

# STATE OF CONNECTICUT

## INSURANCE DEPARTMENT

**NOTICE OF PUBLIC HEARING  
CONCERNING THE PROPOSED ACQUISITION OF CONTROL OF  
CONNECTICUT LIFE AND CASUALTY INSURANCE COMPANY, RESPONSE  
INSURANCE COMPANY, RESPONSE WORLDWIDE COMPANY, RESPONSE  
WORLDWIDE DIRECT AUTO INSURANCE COMPANY, and WARNER INSURANCE  
COMPANY, Connecticut domiciled insurance companies**

Notice is hereby given that the Insurance Commissioner of the State of Connecticut will conduct a public hearing on December 20, 2007 at 10:00 a.m. in room 701 at the Connecticut Insurance Department, 7<sup>th</sup> Floor, 153 Market Street, Hartford, CT. The hearing will be conducted pursuant to sections 38a-129 through 38a-140, 4-166 through 4-184, as applicable, of the Connecticut General Statutes; and sections 38a-8-1 through 38a-8-104, and 38a-138-1 through 38a-138-16, as applicable, of the Regulations of the Connecticut State Agencies. The hearing will include a period devoted exclusively to public comment. Persons interested in being designated a party or intervenor should consult sections 38a-8-48 and 38a-8-49 of the Regulations of the Connecticut State Agencies.

The public hearing is being held on the question of granting approval pursuant to section 38a-132(b)(1) of the Connecticut General Statutes of the application filed by **J. C. FLOWERS II L.P.**, a Cayman Islands exempted limited partnership, (the "Applicant") dated May 8, 2007 as amended and restated (the "Application"). The Application requests the Insurance Commissioner's approval, as required by section 38a-130 of the Connecticut General Statutes, of the proposed acquisition of control of **CONNECTICUT LIFE AND CASUALTY INSURANCE COMPANY, RESPONSE INSURANCE COMPANY, RESPONSE WORLDWIDE COMPANY, RESPONSE WORLDWIDE DIRECT AUTO INSURANCE COMPANY, and WARNER INSURANCE COMPANY**, Connecticut domiciled insurance companies (collectively "DRC").

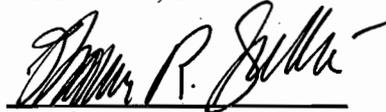
The proposed acquisition of control of DRC, if approved, will be effected pursuant to a Stock Purchase Agreement, dated as of March 27, 2007 among the Applicant, The Plymouth Rock Company Incorporated ("PRC"), Stoneridge Holding LLC, ("Stoneridge"), Direct Response Corporation ("DR"), Morgan Stanley Capital Partners III, L.P., MSCP III 892 Investors, L.P., Morgan Stanlet Capital Investors, L.P., D.R. Investors, L.P. and DR Investors II, L.P. (collectively "MetalMark" and with PRC, Stoneridge, and DR "Sellers"), as amended and restated as of October 10, 2007, (the "Agreement"). The official record of this proceeding, which includes a copy of the Application and the Agreement, is on file with the Connecticut Insurance Department, 153 Market Street, 7th floor, Hartford, Connecticut, and is available for public inspection during regular business hours.

At the public hearing, representatives of the Applicant and DRC as well as any other party or intervenor designated by the Insurance Commissioner pursuant to sections 38a-8-48 and 38a-8-49 of the Regulations of the Connecticut State Agencies, and his appointed hearing officer, will appear and be heard concerning the consideration by the Insurance Commissioner of the Application. The public will, at the hearing officer's discretion and in accordance with section 4-177c(b) of the Connecticut General Statutes, be given an opportunity to comment on the Application with respect to the issues to be considered by the Insurance Commissioner. Written

statements may also be submitted during the public comment portion of the public hearing or filed with the Insurance Department prior to the close of business on December 17, 2007, by mailing or delivering such statements to the Connecticut Insurance Department, P.O. Box 816, Hartford, CT 06142-0816, Attention: Jon Arsenault, Esq.

The Insurance Department does not discriminate on the basis of disability in admission to, access to, or operation of its programs, services or activities, in accordance with Title II of the Americans with Disabilities Act of 1990. Individuals requiring auxiliary aids for communication or other accommodation are invited to make their needs known to Patti Tiberio at (860) 297-3932.

Dated at Hartford, Connecticut, this 20 th day of November, 2007.



Thomas R. Sullivan  
Insurance Commissioner