

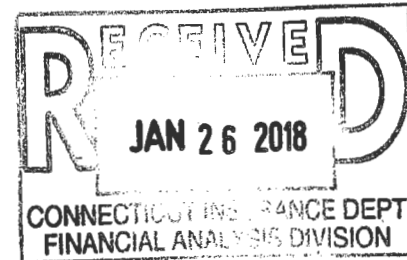
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January 26, 2018

**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: First Amended 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:

In follow up to our January 19, 2018 submission and in response to Jared T. Kosky's January 23, 2018 letter, enclosed please find the First Amended 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.

Pursuant to Conn. Agencies Regs. § 38a-138-1, we have enclosed for filing one (1) original and five (5) copies of the following, each in 3-ring binders, as well as a thumb-drive containing electronic copies of the same:

- The First Amended Form A Statement;

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- Exhibit 4, which has been revised;
- Redacted copies of the biographical affidavits for all individuals at Exhibit 6. This included the provision of such affidavits for the first time for Jeremy Billiel, Michael R. Hazel, Craig D. Morrow, Matthew Poznar, Michael Rubinoff, Robert R. Siracusa, Leslie T. Soler and Zengdi Zhuang and a revised affidavit for Richard Carbone.
- The net worth affidavit of Robert E. Diamond, Jr.

Separately enclosed are original copies of the net worth affidavits of Henry Cornell and David I. Schamis, copies of which were submitted with the initial January 19, 2018 filing.

The Applicants respectfully request approval of the Commissioner for the proposed acquisition of control described in the Amended Application.

Under separate cover, we have submitted a request for confidential treatment of Confidential Supplement to Exhibit 6 of the Amended 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](mailto:wgoddard@daypitney.com) or by telephone at 860-275-0117.

Sincerely,



William D. Goddard

WDG/gb  
Enclosures  
cc: Michael D. Devins