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December 10, 2009

To our Valued Producers:

As you are aware, on July 21, 2009 the U.S. Court of Appeals' sent Rule 151A back to the SEC for further analysis on how the Rule will impact competition and the sufficiency of investor protections under existing state regulations. Following the Court's remand, Old Mutual filed a petition requesting the Court stay or halt the effective date of Rule 151A until two years after the SEC has completed the appropriate analysis.

On November 6, 2009 the Court ordered additional briefing on the question of what the appropriate remedy for Rule 151A is in light of the SEC's failure to conduct the appropriate analysis. In its briefing, Old Mutual argued that the appropriate remedy should be vacatur, meaning that the rule would be null and void. Alternatively, Old Mutual requested the Court require a two-year stay if the Court did not set aside the Rule.

On December 8, 2009, the SEC filed its supplemental brief in response to the Court's order regarding the appropriate remedy for Rule 151A. In its brief, the SEC made the following arguments and statements:

- The SEC argued that the Rule should not be null and void and said that they would perform the analysis requested by the Court;
- The SEC is already working to address the defect in the Rule and is expected to complete its analysis of the Rule's impact on efficiency, competition and capital formation by the Spring of 2010;
- If the SEC retains Rule 151A, it expects to seek public notice and comment on its analysis;
- The SEC consents to delay the effective date of Rule 151A for two years after completion of all proceedings on remand from the court;

#### **Aviva USA's View**

Aviva USA believes this is a favorable development since the SEC has formally consented to the elimination of the January 2011 effective date. In addition, the SEC has also consented to the delay of the effective date of Rule 151A for two-years after the completion of the analysis required by the Court, including any comment period. If the stay is granted by the Court, this removes the uncertainty regarding the timing of implementation, if the SEC moves forward with the Rule. However, the Court must still consider and make a decision on the Rule, and there is a possibility that the Court could rule to completely vacate or abandon Rule 151A.

Mike Miller  
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### **We Will Be Prepared**

While Aviva USA continues to oppose Rule 151A, we will also continue to prepare for the changes that would result if the Rule survives. We are confident that the two-year stay consented to by the SEC would provide us with even more preparation time, and would further ensure that our company and our distribution partners are able to successfully adapt to the required changes should they occur. In addition, we are continuing our active support of the legislation currently pending before Congress to overturn Rule 151A and urge you to continue to be active in your support of that legislation.

Aviva USA believes that fixed indexed annuities are valuable products that fill an important financial need for many consumers. Today's extremely volatile markets underscore the growing demand for such a product. Throughout this process, it has been Aviva's goal to ensure an effective outcome for our organization and our distribution partners and policyowners.

We will continue to monitor the situation regarding Rule 151A, and will proceed with our implementation plan—with an adjusted timeline if the Court accepts the two-year stay. Employees from all functional areas of Aviva USA continue to work on contingency plans to ensure we are prepared to support you no matter what the outcome of Rule 151A. In addition, our product development team continues to update our portfolio of traditional annuities to ensure that these and FIAs are available for you and your clients.

### **Thank You**

We want to sincerely thank you for your business and commitment. We have the best distribution partners in the U.S. and we are dedicated to supporting you now and in the future.



Michael H. Miller  
Executive Vice President - General Counsel and Secretary  
Aviva USA