

MEMORANDUM

December 16, 2008

To: File No. S7-14-08

From: Keith Carpenter *KCU*
Office of Disclosure and Insurance Products Regulation
Division of Investment Management

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

On December 15, 2008, Susan Nash and Keith Carpenter 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' comment letter dated September 10, 2008 regarding proposed rule 12h-7.