FILING DATES: The application initially was filed on November 9, 1992, declared inactive on August 12, 1993, and amended on September 12, 1994, and April 14, 1995.

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 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 May 15, 1995, 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 requestor'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, N.W., Washington, D.C. 20549. Applicants: c/o Matthew P. McCauley, Esq., General American Life Insurance Company, 700 Market Street, St. Louis, Missouri 63101.

FOR FURTHER INFORMATION CONTACT:

Yvonne M. Hunold, Assistant Special Counsel, or Wendy Friedlander, Deputy Chief, at (202) 942–0670, Office of Insurance Products (Division of Investment Management).

SUPPLEMENTARY INFORMATION: The following is a summary of the application; the complete application is available for a fee from the Commission's Public Reference Branch.

Applicants' Representations

- 1. General American, a mutual life insurance company, is principally engaged in offering insurance policies and annuity contracts. General American is authorized to conduct business in the District of Columbia, all states except New York, and ten Canadian provinces.
- 2. Account 11 is a separate account established by General American and registered as a unit investment trust under the 1940 Act. Account 11 currently has 13 sub-accounts, each of which invests in corresponding portfolios of one of four series-type registered open-end, diversified management investment companies (collectively, "Funds"). The Future Accounts will be separate accounts, as defined in Rule 0–1(e) under the 1940

Act, and registered as unit investment trusts under the 1940 Act.

- 3. The Underwriter acts as principal underwriter for certain variable life and variable annuity contracts by General American. The Underwriter is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of the National Association of Securities Dealers, Inc. The Underwriter is an indirect wholly-owned subsidiary of General American.
- 4. Account 11 currently funds two flexible premium variable life insurance contracts offered by General American, the VUL-95 Contract and the General Select Plus Contract (together, "Existing Contracts"). Account 11 will, and Future Accounts may, be used to fund a new flexible premium variable life insurance contract ("Contract"), as well as other flexible premium variable life insurance contracts ("Future Contracts") that in the future may be offered by General American. (Future Contracts and Existing Contracts are hereinafter referred to together as "Other Contracts".) Interests in all of the contracts are or will be registered as securities under the Securities Act of 1933.
- 5. The Contract offers the payment of premiums in any amount and frequency, subject to certain limitations, three death benefit options, cash value, loan privileges and other traditional life insurance features. The Contract owner may receive a refund of premium payments by cancelling and returning the Contract within the latest of: (1) 20 days of receipt (30 days for California residents, and for age 60 or older), (2) 45 days of signing the application, or (3) 10 days of General American's mailing a notice of this provision to the Contract owner.²
- 6. Certain charges and deductions are made under the Contract to compensate General American for its costs and expenses.

(a) Premium Tax Charge

A charge of 2.10% is deducted from each premium payment for state taxes assessed on premium payments received by General American. Such premium taxes vary from jurisdiction to jurisdiction and range between 0.75% to 3.50%. This charge represents the average deduction considered necessary for General American to pay such taxes. Some jurisdictions do not impose a premium tax while others may impose a tax that is greater than or less than the

2.10% deduction under the Contract. If the average premium tax increases in the future, General American may increase this deduction.

(b) Section 848 Deferred Acquisition Costs Charge

A charge of 1.25% ("DAC Tax Charge") will be deducted from each premium payment to reimburse General American for its increased federal income tax burden resulting from changes made to Section 848 of the Internal Revenue Code of 1986 ("Code"), by the Omnibus Budget Reconciliation Act of 1990 ("OBRA 1990"), affecting the treatment of deferred acquisition costs. The requested order would permit the deduction of 1.25% of each premium payment under the Contract and Future Contracts. The 1.25% DAC Tax Charge will not be deducted under Existing Contracts issued prior to the receipt of the requested order. However, the DAC Tax Charge may be deducted under Existing Contracts issued after issuance of the requested order 3 and after endorsements permitting the charge have been approved by insurance regulators in each applicable jurisdiction. Applicants represent that the DAC Tax Charge is a legitimate expense of the company, is not used for sales and distribution expenses and will be reasonably related to General American's increased federal tax burden.

(c) Administration Charge

The monthly administration charge is \$13 per month during the first Contract year, and \$6 per month thereafter. This charge cannot be increased under a Contract once it is issued.

(d) Selection and Issue Expense Charge

The selection and issue expense charge is \$0.16 per month per \$1,000 of face amount during the first Contract year and \$0.01 per month per \$1,000 of face amount thereafter. In the event that the face amount is increased (other than by a change in death benefit options or increasing death benefit rider), this charge is \$0.16 per month per \$1,000 of increased face amount during the first Contract year following the increase and \$0.01 per month per \$1,000 of face amount thereafter.

(e) Cost of Insurance Charge

The monthly cost of insurance charge varies with each Contract because it is based on the attained age, rate class, and sex (except Montana) of the insured.

¹ The Funds include General American Capital Company, Variable Insurance Products Fund, Variable Insurance Products Fund II, and Van Eck Investment Trust.

² Contracts purchased in Kansas provide for a return of an amount equal to the: (1) difference between premium payments and amounts allocated to Account 11; and (2) cash value on the date the Contract is returned.

³ Applicants undertake to make this representation in an amendment to the Application, which is to be filed during the notice period.