

**SUPPLEMENTARY INFORMATION:** The National Science Foundation, as directed by the Antarctic Conservation Act of 1978 (Public Law 95-541), has developed regulations that implement the "Agreed Measures for the Conservation of Antarctic Fauna and Flora" for all United States citizens. The Agreed Measures, developed by the Antarctic Treaty Consultative Parties, recommended establishment of a permit system for various activities in Antarctica and designation of certain animals and certain geographic areas a requiring special protection. The regulations establish such a permit system to designate Specially Protected Areas and Sites of Special Scientific Interest.

The applications received are as follows:

1. *Applicant, Permit Application No. 2003-016:* William Gilmore, Environmental Manager, Raytheon Polar Services Company, 7400 South Tucson Way, M.S. 29, Centennial, CO 80112-3938.

*Activity for Which Permit is Requested:* Enter Antarctic Specially Protected Area. The applicant proposes to enter the Antarctic Specially Protected Area at Cape Crozier (ASPA #124) to perform an Environmental Field Camp Audit. The audit will include documentation of the camp footprint, as well as compliance with waste and Environmental, Health and Safety Protocols. These audits are part of a sustained and coherent monitoring program to form a reliable basis for sound environmental management decisions and possible improvements. Data obtained from the monitoring program will be used to document baseline conditions, verify operational impact, and monitor activities undertaken to recover from accidental impacts to the environment. The applicant plans to visit the site for no more than 3-4 hours. Access to the site will be via helicopter.

*Location:* Cape Crozier, Ross Island (ASPA #124).

*Dates:* January 2, 2003 to February 15, 2003.

**Nadene G. Kennedy,**  
Permit Officer, Office of Polar Programs.  
[FR Doc. 02-30772 Filed 12-3-02; 8:45 am]

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## NUCLEAR REGULATORY COMMISSION

### Regulatory Guide and Standard Review Plan Chapter; Issuance, Availability

The Nuclear Regulatory Commission has issued revisions to a regulatory guide and its conforming standard review plan chapter. The Regulatory Guide Series has been developed to describe and make available to the public such information as methods acceptable to the NRC staff for implementing specific parts of the NRC's regulations, techniques used by the staff in evaluating specific problems or postulated accidents, and data needed by the staff in its review of applications for permits and licenses.

Revision 1 of Regulatory Guide 1.174, "An Approach for Using Probabilistic Risk Assessment in Risk-Informed Decisions on Plant-Specific Changes to the Licensing Basis," provides guidance acceptable to the NRC staff on the use of probabilistic risk assessment (PRA) findings and risk insights in support of licensee requests for changes to a nuclear power plant's licensing basis.

Revision 1 of Standard Review Plan Chapter 19, "Use of Probabilistic Risk Assessment in Plant-Specific, Risk-Informed Decisionmaking: General Guidance," identifies the roles and responsibilities within the NRC that participate in risk-informed reviews of licensees' proposals for changes to the licensing basis of nuclear power plants.

Comments and suggestions in connection with items for inclusion in guides currently being developed or improvements in all published guides are encouraged at any time. Written comments may be submitted to the Rules and Directives Branch, Division of Administrative Services, Office of Administration, U.S. Nuclear Regulatory Commission, Washington, DC 20555.

Regulatory guides and standard review plan chapters are available for inspection or downloading at the NRC's Web site at <http://www.nrc.gov> in NRC's Electronic Reading Room under Regulatory Guides and in the ADAMS System at the same site. Single copies of regulatory guides may be obtained free of charge by writing the Reproduction and Distribution Services Section, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or by fax to (301) 415-2289, or by e-mail to [distribution@nrc.gov](mailto:distribution@nrc.gov). Issued guides may also be purchased from the National Technical Information Service on a standing order basis. Details on this service may be obtained by writing NTIS, 5285 Port Royal Road,

Springfield, VA 22161. Regulatory guides are not copyrighted, and Commission approval is not required to reproduce them.

(5 U.S.C. 552(a))

Dated at Rockville, Maryland, this 15th day of November 2002.

For the Nuclear Regulatory Commission.

**Ashok C. Thadani,**  
Director, Office of Nuclear Regulatory Research.

[FR Doc. 02-30705 Filed 12-3-02; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-25836; File No. 812-12890]

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

November 27, 2002.

**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 Advisers Separate Account I ("Allstate Separate Account I"), Northbrook Life Insurance Company ("Northbrook"), Northbrook Variable Annuity Account ("Northbrook VA"), and Northbrook Variable Annuity Account II ("Northbrook VA II," together with the Northbrook VA, the "Northbrook Separate Accounts").

*Summary of Application:* Applicants seek an order of exemption to the extent necessary to permit a transfer of assets and assumption of liabilities of Northbrook VA and Northbrook VA II by Allstate Separate Account I.

*Filing Date:* The application was filed on October 7, 2002 and amended and restated on November 26, 2002.

*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 23, 2002, 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 20549-0609. Applicants, Charles Smith, Esq., Assistant Counsel, Allstate Life Insurance Company, 3100 Sanders Road, Northbrook, Illinois 60062; with a copy to Richard T. Choi, Esq., Foley & Lardner, 3000 K Street, NW, Suite 500, Washington, DC 20007.

**FOR FURTHER INFORMATION CONTACT:** Alison Toledo, 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 amended and restated application; the complete amended and restated 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 as a separate account pursuant to Illinois law. Allstate Separate Account I 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 contracts sponsored by Allstate and issued through Allstate Separate Account I ("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 59 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").

5. Northbrook is a stock life insurance company organized under the laws of the State of Arizona in 1998. Previously, from 1978 to 1998, Northbrook was organized under the laws of the State of

Illinois. Northbrook's headquarters are located at 3100 Sanders Road, Northbrook, Illinois, 60062. Northbrook is a direct, wholly owned subsidiary of Allstate. Northbrook is currently licensed to operate in the District of Columbia, Puerto Rico, and all states except New York. Northbrook and Allstate entered into a reinsurance agreement effective December 31, 1987. Under the reinsurance agreement, Allstate reinsures all of Northbrook's liabilities under its annuity and life insurance contracts.

6. Northbrook established the Northbrook Separate Accounts as separate accounts pursuant to Illinois law, and the Northbrook Separate Accounts are currently subject to Arizona law following Northbrook's redomestication to Arizona in 1998. Each of the Northbrook Separate Accounts 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.

7. Certain variable annuity contracts sponsored by Northbrook and issued through the Northbrook Separate Accounts (the "Northbrook contracts," and together with the "Allstate contracts," the "Contracts") are registered with the Commission pursuant to the Securities Act.

8. Northbrook VA is divided into 12 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds. Northbrook VA II is divided into 54 sub-accounts, each of which invests exclusively in shares of a corresponding portfolio of the Funds.

9. Allstate and Northbrook have determined to engage in transactions whereby Northbrook will be reorganized with and merged into Allstate, with Allstate as the surviving corporation (such transactions, collectively, the "Merger"). By resolutions dated September 11, 2002, a Merger Agreement and Articles of Merger (collectively "Agreement") were approved and adopted by the respective boards of directors of Allstate and Northbrook. Prior approval of the Merger and the Agreement also will be obtained from the insurance departments of Arizona and Illinois, the states of domicile for Northbrook and Allstate, respectively.

10. On the effective date of the Merger: (a) Allstate will assume ownership of all the assets of Northbrook, including all the assets held in the Northbrook Separate Accounts; (b) Allstate will conduct the business presently conducted by Northbrook, and will be responsible for satisfaction of all of the liabilities and

obligations of Northbrook; and (c) Northbrook will cease to exist as a separate corporate entity. Allstate will then control the merged separate account supporting the Contracts.

11. After considering the nature and purpose of each separate account, the respective boards of directors of Allstate and Northbrook have determined that the efficiency of the operations of the separate accounts after the Merger could be improved, and the overall administration enhanced, by merging Northbrook VA and Northbrook VA II into Allstate Separate Account I (collectively, "Separate Accounts"). 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 the Separate Accounts. Allstate, or an affiliate, will pay all expenses incurred in connection with the Merger. The Merger provides for the transfer of Northbrook VA's and Northbrook VA II's assets to Allstate Separate Account I and the assumption of the liabilities and contractual obligations of each of Northbrook VA and Northbrook VA II by Allstate Separate Account I in return for the crediting of accumulation units of Allstate Separate Account I to Northbrook VA and Northbrook VA II contract owners. Once this process has been completed, the units of Northbrook VA and Northbrook VA II would be cancelled, Northbrook VA and Northbrook VA II 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.

12. Immediately following the Merger, each Northbrook VA and Northbrook VA II contract owner will possess a number of Allstate Separate Account I units, (both full and fractional) with an aggregate unit value equal to the aggregate unit value of the units the contract owner had in the respective Northbrook Separate Account immediately before the consummation of the Merger.

13. Upon the effective date of the Merger, Allstate will succeed to all of the business and operations of Northbrook, including the obligations pursuant to the Northbrook contracts. Allstate will distribute to each existing Northbrook VA and Northbrook VA II contract owner:

(a) A contract rider indicating that such contracts are thereafter funded by Allstate Separate Account I; (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.

14. Except for the change in the depositor and the separate account funding the variable annuity contracts, all the rights and benefits of the Northbrook contract owners will remain unchanged after the Merger. Further, the fees and charges under the Northbrook contracts will not change as a result of the Merger.

15. Allstate and Northbrook assert that the Merger will have no tax consequences for Northbrook contract owners. In addition, no payments will be required or charges imposed under the Northbrook 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 (Northbrook VA or Northbrook VA II) selling its assets to another investment company (Allstate Separate Account I) 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 Northbrook VA and Northbrook VA II, respectively, will be made at the relative net asset values of the sub-accounts. Consequently, the interests of Allstate Separate Account I owners will not be diluted by the

Merger, and each Northbrook VA and Northbrook VA II 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 Northbrook VA and Northbrook VA II 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 Northbrook 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. 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 purpose of the Merger is to consolidate three separate accounts, each of which issues variable annuity contracts, into a single separate account. The Merger will allow for administrative efficiencies and cost savings by Allstate 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 Northbrook contracts, nor will the Merger affect the values determined under the Northbrook contracts. The Merger will not affect any current Allstate contract owners. Allstate, or an affiliate, will pay all expenses incurred in connection with the Merger.

7. 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 Northbrook 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 Allstate Separate Account I and the Northbrook 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. 02-30666 Filed 12-3-02; 8:45 am]

BILLING CODE 8010-01-P

#### SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-46887; File No. SR-Amex-2002-97]

#### Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the American Stock Exchange LLC Relating to Initial and Continued Listing Standards

November 22, 2002.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on November 20, 2002, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. 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 Amex proposes to amend Sections 101, 102, and 1003 of the *Amex Company Guide* to modify initial and continued listing standards. The text of the proposed rule change is below. Proposed new language is in italics; proposed deletions are in brackets.

\* \* \* \* \*

American Stock Exchange LLC  
Company Guide

Section 101

(a) through (c)—No Change.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.