

2. Before the next meeting of the board of trustees of the Investing Portfolios ("Board") is held for the purpose of voting on an investment advisory contract under section 15 of the Act, AAL CMC will provide the Board with specific information regarding the approximate cost to AAL CMC for, or portion of the advisory fee under the existing advisory agreement attributable to, managing the assets of each Investing Portfolio that can be expected to be invested in the Money Market Portfolio. Before approving any investment advisory contract under section 15, the Board of the Investing Portfolio, including a majority of the trustees who are not "interested persons," as defined in section 2(a)(19) of the 1940 Act, shall consider to what extent, if any, the advisory fees charged to the Investing Portfolio by AAL CMC should be reduced to account for reduced services provided to the Investing Portfolio by AAL CMC as a result of Uninvested Cash being invested in the Money Market Portfolio. The minute books of the Investing Portfolio will record fully the Board's consideration in approving the advisory contract, including the considerations referred to above.

3. Each of the Investing Portfolios will invest Uninvested Cash in, and hold shares of the Money Market Portfolio only to the extent that the Investing Portfolio's aggregate investment in the Money Market Portfolio does not exceed 25 percent of the Investing Portfolio's total assets. For purposes of this limitation, each Investing Portfolio or series thereof will be treated as a separate investment company.

4. Investment in shares of the Money Market Portfolio will be in accordance with each Investing Portfolio's respective investment restrictions and policies as set forth in its prospectus and statement of additional information.

5. Each Investing Portfolio and the Money Market Portfolio will be advised by AAL CMC or a person controlling, controlled by, or under common control with AAL CMC.

6. The Money Market Portfolio will not acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act.

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

[Investment Company Act Release No. 25254; 812-12396]

The AAL Mutual Funds, et al.; Notice of Application

November 6, 2001.

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

ACTION: Notice of an application for an order under sections 6(c), 12(d)(1)(J), and 17(b) of the Investment Company Act of 1940 (the "Act") for exemption from sections 12(d)(1)(A) and (B) and 17(a) of the Act, and under section 17(d) of the Act and rule 17d-1 under the Act to permit certain joint transactions.

SUMMARY OF THE APPLICATION: The requested order would permit certain registered management investment companies to invest uninvested cash in an affiliated money market fund in excess of the limits in sections 12(d)(1)(A) and (B) of the Act.

APPLICANTS: The AAL Mutual Funds ("Fund") and AAL Capital Management Corporation ("AAL CMC").

FILING DATES: The application was filed on January 9, 2001 and amended on November 6, 2001.

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 Commission's Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on December 3, 2001, 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 writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

ADDRESSES: Secretary, Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. Applicants, 222 West College Avenue, Appleton, Wisconsin 54919-0007.

FOR FURTHER INFORMATION CONTACT: John L. Sullivan, Senior Counsel, at (202) 942-0681, or Nadya B. Roytblat, Assistant Director, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

SUPPLEMENTARY INFORMATION: The following is a summary of the

application. The complete application may be obtained for a fee at the Commission's Public Reference Branch, 450 Fifth Street, NW, Washington, DC 20549-0102 (tel. 202-942-8090).

Applicants' Representations

1. The Fund is a Massachusetts business trust registered under the Act as an open-end management investment company. The Fund currently offers twenty portfolios, including The AAL Money Market Fund which complies with rule 2a-7 under the Act ("Money Market Portfolio"). The existing and future series of the Fund ("Portfolios"), together with any other registered open-end management investment company or series thereof that is advised by AAL CMC or an entity controlling, controlled by, or under common control with AAL CMC and which is not a money market fund, are referred to as the Non-Money Market Portfolios.¹ AAL CMC is registered as an investment adviser under the Investment Advisers Act of 1940. AAL CMC serves as the investment adviser and distributor for the Portfolios.

2. Applicants state that each Investing Portfolio (as defined below) holds cash reserves from time to time that are not invested in portfolio securities ("Uninvested Cash"). Uninvested Cash may include dividend payments, interest received on portfolio securities, unsettled securities transactions, strategic reserves, matured investments, proceeds from liquidation of portfolio securities, or new investor capital. A Non-Money Market Portfolio that purchases shares of the Money Market Portfolio is referred to as an Investing Portfolio.

3. Applicants requested an order to permit each of the Investing Portfolios to invest their Uninvested Cash in the Money Market Portfolio, and to permit the Money Market Portfolio to sell shares to, and redeem shares from, the Investing Portfolios. Investment of Uninvested Cash in shares of the Money Market Portfolio will be made only to the extent that such investment is consistent with each Investing Portfolio's investment restrictions and policies as set forth in the Investing Portfolio's prospectus and statement of additional information. Applicants states that the proposed transactions may reduce transaction costs, create more liquidity, increase returns, and diversify holdings.

¹ Any future Non-Money Market Portfolio that may rely on the order in the future will do so only in accordance with the terms and conditions of the application.

Applicants' Legal Analysis

1. Section 12(d)(1)(A) of the Act provides, in pertinent part, that no registered investment company may acquire securities of another investment company if such securities represent more than 3% of the acquired company's outstanding voting stock, more than 5% of the acquiring company's total assets, or if such securities, together with the securities of other acquired investment companies, represent more than 10% of the acquiring company's total assets. Section 12(d)(1)(B) of the Act, in pertinent part, provides that no registered open-end investment company may sell its securities to another investment company if the sale will cause the acquiring company to own more than 3% of the acquired company's voting stock, or if the sale will cause more than 10% of the acquired company's voting stock to be owned by investment companies.

2. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction from any provision of section 12(d)(1) if, and to the extent that, such exemption is consistent with the public interest and the protection of investors. Applicant request relief under section 12(d)(1)(J) from the limitations of sections 12(d)(1)(A) and (B) to permit the Investing Portfolios to invest Uninvested Cash in the Money Market Portfolio.

3. Applicants state that the proposed arrangement would not result in the abuses that sections 12(d)(1)(A) and (B) were intended to prevent. Applicants state that the Money Market Portfolio will maintain a highly liquid portfolio and will not be susceptible to undue control. Applicants represent that the proposed arrangement will not result in an inappropriate layering of fees because shares of the Money Market Portfolio sold to the Investing Portfolios will not be subject to a sales load, redemption fee, distribution fee under a plan adopted in accordance with rule 12b-1 under the Act, or service fee (as defined in rule 2830(b)(9) of the National Association of Securities Dealers' ("NASD") Conduct Rules), or if such shares are subject to a service fee, AAL CMC will waive its advisory fee for each Investing Portfolio in an amount that offsets the amount of such fee incurred by the Investing Portfolio. Applicants represent that the Money Market Portfolio will not acquire securities of any other investment company in excess of the limitations contained in section 12(d)(1)(A) of the Act. Applicants also represent that if the

Money Market Portfolio offers more than one class of shares, each Investing Portfolio will invest its Uninvested Cash only in the class with the lowest expense ratio at the time of investment.

4. Section 17(a) of the Act makes it unlawful for any affiliated person of a registered investment company, or an affiliated person of such person, acting as principal, to sell or purchase any security to or from the company. Section 2(a)(3) of the Act defines an "affiliated person" of an investment company to include, among others, any person directly or indirectly controlling, controlled by, or under common control with the investment company. Applicants state that, because the Portfolios share a common board of trustees, each Portfolio may be deemed to be under common control with each of the other Portfolios, and thus an affiliated person of each of the other Portfolios. As a result, section 17(a) would prohibit the sale of the shares of the Money Market Portfolio to the Investing Portfolios, and the redemption of the shares by the Money Market Portfolio.

5. Section 17(b) of the Act authorizes the Commission to exempt a transaction from section 17(a) if 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, the proposed transaction is consistent with the policy of each investment company concerned, and the proposed transaction is consistent with the general purposes of the Act. Section 6(c) of the Act permits the Commission to exempt persons or transactions from any provision of the Act if 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 Act.

6. Applicants submit that their request for relief to permit the purchase and redemption of shares of the Money Market Portfolio by the Investing Portfolios satisfies the standards in sections 6(c) and 17(b) of the Act. Applicants note that shares of the Money Market Portfolio will be purchased and redeemed at their net asset value. Applicants state that the Investing Portfolios will retain their ability to invest their Uninvested Cash directly in money market instruments as authorized by their respective investment objectives and policies if they believe they can obtain a higher rate of return, or for any other reason. Applicants also state that the Money Market Portfolio has the right to

discontinue selling shares to any of the Investing Portfolios if the Money Market Portfolio's board of trustees determines that such sale would adversely affect its portfolio management or operations.

7. Section 17(d) of the Act and rule 17d-1 under the Act prohibit an affiliated person of a registered investment company, acting as principal, from participating in or effecting any transaction in connection with any joint enterprise or joint arrangement in which the investment company participates. Applicants state that each Investing Portfolio, by purchasing shares of the Money Market Portfolio, AAL CMC, by managing the assets of the Investing Portfolios investing in the Money Market Portfolio, and the Money Market Portfolio, by selling shares to the Investing Portfolios, could be deemed to be participants in a joint enterprise or arrangement within the meaning of section 17(d) of the Act and rule 17d-1 under the Act.

8. Rule 17d-1 permits the Commission to approve a proposed joint transaction covered by the terms of section 17(d) of the Act. In determining whether to approve a transaction, the Commission is to consider whether the proposed transaction is consistent with the provisions, policies, and purposes of the Act, and the extent to which the participation is on a basis different from or less advantageous than that of other participants. Applicants submit that the investment by the Investing Portfolios in shares of the Money Market Portfolio would be indistinguishable from any other shareholder of the Money Market Portfolio and that the transactions will be consistent with the Act.

Applicants' Conditions

Applicants agree that any order granting the requested relief will be subject to the following conditions:

1. Shares of the Money Market Portfolio sold to and redeemed by the Investing Portfolios will not be subject to a sales load, redemption fee, distribution fee under a plan adopted in accordance with rule 12b-1 under the Act or a service fee (as defined in rule 2830(b)(9) of the NASD Conduct Rules), or if such shares are subject to a service fee, AAL CMC will waive its advisory fee for each Investing Portfolio in an amount that offsets the amount of such fee incurred by the Investing Portfolio.

2. Before the next meeting of the board of trustees of the Investing Portfolios ("Board") is held for the purpose of voting on an investment advisory contract under section 15 of the Act, AAL CMC will provide the Board with specific information regarding the approximate cost of AAL

CMC for, or portion of the advisory fee under the existing advisory agreement attributable to, managing the assets of each Investing Portfolio that can be expected to be invested in the Money Market Portfolio. Before approving any investment advisory contract under section 15, the Board of the Investing Portfolio, including a majority of the trustees who are not "interested persons," as defined in section 2(a)(19) of the 1940 Act, shall consider to what extent, if any, the advisory fees charged to the Investing Portfolio by AAL CMC should be reduced to account for reduced services provided to the Investing Portfolio by AAL CMC as a result of Uninvested Cash being invested in the Money Market Portfolio. The minute books of the Investing Portfolio will record fully the Board's consideration in approving the advisory contract, including the considerations referred to above.

3. Each of the Investing Portfolios will invest Uninvested Cash in, and hold shares of, the Money Market Portfolio only to the extent that the Investing Portfolio's aggregate investment in the Money Market Portfolio does not exceed 25 percent of the Investing Portfolio's total assets. For purposes of this limitation, each Investing Portfolio or series thereof will be treated as a separate investment company.

4. Investment in shares of the Money Market Portfolio will be in accordance with each Investing Portfolio's respective investment restrictions and policies as set forth in its prospectus and statement of additional information.

5. Each Investing Portfolio and the Money Market Portfolio will be advised by AAL CMC or a person controlling, controlled by, or under common control with AAL CMC.

6. The Money Market Portfolio will not acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act.

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

Margaret H. McFarland,

Deputy Secretary.

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BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-25256; File No. 812-12526]

Kemper Investors Life Insurance Company, et al.

November 7, 2001.

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

ACTION: Notice of Application for an order under section 6(c) of the Investment Company Act of 1940 (the "1940 Act") granting exemptions from the provisions of sections 2(a)(32) and 27(i)(2)(A) of the 1940 Act and Rule 22c-11 thereunder.

Applicants: Kemper Investors Life Insurance Company ("KILICO"), Zurich Kemper Life Insurance Company of New York ("ZKLICONY"), KILICO Variable Annuity Separate Account (the "Separate Account"), and Investors Brokerage Services, Inc. ("IBS") (collectively "Applicants"). KILICO and ZKLICONY are also referred to in this Application as the "Insurance Company Applicants."

Summary of Application: Applicants seek an order under section 6(c) of the 1940 Act to the extent necessary to permit the recapture, under specified circumstances, of certain credits applied to purchase payment made under the deferred variable annuity contract described herein that KILICO will issue through the Separate Account (the "Contract(s)"), as well as other contracts that the Insurance Company Applicants may issue in the future through the Separate Account or future separate accounts of the Insurance Company Applicants ("Other Accounts") that are substantially similar in all material respects to the Contract ("Future Contracts"). Applicants also request that the order being sought extend to any other National Association of Securities Dealers, Inc. ("NASD") member broker-dealer controlling or controlled by, or under common control with, KILICO, whether existing or created in the future, that serves as distributor or principal underwriter for the Contract or Future Contracts ("Affiliated Broker-Dealers") and any successors in interest to Applicants.

Filing Date: The Application was filed on May 21, 2001, and amended and restated on October 11, 2001, and amended on November 2, 2001.

Hearing or Notification of Hearing: An order granting the Application will be issued unless the SEC 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, in person or by

mail. Hearing requests should be received by the SEC by 5:30 p.m. on December 3, 2001, and should be accompanied by proof of service on the 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 who wish to be notified of a hearing may request notification by writing to the Secretary of the SEC.

ADDRESSES: Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609. Applicants, c/o Kemper Investors Life Insurance Company, 1600 McConnor Parkway, Schaumburg, Illinois 60196, Attn: Debra P. Rezabek, Esq.; Zurich Kemper Life Insurance Company of New York, 515 Madison Avenue, Suite 2302, New York, NY 10022, Attn: Debra P. Rezabek, Esq.; copies to Christopher S. Petito, Esq., Jorden Burt LLP, 1025 Thomas Jefferson Street, NW., Suite 400 East, Washington, DC 20007-0805.

FOR FURTHER INFORMATION CONTACT: Alison Toledo, Senior Counsel, or Lorna MacLeod, Branch Chief, Division of Investment Management, Office of Insurance Products, at 202-942-0670.

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application is available for a fee from the SEC's Public Reference Branch, 450 Fifth Street, NW., Washington, DC 20549-0102 ((202) 942-8090).

Applicants' Representations

KILICO was organized under the laws of the State of Illinois in 1947 as a stock life insurance company. KILICO offers annuity and life insurance products and is admitted to do business in the District of Columbia and all states except New York. KILICO is a wholly-owned subsidiary of Kemper Corporation, a non-operating holding company. Kemper Corporation is a wholly-owned subsidiary of Zurich Group Holding ("ZGH"), a Swiss holding company, formerly known as Zurich Financial Services. ZGH is wholly-owned by Zurich Financial Services ("ZFS"), a new Swiss holding company. ZFS was formerly Zurich Allied AG, which was merged with Allied Zurich p.l.c. in October 2000.

2. ZKLICONY is a stock life insurance company organized under the laws of the State of New York in 1999. ZKLICONY offers a broad line of individual life insurance and annuity products. ZKLICONY is a wholly-owned subsidiary of KILICO, which in turn is a wholly-owned subsidiary of the Kemper Corporation. ZKLICONY may in