

MEMORANDUM

September 5, 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 September 4, 2008, Andrew Donohue, Jennifer McHugh, Susan Nash, Richard Sennett, Keith Carpenter, and Michael Kosoff met with Thomas C. Godlasky, President and Chief Executive Officer, Aviva USA; Christopher J. Littlefield, Executive Vice President and Chief Operating Officer, Aviva USA; Michael H. Miller, Executive Vice President, General Counsel and Secretary, Aviva USA; Brenda Cushing, Executive Vice President and Chief Financial Officer, Aviva USA; and Stephen Roth and Pamela Ellis of Sutherland Asbill & Brennan LLP, to discuss the above-referenced proposal.