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August 17, 2021

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**

Dear Commissioner Mais:

Enclosed please find a 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. Also enclosed is a completed "State of Connecticut, Form A Checklist". Please note that we are awaiting original wet-ink signatures for the certain financial statements, the signature pages for Great-West Financial (Nova Scotia) Co. and Great West Lifeco Inc., and the biographical affidavits of Guy Fortin and Guy Desmarais. We are also awaiting receipt of the signed biographical affidavits (original and copy) of Jerome Selitto and Michel Plessis-Bélair. We will provide such documents as soon as possible upon receipt.

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 exhibit, or portions thereof, that are included with the

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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 exhibit 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 or by telephone at 860-275-0656.

Sincerely,



Elizabeth P. Retersdorf

EPR
Enclosures