

Company Act on Form N-8B-2.<sup>1</sup> A separate registration statement under the Securities Act must be filed for each series of units issued by the trust. Form S-6 consists of, among other things, a prospectus, certain written consents, an undertaking to file supplementary information, and certain exhibits containing financial and other information required in the registration statement but not required to appear in the prospectus.

Section 10(a)(3) of the Securities Act (15 U.S.C. 77j(a)(3)) provides, in pertinent part, that when a prospectus is used more than nine months after the effective date of the registration statement, the information contained therein shall be as of a date not more than sixteen months prior to such use. As a result, most unit investment trusts that are registered under the Investment Company Act on Form N-8B-2 update their registration statements on Form S-6 on an annual basis so that their sponsors may continue to maintain a secondary market in the units.

The purpose of the registration statement on Form S-6 is to provide disclosure of financial and other information that investors may use to make informed decisions regarding the merits of the securities offered for sale. To that end, unit investment trusts that are registered under the Investment Company Act on Form N-8B-2 must furnish to investors a prospectus containing pertinent information set forth in the registration statement. The Commission reviews registration statements filed on Form S-6 to ensure adequate disclosure is made to investors.

The Commission estimates that each year unit investment trusts file approximately 1,353 Forms S-6. It is estimated that preparing Form S-6 requires a unit investment trust to spend approximately 35 hours so that the total burden of preparing Form S-6 for all affected unit investment trusts is 47,355 hours. Estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act, and are not derived from a comprehensive or even a representative survey or study of

the costs of Commission rules and forms.

The collection of information on Form S-6 is mandatory. The information provided on Form S-6 is not kept confidential. An Agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Securities and Exchange Commission, C/O Shirley Martinson, 6432 General Green Way, Alexandria, Virginia 22312; or send an e-mail to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: July 23, 2007.

**Florence E. Harmon,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

### Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Investor Education and Assistance, Washington, DC 20549-0213.

Existing Collection; New OMB Control No.: Rule 0-4; SEC File No. 270-569; OMB Control No. 3235-xxxx.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*) the Securities and Exchange Commission (the "Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this collection of information to the Office of Management and Budget ("OMB") for approval.

Rule 0-4 (17 CFR 275.0-4) under the Investment Advisers Act of 1940 ("Act" or "Advisers Act") (15 U.S.C. 80b-1 *et seq.*) entitled "General Requirements of Papers and Applications," prescribes general instructions for filing an application seeking exemptive relief with the Commission. Rule 0-4 currently requires that every application for an order for which a form is not specifically prescribed and which is executed by a corporation, partnership or other company and filed with the Commission contain a statement of the applicable provisions of the articles of incorporation, bylaws or similar documents, relating to the right of the person signing and filing such application to take such action on behalf of the applicant, and a statement that all such requirements have been complied with and that the person signing and filing the application is fully authorized to do so. If such authorization is dependent on resolutions of stockholders, directors, or other bodies, such resolutions must be attached as an exhibit to or quoted in the application. Any amendment to the application must contain a similar statement as to the applicability of the original statement of authorization. When any application or amendment is signed by an agent or attorney, rule 0-4 requires that the power of attorney evidencing his authority to sign shall state the basis for the agent's authority and shall be filed with the Commission. Every application subject to rule 0-4 must be verified by the person executing the application by providing a notarized signature in substantially the form specified in the rule. Each application subject to rule 0-4 must state the reasons why the applicant is deemed to be entitled to the action requested with a reference to the provisions of the Act and rules thereunder, the name and address of each applicant, and the name and address of any person to whom any questions regarding the application should be directed. Rule 0-4 requires that a proposed notice of the proceeding initiated by the filing of the application accompany each application as an exhibit and, if necessary, be modified to reflect any amendment to the application.

The requirements of rule 0-4 are designed to provide Commission staff with the necessary information to assess whether granting the orders of exemption are necessary and appropriate in the public interest and consistent with the protection of investors and the intended purposes of the Act.

Applicants for orders under the Advisers Act can include registered

<sup>1</sup> Form N-8B-2 is the form used by unit investment trusts to register as investment companies under the Investment Company Act (except for unit investment trusts that are insurance company separate accounts issuing variable annuity or variable life insurance contracts, which instead register on Form N-4 and Form N-6, respectively). The form requires that certain material information about the trust, its sponsor, its trustees, and its operation be disclosed. The registration on Form N-8B-2 is a one-time filing that applies to the first series of the unit investment trust as well as any subsequent series that is issued by the sponsor.

investment advisers, affiliated persons of registered investment advisers, and entities seeking to avoid investment adviser status, among others. Commission staff estimates that it receives approximately 9 applications per year submitted under rule 0-4 of the Act. Although each application typically is submitted on behalf of multiple applicants, the applicants in the vast majority of cases are related entities and are treated as a single respondent for purposes of this analysis. Most of the work of preparing an application is performed by outside counsel and, therefore, imposes no hourly burden on respondents. The cost outside counsel charges applicants depends on the complexity of the issues covered by the application and the time required. Based on conversations with applicants and attorneys, the cost ranges from approximately \$7,000 for preparing a well-precedented, routine application to approximately \$80,000 to prepare a complex or novel application. We estimate that the Commission receives 2 of the most time-consuming applications annually, 4 applications of medium difficulty, and 3 of the least difficult applications subject to rule 0-4. This distribution gives a total estimated annual cost burden to applicants of filing all applications of \$355,000 [(2 × \$80,000) + (4 × \$43,500) + (3 × \$7,000)]. The estimates of annual burden hours and costs are made solely for the purposes of the Paperwork Reduction Act, and are not derived from a comprehensive or even representative survey or study of the costs of Commission rules and forms.

The requirements of this collection of information are required to obtain or retain benefits. Responses will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to a collection of information unless it displays a currently valid control number.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to R. Corey Booth, Director/Chief Information Officer, Securities and Exchange Commission, c/o Shirley Martinson, 6432 General Green Way, Alexandria, VA, 22312 or send an e-mail to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: July 23, 2007.

**Florence E. Harmon,**  
*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-27909; File No. 812-13346]

### MONY Life Insurance Company of America, et al.; Notice of Application

July 24, 2007.

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

**ACTION:** Notice of application for an order pursuant to section 26(c) of the Investment Company Act of 1940 ("1940 Act"), approving certain substitutions of securities and for an order of exemption pursuant to section 17(b) of the 1940 Act.

**APPLICANTS:** MONY Life Insurance Company of America ("MLOA"), MONY Life Insurance Company ("MONY"), MONY America Variable Account A ("MLOA Separate Account A"), MONY America Variable Account L ("MLOA Separate Account L") (together, "MLOA Separate Accounts"), MONY Variable Account A ("MONY Separate Account A"), MONY Variable Account L ("MONY Separate Account L") (together, "MONY Separate Accounts"), AXA Equitable Life Insurance Company ("AXA Equitable"), Separate Account A of AXA Equitable ("Separate Account A"), Separate Account FP of AXA Equitable ("Separate Account FP"), Separate Account I of AXA Equitable ("Separate Account I"), Separate Account No. 45 of AXA Equitable ("Separate Account 45"), Separate Account No. 49 of AXA Equitable ("Separate Account 49") and Separate Account No. 301+ of AXA Equitable ("Separate Account 301+") (each, an "AXA Equitable Separate Account" and together, "AXA Equitable Separate Accounts") (collectively, the "Section 26 Applicants"), Separate Account No. 66 of AXA Equitable ("Separate Account 66") and EQ Advisors Trust (the "Trust") (together with the section 26 Applicants, the "section 17 Applicants").

**SUMMARY OF APPLICATION:** The Section 26 Applicants request an order pursuant to section 26(c) of the 1940 Act, approving the proposed substitution of shares of certain series of the Trust (which is a registered investment company that is an affiliate of the Section 26 Applicants), Franklin Templeton Variable Insurance Products Trust ("Franklin VIT") and Variable Insurance Products Fund II ("Fidelity VIT") (together, Franklin VIT and Fidelity VIT, the "Outside VITs") for shares of other registered investment companies unaffiliated with the section 26 Applicants (the "Substitutions"), each of which is currently used as an underlying investment option for certain variable annuity contracts and/or variable life insurance policies issued by the Insurance Companies ("Contracts").<sup>1</sup> The section 17 Applicants also request an order pursuant to section 17(b) of the 1940 Act exempting them from section 17(a) of the 1940 Act to the extent necessary to permit partly in-kind redemptions of securities issued by certain Removed Portfolios (as defined herein) and purchases of securities issued by certain Replacement Portfolios (as defined herein) (the "In-Kind Transactions") in connection with the Substitutions.

**FILING DATE:** The application was filed on November 22, 2006, and amended on July 20, 2007. Applicants have agreed to file an amendment during the notice period, the substance of which is contained in this notice.

#### 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 should be received by the Commission by 5:30 p.m. on August 16, 2007, 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 requester'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 Commission.

**ADDRESSES:** Secretary, Securities and Exchange Commission, 100 F Street,

<sup>1</sup> AXA Equitable, MLOA and MONY are sometimes referred to herein collectively as the "Insurance Companies" and individually as an "Insurance Company." The MLOA Separate Accounts, MONY Separate Accounts and AXA Equitable Separate Accounts are sometimes referred to herein collectively as the "Separate Accounts" and individually as a "Separate Account."