

**RECORD ACCESS PROCEDURES:**

Requests for access must be made in accordance with the notification procedure above and the Postal Service Privacy Act regulations regarding access to records and verification of identity under 39 CFR 266.6.

**CONTESTING RECORDS PROCEDURES:**

See Notification Procedure and Record Access Procedures above.

**RECORDS SOURCE CATEGORIES**

[CHANGE TO READ:]

Postal Service employees or former employees.

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**SYSTEMS EXEMPTED FROM CERTAIN PROVISIONS OF THE ACT:**

Records or information in this system that have been compiled in reasonable anticipation of a civil action or proceeding are exempt from individual access under 5 U.S.C. 552a(d)(5). In addition, the Postal Service has claimed exemptions from certain provisions of the Act for several of its other systems of records as permitted by 5 U.S.C. 552a(j) and (k). See 39 CFR 266.9. To the extent that copies of exempt records from those other systems are incorporated into this system, the exemptions applicable to the original primary system must continue to apply to the incorporated records.

**Neva Watson,**

*Attorney, Legislative.*

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. IC-26389; File No. 812-13048]

**Glenbrook Life and Annuity Company, et al.; Notice of Application**

March 17, 2004.

**AGENCY:** Securities and Exchange Commission ("SEC" or "Commission").

**ACTION:** Notice of an application for an order of exemption pursuant to section 17(b) of the Investment Company Act of 1940 (the "Act") from section 17(a) of the Act.

*Applicants:* Glenbrook Life and Annuity Company ("Glenbrook") and Glenbrook Life Multi-Manager Variable Account ("Glenbrook Multi-Manager"), Glenbrook Life Variable Life Separate Account A ("Glenbrook VL"), Glenbrook Life and Annuity Company Variable Annuity Account ("Variable Annuity Account"), Glenbrook Life Scudder Variable Account A ("Scudder

Account"), and Glenbrook Life AIM Variable Life Separate Account A ("AIM VL Account") (collectively, the "Separate Accounts").

*Summary of Application:* Applicants seek an order of exemption to the extent necessary to permit a transfer of assets and assumption of liabilities of (1) Variable Annuity Account and Scudder Account by Glenbrook Multi-Manager; and (2) AIM VL Account by Glenbrook VL.

*Filing Date:* The application was filed on November 25, 2003, and amended and restated on March 10, 2004.

*Hearing or Notification of Hearing:* An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Secretary of the Commission and serving Applicants with a copy of the request, personally or by mail. Hearing requests must be received by the Commission by 5:30 p.m. on April 12, 2004, and must be accompanied by proof of service, on Applicants in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Secretary of the Commission.

**ADDRESSES:** Secretary, Securities and Exchange Commission, 450 5th Street, NW., Washington, DC 20549. Applicants, Charles Smith, Esq., Assistant Counsel, Glenbrook Life and Annuity Company, 3100 Sanders Road, Northbrook, Illinois 60062.

**FOR FURTHER INFORMATION CONTACT:**

Alison White, Senior Counsel, or Lorna MacLeod, Branch Chief, Office of Insurance Products, Division of Investment Management, at (202) 942-0670.

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application; the complete application is available for a fee from the Public Reference Branch of the Commission.

**Applicants' Representations**

1. Glenbrook is a stock life insurance company organized under the laws of the State of Arizona in 1998. Previously, Glenbrook Life was organized under the laws of the State of Illinois in 1992. Glenbrook Life was originally organized under the laws of the State of Indiana in 1965. From 1965 to 1983 Glenbrook Life was known as "United Standard Life Assurance Company" and from 1983 to 1992 as "William Penn Life Assurance Company of America." Glenbrook's home office is located at 3100 Sanders Road, Northbrook,

Illinois, 60062. Glenbrook is currently licensed to operate in the District of Columbia, Puerto Rico, and all states except New York. Glenbrook is a direct, wholly owned subsidiary of Allstate Life Insurance Company. Allstate Life Insurance Company is a wholly owned subsidiary of Allstate Insurance Company, a stock property-liability insurance company incorporated under the laws of Illinois. All of the outstanding capital stock of Allstate Insurance Company is owned by The Allstate Corporation.

2. Glenbrook established Glenbrook Multi-Manager, Glenbrook VL, Variable Annuity Account, Scudder Account, and AIM VL Account as separate account pursuant to Illinois law. Each is a "separate account," as defined by section 2(a)(37) of the Act, and is registered with the Commission pursuant to the Act as a unit investment trust.

3. Certain variable annuity contracts sponsored by Glenbrook and issued through Glenbrook Multi-Manager, Variable Annuity Account and Scudder Account are registered with the Commission pursuant to the Securities Act of 1933 (the "Securities Act").

4. Certain variable life insurance contracts sponsored by Glenbrook and issued through Glenbrook VL and AIM VL Account are registered with the Commission pursuant to the Securities Act.

5. Glenbrook Multi-Manager is divided into 88 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of an open-end, diversified management investment company registered under the Act (the "Funds"). Variable Annuity Account is divided into 39 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds. Scudder Account is divided into 10 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds.

6. Glenbrook VL is divided into 57 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds. AIM VL Account is divided into 18 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds.

7. After considering the nature and purpose of each separate account, the Boards of Directors of Glenbrook has determined that the efficiency of the operations of the separate accounts could be improved, and the overall administration enhanced, by merging: (a) Variable Annuity Account and Scudder Account into Glenbrook Multi-Manager; and (b) AIM VL Account into Glenbrook VL (together, the "Merger").

The Merger will be structured so there will be no change in the rights and benefits of persons having an interest in any of the Contracts issued by those Separate Accounts.

8. The Merger provides for the transfer of Variable Annuity Account and Scudder Account assets to Glenbrook Multi-Manager and the assumption of the liabilities and contractual obligations of each of Variable Annuity Account and Scudder Account by Glenbrook Multi-Manager in return for the crediting of accumulation units of Glenbrook Multi-Manager to Variable Annuity Account and Scudder Account contract owners. Once this process has been completed, the units of Variable Annuity Account and Scudder Account would be cancelled, Variable Annuity Account and Scudder Account would each submit an application to the Commission pursuant to section 8(f) of the Act to effect its deregistration as an investment company and would cease to exist, and Glenbrook Multi-Manager would continue to exist.

9. Immediately following the Merger, each Variable Annuity Account and Scudder Account contract owner will possess a number of Glenbrook Multi-Manager units (both full and fractional) that, when multiplied by the unit value of Glenbrook Multi-Manager units, would result in an aggregate unit value equal to the aggregate unit value of the units the contract owner had in the respective Separate Account immediately before the consummation of the Merger.

10. Glenbrook will distribute to each existing Variable Annuity Account and Scudder Account contract owner: (a) A contract rider indicating that such contracts are thereafter funded by Glenbrook Multi-Manager; (b) a letter informing such contract owners of the Merger; and (c) a prospectus supplement that reflects Glenbrook Multi-Manager as the separate account funding the contracts.

11. The Merger also provides for the transfer of AIM VL Account assets to Glenbrook VL and the assumption of the liabilities and contractual obligations of AIM VL Account by Glenbrook VL in return for the crediting of accumulation units of Glenbrook VL to AIM VL Account contract owners. Once this process has been completed, the units of AIM VL Account would be cancelled, AIM VL Account would submit an application to the Commission pursuant to section 8(f) of the Act to effect its deregistration as an investment company and would cease to exist, and Glenbrook VL would continue to exist.

12. Immediately following the Merger, each AIM VL Account contract owner

will possess a number of Glenbrook VL units (both full and fractional) that, when multiplied by the unit value of Glenbrook VL units, would result in an aggregate unit value equal to the aggregate unit value of the units the contract owner had in the respective Separate Account immediately before the consummation of the Merger.

13. Glenbrook will distribute to each existing AIM VL Account contract owner: (a) A contract rider indicating that such contracts are thereafter funded by Glenbrook VL; (b) a letter informing such contract owners of the Merger; and (c) a prospectus supplement that reflects Glenbrook VL as the separate account funding the contracts.

14. Except for the change in the separate account funding the variable annuity contracts and variable life contracts, all the rights and benefits of the contract owners will remain unchanged after the Merger. Further, the fees and charges under the contracts will not change as a result of the Merger.

15. Glenbrook asserts that the Merger will have no tax consequences for Glenbrook contract owners. In addition, no payments will be required or charges imposed under the Glenbrook contracts in connection with, or by virtue of, the Merger that would not otherwise be required or imposed.

#### **Applicants' Legal Analysis**

1. Section 17(a) of the Act provides generally that it is unlawful for any affiliated person of a registered investment company, or any affiliated person of such a person, acting as principal to knowingly purchase or to sell any security or other property from or to such registered company.

2. Section 17(b) of the Act provides generally that the Commission may grant an order exempting a transaction otherwise prohibited by section 17(a) of the Act if evidence establishes that: (a) The terms of the proposed transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned; (b) the proposed transaction is consistent with the policy of each registered investment company concerned; and (c) the proposed transaction is consistent with the general purposes of the Act.

3. The Merger may be subject to the provisions of section 17(a) of the Act because it could be viewed as involving an investment company (VA Account, Scudder Account, AIM VL Account) selling its assets to another investment company (Glenbrook Multi-Manager, Glenbrook VL) that is affiliated by reason of having sponsoring insurance companies that are under common

control, or by reason of having common directors.

4. Applicants request an order of the Commission pursuant to section 17(b) of the Act to the extent necessary to exempt the Merger from the provisions of section 17(a) of the Act.

5. Applicants assert that the terms of the Merger are fair and reasonable. The transfer of assets held by Variable Annuity Account, Scudder Account and AIM VL Account respectively, will be made at the relative net asset values of the sub-accounts. Consequently, the interests of Glenbrook Multi-Manager and Glenbrook VL owners will not be diluted by the Merger. Each Variable Annuity Account and Scudder Account contract will be credited, immediately after the Merger, with units of Glenbrook Multi-Manager having the same aggregate value as the aggregate value of the units of Variable Annuity Account and Scudder Account credited to such contract immediately prior to the Merger. Likewise, each AIM VL Account contract will be credited, immediately after the Merger, with units of the Glenbrook VL having the same aggregate value as the aggregate value of the units of AIM VL Account credited to such contract immediately prior to the Merger. The Merger will not result in any change in charges, costs, fees or expenses borne by any Contract owner. No direct or indirect costs will be incurred by any Separate Account concerned as a result of the Merger. Therefore, the proposed transactions will not result in dilution of the economic interests of any Contract owners. In addition, the Merger will result in no change in the investment options available to Glenbrook contract owners. Each sub-account of the Separate Accounts will continue to invest in the same Fund as that sub-account invested in prior to the Merger.

6. The consolidation of any overlapping sub-accounts will take place at their respective net asset values and each Glenbrook Contract owner holding units of interest in one of the merging sub-accounts will have those units exchanged for units of equal value in the corresponding surviving sub-account. The values of the exchanged interests under the Contracts will thus be equivalent. The accumulation unit values for these sub-accounts will not change, and the Contract value of any affected Contract owner immediately after the sub-account consolidation will be the same as the value immediately before the sub-account consolidation.

7. Applicants assert that the Merger does not involve overreaching on the part of any party involved and is consistent with the general purposes of the Act.

The purposes of the Merger are to consolidate three variable annuity separate accounts, each of which issue variable annuity contracts, into a single separate account and to consolidate two variable life separate accounts, each of which issue variable life contracts, into a single separate account. The Merger will allow for administrative efficiencies and cost savings by Glenbrook because it can consolidate its separate account operations. The Merger will not dilute or otherwise adversely affect the economic interests of the owners of the Glenbrook contracts, nor will the Merger affect the values determined under the Glenbrook contracts.

8. Applicants represent that the Merger are consistent with the policy of each Separate Account as set forth in its registration statement. The policy of each Separate Account is to invest in the Funds. As noted above, the Merger will result in no change to any Fund underlying the Glenbrook Separate Accounts. Each sub-account of the Separate Accounts will continue to invest in the same Fund as that sub-account invested in prior to the Merger. Accordingly, the assets underlying the Contracts will continue to be invested in accordance with the policies recited in the Separate Accounts' respective registration statements.

### Conclusion

For the reasons summarized above, Applicants assert that the terms of the Merger, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, are consistent with the policies of the Glenbrook Separate Accounts as recited in their registration statements, are consistent with the general purposes of the Act, and therefore meet the conditions for exemptive relief established by section 17(b).

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

**Margaret H. McFarland,**  
*Deputy Secretary.*

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### SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

#### In the Matter of: *Queénch, Inc.*; Order of Suspension of Trading

March 19, 2004.

It appears to the Securities and Exchange Commission that there is a

lack of current and accurate information concerning the securities of *Queénch, Inc.* ("Queénch") because of questions regarding the accuracy and adequacy of assertions by Queénch, and by others, in press releases to investors, concerning, among other things:

- (1) Vendor contracts between Queénch and Time-Warner, Inc., 7-Eleven, Disney World Property-Grosvenor Resorts and others;
- (2) The "exclusive distribution" of Queénch products through Sysco Food Service;
- (3) The launching of Queénch's new distribution channel covering the 700 islands of the Bahamas; and
- (4) The accuracy of Queénch's published financial information.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in securities related to the above company.

Therefore, it is ordered, pursuant to section 12(k) of the Securities Exchange Act of 1934, that trading in all securities, as defined in section 3(a)(10) of the Securities Exchange Act of 1934, issued by the above company, is suspended for the period from 9:30 a.m. EST on March 19, 2004 and terminating at 11:59 p.m. EST on April 1, 2004.

By the Commission.

**J. Lynn Taylor,**

*Assistant Secretary.*

[FR Doc. 04-6572 Filed 3-19-04; 1:30 pm]

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### SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-49421; File No. SR-FICC-2003-14]

#### Self-Regulatory Organizations; Fixed Income Clearing Corporation; Notice of Filing of a Proposed Rule Change Relating to Amending Impractical or Inconsistent Rules, Eliminating the Need for Routine Waivers of Various Rules Provisions, and Adding Rules to Protect the Clearing Corporation and Its Members

March 16, 2004.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> notice is hereby given that on November 17, 2003, the Fixed Income Clearing Corporation ("FICC") filed with the Securities and Exchange Commission ("Commission") and on January 15, 2004, and March 3, 2004, amended the proposed rule change as described in items I, II, and III below,

which items have been prepared primarily by FICC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change will eliminate and amend certain of FICC's Government Securities Division ("GSD") and Mortgage-Backed Securities Division ("MBS") rules that (i) require routine waivers, (ii) are inconsistent with current practice, and (iii) are impractical.

#### II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, FICC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in item IV below. FICC has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.<sup>2</sup>

##### A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

The proposed rule change would eliminate and amend certain of GSD's and MBS's rules that (i) require routine waivers, (ii) are inconsistent with current practice, and (iii) are impractical. Specifically, the proposed rule changes would:

1. Remove the Term "Clearing Agent Bank Member" and Corresponding References to It in GSD's Rules

This category of GSD membership no longer has any practical meaning and is not used. Entities that are clearing agent banks that wish to join the netting service currently become bank netting members.<sup>3</sup>

2. Amend GSD's Rules To Remove Outdated Eligibility Qualifications for Comparison-Only Members

Currently, GSD's rules allow the following types of entities to be eligible to apply to become a comparison-only member: (i) a registered government securities broker or dealer, (ii) a clearing agent bank, or (iii) if neither (i) nor (ii), an entity that has demonstrated to FICC

<sup>2</sup> The Commission has modified the text of the summaries prepared by FICC.

<sup>3</sup> GSD Rule 1.

<sup>1</sup> 15 U.S.C. 78s(b)(1).