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January 27, 2022

**VIA HAND DELIVERY**

The Honorable Andrew N. Mais  
Connecticut Insurance Department  
153 Market Street  
Hartford, CT 06103  
Attn: Financial Analysis Unit, Financial Regulation Division

**Re: Form A Application to Acquire Control of Prudential Retirement Insurance  
and Annuity Company Under Conn. Gen. Stat. § 38a-130**

**Docket No. 21-78**

Dear Commissioner Mais:

Enclosed please find an Amended and Restated Form A application (the “Application”) in connection with the proposed acquisition of control of Prudential Retirement Insurance and Annuity Company (the “Domestic Insurer”) by Great-West Life & Annuity Insurance Company, GWL&A Financial Inc., Great-West Lifeco U.S. LLC, Great-West Financial (Nova Scotia) Co., Great-West Lifeco Inc., Power Financial Corporation, Power Corporation of Canada, Pansolo Holding Inc., and The Desmarais Family Residuary Trust (collectively, the “Applicants”) filed as required by Conn. Gen. Stat. § 38a-130 and Conn. Agencies Regs. § 38a-138-1 *et seq.*

The Applicants respectfully request your approval for the proposed acquisition of control described in the Application. Pursuant to Conn. Agencies Regs. § 38a-138-1, we have enclosed for filing one (1) original and two (2) copies of the Application (excluding certain confidential information contained in the Biographical Affidavits as described below), each in 3-ring binders, and a thumb drive containing an electronic copy of the same. We are awaiting receipt of the financial statements for the third quarter of 2021 for Power Financial and Power Corporation, and will provide them to the Department for inclusion in Exhibits F-6 and F-7 promptly upon receipt.

Also enclosed please find original, wet-ink signature copies of the following documents, copies of which were submitted with the original Form A statement filed August 17, 2022:

- Form A Signature Page of Great-West Lifeco Inc.

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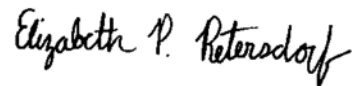
- Form A Signature Page of Great-West Financial (Nova Scotia) Co.
- Exhibit F-8: Financial Statements of Pansolo
- Exhibit F-9: Financial Statements of the Trust

Under separate cover, we have submitted a request for confidential treatment of the unredacted Biographical Affidavits for the current directors, executive officers, and Voting Trustees of the Applicants. Such documents, or portions thereof, that are included with the Application contain information that the Applicants consider confidential and sensitive from a personal privacy perspective and are entitled to confidential treatment under Conn. Gen. Stat. § 1-210(b)(2). Due to the nature of such, the Applicants have not publicly released such documents or portions thereof.

Thank you for your time and attention to this matter. We appreciate your cooperation and efforts in reviewing the enclosed Application 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 [eretersdorf@daypitney.com](mailto:eretersdorf@daypitney.com) or by telephone at 860-275-0656.

Sincerely,



Elizabeth P. Retersdorf

EPR  
Enclosures