

**MEMORANDUM**

September 10, 2008

To: File No. S7-14-08

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

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

On September 9, 2008, Susan Nash, Keith Carpenter, Michael Kosoff, Andrew Vollmer, Meridith Mitchell and Cathy Ahn met with John M. Matovina, Vice Chairman, American Equity Investment Life Holding Company, Kevin R. Wingert, President, American Equity Investment Life Insurance Company, Wendy L. Carlson, Chief Financial Officer and General Counsel, American Equity Investment Life Holding Company (American Equity Investment Life Holding Company and American Equity Investment Life Insurance Company, hereinafter “American Equity”), William R. Kunkel of Skadden, Arps, Slate, Meagher and Flom LLP, and David E. Franasiak, Joel G. Oswald, and David A. Starr of Williams and Jensen, PLLC, to discuss concerns regarding the above-referenced proposal that American Equity intends to address in its comment letter.