

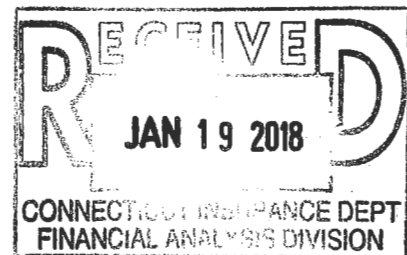
WILLIAM D. GODDARD
Attorney at Law

242 Trumbull Street
Hartford, CT 06103-1212
T: (860) 275-0117 F: (860) 881-2449
wgoddard@daypitney.com

January 19, 2018

VIA HAND DELIVERY

The Honorable Katharine L. Wade
Connecticut Insurance Department
153 Market Street
Hartford, Connecticut 06103
Attn: Financial Analysis Unit, Financial Regulation Division



Re: Form A Application to Acquire Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company Under Conn. Gen. Stat. § 38a-130

Dear Commissioner Wade:

Enclosed please find a Form A application (the "Application") in connection with the proposed acquisition of control of Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company (collectively, the "Domestic Insurers") by Hopmeadow Acquisition, Inc., Hopmeadow Holdings, LP, Hopmeadow Holdings GP LLC, Hopmeadow UK Holdings Ltd., Hopmeadow Cayman GP LLC, Cornell Capital GP III LP, Cornell Capital GP III GP LLC, Henry Cornell, AMC Fund GP LP, AMC Special MGP Ltd, AMC Fund MGP LP, AMC MGP GP Ltd, Robert E. Diamond, Jr., David I. Schamis, Cornell Capital Partners III LP and Atlas Merchant Capital Fund LP (collectively, the "Applicants") filed as required by Conn. Gen. Stat. § 38a-130 and Conn. Agencies Regs. § 38a-138-1 et. seq. We are awaiting receipt of the affidavit of net worth by Robert E. Diamond, Jr., original copies of affidavits of net worth by David I. Schamis and Henry Cornell, and biographical affidavits for the following individuals: Jeremy Billiel, Michael R. Hazel, Craig D. Morrow, Matthew Poznar, Michael Rubinoff, Robert R. Siracusa, Leslie T. Soler and Zengdi Zhuang. We expect to offer a supplemental filing next week with these documents.

The Applicants respectfully request approval of the Commissioner for the proposed acquisition of control described in the Application. Pursuant to Conn. Agencies Regs. § 38a-



The Honorable Katharine L. Wade
January 19, 2018
Page 2

138-1, we have enclosed for filing one (1) original and five (5) copies of the Application (excluding confidential documents), each in 3-ring binders. Also enclosed is a completed "State of Connecticut, Form A Checklist".

Under separate cover, we have submitted a request for confidential treatment of Confidential Supplement to Exhibit 6 of the Application - Biographical Affidavits for the directors and executive officers of the Applicants & proposed directors and executive officers of the Domestic Insurers. Such exhibit or portions thereof, that are included with the Form A contain information that Applicants consider confidential and sensitive from a personal privacy perspective and are entitled to confidential treatment under Connecticut General Statutes Section 1-210(b)(2). Due to the nature of such, the Applicants have not publicly released such exhibit or portions thereof.

Thank you for your time and attention to this matter. We appreciate your cooperation and efforts in reviewing the enclosed Form A and look forward to working with, and assisting, you and your staff in order to complete its review.

If you have any comments or questions, please contact me by e-mail at wgoddard@daypitney.com or by telephone at 860-275-0117.

Sincerely,

A handwritten signature in black ink, appearing to read 'W. D. Goddard', with a long horizontal flourish extending to the right.

William D. Goddard

WDG/gb
Enclosures
cc: Michael D. Devins