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April 13, 2018

VIA HAND DELIVERY

Kathryn Belfi, CPA
Director, Financial Regulation Division
Connecticut Insurance Department
153 Market Street
Hartford, CT 06103

**Re: 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
Docket # EX 18-05**

Dear Ms. Belfi:

I am writing on behalf of the applicants (the "Applicants") of the above referenced filing (the "Application"). We are in receipt of the Connecticut Insurance Department's (the "Department's") letter of April 9, 2018 regarding the Application. We appreciate the time and attention you have given to the Application. Our responses to the questions asked in the Department's letter are set forth below. For your convenience, we have reproduced your questions in italics, followed by our responses.

Item 3. IDENTITY AND BACKGROUND OF THE APPLICANTS

1. Please update the biographical affidavits for Henry Cornell and Emily Pollack to include the response to Question 7.

Updated versions of Mr. Cornell's and Ms. Pollack's biographical affidavits will be filed with a second amended and restated Form A to be filed with the Department shortly.

Item 5. FUTURE PLANS OF INSURER

1. When available, please continue to provide updates of how AM Best, S&P, Moody's, and Fitch are receiving this Proposed Acquisition. In addition, your response indicates that representatives of the Applicants along with key members of the new management team plan to meet with the rating agencies prior to the closing date of the proposed acquisition. Please provide the Department with an update following such meeting.

The Applicants will continue to provide the Department with updates on any feedback received from, or any meetings with, the rating agencies.

2. Please provide information as to the current staffing levels of the Domestic Insurers.

There are currently 375 employees of Talcott Resolution, including 313 based in Connecticut. It is expected that under the Applicants' ownership Talcott Resolution will at first experience an increase in employees as it looks to bring in certain positions that were outsourced or performed through shared services arrangements with The Hartford. Thereafter, in light of the run-off nature of the business, it is expected that the staffing needs of Talcott Resolution will decline in the absence of any external growth opportunities. As a result of this natural decline, the Applicants would expect the following total staffing levels over the next four years:

- 2018 (after filling all open positions): 409
- 2019: 398
- 2020: 376
- 2021: 368

We expect Connecticut staffing to be maintained at approximately 80% of the total staffing levels across this time period.

3. Please provide information as to the future plan of operations for Hartford International Life Reassurance Corporation.

The Applicants and management are assessing strategic alternatives for Hartford International Life Reassurance Corporation.

4. Please provide RBC projections for Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company.

RBC projections for Hartford International Life Reassurance Corporation and American Maturity Life Insurance Company are attached to this letter as Exhibit A and Exhibit B, respectively.

5. Please identify whether the position of Chief Risk Officer has been filled and, if so, provide the name and biographical affidavit for such individual and a third party verification when available. In addition, identify how many employees will be dedicated to the ERM program.

George Eknaian has accepted an offer to serve as chief risk officer. Mr. Eknaian has over 30 years of experience in insurance and investment products, with extensive experience in the pricing, business development, and risk management of retail and institutional annuities. In addition, Mr. Eknaian is a former employee of The Hartford with significant direct experience with the Talcott book of business. His biographical affidavit will be provided to the Department when available.

Nine employees will be dedicated to the ERM program and several other employees from operations, actuarial and finance will provide additional support.

6. Provide and update on the Internal Audit Division to include the identity of a director and information on division staff.

The Applicants and management are exploring a co-sourcing model with Ernst & Young for a transitional period to help establish the internal audit department and build out the audit plan prior to internal roles being filled. The Applicants continue to identify and pursue candidates for the position of director of internal audit. In addition to the director position, there are five roles anticipated to be dedicated to the audit function and the Applicants are actively searching for candidates to fill these positions.

Item 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER

1. Please provide all documents or schedules referenced but omitted for the following exhibits: Exhibit 1: Stock and Asset Purchase Agreement; Exhibit 2, Interim Investors Agreement; and Exhibit 9, Transition Services Agreement.

Subject to certain exceptions, the referenced exhibits and schedules will be filed as exhibits to a second amended and restated Form A to be filed with the Department shortly. Certain of the referenced exhibits and schedules contain or reflect sensitive and proprietary information which constitute trade secrets, are subject to privileged protections and/or would otherwise be harmful if disclosed. Accordingly, such documents will be withheld or subject to in camera review.

Item 12. FINANCIAL STATEMENTS AND EXHIBITS

1. Please provide the financial statements as of December 31, 2017 for the Domestic Insurers.

Financial statements as of December 31, 2017 for Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, American Maturity Life Insurance Company and Hartford International Life Reassurance Corporation will be filed as exhibits to a second amended and restated Form A to be filed with the Department shortly.

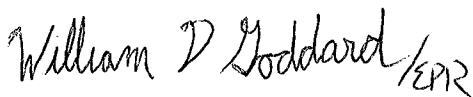
Item 14. OTHER INFORMATION

1. With regard to the Applicants Hart-Scott Rodino filing, please provide a copy of the response from the United States Federal Trade Commission, granting early termination of the waiting period. This was not included in your previous response.

The response from the United States Federal Trade Commission, granting early termination of the waiting period, will be filed as an exhibit to a second amended and restated Form A to be filed with the Department shortly.

Thank you for your continued review of the Application. Please let me know if you have any additional questions.

Best regards,

Handwritten signature of William D. Goddard in black ink, with the initials "W.D.G." written below the signature.

William D. Goddard, Esq.

Attachments

Kathryn Belfi

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April 13, 2018

cc: Michael Devins
Debevoise & Plimpton LLP

Joan Nakano
Connecticut Insurance Department

Jared T. Kosky
Connecticut Insurance Department

EXHIBIT A

	HILRE		
	2018	2019	2020
<u>Income Statement</u>			
Premiums & Deposits	\$0	\$0	\$0
Fees	--	--	--
Net Investment Income	284,000	289,000	294,000
Total Revenues	\$284,000	\$289,000	\$294,000
Benefits and Change in Reserves	\$0	\$0	\$0
Expenses	25,000	25,000	25,000
Total Expenses	\$25,000	\$25,000	\$25,000
Pre-Tax Profits	\$259,000	\$264,000	\$269,000
Federal Income Tax Benefit/(Expense)	(54,000)	(55,000)	(56,000)
Net Income	\$205,000	\$209,000	\$213,000

	HILRE		
	12/31/18	12/31/19	12/31/20
<u>Balance Sheet</u>			
Invested Assets	\$11,792,000	\$12,000,000	\$12,212,000
Admitted Deferred Tax Asset	-	-	-
Other Assets	-	-	-
Total Assets without Separate Accounts	\$11,792,000	\$12,000,000	\$12,212,000
Separate Account Assets	-	-	-
Total Assets	\$11,792,000	\$12,000,000	\$12,212,000
General Account Reserves	\$0	\$0	\$0
Other Liabilities	16,000	15,000	14,000
Total Liabilities without Separate Accounts	\$16,000	\$15,000	\$14,000
Separate Account Liabilities	-	-	-
Total Liabilities	\$16,000	\$15,000	\$14,000
Capital and Surplus	\$11,776,000	\$11,985,000	\$12,198,000
Capital and Surplus and Liabilities	\$11,792,000	\$12,000,000	\$12,212,000
Risk Based Capital Charge	100,000	101,000	102,010
RBC Ratio	11776%	11866%	11958%

EXHIBIT B

	AML		
	2018	2019	2020
<u>Income Statement</u>			
Premiums & Deposits	\$38,000	\$37,000	\$36,000
Fees	106,000	101,000	96,000
Net Investment Income	572,000	578,000	584,000
Total Revenues	\$716,000	\$716,000	\$716,000
Benefits and Change in Reserves	\$113,000	\$104,000	\$96,000
Expenses	75,000	75,000	75,000
Total Expenses	\$188,000	\$179,000	\$171,000
Pre-Tax Profits	\$528,000	\$537,000	\$545,000
Federal Income Tax Benefit/(Expense)	(111,000)	(113,000)	(114,000)
Net Income	\$417,000	\$424,000	\$431,000

	AML		
	12/31/18	12/31/19	12/31/20
<u>Balance Sheet</u>			
Invested Assets	\$49,300,000	\$49,659,000	\$50,032,000
Admitted Deferred Tax Asset	55,000	55,000	55,000
Other Assets	169,000	164,000	159,000
Total Assets without Separate Accounts	\$49,524,000	\$49,878,000	\$50,246,000
Separate Account Assets	11,969,000	10,772,000	9,695,000
Total Assets	\$61,493,000	\$60,650,000	\$59,941,000
General Account Reserves	\$661,000	\$594,000	\$534,000
Other Liabilities	101,000	98,000	95,000
Total Liabilities without Separate Accounts	\$762,000	\$692,000	\$629,000
Separate Account Liabilities	11,969,000	10,772,000	9,695,000
Total Liabilities	\$12,731,000	\$11,464,000	\$10,324,000
Capital and Surplus	\$48,762,000	\$49,186,000	\$49,617,000
Capital and Surplus and Liabilities	\$61,493,000	\$60,650,000	\$59,941,000
Risk Based Capital Charge	200,000	196,000	192,080
RBC Ratio	24381%	25095%	25831%