

January 24, 2018

VIA FEDERAL EXPRESS

Alfred W. Redmer, Jr.
Insurance Commissioner
Maryland Insurance Administration
200 St. Paul Place, Suite 2700
Baltimore, Maryland 21202

Re: Pre-notification of Proposed Acquisition of Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company

Dear Commissioner Redmer:

On behalf of 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"), we write to provide notice to the Maryland Insurance Administration (the "Administration") of the proposed acquisition of Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company, licensed foreign life, health and annuity insurers (collectively, the "Licensed Insurers") by the Applicants (the "Proposed Acquisition") and to claim an exemption from filing a Form E pursuant to Maryland Insurance Code Section 7-403(c)(1). The Proposed Acquisition is subject to the approval of the Connecticut Insurance Department, the Licensed Insurers' domestic state regulator.

The Applicants are not insurers and none of their affiliates or controlling persons own or control any insurance company doing business in Maryland. Therefore, the Proposed Acquisition will not substantially lessen competition in any line of insurance business in the State of Maryland or tend to create a monopoly in the State of Maryland. In all pertinent lines of business, the proposed acquisition meets the pre-

acquisition notification exemption standards set forth in Maryland Insurance Code Section 7-402(6)(i) insofar as, the Proposed Acquisition would not result immediately in an increase in any market share. As of January 23, 2018, Licensed Insurers' total market share in Maryland in life and annuity business was less than two percent.

Based on the foregoing facts, Licensed Insurers are exempt from filing a pre-acquisition notification statement because they qualify for the exemption set forth in Maryland Insurance Code Section 7-402(6)(i) because, as an immediate result of the acquisition, there would not be an increase in any market share.

We respectfully request the Administration's confirmation of the exemption. Thank you for your consideration. If you have any questions or require any additional information, please contact me at (212) 909-7235 or at mddevins@debevoise.com.

Sincerely,

A handwritten signature in black ink, appearing to read "MD Devins", with a long horizontal flourish extending to the right.

Michael D. Devins

January 24, 2018

VIA FEDERAL EXPRESS

Debbie Doggett, CFE, PIR
Chief Financial Analyst
Division of Insurance Company Regulation
Missouri Department of Insurance, Financial Institutions & Professional Registration
301 W. High Street, Room 530
Jefferson City, MO 65101

**Re: Pre-notification of Proposed Acquisition of Hartford Life Insurance Company,
Hartford Life and Annuity Insurance Company, Hartford International Life
Reassurance Corporation and American Maturity Life Insurance Company**

Dear Ms. Doggett:

On behalf of 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"), we write to provide notice to the Missouri Department of Insurance (the "Department") of the proposed acquisition of Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company, licensed foreign life, health and annuity insurers (collectively, the "Licensed Insurers") by the Applicants (the "Proposed Acquisition") and to claim an exemption from filing a Form E pursuant to Section 382.095(2)(5)(b) of the Missouri Revised Statutes, which exempts "an acquisition if, as an immediate result of the acquisition . . . there would be no increase in any market share". The Proposed Acquisition is subject to the approval of the Connecticut Insurance Department, the Licensed Insurers' domestic state regulator.

The Applicants are not insurers and none of their affiliates or controlling persons own or control any insurance company doing business in Missouri. Therefore, the Proposed Acquisition will not result in any anti-competitive effect or any increase in market share in any line of insurance business in Missouri. As of January 23, 2018, Licensed Insurers' total market share in Missouri in life and annuity business was less than two percent.

Based on the foregoing facts, Licensed Insurers are exempt from filing a pre-acquisition notification statement because they qualify for the exemption set forth in Section 382.095(2)(5)(b) of the Missouri Revised Statutes because, as an immediate result of the acquisition, there would not be an increase in any market share.

We respectfully request the Department's confirmation of the exemption. Thank you for your consideration. If you have any questions or require any additional information, please contact me at (212) 909-7235 or at mddevins@debevoise.com.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Devins", with a long horizontal flourish extending to the right.

Michael D. Devins

January 24, 2018

VIA FEDERAL EXPRESS

Hon. Lori Wing-Heier
Director
Alaska Division of Insurance
Financial Examination Section
550 W. 7th Avenue, Suite 1560
Anchorage, AK 99501-3567

Re: Pre-notification of Proposed Acquisition of Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company

Dear Director Wing-Heier:

On behalf of 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"), we write pursuant to Alaska Regulations 3 AAC 21.186, Item 6, to provide notice to the Alaska Division of Insurance (the "Division") of the proposed acquisition of Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company, licensed foreign life, health and annuity insurers (collectively, the "Licensed Insurers") by the Applicants (the "Proposed Acquisition") and to claim an exemption from filing a Form E pursuant to Alaska Statutes Section 21.22.065(j)(5)(B). The Proposed Acquisition is subject to the approval of the Connecticut Insurance Department, the Licensed Insurers' domestic state regulator.

The Applicants are not insurers and none of their affiliates or controlling persons own or control any insurance company doing business in Alaska. Therefore, the Proposed Acquisition will not result in any anti-competitive effect or any increase in market share in any line of insurance business in Alaska. As of January 23, 2018, Licensed Insurers' total market share in Alaska in life and annuity business was less than one percent.

Based on the foregoing facts, Licensed Insurers are exempt from filing a pre-acquisition notification statement pursuant to Section 21.22.065 of the Alaska Insurance Code because they qualify for the exemption set forth in Section 21.22.065(j)(5)(B) because, as an immediate result of the acquisition, there would not be an increase in a market share of the larger writer.

We respectfully request the Division's confirmation of the exemption. Thank you for your consideration. If you have any questions or require any additional information, please contact me at (212) 909-7235 or at mddevins@debevoise.com.

Sincerely,

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

Michael D. Devins