

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 27972 / September 18, 2007

In the Matter of	:
	:
Hartford Life Insurance Company, <u>et al.</u>	:
200 Hopmeadow Street	:
Simsbury, CT 06089	:
	:
(812-13267)	:

ORDER PURSUANT TO SECTION 11(a) OF THE INVESTMENT COMPANY ACT
OF 1940 APPROVING THE TERMS OF AN OFFER OF EXCHANGE

Hartford Life Insurance Company (“Hartford”), Hartford Life Insurance Company Separate Account DC-I, Hartford Life Insurance Company Separate Account Two, Hartford Life Insurance Company Separate Account Eleven, and Hartford Securities Distribution Company, Inc. (collectively, “Applicants”) filed an application on March 2, 2006, and an amended application on August 21, 2007, for an order under Section 11(a) of the Investment Company Act of 1940 (the “Act”) approving the terms of an offer to exchange certain contracts or interests in unregistered separate accounts for new contracts or interests in registered separate accounts offered by Hartford.

A notice of the filing of the application was issued on August 22, 2007 (Release No. IC-27933). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing should be ordered. No request for a hearing has been received, and the Commission has not ordered a hearing.

The matter has been considered, and it is found that approval of the offer to exchange certain contracts or interests in unregistered separate accounts for new contracts or interests in registered separate accounts is appropriate, in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Accordingly,

IT IS ORDERED, pursuant to Section 11(a) of the Act, that the proposed exchange offer of Hartford Life Insurance Company, et al., (812-13267) be, and hereby is, approved, effective forthwith.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Florence E. Harmon
Deputy Secretary