

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2006-05-08** | Period of Report: **2006-05-08**  
SEC Accession No. **0000930413-06-003579**

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### FILER

#### HARTFORD LIFE INSURANCE CO

CIK: **45947** | IRS No.: **060941488** | State of Incorporation: **CT** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-32293** | Film No.: **06815167**  
SIC: **6189** Asset-backed securities

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BOX 2999  
SIMSBURY CT 06089

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200 HOPMEADOW ST  
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SIMSBURY CT 06089  
8608435445

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): MAY 8, 2006

HARTFORD LIFE INSURANCE COMPANY  
(Exact name of registrant as specified in its charter)

CONNECTICUT (State or other jurisdiction of incorporation)	001-32293 (Commission File Number)	06-0974148 (IRS Employer Identification No.)
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200 HOPMEADOW STREET  
SIMSBURY, CONNECTICUT 06089  
(Address of principal executive offices)  
(Zip Code)

Registrant's telephone number, including area code: (860) 547-5000

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

The following documents are filed with reference to and are hereby incorporated by reference into the Registration Statement on Form S-3 (File No. 333-130089) as declared effective by the Commission on March 31, 2006 (the "Registration Statement").

(c) Exhibits

EXHIBIT NUMBER -----	DESCRIPTION -----
Exhibit 5.1	Opinion of Sidley Austin LLP.
Exhibit 5.2	Opinion of Counsel of Hartford Life Insurance Company.
Exhibit 8	Opinion of Sidley Austin LLP.
Consent 23.1	Consent of Sidley Austin LLP (included in Exhibit 5.1 and Exhibit 8).
Consent 23.2	Consent of Counsel of Hartford Life Insurance Company (included in Exhibit 5.2).

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED HEREUNTO DULY AUTHORIZED.

HARTFORD LIFE INSURANCE COMPANY

DATE: MAY 8, 2006

BY: /s/ JEFFREY L. JOHNSON

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Name: Jeffrey L. Johnson  
Title: Assistant Vice President

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EXHIBIT INDEX

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the Commission on February 27, 2006, Amendment No. 3 filed with the Commission on

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Hartford Life Insurance Company  
May 4, 2006  
Page 2

March 30, 2006 and Amendment No. 4 filed with the Commission on March 30, 2006 (the "Registration Statement"), including a prospectus (the "Prospectus") relating to secured notes to be issued by newly formed statutory trusts formed under the laws of the State of Delaware and a prospectus supplement relating to Hartford Life IncomeNotes(sm) to be issued by the trusts (the "Retail Prospectus Supplement"). The Registration Statement provides for: (i) the registration of up to \$4,000,000,000, or the equivalent amount in one or more foreign currencies, aggregate principal amount of notes to be issued by the trusts and (ii) the registration of up to \$4,000,000,000, or the equivalent amount in one or more foreign currencies, of Hartford Life's funding agreements to be sold to the trusts in connection with the sale of notes.

In furnishing this letter, we have reviewed: (i) the Registration Statement, the Prospectus and the Retail Prospectus Supplement, and each of the pricing supplements related to the Notes, each such pricing supplement dated as of April 24, 2006, (ii) each of the trust agreements, dated as of the Formation Date (the "Trust Agreements"), between Wilmington Trust Company, as trustee, and AMACAR Pacific Corp., as trust beneficial owner, which adopt and incorporate the standard trust terms dated December 2, 2005, (iii) each of the indentures, dated as of the Issuance Date (the "Indentures"), between JPMorgan Chase Bank, N.A., as indenture trustee (the "Indenture Trustee"), and the relevant Trust, which adopt and incorporate the standard indenture terms dated February 27, 2006, (iv) each of the distribution agreements, dated as of the Formation Date (the "Distribution Agreements"), between Hartford Life, Bear, Stearns & Co. Inc., on behalf of itself and each of the other agents, and the relevant Trust, which adopt and incorporate the standard distribution agreement terms dated March 30, 2006, (v) each of the omnibus instruments, dated as of the Formation Date, which include the relevant Trust Agreement, Indenture and Distribution Agreement executed in connection with the creation of the Trusts and the issuance by the Trusts of the Notes, (vi) each of the closing instruments, dated as of the Issuance Date, related to each relevant Trust, (vii) the Notes and (viii) each of the Funding Agreements.

We have also reviewed the trust action of the relevant Trust in connection with the issuance of the Notes, and have examined, and have relied as to matters of fact upon, originals or copies certified or otherwise identified to our satisfaction, of such records, agreements, documents, and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the relevant Trust, and have made such other further investigations as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth. In such examination, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons and the conformity with the original documents of any copies submitted to us for our examination. We have relied as to factual matters upon, and have assumed the accuracy of, representations, statements and certificates of or from public officials and of or from officers and representatives of all persons whom we have deemed appropriate.

Hartford Life Insurance Company

May 4, 2006

Page 3

Based upon the foregoing, and subject to the qualifications and limitations stated herein, we are of the opinion that upon the execution, issuance, authentication and delivery of the Notes, the relevant Notes will be the valid and binding obligations of the relevant Trust, enforceable against such Trust in accordance with their terms.

The above opinion with regard to the enforceability of the Notes is qualified by the effects of bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally and general principles of equity (regardless of whether such principles are considered in a proceeding in equity or at law).

We express no opinion as to the laws of any jurisdiction other than the laws of the State of New York and the Delaware Statutory Trust Act, as currently in effect. The letter speaks as of the date hereof and we assume no obligation to update or supplement this letter to reflect any facts or circumstances which may hereafter come to our attention with respect to the opinion and statements set forth above, including any changes in applicable law which may hereafter occur.

We hereby consent to the filing of this letter as an exhibit to the Current Report on Form 8-K filed by Hartford Life in connection with the issuance and sale of the Notes, incorporated by reference in the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Sidley Austin LLP

May 4, 2006

To: Board of Directors of Hartford Life Insurance Company

RE: Enforceability of Funding Agreements Issued to Certain Trusts

Ladies and Gentlemen:

I am an attorney with Hartford Life Insurance Company ("Hartford Life"), a Connecticut life insurance corporation.

I am furnishing this opinion in connection with the issuance by Hartford Life of the funding agreements listed below (each a "Contract") to the trusts (each a "Trust") listed below on or about the date of this letter:

CONTRACT -----	CONTRACTHOLDER -----
Funding Agreement FA-406047	Hartford Life Global Funding Trust 2006-047
Funding Agreement FA-406048	Hartford Life Global Funding Trust 2006-048
Funding Agreement FA-406049	Hartford Life Global Funding Trust 2006-049

In each instance the Trust was established pursuant to the Hartford Life Global Funding note issuance program (the "Program") described in that certain registration statement on Form S-3 (SEC File No. 333-130089), as amended, with an effective date of March 31, 2006 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement describes (i) the registration and public offering of up to \$4,000,000,000, in the aggregate principal amount of notes (the "Notes") to be issued by a series of trusts and (ii) the registration of up to \$4,000,000,000, or the equivalent amount in one or more foreign or composite currencies, aggregate principal amount of Hartford Life's funding agreements (each, a "Contract") to be sold to the trusts described below in connection with the issuance and sale of the Notes.

Each of the Trusts is intended to be a trust described in the prospectus dated April 12, 2006 (including the prospectus supplement relating to IncomeNotes(sm) dated April 12, 2006), and included in the Registration Statement (together, the "Prospectus"). Once duly formed, each Trust is authorized to issue no more than a single series of Notes and to take certain other actions necessary or appropriate to such issuance. The proceeds from the sale of each series of Notes



are to be used by each Trust to purchase separately from Hartford Life a funding agreement, such as the Contracts listed above. As described in the Prospectus, the Notes issued by each Trust are to be secured by the assignment to an indenture trustee of its Contract and all proceeds from its Contract.

In connection with the foregoing, I, or persons under my supervision, have examined an original or copies certified to my satisfaction as being a true copy of the certificate of incorporation and/or direction, bylaws of Hartford Life, and have reviewed such other corporate records, instruments and other documents as deemed necessary or appropriate in order to render the opinions set forth herein. I, or persons under my supervision or direction, have also reviewed, in unexecuted form, each of the Contracts.

In the examination of various documents, instruments and records, including without limitation any referred to in this opinion letter, and in connection with the opinions herein expressed, I have assumed the competency of all individual signatories, the genuineness of all signatures, submitted as certified, photostatic or electronic copies, and the authenticity of the originals of such latter documents.

Page 2

May 4, 2006

Based upon and subject to the foregoing, I am of the opinion that, as of the date of this letter:

- (a) Hartford Life is a Connecticut domiciled insurance company duly organized, validly existing and in good standing under the laws of Connecticut as a corporation formed for the purposes of conducting the business of a life insurance company. Hartford Life has the necessary corporate authority to enter into each of the Contracts and to perform its respective obligations thereunder.
- (b) Hartford Life has obtained licenses from the states of Connecticut and Delaware, which authorize Hartford Life to conduct life insurance business and to issue insurance contracts (including each of the Contracts) in those states. Hartford Life has all necessary authority to execute and to issue such Contracts under applicable Connecticut and Delaware insurance laws and regulations and orders and interpretations of the Connecticut Insurance Department and the Delaware Insurance Department.
- (c) The issuance of each of the Contracts has been approved by all necessary corporate action on the part of Hartford Life; and each Contract constitutes the legal, valid and binding

obligation of HartfordLife, enforceable in accordance with its terms, except to the extent enforceability thereof may be limited by (i) bankruptcy, insolvency, fraudulent conveyances, fraudulent transfers, reorganization, or moratorium or other similar laws now or hereafter in effect relating to or effecting the enforcement of creditors' rights or remedies generally and (ii) general principles of equity (regardless of whether such enforcement is considered in a proceeding in equity or at law), including the discretion of the court before which any proceeding may be brought, concepts of good faith, reasonableness and fair dealing.

I consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Current Report of Hartford Life on Form 8-K and to the use of my name under the heading "Legal Matters" in the Prospectus and to the incorporation by reference of this opinion and consent as exhibits to the Registration Statement filed in accordance with Rule 462(b) under the Act. In giving the foregoing consents, I do not thereby admit that I come within the category of persons, whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ John F. Kennedy

John F. Kennedy  
Associate Counsel  
Hartford Life Insurance Company



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Hartford Life Insurance Company  
May 4, 2006  
Page 2

We have acted as counsel to Bear, Stearns & Co. Inc. and each other agent under the Hartford Life Global Funding Trusts Program (each, an "Agent") in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), by Hartford Life, of a Registration Statement on Form S-3 (File No. 333-130089) on December 2, 2005, as amended by Amendment No. 1 filed with the Commission on January 10, 2006, Amendment No. 2 filed with the Commission on February 27, 2006, Amendment No. 3 filed with the Commission on March 30, 2006 and Amendment No. 4 filed with the Commission on March 30, 2006 (including the documents incorporated by reference therein, the "Registration Statement"), including a prospectus (the "Prospectus") relating to secured notes to be issued by newly formed statutory trusts formed under the laws of the State of Delaware and a prospectus supplement relating to Hartford Life IncomeNotes(sm) to be issued by the trusts (the "Retail Prospectus Supplement"). The Registration Statement provides for: (i) the registration of up to \$4,000,000,000, or the equivalent amount in one or more foreign currencies, aggregate principal amount of notes to be issued by the trusts and (ii) the registration of up to \$4,000,000,000, or the equivalent amount in one or more foreign currencies, of Hartford Life's funding agreements to be sold to the trusts in connection with the sale of notes.

In furnishing this opinion, we have reviewed: (i) the Registration Statement, the Prospectus, the Retail Prospectus Supplement and each of the pricing supplements related to the Notes, each such pricing supplement dated as of April 24, 2006, (ii) each of the trust agreements, dated as of the Formation Date (each, a "Trust Agreement"), between Wilmington Trust Company, as trustee, and AMACAR Pacific Corp., as trust beneficial owner, which adopt and incorporate the standard trust terms dated December 2, 2005, (iii) each of the indentures, dated as of the Issuance Date (each, an "Indenture"), between JPMorgan Chase Bank, N.A., as indenture trustee, and the relevant Trust, which adopt and incorporate the standard indenture terms dated February 27, 2006, (iv) each of the distribution agreements, dated as of the Formation Date (each, a "Distribution Agreement"), between Hartford Life, Bear, Stearns & Co. Inc., on behalf of itself and each of the other Agents, and the relevant Trust, which adopt and incorporate the standard distribution agreement terms dated March 30, 2006, (v) each of the omnibus instruments, dated as of the Formation Date, which include the relevant Trust Agreement, Indenture and Distribution Agreement executed in connection with the creation of the Trusts and the issuance by the Trusts of the Notes, (vi) each of the closing instruments, dated as of the Issuance Date, related to each relevant Trust, (vii) the Notes, (viii) each of the Funding Agreements and (ix) such other records, documents, certificates or other instruments as in our judgment were necessary or appropriate to enable us to render the opinion expressed below. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons and the conformity with the original documents of any copies submitted to us for our examination. We have also assumed that the

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Hartford Life Insurance Company  
May 4, 2006

transactions described in the Registration Statement are performed in the manner described therein.

Based on the foregoing, and subject to the limitations, qualifications and assumptions set forth herein, the discussion set forth in the Retail Prospectus Supplement under the heading "Material United States Federal Income Tax Considerations," to the extent describing matters of United States federal income tax law or legal conclusions with respect thereto, is our opinion.

In rendering the opinion set forth above, we have considered the applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), regulations promulgated thereunder by the United States Treasury Department (the "Regulations"), pertinent judicial authorities, rulings and other administrative interpretations of the Internal Revenue Service and such other authorities as we have considered relevant. It should be noted that the Code, the Regulations and such judicial authorities, rulings, and administrative interpretations and other authorities are subject to change at any time and, in some circumstances, with retroactive effect; and any such change could affect the opinion stated herein.

This opinion is rendered as of the date hereof based upon the facts and law in existence on the date hereof. We assume no obligation to update or supplement this letter to reflect any facts or circumstances which may hereafter come to our attention with respect to the opinion and statements set forth above, including any changes in applicable law which may hereafter occur.

We hereby consent to the filing of this letter as an exhibit to the Current Report on Form 8-K filed by Hartford Life in connection with the issuance and sale of the Notes, incorporated by reference in the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Sidley Austin LLP