

MERRILL LYNCH LIFE VARIABLE ANNUITY SEPARATE ACCOUNT C

Form N-30B-2

September 19, 2008

Merrill Lynch Life Insurance Company

4333 Edgewood Road NE

Cedar Rapids, IA 52499

September 2, 2008

Securities and Exchange Commission

100 F Street, NE

Washington, D.C. 20549

Re: **Merrill Lynch Life Variable Annuity Separate Account C**

Registration No. 333-73544

Commissioners:

Merrill Lynch Life Insurance Company (the Company), on behalf of Registrant, has sent or will send to contract owners the semi-annual reports for the period ended June 30, 2008, for the following underlying mutual funds (Funds) in which Registrant invests:

Semi-Annual Report Filings:

BlackRock Variable Series Funds, Inc.

BlackRock Money Market V.I. Fund, SEC File No.: 811-03290

MLIG Variable Insurance Trust

Roszel/AllianceBernstein Large Cap Core Portfolio, SEC File No.: 811-21038

Roszel/Allianz NFJ Mid Cap Value Portfolio, SEC File No.: 811-21038

Roszel/BlackRock Fixed Income Portfolio, SEC File No.: 811-21038

Roszel/ BlackRock Relative Value Portfolio, SEC File No.: 811-21038

Roszel/Cadence Mid Cap Growth Portfolio, SEC File No.: 811-21038

Roszel/Davis Large Cap Value Portfolio, SEC File No.: 811-21038

Roszel/Delaware Small-Mid Cap Growth Portfolio, SEC File No.: 811-21038

Roszel/Fayez Sarofim Large Cap Core Portfolio, SEC File No.: 811-21038

Roszel/JPMorgan International Equity Portfolio, SEC File No.: 811-21038

Roszel/Lazard International Portfolio, SEC File No.: 811-21038

Roszel/Loomis Sayles Large Cap Growth Portfolio, SEC File No.: 811-21038

Roszel/Lord Abbett Government Securities Portfolio, SEC File No.: 811-21038

Roszel/Lord Abbett Large Cap Value Portfolio, SEC File No.: 811-21038

Roszel/Marsico Large Cap Growth Portfolio, SEC File No.: 811-21038

Roszel/NWQ Small Cap Value Portfolio, SEC File No.: 811-21038

Roszel/Rittenhouse Large Cap Growth Portfolio, SEC File No.: 811-21038

Some of the funds listed above may not be available under every policy or contract offered by the Registrant.

Merrill Lynch Life Insurance Company understands that the Funds have filed or will file their semi-annual reports with the Commission under separate cover.

Please direct any question or comment regarding the enclosed to the undersigned at (800) 346-3677, extension 8121.

Very truly yours,

/s/ Darin Smith

Darin Smith

General Counsel