

**MEMORANDUM**

December 15, 2008

To: File No. S7-14-08

From: Michael Kosoff *MK*  
Office of Insurance Products  
Division of Investment Management

Re: Indexed Annuities and Certain Other Insurance Contracts –  
Release No. 33-8933

On December 11, 2008, Susan Nash, Keith Carpenter and Michael Kosoff, all of the Division of Investment Management, had a telephone conference with Stephen Roth and Mary Thornton of Sutherland, on behalf of the Committee of Annuity Insurers. Mr. Roth and Ms. Thornton discussed comments made in the Committee of Annuity Insurers three comment letters, two dated September 10, 2008 and one dated November 17, 2008, on the above-referenced proposal.