

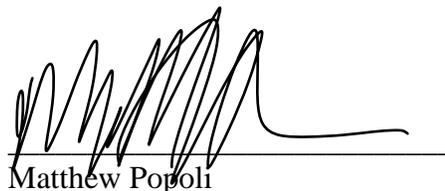
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| In the Matter of the Plan of Reorganization of SBLI USA MUTUAL LIFE INSURANCE COMPANY, INC. and the Proposed Acquisition of Control of SBLI USA MUTUAL LIFE INSURANCE COMPANY, INC. BY PROSPERITY LIFE INSURANCE GROUP, LLC | Supplemental Written Statement of Matthew Popoli Dated: August 26, 2014 |
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SUPPLEMENTAL WRITTEN STATEMENT OF MATTHEW POPOLI

This supplemental written statement is submitted in response to the inquiries raised by the New York State Department of Financial Services (the “Department”) and to certain comments from members of the public at the August 21, 2014 public hearing regarding the plan of reorganization of SBLI USA Mutual Life Insurance Company, Inc. (“SBLI USA”) to convert from a mutual insurer to a stock insurer. I respectfully request that this supplemental statement be incorporated into the Department’s record of proceedings.

1. In response to the inquiry of Robert Easton, Executive Deputy Superintendent, Insurance Division at the Department, I can confirm that in addition to Prosperity Life Insurance Group, LLC’s initial offer of \$12.5 million, which would have served as consideration for the policyholders, an extra \$4 million would have been provided for the reimbursement of expenses.
2. SBLI USA intends to remain domiciled in the State of New York. Specifically, SBLI USA will continue to be regulated by the Department, will remain a member of New York state guaranty funds and will continue to provide local access to policyholders and the public.

I, Matthew Popoli, affirm that the foregoing statements are true and correct to the best of my knowledge, information, and belief.



Matthew Popoli
Director,
Prosperity Life Insurance Group, LLC