transacts in derivatives to manage the interest rate and credit risk related to the general account portfolio. In addition, the Company trades credit derivatives to hedge counterparty risk on reinsurance transactions.

OTC derivatives are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, model calibration to market clearing transactions, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Where models are used, the selection of a particular model to value an OTC derivative depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability of pricing information in the market. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model inputs can generally be verified and model selection does not involve significant management judgment. Such instruments are typically classified within Level 2 of the fair value hierarchy.

Overall, transfers into and/or out of Level 3 are attributable to a change in the observability of inputs. Assets and liabilities are transferred into Level 3 when a significant input cannot be corroborated with market observable data. This occurs when market activity decreases significantly and underlying inputs cannot be observed, current prices are not available, and/or when there are significant variances in quoted prices, thereby affecting transparency. Assets and liabilities are transferred out of Level 3 when circumstances change such that a significant input can be corroborated with market observable data. This may be due to a significant increase in market activity, a specific event, or one or more significant input(s) becoming observable. Transfers into and/or out of any level are assumed to occur at the beginning of the period.

(5) Derivatives - Not Applicable

B. Other Fair Value Disclosures

No additional disclosures to report regarding fair value measurement. Application of fair value measurement is consistent with the disclosure in section 20.A.(4) above.

C. Fair Values for All Financial Instruments by Level 1, 2 and 3

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Not Practicable (Carrying Value)
Bonds	\$ 48,550,624,639	\$ 52,309,230,051	\$ 3,424,644,335	\$ 34,353,198,326	\$ 10,772,781,978	\$	\$ -
Mortgage Loans	14,665,783,123	15,678,535,166	-	-	14,665,783,123		-
Other Invested Assets	1,649,859,392	1,696,740,827	-	38,717,199	1,611,142,193		447,114,438
Preferred Stock	65,411,163	66,822,625	-	64,041,155	1,370,008		-
Common Stock	18,045,600	18,045,600	-	-	18,045,600		-
Investment in Sub	-	3,601,628,686	-	-	-		3,601,628,686
Short Term Investment	90,201,453	91,675,794	-	85,647,471	4,553,982		-
Cash and Equivalents	3,117,660,222	3,117,660,223	2,957,435,136	160,225,086	-		-
Derivative Assets	409,659,568	409,659,568	(873,114)	410,532,682	-		-
Total Assets	68,567,245,160	76,989,998,540	6,381,206,357	35,112,361,919	27,073,676,884		4,048,743,124
Derivative Liabilities	92,605,679	92,605,679	1,085,712	91,519,967			
Total Liabilities	92,605,679	92,605,679	1,085,712	91,519,967			

Notes to the Financial Statements

20. Fair Value Measurements (Continued)

D. Not Practicable to Estimate Fair Value

As of March 31, 2024, the Company owns 9 financial instruments that were not practicable to estimate fair value.

Type or Class of Financial Instrument	Carrying Value	Effective Interest Rate	Maturity Date	Explanation
BA Common Stock	\$ 92,258,817	%		1
BA Common Stock	243,697			1
BA Common Stock	15,939,691			1
BA Common Stock	29,071			1
Common Stock	3,601,628,686			2
BA Common Stock	4,790,367			1
BA Common Stock	337,968			1
BA Common Stock	64,626,978			1
BA Common Stock	268,887,850			1

Explanations

1: For our equity method investments our carrying amount generally is our share of the net asset value of the funds or the partnerships, which approximates fair value.

2: Investment in subsidiary

E. Nature and Risk of Investments Reported at NAV - None

21. Other Items

A. Unusual or Infrequent Items - Not Applicable

B. Troubled Debt Restructuring - Not Applicable

C. Other Disclosures

Effective January 1, 2024, the Company entered into a coinsurance agreement with the John Hancock Life Insurance Company whereby it assumed life and annuity business. The total assumed reserves were \$4,823,316,752. Subsequently the Company entered into a funds withheld coinsurance agreement with an affiliated party whereby it ceded a deposit receivable of \$3,420,783,540 and reserves of \$1,051,886,882.

Effective January 1, 2024, the Company entered into a coinsurance agreement with the John Hancock Life & Health Insurance Company whereby it assumed life business. The total assumed reserves were \$1,067,123,873. Subsequently the Company entered into a funds withheld coinsurance agreement with an affiliated party whereby it ceded a deposit receivable of \$976,015,860.

Effective November 1, 2023, the Company entered into a coinsurance agreement with the Metropolitan Tower Life Insurance Company whereby it assumed universal life and fixed annuity business. The total assumed reserves were \$3,371,046,143. Subsequently the Company entered into retrocession agreements where reserves of \$3,118,217,683 were ceded to an affiliated party.

Effective April 11, 2023, the Company entered into a coinsurance agreement with The Guardian Insurance and Annuity company whereby it assumes new fixed annuity business. The total accumulated assumed reserves were \$1,361,404,216 as of March 31, 2024.

Effective April 1, 2023, the Company entered into a retrocession agreement whereby it ceded fixed annuity reserves to an unaffiliated third party. The total accumulated ceded reserves were \$571,916,566 as of March 31, 2024.

On January 1, 2023, the Company, amended the master retrocession agreement with an affiliated party whereby it retroceded an additional \$2,143,708,633 of reserves. Subsequently additional reserves of \$3,920,919,963 have been ceded to the affiliated third party.

Effective January 1, 2023, the Company entered into a retrocession agreement whereby it ceded fixed annuity reserves to an unaffiliated third party. The total accumulated ceded reserves were \$1,295,316,400 as of March 31, 2024.

Assets values of \$129,194,178 and \$129,146,328 as of March 31, 2024 and December 31, 2023, were on deposit with government authorities or trustees as required by law.

D. Business Interruption Insurance Recoveries

The Company did not have any business interruption insurance recoveries as of March 31, 2024 or December 31, 2023.

E. State Transferable and Non-Transferable Tax Credits - Not Applicable

F. Subprime-Mortgage-Related Risk Exposure

(1) While the Company holds no direct investments in subprime mortgage loans, the Company may have limited exposure to subprime borrowers through direct investments in primarily investment grade subprime residential mortgage-backed securities. The company's definition of subprime is predominantly based on borrower statistics from a residential pool of mortgages. Included in the statistics and the diversity of all these statistics across the borrower profile. As is true for all securities in the Company's portfolio, the entire mortgage-backed asset portfolio is reviewed for impairments at least quarterly. Additionally, reviews of specific mortgage-backed securities are made on a periodic basis by reviewing both the unrealized gain/loss as well as changes to the underlying statistics. Included in the analysis are current delinquency and default statistics, as well as the current and original levels of subordination on the security.

(2) Direct exposure through investments in subprime mortgage loans - Not Applicable

(3) Direct exposure through other investments

The Company holds the following securities with subprime exposure as of March 31, 2024:

Notes to the Financial Statements

21. Other Items (Continued)

	Actual Cost	Book/Adjusted Carrying Value (Excluding Interest)	Fair Value	Other-Than-Temporary Impairment Losses Recognized
a. Residential mortgage-backed securities.....	\$ 180,311,803	\$ 173,582,571	\$ 167,230,258	\$
b. Commercial mortgage-backed securities.....				
c. Collateralized debt obligations.....				
d. Structured securities.....				
e. Equity investment in SCAs.....				
f. Other assets.....				
g. Total (a+b+c+d+e+f).....	<u>\$ 180,311,803</u>	<u>\$ 173,582,571</u>	<u>\$ 167,230,258</u>	<u>\$</u>

(4) Underwriting exposure to subprime mortgage risk through Mortgage Guaranty or Financial Guaranty insurance coverage - Not Applicable

G. Retained Assets - Not Applicable

H. Insurance-Linked Securities (ILS) Contracts - Not Applicable

I. The Amount That Could Be Realized on Life Insurance Where the Reporting Entity is Owner and Beneficiary or Has Otherwise Obtained Rights to Control the Policy - Not Applicable

22. Events Subsequent

Type I – Recognized Subsequent Events – No Type 1 subsequent events to report.

Type II – Non-recognized Subsequent Events

Subsequent events have been considered through May 13, 2024.

23. Reinsurance - No Significant Changes

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company does not have any retrospectively rated contracts or contract subject to redetermination.

A. Method Used to Estimate - Not Applicable

B. Method Used to Record - Not Applicable

C. Amount and Percent of Net Retrospective Premiums - Not Applicable

D. Medical Loss Ratio Rebates Required Pursuant to the Public Health Service Act - Not Applicable

E. Risk-Sharing Provisions of the Affordable Care Act (ACA)

Not applicable

(1) Accident and health insurance premium subject to the Affordable Care Act risk-sharing provisions

Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions?
NO

(2) Impact of Risk-Sharing Provisions of the Affordable Care Act on admitted assets, liabilities and revenue for the current year - Not Applicable

(3) Roll-forward of prior year ACA risk-sharing provisions for the following asset (gross of any nonadmission) and liability balances, along with the reasons for adjustments to prior year balance - Not Applicable

(4) Roll-forward of risk corridors asset and liability balances by program benefit year - Not Applicable

(5) ACA risk corridors receivable as of reporting date - Not Applicable

25. Change in Incurred Losses and Loss Adjustment Expenses - Not Applicable

26. Intercompany Pooling Arrangements - Not Applicable

27. Structured Settlements - Not Applicable

28. Health Care Receivables - Not Applicable

29. Participating Policies - No Significant Changes

30. Premium Deficiency Reserves - Not Applicable

31. Reserves for Life Contracts and Annuity Contracts - No Significant Changes

32. Analysis of Annuity Actuarial Reserves and Deposit Type Contract Liabilities by Withdrawal Characteristics - No Significant Changes

33. Analysis of Life Actuarial Reserves by Withdrawal Characteristics - No Significant Changes

34. Premiums and Annuity Considerations Deferred and Uncollected - No Significant Changes

35. Separate Accounts - No Significant Changes

36. Loss/Claim Adjustment Expenses - Not Applicable

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No [X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
.....
- 3.4 Is the reporting entity publicly traded or a member of a publicly traded group? Yes [X] No []
- 3.5 If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group. 0001404912
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [X] No [] N/A []
If yes, attach an explanation.
On January 2, 2024, KKR indirectly acquired the remaining 36.7% of the Registrants that KKR did not already own (the "Transaction"). On December 18, 2023, the Massachusetts Division of Insurance provided a Form A exemption waiver for the Transaction. At the closing of the Transaction, Sweetbay Merger Sub LLC, a direct subsidiary of KKR Magnolia Holdings LLC and indirect subsidiary of KKR, merged with and into The Global Atlantic Financial Group LLC ("TGAFGL"), the holding company of the Registrants, with TGAFGL surviving the merger, resulting in TGAFGL becoming a wholly owned subsidiary of KKR (the "2024 Merger"). The Registrants' home office address and principal executive office address remains at 20 Guest Street, Brighton, MA 02135.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2019
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2019
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/26/2021
- 6.4 By what department or departments?
Massachusetts Division of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
REDI Global Technologies LLC	New York, NY	NO	NO	NO	YES
Mercer Allied Company, L.P.	Saratoga Springs, NY	NO	NO	NO	YES
Global Atlantic Investment Advisors, LLC	Indianapolis, Indiana	NO	NO	NO	YES
Global Atlantic Distributors, LLC	Hartford, Connecticut	NO	NO	NO	YES
KKR Credit Advisors (Singapore) Pte. Ltd.	Singapore	NO	NO	NO	YES
KKR Registered Advisor LLC	New York, NY	NO	NO	NO	YES
Kohlberg Kravis Roberts & Co. L.P.	New York, NY	NO	NO	NO	YES
FS/KKR Advisor, LLC	Philadelphia, PA	NO	NO	NO	YES
KKR Credit Advisors (US) LLC	San Francisco, CA	NO	NO	NO	YES
KKR Capital Markets LLC	New York, NY	NO	NO	NO	YES
KKR Capital Markets II, LLC	New York, NY	NO	NO	NO	YES

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
KKR Alternative Investment Management Unlimited Company	Dublin, Ireland .....	...NO...	...NO...	...NO...	...YES...

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
.....
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:
.....
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 452,294,381
13. Amount of real estate and mortgages held in short-term investments: \$ 2,726,475
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ 9,713,967,252 | \$ 9,738,132,099 |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ 3,650,335,118 | \$ 3,601,628,686 |
| 14.24 Short-Term Investments | \$ | \$ 3,225,084 |
| 14.25 Mortgage Loans on Real Estate | \$ 1,917,439,392 | \$ 1,950,042,094 |
| 14.26 All Other | \$ 701,579,710 | \$ 948,627,478 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 15,983,321,472 | \$ 16,241,655,441 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A []
If no, attach a description with this statement.
.....
16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. \$
- 16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$
- 16.3 Total payable for securities lending reported on the liability page. \$

GENERAL INTERROGATORIES

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes No
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon	One Wall Street, New York, NY 10286

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes No

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts"; "...handle securities"]

1 Name of Firm or Individual	2 Affiliation
Internal Global Atlantic Investment Team	I.....
Goldman Sachs Asset Management, L.P.	U.....
Guggenheim Partners Investment Management, LLC	U.....
Hartford Investment Management Company	U.....
Kohlberg Kravis Roberts & Co. L.P.	A.....
Prosperity Asset Management, LLC	U.....
MetLife Investment Management, LLC	U.....

- 17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") manage more than 10% of the reporting entity's invested assets? Yes No

- 17.5098 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's invested assets? Yes No

- 17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
107738	Goldman Sachs Asset Management, L.P.	5493000C7DKPYVEOMA87 .....	.....	OS.....
137432	Guggenheim Partners Investment Management, LLC	5493000XWQLVNUK615E79 .....	.....	NO.....
106699	Hartford Investment Management Company	FE0BULMG7PY8B4MG7C65 .....	.....	NO.....
1399770	Kohlberg Kravis Roberts & Co. L.P.	K3NEK11EF7N3JVJE7V46 .....	.....	DS.....
286028	Prosperity Asset Management, LLC	984500LEE641FA2F7148 .....	.....	NO.....
142463	MetLife Investment Management, LLC	549300025PYTRUFE1882 .....	.....	NO.....

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed? Yes No

- 18.2 If no, list exceptions:
.....

19. By self-designating 5GI securities, the reporting entity is certifying the following elements for each self-designated 5GI security:

- a. Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.
- b. Issuer or obligor is current on all contracted interest and principal payments.
- c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.

- Has the reporting entity self-designated 5GI securities? Yes No

20. By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:

- a. The security was purchased prior to January 1, 2018.
- b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
- c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as a NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.
- d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.

- Has the reporting entity self-designated PLGI securities? Yes No

21. By assigning FE to a Schedule BA non-registered private fund, the reporting entity is certifying the following elements of each self-designated FE fund:

- a. The shares were purchased prior to January 1, 2019.
- b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
- c. The security had a public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO prior to January 1, 2019.
- d. The fund only or predominantly holds bonds in its portfolio.
- e. The current reported NAIC Designation was derived from the public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO.
- f. The public credit rating(s) with annual surveillance assigned by an NAIC CRP has not lapsed.

- Has the reporting entity assigned FE to Schedule BA non-registered private funds that complied with the above criteria? Yes No

GENERAL INTERROGATORIES

PART 2 - LIFE AND ACCIDENT AND HEALTH COMPANIES/FRATERNAL BENEFIT SOCIETIES

Life and Accident Health Companies/Fraternal Benefit Societies:

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories: 1
Amount
- 1.1 Long-Term Mortgages In Good Standing
- 1.11 Farm Mortgages \$.....
- 1.12 Residential Mortgages \$..... 6,073,742,169
- 1.13 Commercial Mortgages \$..... 9,470,725,874
- 1.14 Total Mortgages in Good Standing \$..... 15,544,468,043
- 1.2 Long-Term Mortgages In Good Standing with Restructured Terms
- 1.21 Total Mortgages in Good Standing with Restructured Terms..... \$.....
- 1.3 Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months
- 1.31 Farm Mortgages \$.....
- 1.32 Residential Mortgages \$..... 17,205,765
- 1.33 Commercial Mortgages \$.....
- 1.34 Total Mortgages with Interest Overdue more than Three Months \$..... 17,205,765
- 1.4 Long-Term Mortgage Loans in Process of Foreclosure
- 1.41 Farm Mortgages \$.....
- 1.42 Residential Mortgages \$..... 32,564,850
- 1.43 Commercial Mortgages \$..... 84,296,507
- 1.44 Total Mortgages in Process of Foreclosure \$..... 116,861,357
- 1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2) \$..... 15,678,535,165
- 1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter
- 1.61 Farm Mortgages \$.....
- 1.62 Residential Mortgages \$.....
- 1.63 Commercial Mortgages \$.....
- 1.64 Total Mortgages Foreclosed and Transferred to Real Estate \$.....
2. Operating Percentages:
- 2.1 A&H loss percent %
- 2.2 A&H cost containment percent %
- 2.3 A&H expense percent excluding cost containment expenses %
- 3.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 3.2 If yes, please provide the amount of custodial funds held as of the reporting date \$.....
- 3.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 3.4 If yes, please provide the balance of the funds administered as of the reporting date \$.....
4. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states? Yes [X] No []
- 4.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity? Yes [] No []

Fraternal Benefit Societies Only:

- 5.1 In all cases where the reporting entity has assumed accident and health risks from another company, provisions should be made in this statement on account of such reinsurances for reserve equal to that which the original company would have been required to establish had it retained the risks. Has this been done? Yes [] No [] N/A []
- 5.2 If no, explain:
.....
- 6.1 Does the reporting entity have outstanding assessments in the form of liens against policy benefits that have increased surplus? Yes [] No []
- 6.2 If yes, what is the date(s) of the original lien and the total outstanding balance of liens that remain in surplus?

Date	Outstanding Lien Amount
.....

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

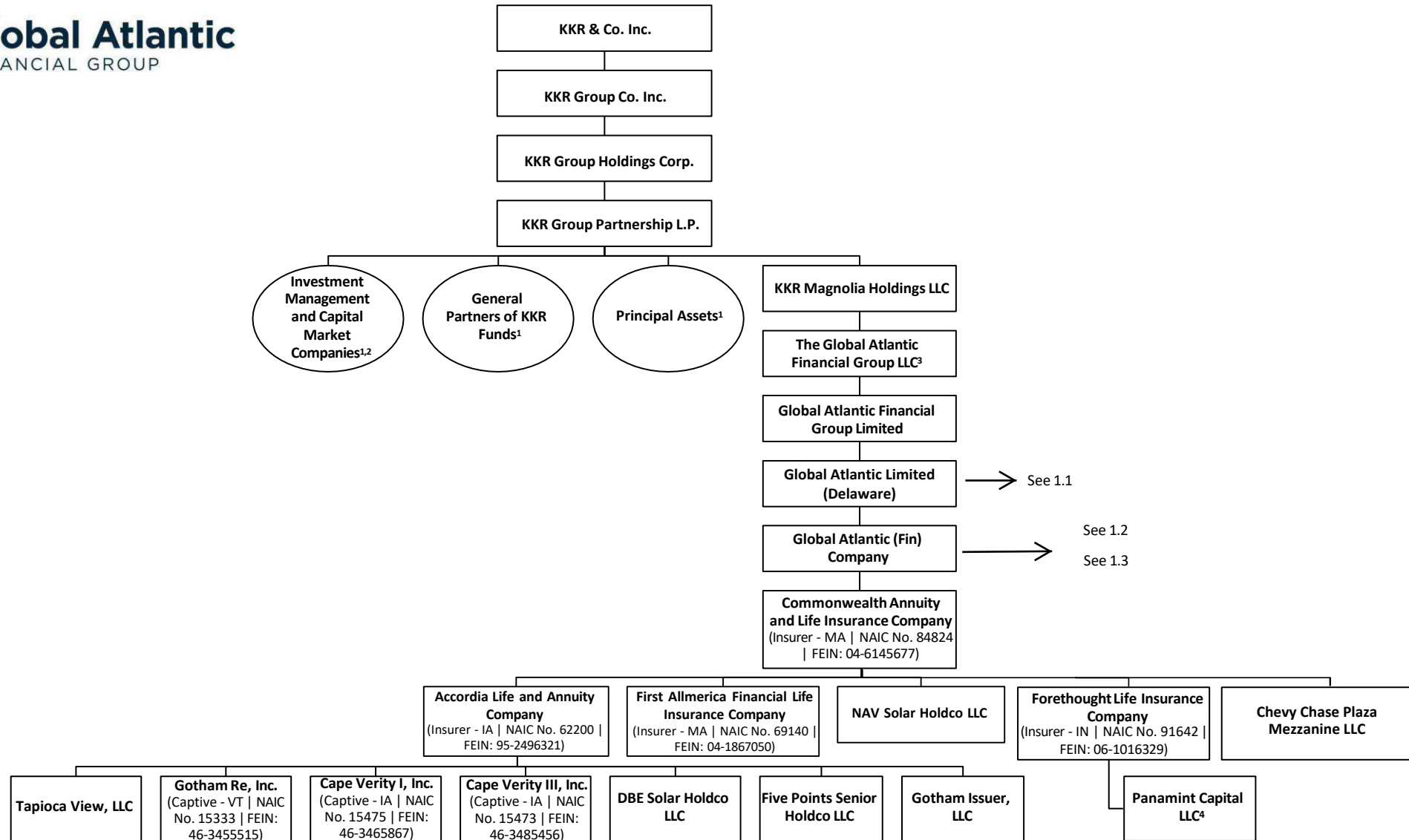
Current Year To Date - Allocated by States and Territories

States, Etc.	1	Life Contracts		Direct Business Only			7
		2	3	4	5	6	
	Active Status (a)	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts
1. Alabama	AL	L	309,718	7,150			316,868
2. Alaska	AK	L	243				243
3. Arizona	AZ	L	117,937	500	(1)		118,436
4. Arkansas	AR	L	5,101	2,356			7,457
5. California	CA	L	482,828	269,191	225		752,244
6. Colorado	CO	L	382,851	56,175	190		439,216
7. Connecticut	CT	L	236,137	3,228			239,365
8. Delaware	DE	L	83,781	600			84,381
9. District of Columbia	DC	L	7,778				7,778
10. Florida	FL	L	461,290	230,439	409		692,138
11. Georgia	GA	L	224,924	283,563	221		508,708
12. Hawaii	HI	L	6,504	2,275			8,779
13. Idaho	ID	L	10,570	233,683			244,253
14. Illinois	IL	L	326,902	99,398	1,314		427,614
15. Indiana	IN	L	71,020	345			71,365
16. Iowa	IA	L	39,574	1,676			41,250
17. Kansas	KS	L	8,913	159,006			167,919
18. Kentucky	KY	L	44,098				44,098
19. Louisiana	LA	L	90,918	5,464	565		96,947
20. Maine	ME	L	81,680	214,730	259		296,669
21. Maryland	MD	L	100,648	900	34		101,582
22. Massachusetts	MA	L	553,663	257,026	866		811,555
23. Michigan	MI	L	271,636	24,358	6,408		302,402
24. Minnesota	MN	L	167,167	194,591	189		361,947
25. Mississippi	MS	L	11,473				11,473
26. Missouri	MO	L	95,947	247,259	72		343,278
27. Montana	MT	L	7,501	150			7,651
28. Nebraska	NE	L	49,360	150			49,510
29. Nevada	NV	L	34,723				34,723
30. New Hampshire	NH	L	156,760	95,565	730		253,055
31. New Jersey	NJ	L	242,173	158,153	431		400,757
32. New Mexico	NM	L	15,088	4,265			19,353
33. New York	NY	N	806,872	9,630	1,247		817,749
34. North Carolina	NC	L	217,340	132,708	104		350,152
35. North Dakota	ND	L	667				667
36. Ohio	OH	L	130,514	2,025			132,539
37. Oklahoma	OK	L	80,777				80,777
38. Oregon	OR	L	77,614	51,027			128,641
39. Pennsylvania	PA	L	588,014	99,068	470		687,552
40. Rhode Island	RI	L	109,634	5,240			114,874
41. South Carolina	SC	L	70,525	600	2,451		73,576
42. South Dakota	SD	L	43,448				43,448
43. Tennessee	TN	L	116,887	1,125			118,012
44. Texas	TX	L	532,780	161,410	289		694,479
45. Utah	UT	L	43,393				43,393
46. Vermont	VT	L	52,396	8,847			61,243
47. Virginia	VA	L	182,249	292,860	86		475,195
48. Washington	WA	L	67,562	12,190	696		80,448
49. West Virginia	WV	L	8,882				8,882
50. Wisconsin	WI	L	82,017	464,447	967		547,431
51. Wyoming	WY	L	1,473				1,473
52. American Samoa	AS	N					
53. Guam	GU	N	223				223
54. Puerto Rico	PR	N	216,400	6,390	6,399		229,189
55. U.S. Virgin Islands	VI	L	15,085	150			15,235
56. Northern Mariana Islands	MP	N					
57. Canada	CAN	N	791				791
58. Aggregate Other Aliens	OT	XXX	8,174				8,174
59. Subtotal	XXX	8,152,623	3,799,913	24,621		11,977,157	895,734
90. Reporting entity contributions for employee benefits plans	XXX						
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX	461,786				461,786	
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX						
93. Premium or annuity considerations waived under disability or other contract provisions	XXX	328,882				328,882	
94. Aggregate or other amounts not allocable by State	XXX						
95. Totals (Direct Business)	XXX	8,943,291	3,799,913	24,621		12,767,825	895,734
96. Plus Reinsurance Assumed	XXX	14,276,101	1,713,613,186	5,010,699,678		6,738,588,965	182,057
97. Totals (All Business)	XXX	23,219,392	1,717,413,099	5,010,724,299		6,751,356,790	1,077,791
98. Less Reinsurance Ceded	XXX	20,718,267	913,928,198	95,504,503		1,030,150,968	1,077,791
99. Totals (All Business) less Reinsurance Ceded	XXX	2,501,125	803,484,901	4,915,219,796		5,721,205,822	
DETAILS OF WRITE-INS							
58001. ZZZ Other Alien	XXX	8,174				8,174	
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX						
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	8,174				8,174	
9401.	XXX						
9402.	XXX						
9403.	XXX						
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX						
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)	XXX						

(a) Active Status Counts:

- 1. L - Licensed or Chartered - Licensed insurance carrier or domiciled RRG.....51
- 2. R - Registered - Non-domiciled RRGs.....
- 3. E - Eligible - Reporting entities eligible or approved to write surplus lines in the state.....
- 4. Q - Qualified - Qualified or accredited reinsurer.....
- 5. N - None of the above - Not allowed to write business in the state..... 6

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company ☐ ☐
 ORGANIZATIONAL CHART OF THE INSURANCE HOLDING COMPANY SYSTEM



Commencing in 2022, following clarifying guidance issued by the SAPWG, the Company modified its affiliated entity listing to include SPV entities which were previously classified as unaffiliated. Investments in these entities are also reflected as affiliated investments, commencing in 2022.

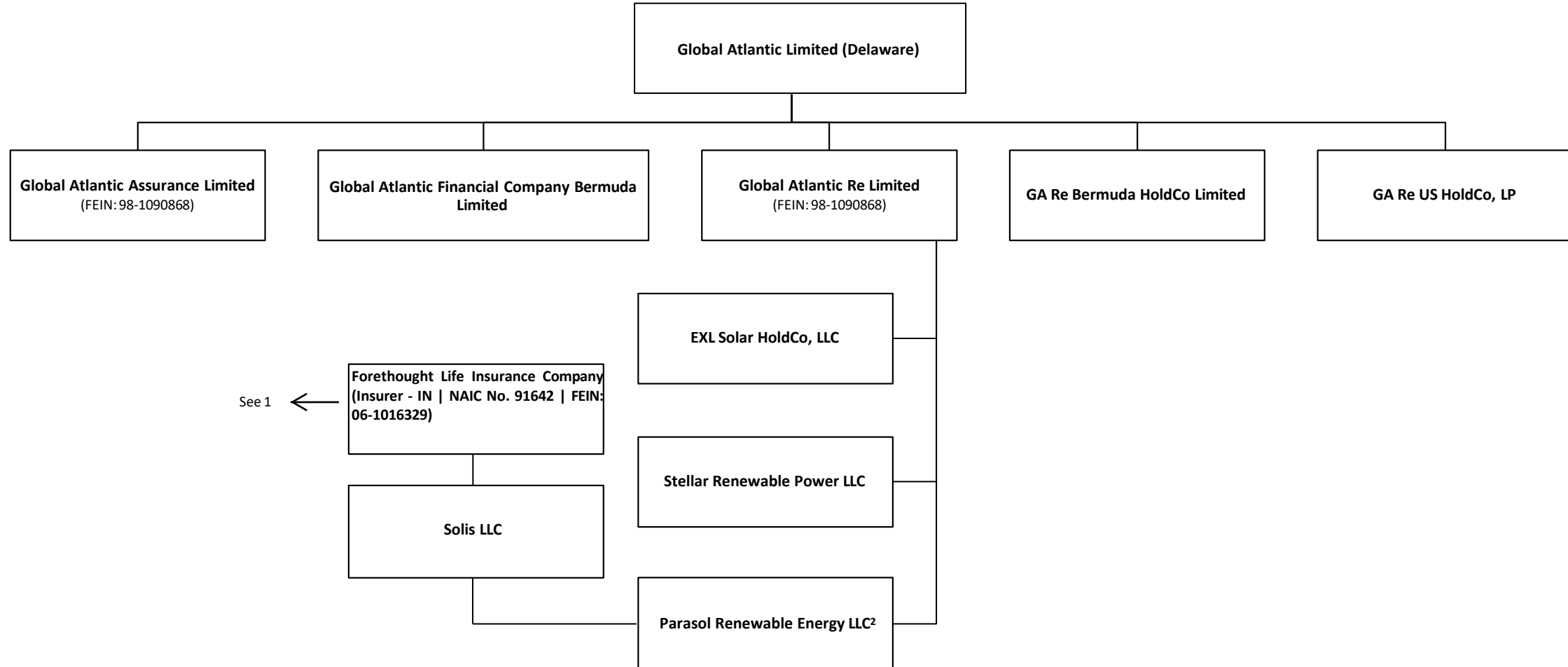
¹KKR controlled entities also qualify as affiliates and are accounted for and reported as such, in accordance with SSAP25.

²Includes Kohlberg Kravis Roberts & Co. L.P., an SEC-registered adviser and investment manager of the holding company group.

³The Global Atlantic Financial Group LLC is owned 100% by KKR Magnolia Holdings LLC.

⁴Panamint Capital LLC is owned 51% by Panamint Ventures LLC, a non-affiliate, 47% by Forethought Life Insurance Company, an insurance company affiliate, and 2% by MJMiller Enterprises, a non-affiliate.

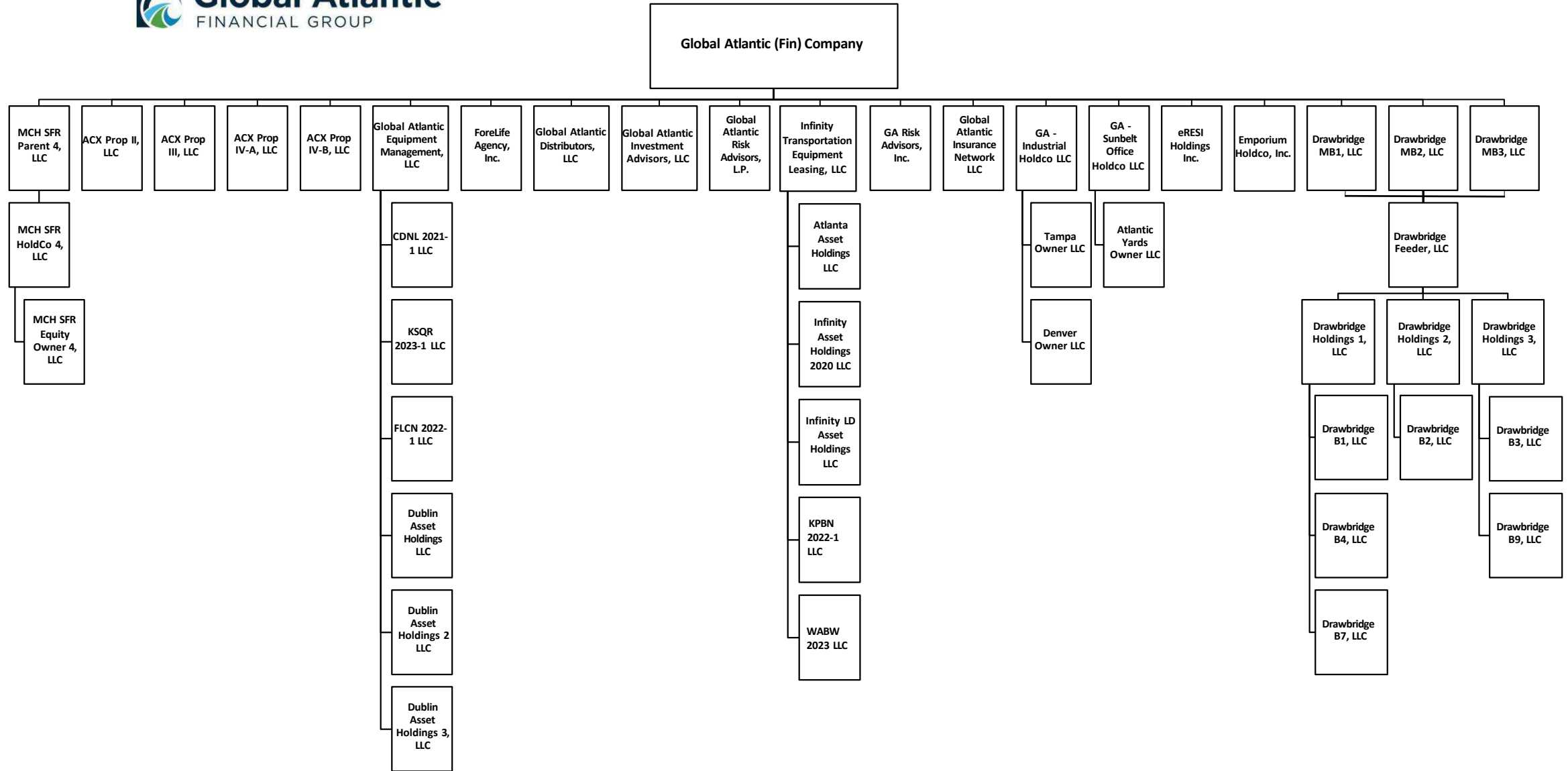
STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company ☐ ☐
 ORGANIZATIONAL CHART OF THE INSURANCE HOLDING COMPANY SYSTEM¹



¹Certain subsidiaries included in the organizational chart own additional legal entities which have been omitted for clarity of presentation.

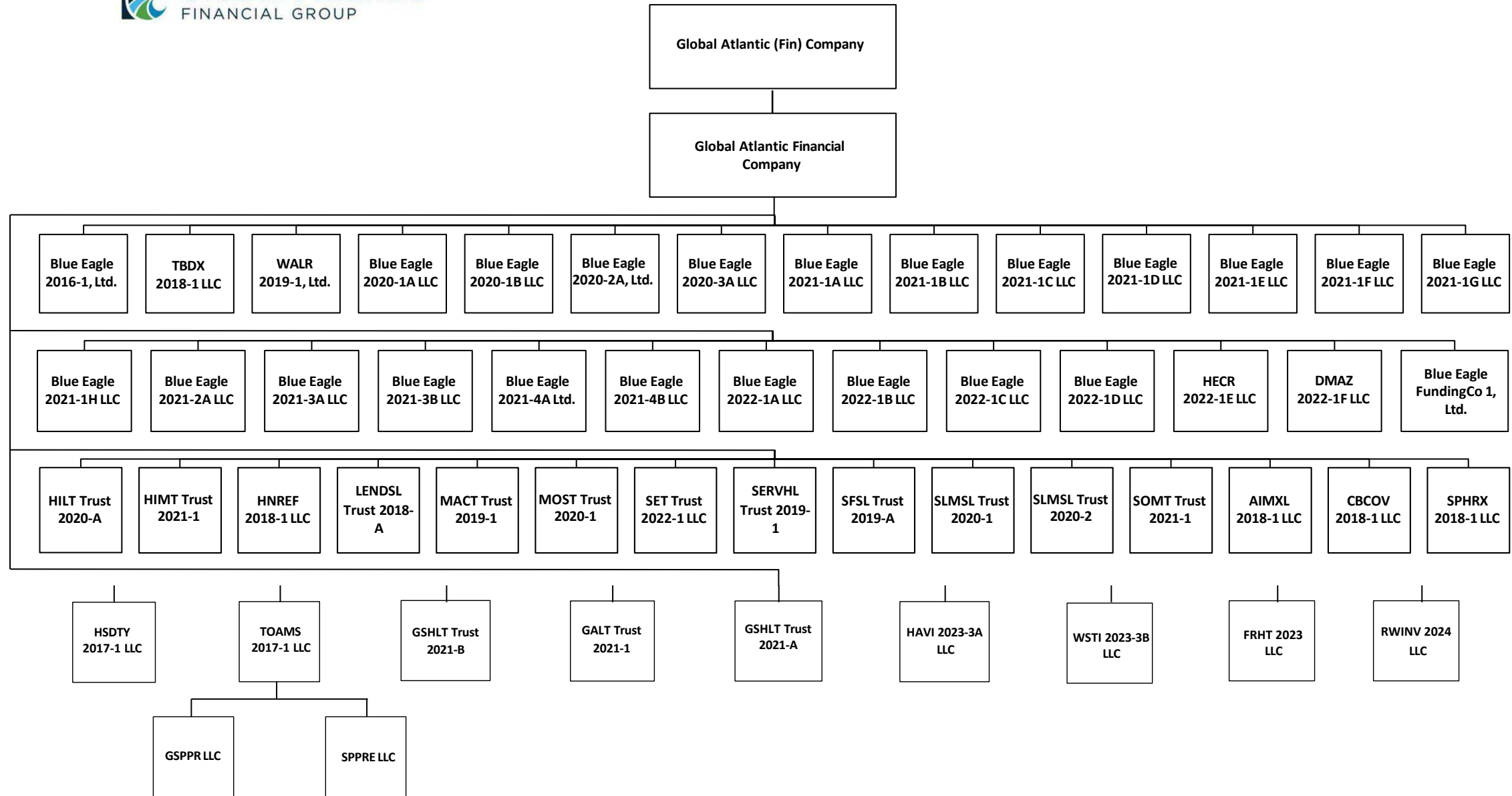
²Parasol Renewable Energy LLC is 80% owned by Solis LLC, and 20% owned by Global Atlantic Re Limited.

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company ☐ ☐
 ORGANIZATIONAL CHART OF THE INSURANCE HOLDING COMPANY SYSTEM¹



¹Certain subsidiaries included in the organizational chart own additional legal entities which have been omitted for clarity of presentation.

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company ☐ ☐
 ORGANIZATIONAL CHART OF THE INSURANCE HOLDING COMPANY SYSTEM¹



¹Certain subsidiaries included in the organizational chart own additional legal entities which have been omitted for clarity of presentation.

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
.3891	Global Atlantic Grp	62200	95-2496321				Accordia Life and Annuity Company	IA	IA	Commonwealth Annuity and Life Insurance Company	Ownership	100.000	KKR & Co. Inc.		
.3891	Global Atlantic Grp	15475	46-3465867				Cape Verity I, Inc.	IA	IA	Accordia Life and Annuity Company	Ownership	100.000	KKR & Co. Inc.		
.3891	Global Atlantic Grp	15473	46-3485456				Cape Verity III, Inc.	IA	IA	Accordia Life and Annuity Company	Ownership	100.000	KKR & Co. Inc.		
.3891	Global Atlantic Grp	84824	04-6145677	3958278	1391312		Commonwealth Annuity and Life Insurance Company	MA	RE	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			95-2496321				DBE Solar Holdco LLC	DE	NIA	Accordia Life and Annuity Company	Ownership	100.000	KKR & Co. Inc.		
.3891	Global Atlantic Grp	69140	04-1867050	2578101	793699		First Allmerica Financial Life Insurance Company	MA	IA	Commonwealth Annuity and Life Insurance Company	Ownership	100.000	KKR & Co. Inc.		
			38-3871599				Five Points Senior Holdco LLC	DE	NIA	Accordia Life and Annuity Company	Ownership	100.000	KKR & Co. Inc.		
.3891	Global Atlantic Grp	91642	06-1016329		1554348		Forethought Life Insurance Company	IN	IA	Commonwealth Annuity and Life Insurance Company	Ownership	100.000	KKR & Co. Inc.		
			38-3898658				Global Atlantic (Fin) Company	DE	UIP	Global Atlantic Financial Limited	Ownership	100.000	KKR & Co. Inc.		
			98-1089764				Global Atlantic Financial Group Limited	BMJ	UIP	The Global Atlantic Financial Group LLC	Ownership	100.000	KKR & Co. Inc.		
			98-1090868	4520225			Global Atlantic Limited (Delaware)	DE	UIP	Global Atlantic Financial Group Limited	Ownership	100.000	KKR & Co. Inc.		
			46-3694412	4520225			Gotham Issuer, LLC	DE	NIA	Accordia Life and Annuity Company	Ownership	90.000	KKR & Co. Inc.		
			46-3694412	4520225			Gotham Issuer, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	10.000	KKR & Co. Inc.		
.3891	Global Atlantic Grp	15333	46-3455515				Gotham Re, Inc.	VT	IA	Accordia Life and Annuity Company	Ownership	100.000	KKR & Co. Inc.		
			88-1203639	2578101	1404912	New York Stock Exchange	KKR & Co. Inc.	DE	UIP	Board of Directors	Board of Directors		KKR & Co. Inc.		
				3958278	1932162		KKR Group Co. Inc.	CYM	UIP	KKR & Co. Inc.	Ownership	100.000	KKR & Co. Inc.		
					1743754		KKR Group Holdings Corp.	DE	UIP	KKR Group Co. Inc.	Ownership	100.000	KKR & Co. Inc.		
			98-0598047		1472698		KKR Group Partnership L.P.	CYM	UIP	KKR Group Holdings Corp.	Ownership	100.000	KKR & Co. Inc.		
			98-1563045		1842456		KKR Magnolia Holdings LLC	CYM	UIP	KKR Group Partnership L.P.	Ownership	100.000	KKR & Co. Inc.		
			04-6145677				NAV Solar Holdco LLC	DE	NIA	Commonwealth Annuity and Life Insurance Company	Ownership	100.000	KKR & Co. Inc.		
			88-2112299				Panamint Capital LLC	DE	NIA	Forethought Life Insurance Company	Ownership	100.000	KKR & Co. Inc.		
			95-2496321				Tapioca View, LLC	DE	NIA	Accordia Life and Annuity Company	Ownership	100.000	KKR & Co. Inc.		
			98-1089764	4520225			The Global Atlantic Financial Group LLC	BMJ	UIP	KKR Magnolia Holdings LLC	Ownership	100.000	KKR & Co. Inc.		
			98-1090854				EXL Solar HoldCo, LLC	DE	NIA	Global Atlantic Re Limited	Ownership	100.000	KKR & Co. Inc.		
			98-1451597				GA Re Bermuda HoldCo Limited	BMJ	NIA	Global Atlantic Financial Limited	Ownership	100.000	KKR & Co. Inc.		
			83-2239712				GA Re US HoldCo, LP	DE	NIA	Global Atlantic Financial Limited	Ownership	99.000	KKR & Co. Inc.		
			83-2239712				GA Re US HoldCo, LP	DE	NIA	GA Re Bermuda HoldCo Limited	Ownership	1.000	KKR & Co. Inc.		
			98-1452583				Global Atlantic Assurance Limited	BMJ	IA	Global Atlantic Financial Limited	Ownership	100.000	KKR & Co. Inc.		
			98-1529928				Global Atlantic Financial Company Bermuda Limited	BMJ	NIA	Global Atlantic Financial Limited	Ownership	100.000	KKR & Co. Inc.		
			98-1090854				Global Atlantic Re Limited	BMJ	IA	Global Atlantic Financial Limited	Ownership	75.000	KKR & Co. Inc.		
			98-1090854				Global Atlantic Re Limited	BMJ	IA	GA Re US HoldCo, LP	Ownership	25.000	KKR & Co. Inc.		
			88-1979352				Stellar Renewable Power LLC	DE	NIA	Global Atlantic Re Limited	Ownership	100.000	KKR & Co. Inc.		
							Solis LLC	DE	NIA	Forethought Life Insurance Company	Ownership	25.000	KKR & Co. Inc.		
							Solis LLC	DE	NIA	Third Party Investors	Ownership	75.000			
			84-3588586				Parasol Renewable Energy LLC	DE	NIA	Global Atlantic Re Limited	Ownership	20.000	KKR & Co. Inc.		
			84-3588586				Parasol Renewable Energy LLC	DE	NIA	Solis LLC	Ownership	80.000	KKR & Co. Inc.		
			86-1607307				ACX Prop II, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			87-2335032				ACX Prop III, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			87-3631476				ACX Prop IV-A, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			88-0561068				ACX Prop IV-B, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			82-3508436				Atlanta Asset Holdings LLC	DE	NIA	Infinity Transportation Equipment Leasing, LLC	Management	0.000	KKR & Co. Inc.		
							Atlantic Yards Owner LLC	DE	NIA	GA - Sunbelt Office Holdco LLC	Management	0.000	KKR & Co. Inc.		

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
			88-1026854				KSQR 2023-1 LLC	DE	NIA	Global Atlantic Equipment Management, LLC	Management	0.000	KKR & Co. Inc.		
			86-2857451				CDNL 2021-1 LLC	DE	NIA	Global Atlantic Equipment Management, LLC	Management	0.000	KKR & Co. Inc.		
							Denver Owner LLC	DE	NIA	GA - Industrial Holdco LLC	Management	0.000	KKR & Co. Inc.		
							Drawbridge B1, LLC	DE	NIA	Drawbridge Holdings 1, LLC	Management	0.000	KKR & Co. Inc.		
							Drawbridge B2, LLC	DE	NIA	Drawbridge Holdings 2, LLC	Management	0.000	KKR & Co. Inc.		
							Drawbridge B3, LLC	DE	NIA	Drawbridge Holdings 3, LLC	Management	0.000	KKR & Co. Inc.		
							Drawbridge B4, LLC	DE	NIA	Drawbridge Holdings 1, LLC	Management	0.000	KKR & Co. Inc.		
							Drawbridge B7, LLC	DE	NIA	Drawbridge Holdings 1, LLC	Management	0.000	KKR & Co. Inc.		
							Drawbridge B9, LLC	DE	NIA	Drawbridge Holdings 3, LLC	Management	0.000	KKR & Co. Inc.		
			88-0937290				Drawbridge Feeder, LLC	DE	NIA	Drawbridge MB1, LLC	Management	0.000	KKR & Co. Inc.		
			88-0937290				Drawbridge Feeder, LLC	DE	NIA	Drawbridge MB2, LLC	Management	0.000	KKR & Co. Inc.		
			88-0937290				Drawbridge Feeder, LLC	DE	NIA	Drawbridge MB3, LLC	Management	0.000	KKR & Co. Inc.		
			87-3802448				Drawbridge Holdings 1, LLC	DE	NIA	Drawbridge Feeder, LLC	Management	0.000	KKR & Co. Inc.		
			61-1580298				Drawbridge Holdings 2, LLC	DE	NIA	Drawbridge Feeder, LLC	Management	0.000	KKR & Co. Inc.		
			87-3802777				Drawbridge Holdings 3, LLC	DE	NIA	Drawbridge Feeder, LLC	Management	0.000	KKR & Co. Inc.		
							Drawbridge MB1, LLC	DE	NIA	Global Atlantic (Fin) Company	Management	0.000	KKR & Co. Inc.		
							Drawbridge MB2, LLC	DE	NIA	Global Atlantic (Fin) Company	Management	0.000	KKR & Co. Inc.		
							Drawbridge MB3, LLC	DE	NIA	Global Atlantic (Fin) Company	Management	0.000	KKR & Co. Inc.		
			86-2361267				Dublin Asset Holdings 2 LLC	DE	NIA	Global Atlantic Equipment Management, LLC	Management	0.000	KKR & Co. Inc.		
			87-2316184				Dublin Asset Holdings 3, LLC	DE	NIA	Global Atlantic Equipment Management, LLC	Management	0.000	KKR & Co. Inc.		
			82-3508100				Dublin Asset Holdings LLC	DE	NIA	Global Atlantic Equipment Management, LLC	Management	0.000	KKR & Co. Inc.		
			87-3023750				Emporium Holdco, Inc.	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			87-3058805				eRESI Holdings Inc.	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			86-2871839				FLCN 2022-1 LLC	DE	NIA	Global Atlantic Equipment Management, LLC	Management	0.000	KKR & Co. Inc.		
			35-1815415				ForeLife Agency, Inc.	IN	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			92-1413949				GA - Industrial Holdco LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			38-3898658				GA - Sunbelt Office Holdco LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			13-3896487				GA Risk Advisors, Inc.	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			20-3944031				Global Atlantic Distributors, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			81-3323212				Global Atlantic Equipment Management, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			38-3898658				Global Atlantic Insurance Network LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			35-1960899				Global Atlantic Investment Advisors, LLC	IN	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			13-3896700				Global Atlantic Risk Advisors, L.P.	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			84-4227992				Infinity Asset Holdings 2020 LLC	DE	NIA	Infinity Transportation Equipment Leasing, LLC	Management	0.000	KKR & Co. Inc.		
			84-3127337				Infinity LD Asset Holdings LLC	DE	NIA	Infinity Transportation Equipment Leasing, LLC	Management	0.000	KKR & Co. Inc.		
			86-3445068				Infinity Transportation Equipment Leasing, LLC	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		
			87-3496842				KPBN 2022-1 LLC	DE	NIA	Infinity Transportation Equipment Leasing, LLC	Management	0.000	KKR & Co. Inc.		
			92-1077691				WABW 2023 LLC	DE	NIA	Infinity Transportation Equipment Leasing, LLC	Management	0.000	KKR & Co. Inc.		
							MCH SFR Equity Owner 4, LLC	DE	NIA	MCH SFR HoldCo 4, LLC	Management	0.000	KKR & Co. Inc.		
			88-3108777				MCH SFR HoldCo 4, LLC	DE	NIA	MCH SFR Parent 4, LLC	Management	0.000	KKR & Co. Inc.		
			87-4783067				MCH SFR Parent 4, LLC	DE	NIA	Global Atlantic (Fin) Company	Management	0.000	KKR & Co. Inc.		
			92-1402466				Tampa Owner LLC	DE	NIA	GA - Industrial Holdco LLC	Management	0.000	KKR & Co. Inc.		
			90-0928452				Global Atlantic Financial Company	DE	NIA	Global Atlantic (Fin) Company	Ownership	100.000	KKR & Co. Inc.		

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
			85-0526287				AINXL 2018-1 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			98-1307202				Blue Eagle 2016-1, Ltd.	CYM	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			83-3851887				TBDX 2018-1, LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							WALR 2019-1, Ltd.	CYM	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			85-0498393				Blue Eagle 2020-1A LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			85-0506156				Blue Eagle 2020-1B LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			98-1618000				Blue Eagle 2020-2A, Ltd.	CYM	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			30-1278256				Blue Eagle 2020-3A LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1185033				Blue Eagle 2021-1A LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1215896				Blue Eagle 2021-1B LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1247520				Blue Eagle 2021-1C LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1276982				Blue Eagle 2021-1D LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-1039701				Blue Eagle 2021-1E LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-1051951				Blue Eagle 2021-1F LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-1083548				Blue Eagle 2021-1G LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-1103117				Blue Eagle 2021-1H LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1833206				Blue Eagle 2021-2A LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1908720				Blue Eagle 2021-3A LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1926397				Blue Eagle 2021-3B LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			98-1650279				Blue Eagle 2021-4A Ltd.	CYM	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-1867464				Blue Eagle 2021-4B LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-3855255				Blue Eagle 2022-1A LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-3855455				Blue Eagle 2022-1B LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-3876861				Blue Eagle 2022-1C LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-3877027				Blue Eagle 2022-1D LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			88-2368056				HECR 2022-1E LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			88-2395708				DMAZ 2022-1F LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			98-1669070				Blue Eagle FundingCo 1, Ltd.	CYM	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			90-0810836				CBCOV 2018-1 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-1240026				GALT Trust 2021-1	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-2409460				GSHLT Trust 2021-A	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			87-2827474				GSHLT Trust 2021-B	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			85-3158152				HILT Trust 2020-A	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-2750470				HIMT Trust 2021-A	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-2028644				HNREF 2018-1 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							HSDTY 2017-1 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							LEDSL Trust 2018-A	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			85-1772188				MACT Trust 2019-1	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			85-3686210				MOST Trust 2020-1	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			84-4568438				SERVHL Trust 2019-1	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			88-0867231				SET Trust 2022-1 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			84-3988321				SFSL Trust 2019-A	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			84-4665609				SLMSL Trust 2020-1	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			84-4685585				SLMSL Trust 2020-2	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			86-2737921				SOMT Trust 2021-1	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							SPHRX 2018-1 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							GSPWC 2023 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
							RINTSP LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							TOAMS 2017-1 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							GSPPR LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							SPPRE LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			92-1187937				HAVI 2023-3A LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			92-1198046				WSTI 2023-3B LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
			93-4460677				FRHT 2023 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							RWINV 2024 LLC	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		
							Chase P Mezzan	DE	NIA	Global Atlantic Financial Company	Management	0.000	KKR & Co. Inc.		

NONE

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	YES
5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?	NO
6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?	NO
7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?	NO
8. Will the Life PBR Statement of Exemption be filed with the state of domicile by July 1st and electronically with the NAIC with the second quarterly filing per the Valuation Manual (by August 15)? (2nd Quarter Only) The response for 1st and 3rd quarters should be N/A. A NO response resulting with a bar code is only appropriate in the 2nd quarter. In the case of an ongoing statement of exemption, enter "SEE EXPLANATION" and provide as an explanation that the company is utilizing an ongoing statement of exemption.	N/A







AUGUST FILING

9. Will the regulator-only (non-public) Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile and electronically with the NAIC (as a regulator-only non-public document) by August 1? The response for 1st and 3rd quarters should be N/A. A NO response resulting with a bar code is only appropriate in the 2nd quarter.	N/A
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Explanation:

- 1.
- 2.
- 3.
- 5.
- 6.
- 7.

Bar Code:

1. Trusteed Surplus Statement [Document Identifier 490]	
2. Medicare Part D Coverage Supplement [Document Identifier 365]	
3. Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 445]	
5. Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI [Document Identifier 447]	
6. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI [Document Identifier 448]	
7. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) [Document Identifier 449]	

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Reinsurance Suspense	529,343	529,343		
2505. Bills Receivable	309,235	309,235		
2506. Accounts receivable - misc	99,246	12,927	86,319	
2597. Summary of remaining write-ins for Line 25 from overflow page	937,824	851,505	86,319	

Additional Write-ins for Liabilities Line 25

	1 Current Statement Date	2 December 31 Prior Year
2504. Miscellaneous liabilities	32,848	114,349
2597. Summary of remaining write-ins for Line 25 from overflow page	32,848	114,349

Additional Write-ins for Summary of Operations Line 8.3

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
08.304. Service fee revenue	1,718,657	1,763,152	6,933,816
08.305. Other income	1,254,708	1,444,632	7,225,071
08.306. Guaranteed minimum benefit rider fees	1,552,009	1,577,155	6,346,810
08.307. Fee Income	433,875	439,099	1,628,897
08.308. Assumed VA fees and dividends received deduction		288,750	1,207,500
08.397. Summary of remaining write-ins for Line 8.3 from overflow page	4,959,249	5,512,788	23,342,094

Additional Write-ins for Summary of Operations Line 27

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
2704. Modified coinsurance reserve adjustment	(7,923,940)	(9,006,292)	(24,428,314)
2705. FwH ceded realized losses	7,327,849		90,510,469
2706. Ceded dividends received deduction	210,000	301,875	2,035,576
2707. Funds withheld ceded realized gains (losses)		19,558,577	
2797. Summary of remaining write-ins for Line 27 from overflow page	(386,091)	10,854,160	68,117,731

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	14,773,970,603	12,440,739,616
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	1,138,609,739	4,370,036,932
2.2 Additional investment made after acquisition	236,955	1,137,013
3. Capitalized deferred interest and other		
4. Accrual of discount	6,185,249	22,197,074
5. Unrealized valuation increase/(decrease)	7,559,660	(28,086,304)
6. Total gain (loss) on disposals	(7,285,521)	(55,738,981)
7. Deduct amounts received on disposals	225,399,303	1,964,541,748
8. Deduct amortization of premium and mortgage interest points and commitment fees	13,932,204	11,772,999
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized	1,410,012	
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	15,678,535,166	14,773,970,603
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	15,678,535,166	14,773,970,603
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	15,678,535,166	14,773,970,603

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,387,483,054	1,715,789,739
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	393,002,090	976,821,186
2.2 Additional investment made after acquisition	1,964,825	4,322,047
3. Capitalized deferred interest and other		
4. Accrual of discount	5,642,461	1,180,558
5. Unrealized valuation increase/(decrease)	19,546,304	18,201,084
6. Total gain (loss) on disposals	68,393	14,918,635
7. Deduct amounts received on disposals	109,978,493	1,299,015,348
8. Deduct amortization of premium and depreciation		7,221,477
9. Total foreign exchange change in book/adjusted carrying value	(987,808)	
10. Deduct current year's other than temporary impairment recognized		37,513,371
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	1,696,740,826	1,387,483,054
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	1,696,740,826	1,387,483,054

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	47,498,074,225	44,438,954,043
2. Cost of bonds and stocks acquired	12,332,752,605	15,273,776,865
3. Accrual of discount	47,296,194	176,686,539
4. Unrealized valuation increase/(decrease)	(55,085,922)	(357,883,522)
5. Total gain (loss) on disposals	(105,352,861)	(434,121,999)
6. Deduct consideration for bonds and stocks disposed of	3,689,164,902	11,436,078,577
7. Deduct amortization of premium	25,304,442	120,934,240
8. Total foreign exchange change in book/adjusted carrying value	(6,155,922)	9,306,249
9. Deduct current year's other than temporary impairment recognized	1,347,830	52,094,673
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees	15,816	463,539
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	55,995,726,961	47,498,074,225
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	55,995,726,961	47,498,074,225

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
7709999999 Totals	91,675,794	xxx	91,420,035	61,462	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	32,348,885	101,517,015
2. Cost of short-term investments acquired	86,566,784	80,616,972
3. Accrual of discount	304,526	317,056
4. Unrealized valuation increase/(decrease)		
5. Total gain (loss) on disposals	899	(18,091)
6. Deduct consideration received on disposals	27,534,861	150,067,505
7. Deduct amortization of premium	10,439	16,562
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	91,675,794	32,348,885
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	91,675,794	32,348,885

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 10, prior year)	231,121,879
2. Cost Paid/(Consideration Received) on additions	120,891,408
3. Unrealized Valuation increase/(decrease)	54,734,163
4. SSAP No. 108 adjustments	
5. Total gain (loss) on termination recognized	(116,364,961)
6. Considerations received/(paid) on terminations	(49,165,407)
7. Amortization	
8. Adjustment to the Book/Adjusted Carrying Value of hedged item	
9. Total foreign exchange change in Book/Adjusted Carrying Value	6,928,324
10. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4+5-6+7+8+9)	346,476,220
11. Deduct nonadmitted assets	29,126,388
12. Statement value at end of current period (Line 10 minus Line 11)	317,349,833

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year).....	3,202,378
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)	
3.1 Add:	
Change in variation margin on open contracts - Highly Effective Hedges	
3.11 Section 1, Column 15, current year to date minus	(295,943)
3.12 Section 1, Column 15, prior year	3,202,376
Change in variation margin on open contracts - All Other	
3.13 Section 1, Column 18, current year to date minus	
3.14 Section 1, Column 18, prior year	(3,498,320)
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 17, current year to date minus	
3.22 Section 1, Column 17, prior year	
Change in amount recognized	
3.23 Section 1, Column 19, current year to date minus	
3.24 Section 1, Column 19, prior year plus	
3.25 SSAP No. 108 adjustments	
3.3 Subtotal (Line 3.1 minus Line 3.2)	(3,498,320)
4.1 Cumulative variation margin on terminated contracts during the year	(11,010,066)
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	
4.22 Amount recognized	(11,010,066)
4.23 SSAP No. 108 adjustments	(11,010,066)
4.3 Subtotal (Line 4.1 minus Line 4.2)	
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Total gain (loss) recognized for terminations in prior year	
5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	(295,942)
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	(295,942)

SCHEDULE E - PART 2 - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	4,447,680,692	2,047,854,429
2. Cost of cash equivalents acquired	14,863,695,668	37,127,911,665
3. Accrual of discount	6,627,939	10,022,146
4. Unrealized valuation increase/(decrease)		
5. Total gain (loss) on disposals	11	
6. Deduct consideration received on disposals	16,458,903,887	34,738,107,549
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	2,859,100,423	4,447,680,692
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,859,100,423	4,447,680,692

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Bank of New York New York, NY					37,954,130	39,915,906	(2,823,850)	.XXX.
Citibank New York, NY					4,834,695	(701,323)	5,498,586	.XXX.
JP Morgan New York, NY					177,558,863	144,966,618	142,201,466	.XXX.
UM Bank Kansas City, MO					2,491,480	4,484,182	(515,032)	.XXX.
Wells Fargo Lincoln, NE					23,801,122	47,200,839	11,824,572	.XXX.
US Bank New York, NY					63,935,317	119,484,858	102,374,058	.XXX.
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX			310,575,606	355,351,080	258,559,800	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX						XXX
0399999. Total Cash on Deposit	XXX	XXX			310,575,606	355,351,080	258,559,800	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
.....								
.....								
.....								
.....								
.....								
.....								
0599999. Total - Cash	XXX	XXX			310,575,606	355,351,080	258,559,800	XXX

STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8	9
CUSIP	Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
	UNITED STATES TREASURY		03/21/2024	0.000	06/04/2024	18,824,102		27,484
0019999999	Subtotal - Bonds - U.S. Governments - Issuer Obligations					18,824,102		27,484
0109999999	Total - U.S. Government Bonds					18,824,102		27,484
0309999999	Total - All Other Government Bonds							
0509999999	Total - U.S. States, Territories and Possessions Bonds							
0709999999	Total - U.S. Political Subdivisions Bonds							
0909999999	Total - U.S. Special Revenues Bonds							
	Archer-Daniels-Midland Company		03/27/2024	0.000	04/10/2024	23,967,180		14,587
	Avangrid, Inc.		03/28/2024	0.000	04/04/2024	14,493,415		8,781
	Avangrid, Inc.		03/27/2024	0.000	04/08/2024	9,989,403		6,056
	Avangrid, Inc.		03/27/2024	0.000	04/09/2024	27,966,089		16,956
	Avangrid, Inc.		03/27/2024	0.000	04/10/2024	19,972,750		12,111
	Consolidated Edison Company of New York,		03/28/2024	0.000	04/10/2024	28,960,633		17,497
	COSTCO WHOLESALE CORP		02/22/2024	2.750	05/18/2024	996,481	10,160	2,920
	Dominion Energy, Inc.		03/28/2024	0.000	04/08/2024	364,613		
	Dover Corporation		03/21/2024	0.000	04/01/2024	48,151,000		80,920
	Dover Corporation		03/27/2024	0.000	04/04/2024	11,394,823		6,903
	ERAC USA Finance LLC		03/27/2024	0.000	04/03/2024	9,797,033		5,934
	ERAC USA Finance LLC		03/27/2024	0.000	04/05/2024	13,991,522		8,478
	ERP Operating Limited Partnership		03/27/2024	0.000	04/02/2024	399,939		242
	Hewlett Packard Enterprise Company		03/27/2024	0.000	04/10/2024	3,195,600		1,956
	HYUNDAI CAPITAL AMERICA		03/28/2024	0.000	04/08/2024	2,027,841		
	Intercontinental Exchange, Inc.		03/28/2024	0.000	04/11/2024	4,053,865		2,454
	Johnson Controls International plc		03/28/2024	0.000	04/02/2024	28,995,610		17,561
	L3Harris Technologies, Inc.		03/27/2024	0.000	04/04/2024	1,599,267		978
	Magna International Inc.		03/27/2024	0.000	04/04/2024	7,996,367		4,844
	MIZUHO BANK LTD		02/22/2024	3.750	04/16/2024	14,966,921	257,813	34,006
	NOVARTIS CAPITAL CORP		02/22/2024	3.400	05/06/2024	1,996,106	27,389	4,339
	ONE Gas, Inc.		03/28/2024	0.000	04/11/2024	3,966,908		
	ONEOK, Inc.		03/27/2024	0.000	04/08/2024	17,980,925		10,900
	ONEOK, Inc.		03/27/2024	0.000	04/09/2024	9,987,889		6,056
	ONEOK, Inc.		03/28/2024	0.000	04/10/2024	7,240,122		
	Phillips 66		03/21/2024	0.000	04/02/2024	46,944,762		79,623
	Phillips 66		03/27/2024	0.000	04/03/2024	50,398,531		42,176
	Phillips 66		03/21/2024	0.000	04/04/2024	48,595,514		82,448
	Sempra		03/21/2024	0.000	04/04/2024	31,120,704		47,654
	WEC Energy Group, Inc.		03/21/2024	0.000	04/02/2024	11,320,270		17,297
	WEC Energy Group, Inc.		03/27/2024	0.000	04/03/2024	1,599,513		974
	WRKCo Inc.		03/21/2024	0.000	04/01/2024	3,204,000		5,375
	Whirlpool Corporation		03/28/2024	0.000	04/09/2024	52,143,160		
1019999999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					559,798,753	295,361	540,025
1109999999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds					559,798,753	295,361	540,025
1309999999	Total - Hybrid Securities							
1509999999	Total - Parent, Subsidiaries and Affiliates Bonds							
1909999999	Subtotal - Unaffiliated Bank Loans							
2419999999	Total - Issuer Obligations					578,622,855	295,361	567,509
2429999999	Total - Residential Mortgage-Backed Securities							
2439999999	Total - Commercial Mortgage-Backed Securities							
2449999999	Total - Other Loan-Backed and Structured Securities							
2459999999	Total - SVO Identified Funds							
2469999999	Total - Affiliated Bank Loans							
2479999999	Total - Unaffiliated Bank Loans							
2509999999	Total Bonds					578,622,855	295,361	567,509

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STATEMENT AS OF MARCH 31, 2024 OF THE Commonwealth Annuity and Life Insurance Company

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due and Accrued	9 Amount Received During Year
09248U-71-8	BLKFKK LQ:T-FUND INSTL		03/28/2024	5.170		1,084,528,525	3,663,552	1,061,809
31846V-32-8	FIRST AMER:TRS OBG X		03/28/2024	5.210		675,179,344	3,971,647	993,568
38141W-32-3	GOLDMAN:FS TRS O INST		03/28/2024	5.150		488,414,793	3,615,978	586,065
94975H-29-6	ALLSPRING:TRS+ MM I	SD	03/04/2024	5.150		31,153	137	367
8209999999	Subtotal - Exempt Money Market Mutual Funds - as Identified by the SVO					2,248,153,815	11,251,313	2,641,809
80A05T-20-4	BNY MELLON CASH RESERVE USD		03/28/2024	0.000		85,872		
8AMMFO-FN-6	US BANK MONEY MARKET IT&C		03/29/2024	0.000		32,233,509	258,108	4,510
999990-80-7	RTCS I - INST	SD	03/01/2024	0.000		4,371		54
8309999999	Subtotal - All Other Money Market Mutual Funds					32,323,752	258,108	4,564
8609999999	Total Cash Equivalents					2,859,100,423	11,804,782	3,213,882