

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.

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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"),¹ 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 ("MBSD") 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.²

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 MBSD'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.³

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

² The Commission has modified the text of the summaries prepared by FICC.

³ GSD Rule 1.

¹ 15 U.S.C. 78s(b)(1).

that its business and capabilities are such that it could reasonably expect material benefit from direct access to FICC's services.⁴

FICC believes that GSD's comparison system provides a riskless service that any entity, regardless of its legal or regulatory structure, that is an active market participant can and should take advantage of. Accordingly, FICC believes that a better approach to the eligibility criteria for comparison-only entities, which would also be consistent with the way that FICC's management views the purpose of comparison-only membership, would be to replace (i) and (ii) with the requirement that the comparison-only applicant be a legal entity that is eligible to apply to be a GSD netting member and maintain the current (iii).

3. Clarify GSD's Rule on Voluntary Termination of Membership

The proposed change would modify the language in GSD Rule 2, section 11, to provide that: (i) A member must provide 10 days written notice of terminating its membership but GSD can accept such notice of termination within a shorter period, (ii) the requested termination of membership would not be effective until accepted by GSD, and (iii) GSD's acceptance would be evidenced by a notice to all members announcing the termination date of such member.

4. Add a Provision to GSD's Rules To Permit It To Have Access to the Books and Records of Members

GSD's rules currently permit GSD to access an applicant's books and records but not a member's books and records. Extending GSD's authority to review member's books and records is consistent with other clearing agencies' rules such as those of the National Securities Clearing Corporation.⁵

5. Add a Provision to MBSD's Rules To Provide for the Confidential Treatment of Documents Submitted by Applicants as Part of the Application Process

This rule change would provide appropriate comfort to applicants and would make MBSD's rules consistent with GSD's rules.⁶

6. Add a New Provision to MBSD's Rules That Provides That at the Request of FICC a Non-Domestic Participant Must Provide an Update of the Legal Opinion Submitted by the Foreign Member or a Written Status Report on FICC's Rights Under the Relevant Non-Domestic Law and Add a Similar New Provision to GSD Rules⁷

FICC believes that the current language of this MBSD rule is ambiguous and potentially burdensome for members. FICC believes that a better approach would be to provide that, if FICC is alerted to a change in circumstances or to an issue of law that brings into question the reliability of the legal opinion submitted by a non-domestic participant, FICC would have the right to require the participant to revisit its legal opinion and provide an update as to the status of FICC's rights under the relevant non-domestic law. FICC proposes to add this provision to GSD's rules as well.

FICC believes that the proposed rule change is consistent with the requirements of section 17A of the Act⁸ and the rules and regulations thereunder because it will eliminate impractical rules, clarify unclear rules, and add necessary rule provisions to protect FICC and its members.

B. Self-Regulatory Organization's Statement on Burden on Competition

FICC does not believe that the proposed rule change will have any impact or impose any burden on competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

FICC has not solicited or received written comments relating to the proposed rule change. FICC will notify the Commission of any written comments it receives.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 35 days of the date of publication of this notice in the **Federal Register** or such longer period (i) as the Commission may delegate up to ninety days of such date if it finds such longer

period to be appropriate and published its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(a) By order approve such proposed rule change or

(b) Institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 5th Street, NW., Washington, DC 20549-0069. Comments may also be submitted electronically at the following e-mail address: rule-comments@sec.gov. All comment letters should refer to File No. SR-FICC-2003-14. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, comments should be sent either in hardcopy or by e-mail but not by both methods. Copies of the submission, all subsequent amendments, all written statements with respect to the rule filing that are filed with the Commission, and all written communications relating to the rule filing between the Commission and any person, other than those that may be withheld from the public in accordance with provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room in Washington, DC. Copies of such filing will also be available for inspection and copying at FICC's principal office and on FICC's Web site at <http://www.ficc.com/gov/gov.docs.jsp?NS-query=> and <http://www.ficc.com/mbs/mbs.docs.jsp?NS-query=>. All submissions should refer to File No. SR-FICC-2003-14 and should be submitted by April 13, 2004.

For the Commission by the Division of Market Regulation, pursuant to delegated authority.⁹

Margaret H. McFarland,

Deputy Secretary.

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⁴ GSD Rule 2, section 1.

⁵ Proposed new section 13 of GSD rule 2.

⁶ Proposed new section 11 of MBSD rules, Article III, Rule 1.

⁷ Proposed new language to subsection (g) of GSD Rule 2, section 3; proposed new subsection (iii) of MBSD Article III, Rule 1, section 14.

⁸ 15 U.S.C. 78q-1.

⁹ 17 CFR 200.30-3(a)(12).