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To request more information or to obtain a copy of the information collection justification, forms, and/or supporting material, please call the RRB Clearance Officer at (312) 751-3363. Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 N. Rush Street, Chicago, Illinois 60611-2092. Written comments should be received within 60 days of this notice.

Chuck Mierzwa,
Clearance Officer.

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SECURITIES AND EXCHANGE COMMISSION

[Rel. No. 22065; File No. 812-9918]

Notice of Application for an Order Under the Investment Company Act of 1940 ("1940 Act")

July 11, 1996.

APPLICANTS: Golden American Life Insurance Company ("Golden American"), Separate Account B of Golden American Life Insurance Company ("Separate Account B"), Separate Account D of Golden American Life Insurance Company ("Separate Account D"), The GCG Trust ("Trust"), and Directed Services, Inc. ("Services").

RELEVANT 1940 ACT SECTIONS AND RULE: Order requested under Sections 6(c) and 17(b) of the 1940 Act, granting exemption from Section 17(a) of the 1940 Act, and under Sections 6(c) and 17(d) of the 1940 Act, and Rule 17d-1 thereunder, permitting certain transactions related to a reorganization.

SUMMARY OF APPLICATION: Applicants seek an order to permit: (1) the net assets of Separate Account D to be transferred to a newly created division of Separate Account B ("Division"); and (2) the simultaneous exchange of the net assets held by the Division to the Managed Global Series ("Series"), a corresponding, newly created series of the Trust, for shares of the Series, all as part of the reorganization of Separate Account D into Separate Account B ("Reorganization").

FILING DATE: The application was filed on December 29, 1995, and was amended on June 25, 1996.

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 SEC's Secretary and serving Applicants with a

copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on August 5, 1996, and should 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 requestor'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 SEC.

ADDRESSES: Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Applicants, Marilyn Talman, Esq., Golden American Life Insurance Company, 1001 Jefferson Street, Suite 400, Wilmington, Delaware 19801.

FOR FURTHER INFORMATION CONTACT:

Pamela K. Ellis, Senior Counsel, or Wendy Finck Friedlander, Deputy Chief, at (202) 942-0670, Office of Insurance Products (Division of Investment Management).

SUPPLEMENTARY INFORMATION: Following is a summary of the application; the complete application may be obtained for a fee from the SEC's Public Reference Branch.

Applicants' Representations

1. Golden American, a Delaware corporation, is a stock life insurance company. Golden American is authorized to do business in the District of Columbia and all states except New York. Golden American is a wholly owned indirect subsidiary of Bankers Trust Company.¹

2. Golden American created Separate Account B and Separate Account D (collectively, "Accounts") as "separate accounts" within the definition of Section 2(a)(37) of the 1940 Act. Currently, the Accounts serve as funding media for certain variable annuity contracts ("Contracts").

3. Separate Account B is a unit investment trust registered under the 1940 Act, and is governed by the laws

¹ Under the terms of a stock purchase agreement dated May 3, 1996 between Equitable of Iowa Companies ("Equitable of Iowa") and Whitewood Properties Corp. ("Whitewood"), Equitable of Iowa has agreed, subject to certain conditions and regulatory approvals, that it or an affiliate will acquire 100% of BT Variable, Inc., a wholly owned subsidiary of Whitewood ("Acquisition"). BT variable, Inc. is the corporate parent of Golden American and Services. It currently is anticipated that the Acquisition will be completed on August 30, 1996. Because the Acquisition may be deemed to terminate Separate Account D's management and portfolio management agreements, the Board of Governors of Separate Account D will soon distribute proxy materials soliciting contract owner approval of a management agreement and a portfolio management agreement to become effective following the Acquisition.

of Delaware. Separate Account B presently has fifteen investment divisions which invest primarily in separate investment series of the Trust having distinct investment objectives and policies.

4. Separate Account D is registered with the Commission as an open-end management investment company, and also is governed by the laws of Delaware. The Managed Global Account is the sole division of Separate Account D.

5. The Trust is registered with the Commission as an open-end management investment company, and is organized under the laws of Massachusetts. It consists of twenty-seven series, fifteen of which are presently operational. Shares of each of these series are sold to Separate Account B, among others, and serve as the investment medium for Contracts allocated through insurance company separate accounts. In addition, shares of the Trust's series may be sold to certain qualified pension and retirement plans.

6. Services, a New York corporation, is registered with the Commission as an investment adviser and broker-dealer, and is a member of the National Association of Securities Dealers, Inc. Services is a wholly owned subsidiary of Bankers Trust Company, the indirect parent of Golden American. Services provides investment management services to both Separate Account D and the Trust. Services serves as manager of The Managed Global Account and has retained Warburg, Pincus Counsellors, Inc. ("Warburg, Pincus") as portfolio manager of The Managed Global Account. Services also serves as the distributor of shares of the Trust and of the Contracts. Services serves as distributor of the Trust without remuneration, but may receive distribution fees in connection with the distribution of the Contracts.

7. Applicants propose that, subject to the approval of the owners of Contracts ("Contract Owners") having an interest in Separate Account D, the portfolio assets of Separate Account D, a managed separate account, will be transferred to a newly-created division of Separate Account B, a unit investment trust. Simultaneously, the Division will exchange its net assets for shares of the Series, all as part of the proposed Reorganization of Separate Account D into Separate Account B.

8. More specifically, the assets of Separate Account D, as well as any unsatisfied liabilities incurred by Separate Account D prior to the close of business on the business day before the closing date, will be transferred to the Division, and from there to the Series.

The number of shares of the Series transferred to the Division shall be determined by dividing the value of the assets transferred, as of the close of business on the business day before the closing date, by the initial per share value of the shares of the Series, which shall be determined by the officers of the Trust. Applicants state that Contract Owners will continue to have the same Contract unit values and numbers of units in the Division as they had in The Managed Global Account of Separate Account D prior to the Reorganization.

9. Following the Reorganization, for so long as required by the Commission, voting rights exercised by Contract Owners with value allocated to Separate Account B will consist of the right to instruct Golden American on the exercise of voting interests in the Trust. In contrast, Contract Owners with value allocated to Separate Account D would vote directly on matters. Applicants represent that this difference will not, as a practical matter, diminish Contract Owners' existing voting rights.

10. Applicants state that the investment objective, policies, and restrictions on the Series will not differ in any material respect from that of Separate Account D. Therefore, neither of the Accounts nor the Trust will incur any extraordinary costs, such as brokerage commissions, in effecting the transfer of assets. Further, Applicants do not anticipate that there will be any need to liquidate any portfolio securities held by Separate Account D in order to complete the Reorganization.

11. As a series of the trust, the Series will be managed in the same manner as the other series of the Trust, except as noted below. Ultimate management responsibility for the Series is vested in the Trust's Board of Trustees, which consists of the same persons who serve on Separate Account D's Board of Governors. Applicants presently anticipate that four of the five persons currently serving as members of Separate Account D's Board of Governors and the Trust's Board of Trustees will continue to serve on the Trust's Board of Trustees following the Reorganization. In addition, the same officers presently manage the Trust and Separate Account D.

12. Bankers Trust Company currently serves as custodian of the portfolio assets of The Managed Global Account of Separate Account D. It furnishes similar custodial services to the Trust. Ernst & Young provides auditing services to Golden American and the Accounts, as well as the Trust. Services serves as the distributor of the Contracts and the shares of the Trust. These

service relationships are not expected to change as a result of the Reorganization.

13. In addition, following the Reorganization, Services will continue to serve as distributor of shares of the Trust, including shares of the Series.

14. Service's management agreement with Separate Account D and Warburg, Pincus' portfolio management agreement with Services and Separate Account D, may terminate upon completion of the transactions contemplated by the Reorganization. Under a management agreement with the Trust as to the Series, and subject to the supervision and approval of the Trust's Board of Trustees, it is anticipated that Services will provide management services on terms that are substantially identical to those of the present management agreement with Separate Account D. It also is anticipated that Warburg, Pincus will furnish portfolio management services to the Series pursuant to a portfolio management agreement with the Trust and Services, the terms of which are substantially identical to those of the present portfolio management agreement with Services and Separate Account D that is in effect at the time of the Reorganization.

15. Applicants state that the Reorganization will benefit Contract Owners that currently have interests in Separate Account D, in that they will be invested in a more viable investment vehicle, rather than continuing to be managed as a separate, smaller portfolio of assets allocated to Separate Account D.

Because the Trust, including the Series, also may be used as the funding vehicle for other insurance products currently offered to or to be offered by Golden American or other insurers, it is anticipated that this flexibility could lead to greater asset size of the Series than would be realized through Separate Account D. The Trust, Separate Account B, and Contract Owners, according to Applicants, also may benefit by increased opportunities for investment and broader diversification of assets.

16. Golden American or Services will assume all costs to be incurred in effecting the Reorganization. Applicants represent that the overall level of fees and charges borne by Contract Owners with an interest in Separate Account D will be no greater immediately after the Reorganization than immediately before it.

17. Applicants state that Contract Owners having an interest in Separate Account D will be fully informed of the terms of the Reorganization through proxy materials. Golden American's Board of Directors has authorized the

restructuring of Separate Account D into a division of Separate Account B, and has approved the plan governing the proposed Reorganization. The Board of Governors of Account D also has authorized the Reorganization. Finally, the Board of Trustees of the Trust has approved the Reorganization, and has authorized all actions necessary to effect the Reorganization.

Applicants' Legal Analysis

Sections 6(c), 17(a), and 17(b)

1. Section 6(c) of the 1940 Act authorizes the Commission, by order upon application, to continually or unconditionally grant an exemption from any provision, rule, or regulation of the 1940 Act to the extent that the exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.

2. Section 17(a) of the 1940 Act prohibits any affiliated person of a registered investment company, or any affiliated person of such person, acting as principal, knowingly from selling or purchasing any security or other property to or from such investment company.

3. Section 2(a)(3)(C) of the 1940 Act defines an "affiliated person" of another as "the person directly or indirectly controlling, controlled by, or under common control with, such other person." In addition, under Section 2(a)(3)(E) of the 1940 Act, the investment adviser to an investment company is an "affiliated person" of such company.

4. According to Applicants, each Applicant may be deemed to be an affiliated person of each other or an affiliated person of an affiliated person under Section 2(a)(3) of the 1940 Act, and the Reorganization may be deemed to involve one or more purchases or sales of securities or other property between and among Applicants involved in the Reorganization. Section 17(a), therefore, may prohibit the transactions required to effect the Reorganization.

5. Section 17(b) of the 1940 Act provides that the Commission may grant exemptions from Section 17(a) if the terms of a proposed transaction are: (1) Reasonable and fair and do not involve overreaching on the part of any person concerned; (2) consistent with the policy of each registered investment company concerned; and (3) consistent with the general purposes of the 1940 Act.

6. Applicants request an exemption from Section 17(a) under Section 17(b),

as well as under Section 6(c), because the relief requested may be deemed to exempt more than one transaction.

7. Applicants contend that the proposed Reorganization meets the standards for relief under Sections 6(c) and 17(b). Applicants assert that the terms of the transactions between Separate Account B, Separate Account D, and the Trust are reasonable and fair and do not involve overreaching.

8. As stated previously, Applicants assert that the proposed Reorganization will benefit existing and future Contract Owners by investing interests in Separate Account D in what is expected will be a larger more viable investment vehicle. Applicants further state that this consolidation of portfolio assets may benefit the Trust, Separate Account B and the Contract Owners by offering increased opportunities for investment and broader diversification of assets.

9. Applicants represent that the transfer of assets from Separate Account D to Separate Account B, and from Separate Account B to the Series, will be made in accordance with the terms of Section 22(c) and Rule 22c-1 thereunder.

10. Applicants state that the combination of Separate Account D into Separate Account B will result in Contract Owner interests which, in practical economic terms, do not differ in any measurable way from such interests immediately prior to the Reorganization. Applicants assert that Contract Owners will recognize no gain or loss on the transfer of the assets of Separate Account D to the Trust, and that Contract Owners will pay no tax as a result of the transfer. In addition, expenses borne by Separate Account D Contract Owners will be no higher following the Reorganization than before the Reorganization.

11. Applicants further state that the proposed Reorganization is consistent with the investment policies of Separate Account D and the Series, as each will have materially similar investment objectives and policies.

12. In addition, Applicants assert that the proposed Reorganization is consistent with the general purposes of the 1940 Act because Separate Account D Contract Owners will be fully informed of the proposed Reorganization and will be entitled to approve or disapprove the Reorganization at the meeting of Contract Owners called for this purpose.

Sections 6(c) and 17(d), and Rule 17d-1

13. Section 17(d) of the 1940 Act prohibits an affiliated person of a registered investment company from

effecting any transaction in which the company is a joint participant in contravention of Commission rules.

14. Rule 17d-1(a) prohibits an affiliated person of any registered investment company, acting as principal, from participating in or effecting any transaction in a "joint enterprise or other joint arrangement" in which the company is a participant without prior Commission approval.

15. Rule 17d-1(b) provides that when the Commission is passing upon exemptive applications for joint transactions, the Commission is to "consider whether the participation * * * in such joint enterprise, joint arrangement or profit-sharing plan on the basis proposed is consistent with the provisions, policies and purposes of the [1940] Act and the extent to which such participation is on a basis different from or less advantageous than that of other participants."

16. According to Applicants, the transactions may constitute a joint enterprise or other joint arrangement within the meaning of Section 17(d) of the 1940 Act and Rule 17d-1, thereunder. This is because the Reorganization anticipates simultaneous transactions involving a number of registered companies, and each transaction is dependent on the others. Applicants, therefore, request that the Commission grant an order under Sections 17(d) and 6(c) (to the extent necessary) and Rule 17d-1 permitting the transactions.

17. Applicants assert that, for the reasons stated above in the Section 17(b) legal arguments section, the proposed Reorganization satisfies the standards for relief under Sections 17(d) and 6(c), and Rule 17d-1 thereunder, because the contemplated transactions are consistent with the provisions, policies, and purposes of the 1940 Act. In addition, Applicants assert that they have satisfied these standards because each party will participate in the transaction on equal terms, and no party will be disadvantaged by the proposed transactions.

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

Margaret H. McFarland,

Deputy Secretary.

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[Rel. No. IC-22067; No. 812-10036]

Great-West Life & Annuity Insurance Company, et al.

July 11, 1996.

AGENCY: Securities and Exchange Commission ("Commission").

ACTION: Notice of application for an Order pursuant to the Investment Company Act of 1940 (the "1940 Act").

APPLICANTS: Great-West Life & Annuity Insurance Company ("Great-West"), Variable Annuity-1 Series Account (the "Separate Account"), and Charles Schwab & Company, Inc. ("Schwab").

RELEVANT 1940 ACT SECTIONS: Order requested pursuant to Section 6(c) of the 1940 Act granting exemptions from the provisions of Section 26(a)(2)(C) and 27(c)(2) thereof.

SUMMARY OF APPLICATION: Applicants seek an order permitting the deduction of a mortality and expense risk charge from the assets of: (a) the Separate Account in connection with the offer and sale of certain variable annuity contracts ("Existing Contracts"); (b) the Separate Account in connection with the issuance of variable annuity contracts that are substantially similar in all material respects to the Existing Contracts ("Future Contracts," together with Existing Contracts, the "Contracts"); and (c) any other separate account established in the future by Great-West in connection with the issuance of Contracts ("Future Account").

FILING DATE: The application was filed on March 6, 1996.

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 August 5, 1996, 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, N.W., Washington, D.C. 20549. Applicants, c/o Jorden Burt Berenson & Johnson LLP, 1025 Thomas Jefferson Street, N.W., Suite 400 East, Washington, D.C. 20007-0805, Attention: Josephine Cicchetti, Esq.