

**Virginia State Corporation Commission
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21582

Case Number (if already assigned) INS-2016-00289

Case Name (if known) Proposed Acquisition of Control of Genworth Life and
Annuity Insurance Company and Jamestown Life
Insurance Company by China Oceanwide Holdings
Group Co and certain of its affiliates

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April 23, 2021

Via sccefile@sec.virginia.gov

The Honorable Bernard Logan
Clerk of the Commission
State Corporation Commission
Document Control Center
Tyler Building, 1300 E. Main Street
Richmond, Virginia 23219

Re: Proposed Acquisition of Control of Genworth Life and Annuity Insurance Company and Jamestown Life Insurance Company (the "Domestic Insurers") by China Oceanwide Holdings Group Co., Ltd. and certain of its affiliates ("China Oceanwide")
Case No.: INS-2016-00289

Dear Clerk Logan:

This letter is in reference to the Form A Statement Regarding the Acquisition of Control of the Domestic Insurers (including exhibits) that was submitted to the Virginia State Corporation Commission (the "Commission"), Bureau of Insurance (the "Bureau"), by China Oceanwide on December 8, 2016 pursuant to Section 38.2-1323 of the Code of Virginia and 14 VAC 5-260 of the Virginia Administrative Code (the "Initial Application"), as amended and restated by the Amended and Restated Form A Statement Regarding the Acquisition of Control of the Domestic Insurers (including exhibits) that was filed with the Bureau on May 31, 2018 (the "Amended Application", and together with the Initial Application and all supplements submitted prior to the date hereof in connection therewith, the "Application"). The proposed indirect acquisition of the Domestic Insurers by China Oceanwide, as described in the Application, was approved by the Bureau on January 11, 2019 and re-approved on March 31, 2020.

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Mr. Bernard Logan
Clerk of the Commission
April 23, 2021
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We are submitting this letter to inform the Bureau that pursuant to the notice of termination, dated April 6, 2021, provided on behalf of Genworth to China Oceanwide, Genworth has exercised its right to terminate the Merger Agreement and abandon the Proposed Acquisition pursuant to Section 8.2(a) of the Merger Agreement, with such termination effective as of April 6, 2021.

In light of the foregoing, China Oceanwide respectfully requests that the Application be withdrawn from the Commission and the Bureau.

Should you have any questions or comments concerning this submission, please do not hesitate to contact me at (804) 747-6667 or by email at ssorkin@blandsorkin.com, or Marion Leydier at (212) 558-7925 or by email at leydiern@sullcrom.com.

Very truly yours,



Scott J. Sorkin

- cc: Douglas C. Stolte, Deputy Commissioner, Financial Regulation Division
- Edward J. Buyalos, Jr., Chief Financial Auditor
- Greg Chew, Chief Domestic Insurance Financial Analyst
- Thomas J. Sanford, Esq., Attorney, Office of the General Counsel
- Marion Leydier, Sullivan & Cromwell LLP
- Xiaoxia Zhao, China Oceanwide
- Ward Bobitz, Genworth Financial