



U.S. Securities and Exchange Commission
**Division of Investment
Management**

September 21, 2023

VIA ELECTRONIC MAIL

RESPONSE OF CHIEF ACCOUNTANT'S OFFICE
DIVISION OF INVESTMENT MANAGEMENT

Stephen E. Roth
Eversheds Sutherland (US) LLP
Email: steveroth@eversheds-sutherland.com

Re: Brighthouse Life Insurance Company of NY

By letter dated September 21, 2023 (“Request Letter”), you request permission under Regulation S-X 3-13 (“Rule 3-13”) for Brighthouse Life Insurance Company of NY (the “Company”) to file audited financial statements prepared in accordance with statutory accounting principles¹ (“SAP”), in place of financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), in registration statements on Form S-1 that the Company will file for certain annuity contracts described in the Request Letter that the Company currently issues or will issue in the future (the “Contracts”) in satisfaction of the financial information required by Form S-1, including the requirements of Items 11(e), 11(g), and 16(b) of Form S-1, as described in the Request Letter.

Based on the facts and representations set forth in the Request Letter, as well as the conditions outlined in the Request Letter,² and without necessarily agreeing with all of your analysis, your request for permission under Rule 3-13 for the Company to file SAP financial statements, audited by an independent auditor, in lieu of GAAP financial statements in registration statements filed for the Contracts on Form S-1, as it relates to the accounting basis of

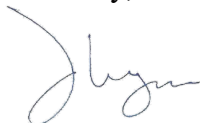
¹ You note that these principles are those that are prescribed or permitted by the Company’s domiciliary state regulator.

² Any different facts, representations or conditions might require the Division to reach a different conclusion.

those financial statements only and as described above, is granted.³

If you have any questions regarding this letter, please call the Chief Accountant's Office of the Division of Investment Management at (202) 551-6918.

Sincerely,



Jenson Wayne
Chief Accountant
Division of Investment Management

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

³ Our position has been developed in consultation with the staff of the Commission's Office of the Chief Accountant.

This permission is provided for the Contracts described in the Request Letter based on the facts disclosed therein, including that the Contracts seeking to rely on the permission are non-variable annuity contracts classified as market-value adjusted annuities, contingent deferred annuities, and/or indexed annuities. As to any Contract registered or materially amended in the future, this permission is subject to the Commission staff's assessment of the Contract's registration statement for consistency with the facts described in the Request Letter and the intended product types. In this regard, you have stated that each Company will notify the staff, in a letter accompanying the filing of any new registration statement for a Contract or any post-effective amendment to an existing registration statement that reflects a material change to a Contract, of its intent to rely on the permission granted in this letter.

September 21, 2023

Mr. Jenson Wayne
Chief Accountant
Division of Investment Management
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Brighthouse Life Insurance Company of NY

Dear Mr. Wayne:

On behalf of Brighthouse Life Insurance Company of NY ("BLICNY" or "Company"), we respectfully request that, pursuant to Rule 3-13 of Regulation S-X ("Rule 3-13"), the staff of the Division of Investment Management (the "Staff") permit the Company to file audited financial statements prepared in accordance with statutory accounting principles ("SAP") prescribed or permitted by its domiciliary state regulator, in place of financial statements prepared in accordance with United States generally accepted accounting principles ("GAAP") in registration statements on Form S-1 that the Company will file for certain annuity contracts described in this letter that the Company currently issues or will issue in the future (together, the "Contracts"), in satisfaction of the financial information required by Form S-1, including the requirements of Items 11(e), 11 (g) and 16(b) of Form S-1.

Because the Contracts are insurance products subject to state regulation, BLICNY believes that SAP financial statements are of a comparable character to GAAP financial statements and would provide investors in the Contracts ("Contract owners") with sufficient information to assess the Company's ability to meet its obligations under the Contracts, and that filing SAP financial statements in place of GAAP financial statements in registration statements on Form S-1 for the Contracts would be consistent with investor protection. Forms N-3, N-4 and N-6 already permit insurers that meet certain criteria to use SAP financial statements on those forms, which relief is intended to reduce the burden on insurance companies that would otherwise prepare GAAP financial statements solely to register variable insurance products. Because of the significant costs and administrative burdens associated with preparing GAAP financial statements, relief permitting use of SAP financial statements in Forms N-3, N-4, and N-6 serves as a precedent for allowing use of SAP financial statements in registration statements on Form S-1 for the Contracts.

The Company

BLICNY is a stock life insurance company domiciled in the State of New York that is subject to regulation by the Department of Financial Services of the State of New York ("NYDFS"). BLICNY sells a variety of annuity and life insurance products, some of which are registered as securities with the Securities and Exchange Commission ("SEC"), including variable annuity contracts and index linked annuities.

BLICNY is an indirect wholly-owned subsidiary of Brighthouse Financial, Inc. ("BFI"), an insurance holding company that is registered under the Securities Exchange Act of 1934 (the "1934 Act") and files periodic reports under that Act. BLICNY is a direct wholly-owned subsidiary of Brighthouse Life Insurance Company ("BLIC"), a stock life insurance company domiciled in the state of Delaware. BLIC issues certain annuity contracts registered on Form S-3 and in connection with those Form S-3 registration statements files periodic reports with the SEC pursuant to Section 15(d) of the 1934 Act.

BFI prepares GAAP financial statements to include in reports that it files under the 1934 Act. Currently, BLIC also prepares GAAP financial statements in connection with its 1934 Act reports and the Form S-3 registration statements that incorporate those financial statements by reference.

Neither BFI nor BLIC require that their subsidiaries, including BLICNY, provide GAAP financial statements or prepare a GAAP reporting package or partial GAAP financial statements in connection with the preparation of BFI's and BLIC's consolidated GAAP financial statements. Rather, BFI's, and therefore BLIC's, business is organized and managed by operating segments rather than through a legal entity approach. The operating segments are defined by type of business and represent the combination of operations of BLIC, BLICNY, and other subsidiaries of BFI. BFI does not maintain a separate consolidated GAAP general ledger for its direct or indirect subsidiaries, including BLICNY.

As an insurance company subject to state regulation, BLICNY prepares SAP financial statements that are audited by an independent auditor and filed with the NYDFS and with the National Association of Insurance Commissioners ("NAIC"). BLICNY manages its business on the basis of these SAP financial statements.

State regulators periodically examine the SAP financial statements as part of a comprehensive regulatory program that focuses on the Company's solvency, with the goal of ensuring that the Company can fulfill its contractual obligations to its contract owners. The ultimate objective of state solvency regulation is to ensure that an insurance company can pay contract owner liabilities when they become due and that the insurance company maintains capital and surplus at all times in such forms as required by state law to provide a margin of safety. With the objective of solvency regulation and contract owner protection, SAP focus on an insurance company's balance sheet and solvency and emphasize the insurance company's liquidity.

BLICNY currently prepares GAAP financial statements for use in registration statements on Form S-1 for certain Contracts,¹ but would not otherwise prepare full entity level GAAP financial statements for any other purpose. The Company does not issue or have outstanding any publicly traded equity securities (i.e., common stock or preferred stock); nor does the Company have any publicly traded debt securities outstanding. Moreover, as noted above, the GAAP financial information that the Company would otherwise prepare for consolidation into the GAAP financial statements for BFI and BLIC would not constitute a GAAP reporting package or partial GAAP financial statements. Form N-4 on which BLICNY registers its variable annuity contracts would permit the Company to file audited SAP financial statements if it would not otherwise have to prepare GAAP financial statements in connection with SEC filings.²

BLICNY relies on the exemption from filing periodic reports required by the 1934 Act provided by Rule 12h-7, thereunder, and will rely on this exemption and comply with the conditions of the rule as long as it relies on the permission provided in response to this letter. The Company is subject to supervision by the NYDFS. The Contracts do not and will not constitute an equity interest in the Company, and are and will be subject to regulation under New York Insurance Law. The Company files annual statements of its financial condition with, and is supervised and its financial condition examined periodically by, the NYDFS. The Contracts are not and will not be listed, traded, or quoted on an exchange, alternative trading system, inter-dealer quotation system, electronic communications

¹ File Nos. 333-259506, 333-265199, 333-265196 and 333-238214.

² See Form N-4 Item 23(b), Instruction 1. See *also* Form N-6 Item 28(b), Instruction 1.

If this request to file audited SAP financial statements in place of GAAP financial statements in registration statements filed on Form S-1 (for the Contracts) is granted, BLICNY also intends to include SAP financial statements in the registration statements for its variable annuities, as permitted under Form N-4.

network, or any other similar system, network or publication for trading or quoting. The Company has taken, and will take, steps reasonably designed to ensure that a trading market for the Contracts does not develop. Prospectuses for the Contracts do and will disclose that the Company relies on the relief provided by Rule 12h-7.

The Contracts

The Contracts that BLICNY has registered, and/or that it will register, with the SEC on Form S-1 and for which BLICNY requests permission in this letter are registered index-linked annuity contracts ("RILA Contracts") and registered modified guaranteed annuity contracts with MVA features ("MVA Contracts").

The RILA Contracts are and will be standalone registered index-linked annuity contracts and/or combination annuity contracts that offer variable investment options as well as registered index-linked investment options. During the accumulation phase, RILA Contract owners may select among index-linked investment options each linked to the performance of a specified market index or other benchmark. The interest crediting options will offer different protection features such as a "buffer" that establishes the maximum amount of negative market performance the Company will absorb before the negative performance is applied to the Contract at the end of the investment option period. Each protection feature has a corresponding "cap" that establishes the maximum positive market performance that may be credited to the Contract at the end of the investment option period. Index-linked investment options may include other forms of protection or limits on the maximum positive performance credited to the Contract. Proceeds payable to a Contract owner who withdraws the Contract value or surrenders the Contract before the end of the investment option period will be adjusted according to a prescribed formula.

The MVA Contracts will be standalone annuity contracts that offer fixed rate investment options with market value adjustment features, and/or will be combination annuity contracts that offer fixed rate investment options with market value adjustment features as well as variable investment options. The fixed rate investment options in the Contracts will guarantee an interest payment at a specified fixed rate for a specified term period. Withdrawals from or transfers out of a fixed rate investment option before the end of the specified term will be subject to a positive or negative market value adjustment that is calculated according to a formula prescribed by the Contracts and varies with the difference between the guaranteed interest rate and market interest rates prevailing at the time of the withdrawal or transfer.

The Company's Request

Rule 3-13 of Regulation S-X provides that the SEC "may, upon the informal written request of the registrant, and where consistent with the protection of investors permit the omission of one or more of the financial statements herein required or the filing in substitution therefor of appropriate statements of a comparable character." For the reasons stated herein, BLICNY believes that SAP financial statements audited by an independent auditor³ included in the Form S-1 registration statements for the Contracts are appropriate statements of a comparable character to GAAP financial statements and would be consistent with investor protection.

SAP financial statements will provide investors in the Contracts with sufficient information to assess the Company's ability to meet its contractual obligations.

Forms N-3, N-4 and N-6 used to register variable insurance products under the Securities Act of 1933 already permit use of SAP financial statements in place of GAAP financial statements if the insurance company issuing the contract meets certain criteria, including that it would not have to prepare GAAP financial statements except for use in registration statements on such forms. When proposing Forms N-3 and N-4 for variable annuity contracts with instructions permitting the use of SAP financial

³ The Company's auditor will satisfy the independence standards of Article 2 of Regulation S-X and be registered with and subject to inspection by the Public Company Accounting Oversight Board.

statements, the SEC recognized that guarantees associated with annuity payments and other benefits provided by the contracts, which are backed by the insurance company's general account, depend on the solvency of the insurance company, and that contract owners, participants and annuitants who invest in the contracts may not want or need disclosure about the financial performance of the insurance company, but instead may be interested only in the insurance company's solvency.⁴

Similar to investors in variable annuity contracts, investors in the Contracts will be most interested in information relevant to assessing the Company's ability to fulfill its contractual obligations. SAP are designed specifically to provide this type of information to state regulators. SAP financial statements contain detailed information about the Company's assets and liabilities as well as its regulatory capital and surplus, which serve as financial cushions for paying Contract owner claims. Furthermore, SAP financial statements enable state regulators to determine the Company's ability to meet Contract owner obligations based on the availability of readily marketable assets when obligations are due. In contrast, GAAP financial statements assist investors in understanding a company's going concern value. Due to the absence of any secondary market in the Contracts, Contract owners do not need information regarding the Company's going concern value. Consequently, SAP financial statements would provide Contract owners with sufficient information to assess the Company's solvency and its ability to satisfy its contractual obligations. GAAP financial statements, on the other hand, would not provide additional informative value to Contract owners that would justify the significant costs and administrative burdens of preparing and auditing an additional set of financial statements solely to include in the Form S-1 registration statements for the Contracts.

Conclusion

For the reasons stated above, SAP financial statements are appropriate financial statements of a comparable character to GAAP financial statements and will provide investors in the Contracts with sufficient information to assess the Company's ability to meet its obligations under the Contracts, and filing SAP financial statements in place of GAAP financial statements would be consistent with investor protection.

We respectfully request, on behalf of BLICNY, that the Staff grant permission pursuant to Rule 3-13 to permit the Company to file SAP financial statements audited by an independent auditor in registration statements on Form S-1 for the Contracts. Should you provide this permission, the Company agrees to notify the Staff in a letter, accompanying the filing of any new registration statement for a Contract or any post-effective amendment to an existing registration statement that reflects a material change to a Contract, of its intent to rely on the permission granted in response to this letter.

Thank you for your attention to this matter. Please contact me at 202-383-0158 if you need additional information or have any questions concerning this request.

Sincerely,



Stephen E. Roth
Eversheds Sutherland (US) LLP

⁴ See Registration Forms for Insurance Company Separate Accounts that Offer Variable Annuity Contracts (Proposing Release) Rel. Nos. 33-6502 and IC-13689 (December 22, 1983).