

**OFFICE OF PERSONNEL  
MANAGEMENT****Submission for OMB Review;  
Comment Request for the Review of a  
Revised Information Collection: RI 38-  
31**

**AGENCY:** Office of Personnel  
Management.

**ACTION:** Notice.

**SUMMARY:** In accordance with the Paperwork Reduction Act of 1995 (Pub. L. 104-13, May 22, 1995), this notice announces that the Office of Personnel Management (OPM) has submitted to the Office of Management and Budget (OMB) a request for review of a revised information collection. RI 38-31, We Need More Information About Your Missing Payment, is sent in response to a notification by an individual of the loss or non-receipt of a payment from the Civil Service Retirement and Disability Fund. The form requests the information needed to enable OPM to trace and/or reissue payment. Missing payments may also be reported to OPM by a telephone call.

Approximately 8,000 reports of missing payments are processed each year. Of these, we estimate that 7,800 are reports of missing checks. Approximately 200 reports of missing checks are reported using RI 38-31 and 7,600 are reported by telephone. A response time of ten minutes per form reporting a missing check is estimated; the same amount of time is needed to report the missing checks or electronic funds transfer (EFT) payments using the telephone. The annual burden for reporting missing checks is 1,300 hours. The remaining 200 reports relate to EFT payments. No missing EFT payments are reported using RI 38-31. The annual burden for reporting missing EFT payments is 33 hours. The total burden is 1,333 hours.

For copies of this proposal, contact Mary Beth Smith-Toomey on (202) 606-8358, FAX (202) 418-3251 or via E-mail to [mbtoomey@opm.gov](mailto:mbtoomey@opm.gov). Please include a mailing address with your request.

**DATES:** Comments on this proposal should be received within 30 calendar days from the date of this publication.

**ADDRESSES:** Send or deliver comments to—Ronald W. Melton, Deputy Assistant Director, Retirement Services Program, Center for Retirement and Insurance Services, U.S. Office of Personnel Management, 1900 E Street, NW., Room 3305, Washington, DC 20415-3540; and Joseph F. Lackey, OPM Desk Officer, Office of Information and Regulatory Affairs, Office of Management and Budget, New Executive Office Building,

NW., Room 10235, Washington, DC 20503.

*For Information Regarding  
Administrative Coordination—Contact:*  
Cyrus S. Benson, Team Leader,  
Publications Team, Administrative  
Services Branch, (202) 606-0623.

**Kay Coles James,**

*Director, U.S. Office of Personnel  
Management.*

[FR Doc. 04-26149 Filed 11-24-04; 8:45 am]

**BILLING CODE** 6325-38-P

**POSTAL SERVICE****United States Postal Service Board of  
Governors; Sunshine Act Meeting**

**DATES AND TIMES:** Tuesday, December 7,  
2004; 10 a.m. and 3 p.m.

**PLACE:** Washington, DC., at U.S. Postal  
Service Headquarters, 475 L'Enfant  
Plaza, SW., in the Benjamin Franklin  
Room.

**STATUS:** December 7—10 a.m. (Closed);  
3 p.m. (Open).

**MATTERS TO BE CONSIDERED:****Tuesday, December 7—10 a.m. (Closed)**

1. Biohazard Detection Systems.
2. Audit and Finance Committee Report and Review of Year-End Financial Statements.
3. Financial Update.
4. Rate Case Planning.
5. Strategic Planning.
6. Personnel Matters and Compensation Issues.

**Tuesday, December 7—3 p.m. (Open)**

1. Minutes of the Previous Meeting, November 4, 2004.
2. Remarks of the Postmaster General and CEO.
3. Committee Reports.
4. Fiscal Year 2004 Audited Financial Statements.
5. Postal Service Fiscal Year 2004 Annual Report.
6. Final Fiscal Year 2006 Appropriation Request.
7. Capital Investments.
  - a. Bethpage, New York, Logistics & Distribution Center.
  - b. Kearny, New Jersey, Logistics & Distribution Center.
8. Tentative Agenda for the January 11, 2005, meeting in Washington, DC

**FOR FURTHER INFORMATION CONTACT:**  
William T. Johnstone, Secretary of the  
Board, U.S. Postal Service, 475 L'Enfant

Plaza, SW., Washington, DC 20260-  
1000. Telephone (202) 268-4800.

**William T. Johnstone,**  
*Secretary.*

**Neva R. Watson,**

*Alternate Certifying Officer.*

[FR Doc. 04-26237 Filed 11-22-04; 4:12 pm]

**BILLING CODE** 7710-12-M

**SECURITIES AND EXCHANGE  
COMMISSION**

[Rel. No. IC-26659; File No. 812-13131]

**Allstate Life Insurance Company, et al.;  
Notice of Application**

November 19, 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:** Allstate Life Insurance  
Company ("Allstate"), Allstate  
Financial Advisors Separate Account I  
("Allstate Separate Account I"), Allstate  
Life Variable Life Separate Account A  
("Allstate VL Account"), Glenbrook Life  
and Annuity Company ("Glenbrook"),  
Glenbrook Life Multi-Manager Variable  
Account ("Glenbrook Multi-Manager"),  
Glenbrook Life and Annuity Company  
Separate Account A ("Glenbrook  
Separate Account A"), and Glenbrook  
Life Variable Life Separate Account A  
("Glenbrook VL").

**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)  
Glenbrook Multi-Manager and  
Glenbrook Separate Account A by  
Allstate Separate Account I; and (2)  
Glenbrook VL Account by Allstate VL  
Account.

**FILING DATE:** The application was filed  
on October 14, 2004 and amended and  
restated on November 15, 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 December 14, 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, Allstate Life Insurance 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. Allstate is a stock life insurance company organized under the laws of the State of Illinois in 1957. Allstate's home office is located at 3100 Sanders Road, Northbrook, Illinois, 60062. Allstate is licensed to operate in the District of Columbia, Puerto Rico, and all states except New York. Allstate 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. Allstate established Allstate Separate Account I and Allstate VL Account ("Allstate Separate Accounts") as separate accounts 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 and variable life insurance contracts sponsored by Allstate and issued through Allstate Separate Accounts ("Allstate contracts") are registered with the Commission pursuant to the Securities Act of 1933 (the "Securities Act").

4. Allstate Separate Account I is divided into 146 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"). Allstate VL is divided into 19 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds.

5. 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.

6. Glenbrook established Glenbrook Multi-Manager, Glenbrook Separate Account A, and Glenbrook VL Account (collectively, the "Glenbrook Separate Accounts") as separate accounts pursuant to Illinois law, and the Separate Accounts are currently subject to Arizona law following Glenbrook's redomestication to Arizona in 1998. Each is a "separate account," as defined by Section 2(a)(37) of the Act, and each is registered with the Commission pursuant to the Act as a unit investment trust.

7. Certain variable annuity and variable life insurance contracts sponsored by Glenbrook and issued through the Glenbrook Separate Accounts are registered with the Commission pursuant to the Securities Act.

8. Glenbrook Multi-Manager is divided into 97 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio the Funds. Glenbrook Separate Account A is divided into 36 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds. Glenbrook VL Account is divided into 63 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds.

9. Allstate and Glenbrook have determined to engage in transactions whereby Glenbrook will be reorganized with and merged into Allstate, with Allstate as the surviving corporation (such transactions, collectively, the "Merger"). By resolutions dated August 3, 2004 and August 4, 2004, a Merger Agreement and Articles of Merger (collectively "Agreement") were approved and adopted by the respective boards of directors of Allstate and Glenbrook. Prior approval of the Merger and the Agreement also will be obtained from the insurance departments of Illinois and Arizona, the states of

domicile for Allstate and Glenbrook, respectively.

10. On the effective date of the Merger: (a) Allstate will assume ownership of all the assets of Glenbrook, including all the assets held in the Glenbrook Separate Accounts; (b) Allstate will conduct the business presently conducted by Glenbrook, and will be responsible for satisfaction of all of the liabilities and obligations of Glenbrook; and (c) Glenbrook will cease to exist as a separate corporate entity. Allstate will then control the merged separate accounts supporting the Contracts.

11. After considering the nature and purpose of each separate account, the Boards of Directors of Allstate and Glenbrook have determined that the efficiency of the operations of the separate accounts could be improved, and the overall administration enhanced, by merging: (a) Glenbrook Multi-Manager and Glenbrook Separate Account A into Allstate Separate Account I; and (b) Glenbrook VL Account into Allstate VL Account. 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. Moreover, the Merger will not dilute or otherwise adversely affect the economic interests of the owners of the Contracts, nor will the Merger affect the values determined under the Contracts. Allstate will be responsible for the expenses incurred in connection with the Merger.

12. 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.

13. The Merger provides for the transfer of Glenbrook Multi-Manager and Glenbrook Separate Account A assets to Allstate Separate Account I and the assumption of the liabilities and contractual obligations of each of Glenbrook Multi-Manager and Glenbrook Separate Account A by Allstate Separate Account I in return for the crediting of accumulation units of Allstate Separate Account I to Glenbrook Multi-Manager and

Glenbrook Separate Account A contract owners. Once this process has been completed, the units of Glenbrook Multi-Manager and Glenbrook Separate Account A would be cancelled, Glenbrook Multi-Manager and Glenbrook Separate Account A 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 Allstate Separate Account I would continue to exist.

14. Immediately following the Merger, each Glenbrook Multi-Manager and Glenbrook Separate Account A contract owner will possess a number of Allstate Separate Account I units (both full and fractional) that, when multiplied by the unit value of Allstate Separate Account I 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.

15. The Merger also provides for the transfer of Glenbrook VL Account assets to Allstate VL Account and the assumption of the liabilities and contractual obligations of Glenbrook VL Account by Allstate VL Account in return for the crediting of accumulation units of Allstate VL Account to Glenbrook VL Account contract owners. Once this process has been completed, the units of Glenbrook VL Account would be cancelled, Glenbrook 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 Allstate VL Account would continue to exist.

16. Immediately following the Merger, each Glenbrook VL Account contract owner will possess a number of Allstate VL Account units (both full and fractional) that, when multiplied by the unit value of Allstate VL Account 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.

17. Upon the effective date of the Merger, Allstate will succeed to all of the business and operations of Glenbrook, including the obligations pursuant to the Glenbrook contracts. Allstate will distribute to each existing Glenbrook contract owner: (a) A contract rider indicating that such contracts are thereafter funded by the surviving separate account; (b) a letter informing such contract owners of the Merger; and (c) prospectus disclosure that reflects Allstate's sponsorship of

the surviving separate account as a result of the merger.

18. Allstate and Glenbrook assert 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 (Glenbrook Multi-Manager, Glenbrook Separate Account A, Glenbrook VL Account) selling its assets to another investment company (Allstate Separate Account I, Allstate VL Account) 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 Glenbrook Multi-Manager, Glenbrook Separate Account A and Glenbrook VL Account respectively, will be made at the relative net asset values of the sub-accounts. Consequently, the interests of Allstate Separate Account I and Allstate VL Account owners will not be diluted by the Merger. Each Glenbrook Multi-Manager and Glenbrook Separate Account A contract will be credited, immediately after the Merger, with units of Allstate Separate Account I having

the same aggregate value as the aggregate value of the units of Glenbrook Multi-Manager and Glenbrook Separate Account A credited to such contract immediately prior to the Merger. Likewise, each Glenbrook VL Account contract will be credited, immediately after the Merger, with units of the Allstate VL Account having the same aggregate value as the aggregate value of the units of Glenbrook 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. Allstate will pay all expenses incurred in connection with the merger.

8. Applicants represent that the Merger is 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.*

[FR Doc. E4-3334 Filed 11-24-04; 8:45 am]

BILLING CODE 8010-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27912]

### Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

November 19, 2004.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendment(s) is/are available for public inspection through the Commission's Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by

December 13, 2004, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After December 13, 2004, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

### Dominion Resources, Inc., et al. (70-10246)

Dominion Resources, Inc. ("DRI"), a registered holding company; Consolidated Natural Gas Company ("CNG"), a direct subsidiary of DRI and also a registered holding company, both of 120 Tredegar Street, Richmond, VA 23219; their public utility subsidiaries: Virginia Electric and Power Company ("Virginia Power"), P.O. Box 26666, 17th Floor, Richmond, VA, The Peoples Natural Gas Company ("Peoples"), 625 Liberty Avenue, Pittsburgh, PA 15222, The East Ohio Gas Company ("East Ohio"), 1201 E. 55th Street, Cleveland, OH 44103, and Hope Gas, Inc. ("Hope"), 445 West Main Street, Clarksburg, WV 26301; and the nonutility subsidiaries (as defined below) (collectively, the "Applicants")<sup>1</sup> have filed an application-declaration ("Application") under sections 6(a), 7, 9(a), 10, 12(b), 12(c), 12(f), 32, 33 and 34 of the Act and rules 43, 45, 46, 53 and 54 under the Act.

DRI's utility subsidiaries are: (1) Virginia Power, a regulated public utility engaged in the generation, transmission and distribution of electric energy in Virginia and northeastern North Carolina; (2) Peoples, a regulated public utility engaged in the distribution of natural gas in Pennsylvania; (3) East Ohio, a regulated public utility engaged in the distribution of natural gas in Ohio; and (4) Hope, a regulated public utility engaged in the distribution of natural gas in West Virginia (collectively, the "Utility Subsidiaries"). Virginia Power is a direct subsidiary of DRI. Peoples, East Ohio and Hope are each direct subsidiaries of CNG.

DRI's nonutility activities are conducted through its nonutility subsidiaries (the "Nonutility

Subsidiaries"): (1) Dominion Energy, Inc. ("DEI") which, through its direct and indirect subsidiaries (together with DEI, the "DEI Companies"), is active in the competitive electric power generation business and in the development, exploration and operation of natural gas and oil reserve;<sup>2</sup> (2) direct and indirect subsidiaries of Virginia Power, which are engaged in fuel procurement for Virginia Power and other DEI subsidiaries, energy marketing and nuclear consulting services; and (3) direct and indirect subsidiaries of CNG which are engaged in all phases of the natural gas business other than retail distribution including transmission, storage and exploration and production. DRI and all of its subsidiaries are referred to as the "DRI System."<sup>3</sup>

### Requested Authorization

#### A. Summary of Transactions

By prior orders, the Applicants have been authorized to engage in various financing transactions, a money pool and a tax allocation agreement.<sup>4</sup> Applicants request authority to engage in the transactions set forth below during the period from the effective date of the order issued in this filing through the period ending December 31, 2007 ("Authorization Period"). This authority would replace and supersede all of the Applicants' current authorization under the prior orders. In particular, Applicants request:

(1) For DRI to increase its capitalization in the aggregate amount of \$8.0 billion over and above its capitalization as of June 30, 2004, other than for refunding or replacing securities where capitalization either is not increased (or is increased solely by operation of call premiums, make whole premiums, or other offering expenses, collectively, "Offering Expenses"), through the issuance and/or sale by DRI of common stock (including forward

<sup>2</sup> DEI also owns Dominion Wholesale, Inc., which provides inventory services to the DEI Companies and other subsidiaries of DRI. See HCAR No. 27772 (December 12, 2003).

<sup>3</sup> DRI has another nonutility subsidiary, Dominion Capital, Inc. ("DCI") and, together with its subsidiaries, the "DCI Companies"), which in the past, operated as a diversified financial services company with several operating subsidiaries in the commercial lending, merchant banking and residential lending businesses. Pursuant to an order dated January 28, 2003, HCAR No. 27644, DRI is obligated to dispose of its interest in the DCI Companies (other than certain interests in specified independent power projects) by December 31, 2006.

<sup>4</sup> See HCAR No. 27112, December 15, 1999 (the "Initial Financing Order"), HCAR No. 27406, May 24, 2001 (the "Second Financing Order"), HCAR No. 27814, March 15, 2004 (the "Third Financing Order"), HCAR No. 27634, January 3, 2003 (the "Money Pool Order") and HCAR No. 27845, May 13, 2004 (the "Tax Allocation Order").

<sup>1</sup> The addresses for these companies are shown on Exhibit J-1 of the Application.