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December 14, 2006

1933 Act/5
1933 Act/ Rule 145
1940 Act/8
1940 Act/11

William Kotapish, Esq.
Assistant Director
Office Of Insurance Products
Division Of Investment Management
Securities And Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-0506

Re: **IDS Life Insurance Company**

- **American Enterprise Life Insurance Company**
- **American Partners Life Insurance Company**

IDS Life Insurance Company of New York

- **American Centurion Life Assurance Company**

Dear Mr. Kotapish:

We are writing on behalf of the above referenced insurance companies (“Insurance Companies”) to request that the staff advise us that it would not recommend that the Securities and Exchange Commission (the “Commission”) take any enforcement action against the Insurance Companies:

- under Section 5 of the Securities Act of 1933, as amended (the “1933 Act”), and Rule 145 thereunder, and Sections 8 and 11 of the Investment Company Act of 1940, as amended (the “1940 Act”), if American Enterprise Life Insurance Company (“American Enterprise Life”) and American Partners Life Insurance Company (“American Partners Life”) transfer their separate accounts, registered under the 1940 Act as unit investment trusts, to IDS Life Insurance Company (“IDS Life”), and American Centurion Life Assurance Company (“American Centurion Life”) transfers its separate accounts, registered under the 1940 Act as unit investment trusts, to IDS Life Insurance Company of New York (“IDS Life of New York”), (each a “Transfer”) by operation of law in the proposed merger of American Enterprise Life and American Partners Life into their parent company,

IDS Life, and the proposed merger of American Centurion Life into its affiliated company, IDS Life of New York (each a “Merger”), as described below; and

- under Section 5 of the 1933 Act and Rule 145 thereunder, if American Enterprise Life transfers to IDS Life assets equal to American Enterprise Life’s reserves and other liabilities with respect to certain Guarantee Period Accounts containing market value adjustment provisions (the “GPA Accounts”) which are available investment options under some American Enterprise Life variable contracts, and IDS Life assumes all the obligations and responsibilities of American Enterprise Life under such GPA Accounts (the “GPA Transfer”), as described below (the Merger of American Enterprise Life and American Partners Life into IDS Life, the related Transfers, the GPA Transfer, and any related transactions are referred to collectively as the “IDS Life Merger”); and
- after the Mergers, if IDS Lifeⁱ and IDS Life of New Yorkⁱⁱ and certain others described herein continue to rely upon certain orders of the Commission, cited herein, granting exemptions from the provisions of certain sections of the 1940 Act and Rule 22c-1 thereunder to American Enterprise Life, American Centurion Life, their separate accounts, and certain others named therein without the filing or submission of amended or new applications for the same exemptive relief.

The Commission’s staff has granted requests for similar relief on a number of prior occasions. For the reasons set forth below, we believe that the relief requested here also should be granted.

I. BACKGROUND

A. The Insurance Companies

IDS Life is a stock life insurance company incorporated under the laws of Minnesota in 1957. Its executive office is located at 50607 Ameriprise Financial Center, Minneapolis, Minnesota 55474. It has four wholly-owned life insurance company subsidiaries: American Centurion Life, American Enterprise Life, American Partners Life, and IDS Life of New York. IDS Life issues fixed and variable annuity contracts, universal, term and variable life insurance policies and disability income insurance policies. It is authorized to do business in the District of Columbia and American Samoa and in all states except New York. IDS Life is registered with the Commission as a broker-dealer under the Securities Exchange Act of 1934 (“1934 Act”) and is a member of the National Association of Securities Dealers, Inc. (“NASD”). IDS Life distributes its insurance and annuity products almost exclusively through the retail sales force of Ameriprise Financial Services, Inc. (formerly known as American Express Financial Advisors Inc.) (“Ameriprise Financial Services”). Ameriprise Financial Services is registered with the Commission as a broker-dealer and is a member of the NASD. As of December 31, 2005, IDS Life had assets of approximately \$58 billion in general and separate account assets on a statutory basis.

IDS Life and Ameriprise Financial Services are wholly owned subsidiaries of Ameriprise Financial, Inc. (formerly known as American Express Financial Corporation) (“Ameriprise”) a Delaware corporation with common shares listed on the New York Stock Exchange.ⁱⁱⁱ

IDS Life’s Subsidiaries

American Enterprise Life is a stock life insurance company incorporated under the laws of Indiana in 1981. Its executive office is located at 829 Ameriprise Financial Center, Minneapolis, Minnesota 55474. American Enterprise Life issues fixed and variable annuities. It has previously issued variable life insurance policies. It is authorized to do business in the District of Columbia and all states except New York. American Enterprise Life distributes its annuities through national and regional financial institutions and through non-affiliated broker dealers. As of December 31, 2005, American Enterprise Life had assets of approximately \$9.2 billion in general and separate account assets on a statutory basis.

American Partners Life is a stock life insurance company incorporated under the laws of Arizona in 1988. Its executive office is located at 1751 Ameriprise Financial Center, Minneapolis, Minnesota 55474. American Partners Life offers fixed and variable annuity contracts. It is authorized to do business in the District of Columbia and all states except New York and New Hampshire. American Partners Life distributes its annuities directly. As of December 31, 2005, American Partners Life had assets of approximately \$535 million in general and separate account assets on a statutory basis.

IDS Life of New York is a stock life insurance company incorporated under the laws of New York in 1972. Its executive office is located at 20 Madison Avenue Extension, Albany, New York 12203-5326. IDS Life of New York issues fixed and variable annuity contracts, and term, universal and variable life insurance policies and disability income insurance policies. It is authorized to do business in New York and North Dakota. IDS Life of New York distributes its insurance and annuity products through Ameriprise Financial Service’s retail sales force. As of December 31, 2005, IDS Life of New York had assets of approximately \$3.6 billion in general and separate account assets on a statutory basis.

American Centurion Life is a stock life insurance company incorporated under the laws of New York in 1969. Its executive office is located at 20 Madison Avenue Extension, Albany, New York 12203-5326. American Centurion Life issues fixed and variable annuities primarily in the state of New York. It is authorized to do business in Alabama, Delaware and New York. American Centurion Life distributes its annuities directly and through non-affiliated broker-dealers. As of December 31, 2005, American Centurion Life had assets of approximately \$723 million in general and separate account assets on a statutory basis.

B. IDS Life Accounts and Related Contracts

IDS Life has seven registered separate accounts (the “IDS Life Accounts”) which fund variable life insurance contracts or variable annuity contracts (collectively, the “IDS Life Contracts”). The IDS Life Accounts are separate accounts created pursuant to Minnesota insurance law. Each IDS Life separate account is currently registered with the Commission under the 1940 Act as a unit investment trust. The IDS Life Contracts supported by the IDS Life Accounts are registered as securities with the Commission under the 1933 Act. The IDS Life Accounts which are registered as unit investment trusts consist of sub-accounts, each of which currently invest in a series of either an affiliated or unaffiliated open-end, management investment company registered under the 1940 Act.

Most IDS Life Contracts permit additional payments and allow transfers among sub-accounts, subject to certain conditions. Most IDS Life Contracts also offer a general account option, which is not registered with the Commission in reliance on certain exemptive and exclusionary provisions in the federal securities laws. In addition, certain IDS Life Contracts offer a guarantee period account investment option which is registered under the 1933 Act. IDS Life also offers a market value adjusted annuity which is registered under the 1933 Act.

IDS Life is the principal underwriter for the IDS Life Contracts.^{iv}

C. American Enterprise Life Accounts and Related Contracts

American Enterprise Life has two registered separate accounts (the “American Enterprise Life Accounts”): American Enterprise Variable Annuity Account, which currently funds thirty-two variable annuity contracts; and American Enterprise Variable Life Account, which funds one variable life insurance contract. The American Enterprise Life Accounts are separate accounts created pursuant to Indiana insurance law. Each American Enterprise Life separate account is registered as a unit investment trust with the Commission under the 1940 Act.^v The variable contracts supported by the American Enterprise Life Accounts (the “American Enterprise Life Variable Contracts”) are registered as securities with the Commission under the 1933 Act.^{vi} The American Enterprise Life Accounts consist of sub-accounts, each of which invest in a series of either an affiliated or unaffiliated open-end management investment company registered under the 1940 Act.

The American Enterprise Life Variable Contracts permit additional payments and allow transfers among sub-accounts, subject to certain conditions.^{vii} Certain American Enterprise Life Variable Contracts also offer a general account option, which is not registered with the Commission in reliance on certain exemptive and exclusionary provisions in the federal securities laws. In addition, certain American Enterprise Life Variable Contracts offer GPA Accounts. The GPA

Accounts provide a guaranteed fixed rate of return for a term of years, subject to a market value adjustment provision. American Enterprise Life holds assets attributable to the reserves and other liabilities it is required to maintain with respect to the GPA Accounts in a non-unitized separate account, which is not registered under the 1940 Act. Because the market value adjustment feature of the GPA Accounts places the investment risk associated with changing interest rates on owners of the American Enterprise Life Variable Contracts who invest in the GPA Accounts, interests in the GPA Accounts are deemed securities within the meaning of Section 2(a)(1) of the 1933 Act and are registered thereunder.^{viii}

Ameriprise Financial Services is the principal underwriter of the American Enterprise Life Variable Contracts. Ameriprise Financial Services is an “affiliated person” (as that term is defined in Section 2(a)(3) of the 1940 Act) of American Enterprise Life. RiverSource Distributors, Inc. will replace Ameriprise Financial Services as the principal underwriter of the American Enterprise Variable Life Contracts on January 1, 2007.^{ix}

D. American Partners Life Account and Related Contract

American Partners Life has a single registered separate account (the “American Partners Life Account”), APL Variable Annuity Account 1, which funds a single variable annuity contract. The American Partners Life Account is a separate account created pursuant to Arizona insurance law. The American Partners Life Account is registered as a unit investment trust with the Commission under the 1940 Act.^x The variable contract supported by the American Partners Life Account (the “American Partners Life Variable Contract”) is registered as a security with the Commission under the 1933 Act.^{xi} The American Partners Life Account consists of sub-accounts, each of which invest in a series of either an affiliated or unaffiliated open-end management investment company registered under the 1940 Act.

The American Partners Life Variable Contract permits additional payments and allows transfers among sub-accounts, subject to certain conditions. It also includes a general account option, which is not registered with the Commission in reliance on certain exemptive and exclusionary provisions in the federal securities laws.

Ameriprise Financial Services is the principal underwriter of the American Partners Life Variable Contract. Ameriprise Financial Services is an “affiliated person” (as that term is defined in Section 2(a)(3) of the 1940 Act) of American Partners Life. RiverSource Distributors, Inc. will replace Ameriprise Financial Services as the principal underwriter of the American Partners Life Variable Contract on January 1, 2007.^{xii}

E. IDS Life of New York Accounts and Related Contracts

IDS Life of New York has five registered separate accounts (the “IDS Life of New York Accounts”), which fund variable life insurance contracts or variable annuity contracts (collectively, the “IDS Life of New York Contracts”). The IDS Life of New York Accounts are separate accounts created pursuant to New York insurance law. Each separate account is registered with the Commission under the 1940 Act as a unit investment trust. The IDS Life of New York Contracts supported by the IDS Life of New York Accounts are registered as securities with the Commission under the 1933 Act. The IDS Life of New York Accounts that are registered as unit investment trusts consist of sub-accounts, each of which invest in a series of either an affiliated or unaffiliated open-end management investment company registered under the 1940 Act.

F. American Centurion Life Accounts and Related Contracts

American Centurion Life has two registered separate accounts (the “American Centurion Life Accounts”): ACL Variable Annuity Account 1, which funds one variable annuity contract; and ACL Variable Annuity Account 2, which funds four variable annuity contracts. The American Centurion Life Accounts are separate accounts created pursuant to New York insurance law. Each of the American Centurion Life Accounts is registered as a unit investment trust with the Commission under the 1940 Act.^{xiii} The variable contracts supported by the American Centurion Life Accounts (the “American Centurion Life Variable Contracts”) are registered as securities with the Commission under the 1933 Act.^{xiv} The American Centurion Life Accounts consist of sub-accounts, each of which invests in a series of either an affiliated or unaffiliated open-end, management investment company registered under the 1940 Act.

The American Centurion Life Variable Contracts permit additional payments and allow transfers among sub-accounts, subject to certain conditions. The American Centurion Life Variable Contracts include a general account option, which is not registered with the Commission in reliance on certain exemptive and exclusionary provisions in the federal securities laws.

Ameriprise Financial Services is the principal underwriter of the American Centurion Life Variable Contracts. Ameriprise Financial Services is an “affiliated person” (as that term is defined in Section 2(a)(3) of the 1940 Act) of American Centurion Life. RiverSource Distributors, Inc. will replace Ameriprise Financial Services as the principal underwriter of the American Centurion Life Variable Contracts on January 1, 2007.^{xv}

II. THE PROPOSED TRANSACTIONS

A. The IDS Life Merger

Ameriprise conducts insurance and related operations through various direct and indirect wholly-owned subsidiaries, including the Insurance Companies. Ameriprise proposes to simplify its corporate and operational structure so that it might operate more efficiently and reduce administrative and compliance costs. To that end, it intends to combine the operations of its non-New York insurance companies – IDS Life, American Enterprise Life, and American Partners Life – by merger. On February 14, 2006, the Boards of Directors of IDS Life and American Enterprise Life approved an Agreement and Plan of Merger, pursuant to which American Enterprise Life will merge with and into IDS Life. Also on February 14, 2006, the Boards of Directors of IDS Life and American Partners Life approved an Agreement and Plan of Merger, pursuant to which American Partners Life will merge with and into IDS Life. Each Agreement and Plan of Merger is a “Merger Agreement.” The IDS Life Merger has been approved by each party’s sole shareholder. The parties have completed all state insurance regulatory reviews^{xvi} required for the IDS Life Merger to become effective on December 31, 2006 (“Effective Date”).

Upon the Effective Date, IDS Life will assume legal ownership of all of the assets of American Enterprise Life and American Partners Life and will become directly liable for American Enterprise Life’s and American Partners Life’s liabilities and obligations with respect to the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract then outstanding. Each American Enterprise Life Variable Contract owner and each American Partners Life Variable Contract owner will become a contract owner of IDS Life by operation of law. The IDS Life Merger will not affect the provisions of, or the rights and obligations under, the American Enterprise Life Variable Contracts or the American Partners Life Variable Contract. Moreover, the IDS Life Merger will not dilute or otherwise adversely affect the economic interests of the owners of the American Enterprise Life Variable Contracts or the American Partners Life Variable Contract, nor will the IDS Life Merger affect the values determined under the American Enterprise Life Variable Contracts or the American Partners Life Variable Contract. The net unit value of the American Enterprise Life Accounts and the American Partners Life Account in effect immediately after the Transfers will be identical to the net asset value per unit of interest in effect immediately before the Transfers. The value of the GPA Accounts in effect immediately after the GPA Transfer will be identical to the value of the GPA Accounts immediately before the GPA Transfer. The IDS Life Merger will not affect the current owners of IDS Life Contracts.

The IDS Life Accounts, the American Enterprise Life Accounts, and the American Partners Life Account (collectively, the “Accounts”) are not parties to the Merger Agreement, which has been entered into at the insurance company

level. As a result of the IDS Life Merger, the Accounts, which are registered under the 1940 Act, will continue to maintain their separate account status as unit investment trusts under the 1940 Act and as separate accounts under applicable state insurance law. The Accounts will not be merged into one another.

No charges will be imposed on, or other deductions made from, the American Enterprise Life Accounts, the American Partners Life Account, or the IDS Life Accounts in connection with the IDS Life Merger. In addition, no payments will be required or charges imposed under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract in connection with, or by virtue of, the IDS Life Merger that would not otherwise be required or imposed.

No new investment options will be made available to owners of the American Enterprise Life Variable Contracts or the American Partners Life Variable Contract in connection with, or by virtue of, the IDS Life Merger, nor will any existing investment options be substituted or terminated. Each sub-account of the American Enterprise Life Accounts and the American Partners Life Account will continue to invest in the same underlying fund as that sub-account invested in prior to the IDS Life Merger.

The IDS Life Merger will not directly affect any of the management investment companies (collectively, the “Funds”) underlying the American Enterprise Life Accounts, the American Partners Life Account, or the IDS Life Accounts. The Funds will not be a party to the Merger Agreement or any transaction related to the IDS Life Merger. The investment objectives, policies, and restrictions of the Funds will not be changed as a result of the IDS Life Merger or any related transaction. No investment portfolios are proposed to be added to, substituted by, or terminated by the Funds in connection with the IDS Life Merger or any related transaction. Moreover, the IDS Life Merger will not result in any change to the investment advisers for the Funds, the Funds’ assets, or the charges imposed on the Funds or their shareholders. In addition, the principal underwriter for the American Enterprise Life Variable Contracts and American Partners Life Variable Contract will not change as a result of the Merger.^{xvii} As noted above, RiverSource Distributors, Inc. will become the principal underwriter of the American Enterprise Life Variable Contracts and American Partners Life Variable Contract on January 1, 2007.

IDS Life, American Enterprise Life, and American Partners Life have determined that no provision of the American Enterprise Life Variable Contracts, the American Partners Life Variable Contract, or state law provides the owners of the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract (the “IDS Life Merger Contract owners”) with any right to opt-out of, vote on, or otherwise consent to, the IDS Life Merger. Rather, the only required votes are those of the sole voting stockholders of the merging companies. Moreover, none of the events affecting the American Enterprise Life Accounts or

the American Partners Life Account in connection with the IDS Life Merger require a vote of IDS Life Merger Contract owners under the 1940 Act. In addition, as described above, the investment options and contractual rights and obligations under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract will not change, except that IDS Life will become the sponsor/depositor of the American Enterprise Life Accounts, the GPA Accounts and the American Partners Life Account. Consequently, IDS Life Merger Contract owners will have no investment decision to make with respect to the IDS Life Merger.

All direct and indirect costs of the IDS Life Merger will be borne by IDS Life and not by owners of the IDS Life Contracts, the American Enterprise Life Variable Contracts, or the American Partners Life Variable Contract.

B. The IDS Life of New York Merger

As discussed above, Ameriprise proposes to simplify its corporate and operational structure so that it might operate more efficiently and reduce administrative and compliance costs. To that end, it intends to combine the operations of its New York insurance companies, IDS Life of New York and American Centurion Life by merger (the “IDS Life of New York Merger”). On January 9, 2006 the Boards of Directors of IDS Life of New York and American Centurion Life approved an Agreement and Plan of Merger pursuant to which American Centurion Life will merge with and into IDS Life of New York leaving IDS Life of New York as the surviving company. On February 2, 2006, IDS Life of New York and American Centurion Life made a required regulatory filing with the State of New York Insurance Department seeking regulatory approval of the proposed Agreement and Plan of Merger (the “New York Merger Agreement”).^{xviii} Upon receipt of regulatory approval of this filing, each party’s sole shareholder approved the IDS Life of New York Merger, including the Transfers and related transactions. The IDS Life of New York Merger will become effective on December 31, 2006 (“Effective Date”).

Upon the Effective Date of the IDS Life of New York Merger, IDS Life of New York will assume legal ownership of all of the assets of American Centurion Life and will become directly liable for American Centurion Life’s liabilities and obligations with respect to the American Centurion Life Variable Contracts then outstanding. Each American Centurion Life Variable Contract owner will become a contract owner of IDS Life of New York by operation of law. The IDS Life of New York Merger will not affect the provisions of, or the rights and obligations under, the American Centurion Life Variable Contracts. Moreover, the IDS Life of New York Merger will not dilute or otherwise adversely affect the economic interests of the owners of the American Centurion Life Variable Contracts, nor will the IDS Life of New York Merger affect the values determined under the American Centurion Life Variable Contracts. The net unit value of the American Centurion Life Accounts in effect immediately after the transfers will

be identical to the net asset value per unit of interest in effect immediately before the transfers. The IDS Life of New York Merger will not affect the current owners of IDS Life of New York Contracts.

The IDS Life of New York Accounts and the American Centurion Life Accounts (collectively the “NY Accounts”) are not parties to the New York Merger Agreement, which has been entered into at the insurance company level. As a result of the IDS Life of New York Merger, the NY Accounts, which are registered under the 1940 Act, will continue to maintain their separate account status as unit investment trusts under the 1940 Act and as separate accounts under applicable state insurance law. The NY Accounts will not be merged into one another.

No charges will be imposed on, or other deductions made from, the NY Accounts in connection with the IDS Life of New York Merger. In addition, no payments will be required or charges imposed under the American Centurion Life Variable Contracts in connection with, or by virtue of, the IDS Life of New York Merger that would not otherwise be required or imposed.

No new investment options will be made available to owners of the American Centurion Life Variable Contracts in connection with, or by virtue of, the IDS Life of New York Merger, nor will any existing investment options be substituted or terminated. Each sub-account of the American Centurion Life Accounts will continue to invest in the same underlying fund as that sub-account invested in prior to the IDS Life of New York Merger.

The IDS Life of New York Merger will not directly affect any of the management investment companies (collectively, the “Funds”) underlying the NY Accounts. The Funds will not be a party to the New York Merger Agreement or any transaction related to the IDS Life of New York Merger. The investment objectives, policies, and restrictions of the Funds will not be changed as a result of the IDS Life of New York Merger or any related transaction. No investment portfolios are proposed to be added to, substituted by, or terminated by the Funds in connection with the IDS Life of New York Merger or any related transaction. Moreover, the IDS Life of New York Merger will not result in any change to the investment advisers for the Funds, the Funds’ assets, or the charges imposed on the Funds or their shareholders. In addition, the principal underwriter for the American Centurion Life Variable Contracts will not change as a result of the Merger.^{xix} As noted above, RiverSource Distributors, Inc. will become the principal underwriter of the American Centurion Life Variable Contracts on January 1, 2007.

IDS Life of New York and American Centurion Life have determined that no provision of the American Centurion Life Variable Contracts or state law provides the owners of the American Centurion Life Variable Contracts (the “IDS Life of New York Merger Contract owners”) with any right to opt-out of, vote on

or otherwise consent to, the IDS Life of New York Merger. Rather, the only required votes are those of the sole voting stockholders of the merging companies. Moreover, none of the events affecting the American Centurion Life Accounts in connection with the IDS Life of New York Merger require a vote of the IDS Life of New York Merger Contract owners under the 1940 Act. In addition, as described above, the investment options and contractual rights and obligations under the American Centurion Life Variable Contracts will not change, except that IDS Life of New York will become the depositor of the American Centurion Life Accounts. Consequently, the IDS Life of New York Merger Contract owners will have no investment decision to make with respect to the IDS Life of New York Merger.

All direct and indirect costs of the IDS Life of New York Merger will be borne by IDS Life of New York and not by owners of IDS Life of New York Contracts or the American Centurion Life Variable Contracts.

C. Transfers in the IDS Life Merger

American Enterprise Life Accounts and the American Partners Life Account

Pursuant to the Merger Agreement, each of the American Enterprise Life Accounts and the American Partners Life Account will transfer intact to IDS Life and become part of IDS Life on the Effective Date. Each of the American Enterprise Life Accounts and the American Partners Life Account will change its name upon transfer and have IDS Life as its depositor rather than American Enterprise Life or American Partners Life. No other changes to the American Enterprise Life Accounts or the American Partners Life Account will result from the IDS Life Merger.

The assets and liabilities that comprise the American Enterprise Life Accounts and the American Partners Life Account immediately prior to the IDS Life Merger will remain intact and legally separate from any other business of IDS Life, as the surviving company, upon completion of the IDS Life Merger. In addition, the American Enterprise Life Accounts and the American Partners Life Account will continue to fund the same American Enterprise Life Variable Contracts and the same American Partners Life Variable Contract they did immediately prior to the IDS Life Merger.

After the IDS Life Merger, IDS Life intends to accept additional payments under the transferred American Enterprise Life Variable Contracts and the American Partners Life Variable Contract outstanding on the Effective Date, and to continue offering new contracts that are identical to the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract currently being offered, but for the change in depositor.^{xx} IDS Life will administer the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract in the same manner as American Enterprise Life and American Partners

Life did immediately prior to the IDS Life Merger.

American Enterprise Life GPA Accounts

Pursuant to the Merger Agreement, American Enterprise Life will transfer assets equal to its reserves and other liabilities under the GPA Accounts to IDS Life, and IDS Life will assume American Enterprise Life's obligations under the GPA Accounts, on the Effective Date. As a result of the IDS Life Merger, including the GPA Transfer, each non-unitized separate account of American Enterprise Life that funds the American Enterprise Life GPA Accounts will become a non-unitized separate account of IDS Life. At the same time, IDS Life will assume legal ownership of the fixed account assets of American Enterprise Life and become responsible for all the liabilities and obligations of American Enterprise Life under the GPA Accounts established prior to the IDS Life Merger.

The GPA Transfer will not change the terms of the GPA Accounts, except for the succession of IDS Life as the insurer under the American Enterprise Life Variable Contracts under which the GPA Accounts are offered, and it will not adversely affect the values determined under, or the economic interests of the owners of the American Enterprise Life Variable Contracts.

After the Effective Date of the IDS Life Merger, owners of American Enterprise Life Variable Contracts which include the GPA Accounts as an investment option may continue to allocate new purchase payments (including any applicable purchase payment credits) to the GPA Accounts and may reallocate existing contract value to the GPA Accounts under the terms of the American Enterprise Life Variable Contracts. IDS Life will administer the American Enterprise Life Variable Contracts which include the GPA Accounts in the same manner as American Enterprise Life did immediately prior to the IDS Life Merger.

D. Transfers in the IDS Life of New York Merger

American Centurion Life Accounts

Pursuant to the New York Merger Agreement, the American Centurion Life Accounts will transfer intact to IDS Life of New York and will become part of IDS Life of New York on the Effective Date. The American Centurion Life Accounts will change their name upon transfer and have IDS Life of New York as their depositor rather than American Centurion Life. No other changes to the American Centurion Life Accounts will result from the IDS Life of New York Merger.

The assets and liabilities that comprise the American Centurion Life Accounts immediately prior to the IDS Life of New York Merger will remain intact and legally separate from any other business of IDS Life of New York, as the surviving company, upon completion of the IDS Life of New York Merger. In

addition, the American Centurion Life Accounts will continue to fund the same American Centurion Life Variable Contracts as they did immediately prior to the IDS Life of New York Merger.

After the IDS Life of New York Merger, IDS Life of New York intends to accept additional payments under the transferred American Centurion Life Variable Contracts outstanding at the time the IDS Life of New York Merger is effected, and to continue offering new contracts that are identical to the Variable Contracts currently being offered, but for the change in depositor.^{xxi} IDS Life of New York will administer the American Centurion Life Variable Contracts in the same manner as American Centurion Life did immediately prior to the IDS Life of New York Merger.

E. Procedural Matters

IDS Life Merger

IDS Life will file new registration statements on Form N-4 or Form N-6, as applicable, under the 1933 Act and an amendment to the existing registration statements for the American Enterprise Life Accounts and the American Partners Life Account under the 1940 Act to reflect: (i) the change in depositor of the American Enterprise Life Accounts and the American Partners Life Account; and, (ii) IDS Life's assumption, pursuant to the terms of the Merger Agreement, of the contractual obligations and liabilities of American Enterprise Life under the American Enterprise Life Variable Contracts, and American Partners Life under the American Partner Variable Contract. The registration statements will include financial statements reflecting consummation of the IDS Life Merger and reflect IDS Life's sponsorship of the American Enterprise Life Accounts and the American Partners Life Account as a result of the IDS Life Merger, but will retain the historical financial information of the American Enterprise Life Accounts and the American Partners Life Account.

The registration statements for the depositor will include the following financial statements required by Forms N-4 and N-6:

- Audited consolidated balance sheets as of December 31, 2005 and 2004;
- Audited consolidated statements of income for the years ended December 31, 2005, 2004 and 2003;
- Audited consolidated statements of cash flows for the years ended December 31, 2005, 2004 and 2003; and
- Audited consolidated statements of stockholder's equity for the years ended December 31, 2005, 2004 and 2003.

And the following financial statements required by Form S-1 / Rule 3-12 of Regulation S-X:

- Audited consolidated balance sheets as of December 31, 2005 and 2004;
- Audited consolidated statements of income for the years ended December 31, 2005, 2004 and 2003;
- Audited consolidated statements of cash flows for the years ended December 31, 2005, 2004 and 2003;
- Audited consolidated statements of stockholder's equity for the years ended December 31, 2005, 2004 and 2003;
- Unaudited consolidated balance sheets as of September 30, 2006;
- Unaudited consolidated statements of income for the 3 months ended September 30, 2006 and 2005;
- Unaudited consolidated statements of income for the 9 months ended September 30, 2006 and 2005;
- Unaudited consolidated statements of cash flows for the 9 months ended September 30, 2006 and 2005; and
- Unaudited consolidated statements of stockholder's equity for the 9 months ended September 30, 2006 and 2005.^{xxii}

The registration statements for each registrant will include the following financial statements required by Forms N-4 and N-6:

- Audited statements of assets and liabilities as of December 31, 2005;
- Audited statements of operations for the year ended December 31, 2005; and
- Audited statements of changes in net assets for the years ended December 31, 2005 and 2004.

IDS Life will seek to have the new registration statements declared effective on or immediately following the Effective Date. The prospectuses included in the new registration statements will be sent to all American Enterprise Life Variable Contract owners and all American Partners Life Variable Contract owners.

IDS Life will file a new registration statement on Form S-1 under the 1933 Act for the GPA Accounts. IDS Life will seek to have the registration statement declared effective on or immediately following the Effective Date. Information regarding these securities will be included in the prospectuses for the American Enterprise Life Variable Contracts under which the GPA Accounts are available as investment options, and such prospectuses will be sent to all owners of the affected American Enterprise Life Variable Contracts.

Following the Effective Date of the IDS Life Merger, IDS Life will not make offers or accept payments under the American Enterprise Life Variable Contracts or the American Partners Life Variable Contract until the new registration statements filed with the Commission are effective.

IDS Life of New York Merger

IDS Life of New York will file new registration statements on Form N-4, under the 1933 Act and an amendment to the existing registration statements for the American Centurion Life Accounts under the 1940 Act to reflect: (i) the change in depositor of the American Centurion Life Accounts; and, (ii) IDS Life of New York's assumption of the contractual obligations and liabilities of American Centurion Life under the American Centurion Life Variable Contracts in accordance with the terms of the New York Merger Agreement. The registration statements will include financial statements reflecting consummation of the IDS Life of New York Merger and reflect IDS Life of New York's sponsorship of the American Centurion Life Accounts as a result of the IDS Life of New York Merger, but will retain the historical financial information of the American Centurion Life Accounts.

The registration statements for the depositor will include the following financial statements required by Forms N-4 and N-6 and SFAS No. 141, App. D11-D18, "Business Combinations":

- Audited pooled balance sheets as of December 31, 2005 and 2004;
- Audited pooled statements of income for the years ended December 31, 2005, 2004 and 2003;
- Audited pooled statements of cash flows for the years ended December 31, 2005, 2004 and 2003;
- Audited pooled statements of stockholder's equity for the years ended December 31, 2005, 2004 and 2003;^{xxiii}

And the following financial statements required by Forms N-4 and N-6:

- Audited balance sheets as of December 31, 2005 and 2004 for IDS Life of New York;
- Audited statements of income for the years ended December 31, 2005, 2004 and 2003 for IDS Life of New York;
- Audited statements of cash flows for the years ended December 31, 2005, 2004 and 2003 for IDS Life of New York;
- Audited statements of stockholder's equity for the years ended December 31, 2005, 2004 and 2003 for IDS Life of New York;
- Audited balance sheets as of December 31, 2005 and 2004 for American Centurion Life;
- Audited statements of income for the years ended December 31, 2005, 2004 and 2003 for American Centurion Life;
- Audited statements of cash flows for the years ended December 31, 2005, 2004 and 2003 for American Centurion Life; and
- Audited statements of stockholder's equity for the years ended December 31, 2005, 2004 and 2003 for American Centurion Life.

The registration statements for each registrant will include the following financial statements required by Forms N-4 and N-6:

- Audited statements of assets and liabilities as of December 31, 2005;
- Audited statements of operations for the year ended December 31, 2005; and
- Audited statements of changes in net assets for the years ended December 31, 2005 and 2004.

IDS Life of New York will seek to have the new registration statements declared effective on or immediately following the Effective Date. The prospectuses included in the new registration statements will be sent to all American Centurion Life Variable Contract owners.

Following the Effective Date of the IDS Life of New York Merger, IDS Life of New York will not make offers or accept payments under the American Centurion Life Variable Contracts until the new registration statements filed with the Commission are effective.

III. ANALYSIS

A. Introduction

As discussed more fully below, it is our view, with regard to the proposed IDS Life Merger (including the Transfers and the GPA Transfer) and the proposed IDS Life of New York Merger (including the Transfers), that: (1) Section 5 of the 1933 Act and Rule 145 thereunder are inapplicable to such Mergers, and no registration statements on Form N-14 are required; (2) Section 8 of the 1940 Act is inapplicable to the Mergers; and (3) Section 11 of the 1940 Act is inapplicable to the Mergers, but if Section 11 is viewed as applicable to the Mergers, the transactions will comply with the conditions of Section 11(a) of the 1940 Act, and Rule 11a-2 thereunder. The Insurance Companies are not requesting no-action relief under Section 17(a) or Section 17(d) of the 1940 Act with respect to the Transfers.^{xxiv}

In support of our views, we note that the proposed Mergers are analytically the same as numerous reorganizations that have been the subject of previous no-action requests, seeking substantially identical relief from the provisions of the 1933 Act and 1940 Act noted above, to which the staff responded favorably and which deal with insurance companies involved in mergers where one or both of such companies issued variable insurance contracts.^{xxv} In connection with the relief sought in this request, the proposed Mergers pose no different issues than those present in these previous transactions.

B. Section 5 of the 1933 Act and Rule 145 Thereunder Are Inapplicable to the Transfers.

1. Transfers in the IDS Life Merger

American Enterprise Life Accounts and the American Partners Life Account

In our view, the succession of IDS Life to the position of depositor for the American Enterprise Life Accounts and the American Partners Life Account, and to the position of co-issuer of the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract, pursuant to the Transfers and any related transactions, will not result in the offer or sale of any new or different security or in the creation of a new or different investment company issuer for purposes of Section 5 of the 1933 Act or Rule 145 thereunder. Rule 145, an interpretive rule adopted by the Commission, provides guidance on when certain corporate reorganizations may entail the offer or sale of a new security in exchange for outstanding securities of a corporation involved in the reorganization.^{xxvi}

Similar to the facts in previously issued no-action letters,^{xxvii} the terms of the Merger Agreement will not result in any material change to the American Enterprise Life Variable Contracts or the American Partners Life Variable Contract, except that, by operation of law, the identity of the sponsor/depositor will be different. These previously issued no-action letters involve circumstances virtually identical to those presented above: two insurance companies merging where one or both of the companies have variable contracts outstanding. Each of the previously issued no-action letters indicates that, just as in this case, the assets and liabilities that comprised the separate account remained intact after the merger and were legally segregated from the other business of the surviving life insurance company.

In this case, the American Enterprise Life Accounts and the American Partners Life Account will remain intact following the IDS Life Merger and the assets of each of the transferred Accounts will be legally segregated from all other assets of the depositor and will not be combined with those of any other separate account or other entity. The transferred American Enterprise Life Variable Contracts and the American Partners Life Variable Contract will continue to provide contract owners with the same rights and benefits after the proposed IDS Life Merger as before, including for example, surrender rights, loan privileges, annuity options and death benefits. In addition, the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract will continue to be funded by the same transferred Account (albeit under a new name)

investing in the same underlying investment options as are currently available under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract. The financial history of the transferred American Enterprise Life Accounts and the American Partners Life Account will be carried forward, and, with the exception of the assumption of liabilities by IDS Life (which will be reflected by filing an amendment to each registration statement of an American Enterprise Life Account and each registration statement of the American Partners Life Account under the 1940 Act), will not change. Furthermore, the assumption of the insurance guarantees under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract by IDS Life by operation of state law will not affect those aspects of such contracts that cause them to be treated as securities (i.e., the variable nature of the benefits under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract, which benefits will continue to be based on the same pool of assets).^{xxviii}

As discussed above, the IDS Life Merger is not subject, by either state law or federal securities law, to the vote or consent of the owners of the IDS Life Contracts, the American Enterprise Life Variable Contracts, or the American Partners Life Variable Contract. There is no material change to the security aspect of the American Enterprise Life Variable Contracts issued by American Enterprise Life, nor the security aspect of the American Partners Life Variable Contract issued by American Partners Life. No new or different investment options will be made available to such contract owners as a result of the IDS Life Merger. The only changes involved are the change in the depositor of the transferred American Enterprise Life Accounts and the American Partners Life Account and the assumption by IDS Life of existing American Enterprise Life Variable Contracts and American Partners Life Variable Contract. Since there will be no vote of the contract owners relating to a new investment decision, or otherwise, Rule 145 does not apply for the same reasons set forth in the earlier no-action letters.^{xxix} Based on the foregoing, we have concluded that neither Section 5 of the 1933 Act nor Rule 145 thereunder is applicable to the proposed Transfers and any related transactions.

Moreover, with respect to registration statements under the 1933 Act, we believe that no registration statement on Form N-14 will be required to be filed in connection with the IDS Life Merger.^{xxx} Nonetheless, we believe that the registration statements for the transferred American Enterprise Life Variable Contracts issued through each American Enterprise Life Account and the American Partners Life Variable Contract issued through the American Partners Life Account, as separate accounts of IDS Life, need to be in effect under the 1933 Act to cover any securities issued after the Merger, which may include any additional payments accepted on the

transferred American Enterprise Life Variable Contracts and American Partners Life Variable Contract outstanding at the time the IDS Life Merger is effected and any new American Enterprise Life Variable Contracts and American Partners Life Variable Contract issued thereafter. As noted above, in connection with effecting the IDS Life Merger, IDS Life and the American Enterprise Life Accounts and the American Partners Life Account will file new registration statements with the Commission under the 1933 Act for the transferred American Enterprise Life Variable Contracts and the American Partners Life Variable Contract. These registration statements will be requested to be declared effective in conjunction with the IDS Life Merger.

The new registration statements, which will be filed on Form N-4 or Form N-6, as applicable, will reflect the change in depositor of the American Enterprise Life Accounts and the American Partners Life Account and IDS Life's assumption, pursuant to the IDS Life Merger, of the contractual obligations and liabilities of American Enterprise Life and American Partners Life under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract. Because the Transfers are to be made in connection with the Merger of American Enterprise Life and American Partners Life into IDS Life, the registration statements also will include appropriate financial information reflecting the Merger. The new prospectuses will be sent to all owners of American Enterprise Life Variable Contracts and American Partners Life Variable Contract outstanding at the time the Transfers are effected, and will retain the historical financial information of the American Enterprise Life Accounts and the American Partners Life Account and will disclose that new premium payments will be accepted under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract after the IDS Life Merger.^{xxxii} Prior to the Effective Date, owners of outstanding American Enterprise Life Variable Contracts and the American Partners Life Variable Contract would have received disclosure from American Enterprise Life or American Partners Life informing the owners of the proposed IDS Life Merger, including the Transfers.

American Enterprise Life GPA Accounts

In our view, the GPA Transfer will not result in the offer or sale of any new or different security for purposes of Section 5 of the 1933 Act.

No change will be made to the GPA Accounts by virtue of the GPA Transfer, except that IDS Life will succeed American Enterprise Life as the insurance company responsible for the GPA Accounts under the American Enterprise Life Variable Contracts offering such GPA Accounts as investment options. As discussed immediately above, the IDS Life Merger and the related Transfers will not affect the contractual rights of

the owners of any American Enterprise Life Variable Contract. American Enterprise Life will transfer its non-unitized separate account that holds assets supporting the reserves and other liabilities under the GPA Accounts intact to IDS Life. Consequently, when the GPA Transfer occurs, IDS Life will hold these assets in the same non-unitized separate account in which they were held prior to the transfer.

As discussed above, owners of American Enterprise Life Variable Contracts which include the GPA Accounts as investment options will not have the opportunity to opt-out of, vote on, or consent to the IDS Life Merger (including the GPA Transfer) and will not, by virtue of the IDS Life Merger, have available any new or different investment options. Consequently, owners of American Enterprise Life Variable Contracts with GPA Accounts as investment options will have no new investment decision to make in connection with the GPA Transfer.

As noted above, in connection with effecting the IDS Life Merger, IDS Life will file a new registration statement on Form S-1 with the Commission under the 1933 Act for the interests in the GPA Accounts. IDS Life will request that this registration statement be declared effective in conjunction with the IDS Life Merger. Information regarding the GPA Accounts will be included in the post-IDS Life Merger prospectuses for the American Enterprise Life Variable Contracts which include the GPA Accounts as an investment option.

2. Transfers in the IDS Life of New York Merger

American Centurion Life Accounts

In our view, the succession of IDS Life of New York to the position of depositor for the American Centurion Life Accounts and to the position of co-issuer of the American Centurion Life Variable Contracts, pursuant to the Transfers and any related transactions, will not result in the offer or sale of any new or different security or in the creation of a new or different investment company issuer for purposes of Section 5 of the 1933 Act or Rule 145 thereunder. Rule 145, an interpretive rule adopted by the Commission, provides guidance on when certain corporate reorganizations may entail the offer or sale of a new security in exchange for outstanding securities of a corporation involved in the reorganization.^{xxxii}

Similar to the facts in previously issued no-action letters,^{xxxiii} the terms of the New York Merger Agreement will not result in any material change to the American Centurion Life Variable Contracts, except that, by operation of law, the identity of the sponsor/depositor will be different. These previously issued no-action letters involve circumstances virtually identical to those presented above: two insurance companies merging

where one or both of the companies have variable contracts outstanding. Each of the previously issued no-action letters indicates that, just as in this case, the assets and liabilities that comprised the separate account remained intact after the merger and were legally segregated from the other business of the surviving life insurance company.

In this case, the American Centurion Life Accounts will remain intact after the IDS Life of New York Merger and the assets of each of the transferred Accounts will be legally segregated from all other assets of the depositor and will not be combined with those of any other separate account or other entity. The transferred American Centurion Life Variable Contracts will continue to provide contract owners with the same rights and benefits after the proposed IDS Life of New York Merger as before, including for example, surrender rights, annuity options, and death benefits. In addition, the American Centurion Life Variable Contracts will continue to be funded by the same transferred Account (albeit under a new name) investing in the same underlying investment vehicles as are currently available under the American Centurion Life Variable Contracts. The financial history of the transferred American Centurion Life Accounts will be carried forward, and, with the exception of the assumption of liabilities by IDS Life of New York (which will be reflected by filing an amendment to each registration statement of an American Centurion Life Account under the 1940 Act), will not change. Furthermore, the assumption of the insurance guarantees under the American Centurion Life Variable Contracts by IDS Life of New York by operation of state law will not affect those aspects of the American Centurion Life Variable Contracts that cause them to be treated as securities (i.e., the variable nature of the benefits under the American Centurion Life Variable Contracts, which benefits will continue to be based on the same pool of assets).^{xxxiv}

As discussed above, the IDS Life of New York Merger is not subject, by either state law or federal securities law, to the vote or consent of the owners of American Centurion Life Variable Contracts. There is no material change to the security aspect of the American Centurion Life Variable Contracts issued by American Centurion Life and no new or different investment options will be made available to owners of American Centurion Life Variable Contracts as a result of the IDS Life of New York Merger. The only changes involved are the change in the depositor of the transferred American Centurion Life Accounts and the assumption of existing American Centurion Life Variable Contracts by IDS Life of New York. Since there will be no vote of the owners of the American Centurion Life Variable Contracts relating to a new investment decision, or otherwise, Rule 145 does not apply for the same reasons set forth in the earlier no-action letters.^{xxxv} Based on the foregoing, we have concluded that neither Section 5 of the 1933 Act nor Rule 145 thereunder is applicable to the proposed Transfers and any related transactions.

Moreover, with respect to registration statements under the 1933 Act, we believe that no registration statement on Form N-14 will be required to be filed in connection with the IDS Life of New York Merger.^{xxxvi}

Nonetheless, we believe that the registration statements for the transferred American Centurion Life Variable Contracts issued through each American Centurion Life Account, as separate accounts of IDS Life of New York, need to be in effect under the 1933 Act to cover any securities issued after the IDS Life of New York Merger, which may include any additional payments accepted under the transferred American Centurion Life Variable Contracts outstanding when the IDS Life of New York Merger is effected and any new American Centurion Life Variable Contracts issued thereafter. As noted above, IDS Life of New York and the American Centurion Life Accounts will file new registration statements with the Commission under the 1933 Act for the transferred American Centurion Life Variable Contracts, which registration statements will be requested to be declared effective in conjunction with the IDS Life of New York Merger.

These new registration statements, which will be filed on Form N-4, will reflect the change in depositor of the American Centurion Life Accounts and IDS Life of New York's assumption, pursuant to the IDS Life of New York Merger, of the contractual obligations and liabilities of American Centurion Life under the American Centurion Life Variable Contracts. Because the Transfers are to be made in connection with the Merger of American Centurion Life into IDS Life of New York, the registration statements also will include appropriate financial information reflecting the IDS Life of New York Merger. The new prospectuses will be sent to all owners of American Centurion Life Variable Contracts outstanding at the time the Transfers are effected, and will retain the historical financial information of the American Centurion Life Accounts and will disclose that new premium payments will be accepted under the American Centurion Life Variable Contracts after the IDS Life of New York Merger.^{xxxvii} Prior to the Effective Date, owners of outstanding American Centurion Life Variable Contracts would have received disclosure from American Centurion Life informing them of the proposed IDS Life Merger, including the Transfers.

C. Section 8 of the 1940 Act is Inapplicable to the Transfers

IDS Life Merger

It is our view that the succession of IDS Life to the position of depositor for the transferred American Enterprise Life and American Partners Life Accounts as a result of the Merger will not result in the organization or creation of any new investment company pursuant to Section 8 of the 1940 Act, and, therefore, can,

and should, be effected through the amendment of existing registration statements of the American Enterprise Life Accounts and the American Partners Life Account under the 1940 Act. The filing of these amendments with the Commission will be made as part of the process of filing new 1933 Act registration statements discussed above for the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract. These amendments will reflect IDS Life as the depositor of the American Enterprise Life Accounts and the American Partners Life Account and the transfer of contractual obligations and liabilities from American Enterprise Life and American Partners Life respectively, to IDS Life as of the Effective Date. This procedure will not necessitate the filing of new notifications of registration or registration statements for the transferred American Enterprise Life Accounts and the transferred American Partners Life Account pursuant to Section 8 of the 1940 Act.

The proposed Merger will cause a change in the depositor for the American Enterprise Life Accounts and American Partners Life Account, which will involve a change in the co-issuer of the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract. The resulting change in the depositor due to the Transfers of the American Enterprise Life Accounts and the American Partners Life Account, however, will not change the structure or operations of the American Enterprise Life Accounts or the American Partners Life Account. Nor will the change in depositor affect the relationship of the American Enterprise Life Accounts or the American Partners Life Account to their depositor or to the owners of American Enterprise Life Variable Contracts or the American Partners Life Variable Contract. The American Enterprise Life Accounts and the American Partners Life Account will continue to be treated as separate entities for all relevant purposes, including financial reporting. IDS Life, the American Enterprise Life Accounts, and the American Partners Life Account, accordingly, will amend the existing registration statements for the transferred American Enterprise Life Accounts and the American Partners Life Account under the 1940 Act on the Effective Date, as discussed above.

IDS Life of New York Merger

It is our view that the succession of IDS Life of New York to the position of depositor for the transferred American Centurion Life Accounts as a result of the IDS Life of New York Merger will not result in the organization or creation of any new investment company pursuant to Section 8 of the 1940 Act, and therefore, can, and should, be effected through the amendment of existing registration statements of the American Centurion Life Accounts under the 1940 Act. The filing of these amendments with the Commission will be made as part of the process of filing new 1933 Act registration statements discussed above for the American Centurion Life Variable Contracts. These amendments will reflect IDS Life of New York as the depositor of the American Centurion Life Accounts and the transfer of contractual obligations and liabilities from American Centurion Life to IDS Life of New York as of the Effective Date. This procedure will not

necessitate the filing of new notifications of registration or registration statements for the transferred American Centurion Life Accounts pursuant to Section 8 of the 1940 Act.

The proposed IDS Life of New York Merger will cause a change in the depositor for the American Centurion Life Accounts, which will involve a change in the co-issuer of the American Centurion Life Variable Contracts. The resulting change in the depositor due to the Transfer of the American Centurion Life Accounts, however, will not change the structure or operations of the American Centurion Life Accounts or the relationship of the American Centurion Life Accounts to its depositor or to the American Centurion Life Variable Contract owners. The American Centurion Life Accounts will continue to be treated as separate entities for all relevant purposes, including financial reporting. IDS Life of New York and the American Centurion Life Accounts, accordingly, will amend the existing registration statements for the transferred American Centurion Life Accounts under the 1940 Act on the Effective Date, as discussed above.

D. Section 11 of the 1940 Act is Inapplicable to the Mergers

IDS Life Merger

Based on the analysis set forth above relating to Section 5 of the 1933 Act, it is also our view that the Transfers in the IDS Life Merger, and any related transactions, will not involve an exchange of securities issued by an investment company for any other security of an investment company for purposes of Section 11 of the 1940 Act. Nonetheless, should these transactions be viewed as an offer of an exchange of investment company securities within the meaning of Section 11 of the 1940 Act, we believe that the transactions will comply with the conditions of Section 11(a) of the 1940 Act, and Rule 11a-2 thereunder. Accordingly, Commission approval should not be required under Section 11 of the 1940 Act in connection with effecting the IDS Life Merger, including the Transfers and any related transactions.

Similar to the facts in previously issued no-action letters,^{xxxviii} the terms of the Merger Agreement will not result in any change to the American Enterprise Life Variable Contracts or the American Partners Life Variable Contract, except that, by operation of law, the identity of the depositor will change. These previously issued no-action letters involved circumstances substantially similar to those presented above: two insurance companies merging with one or both of the companies having variable contracts outstanding. Each of the previously issued no-action letters indicates that, just as in this case, the assets and liabilities which comprised the funding separate account after the merger remained intact, and were legally segregated from the other business of the surviving life insurance company.

In this case, the assets in each of the transferred American Enterprise Life

Accounts and the American Partners Life Account will not be combined with those of any other separate account or other entity. The transferred American Enterprise Life Variable Contracts and American Partners Life Variable Contract will continue to provide owners of the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract with the same rights and benefits after the proposed Merger as before, including for example, surrender rights, loan privileges, annuity options, and death benefits. In addition, the American Enterprise Life Variable Contracts will continue to be funded by the transferred American Enterprise Life Accounts (albeit under a new name) and the American Partners Life Variable Contract will continue to be funded by the transferred American Partners Life Account (albeit under a new name). The financial history of the transferred American Enterprise Life Accounts and the American Partners Life Account will be carried forward, and, with the exception of the assumption of liabilities by IDS Life, the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract will not change. Furthermore, the assumption of the insurance guarantees under the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract by IDS Life by operation of state law will not affect those aspects of the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract that caused them to be treated as securities (i.e., the variable nature of the benefits under the contracts).^{xxxix}

IDS Life of New York Merger

Based on the analysis set forth above relating to Section 5 of the 1933 Act, it is also our view that the IDS Life of New York Merger, including the Transfers and any related transactions, will not involve an exchange of securities issued by an investment company for any other security of an investment company for purposes of Section 11 of the 1940 Act. Nonetheless, should these transactions be viewed as an offer of an exchange of investment company securities within the meaning of Section 11 of the 1940 Act, we believe that the transactions will comply with the conditions of Section 11(a) of the 1940 Act, and Rule 11a-2 thereunder. Accordingly, Commission approval should not be required under Section 11 of the 1940 Act in connection with effecting the Merger, including the Transfers and any related transactions.

Similar to the facts in previously issued no-action letters,^{xl} the terms of the New York Merger Agreement will not result in any change to the American Centurion Life Variable Contracts, except that, by operation of law, the identity of the depositor will change. These previously issued no-action letters involved circumstances substantially similar to those presented above: two insurance companies merging with one or both of the companies having variable contracts outstanding. Each of the previously issued no-action letters indicates that, just as in this case, the assets and liabilities which comprised the funding separate account after the merger remained intact, and were legally segregated from the other business of the surviving life insurance company.

In this case, the assets in each of the transferred American Centurion Life Accounts will not be combined with those of any other separate account or other entity. The transferred American Centurion Life Variable Contracts will continue to provide Contract owners with the same rights and benefits after the proposed IDS Life of New York Merger as before, including for example, surrender rights, annuity options and death benefits. In addition, the American Centurion Life Variable Contracts will continue to be funded by the transferred American Centurion Life Accounts (albeit under a new name). The financial history of the transferred American Centurion Life Accounts will be carried forward, and, with the exception of the assumption of liabilities by IDS Life of New York, the American Centurion Life Variable Contracts will not change. Furthermore, the assumption of the insurance guarantees under the American Centurion Life Variable Contracts by IDS Life of New York by operation of state law will not affect those aspects of the American Centurion Life Variable Contracts that caused them to be treated as securities (i.e., the variable nature of the benefits under the contracts).^{xli}

E. Continued Reliance on Prior Exemptive Relief is Appropriate

We believe that the Commission's orders granting exemptions under the 1940 Act^{xliii} to American Enterprise Life, American Centurion Life and the other parties named therein should continue to apply after the IDS Life Merger and the IDS Life of New York Merger without the filing with the Commission of amended or duplicative applications for the same relief. The continued applicability of these orders is appropriate because the Mergers will not change the operation of the American Enterprise Life Accounts or the American Centurion Life Accounts, or the relationship of these Accounts to their depositor, to any other separate account, or to owners of the American Enterprise Life Variable Contracts and the American Centurion Life Variable Contracts. In support of our request, we note that the staff of the Commission has granted requests for similar relief on a number of prior occasions.^{xliii}

IV. NO-ACTION REQUEST

In view of these circumstances, we respectfully request that the staff issue a letter stating that the staff will not recommend that the Commission take any enforcement action against the Insurance Companies under Section 5 of the 1933 Act and Rule 145 thereunder in connection with the Transfers, including the GPA Transfer, or under Sections 8 and 11 of the 1940 Act in connection with the Transfers, if the Mergers are effected as described herein. In addition, we request that the staff further indicate in this letter that the staff will not recommend that the Commission take any action if: (1) the change in the depositor for the transferred Accounts as a result of the Mergers is effected through the filing of amendments to the registration statements for the Accounts under the 1940 Act; and (2) new registration statements for the transferred Variable Contracts under the 1933 Act are filed by IDS Life and IDS Life of New York, respectively, and

the American Enterprise Life Accounts, the American Partners Life Account, and the American Centurion Life Accounts to cover any securities issued in connection with the American Enterprise Life Variable Contracts, the American Partners Life Variable Contract, and the American Centurion Life Variable Contracts after the Mergers are completed. Further, we request that the staff of the Commission advise us that it would not recommend that the Commission take any enforcement action if after the Effective Date of the Mergers, IDS Life, IDS Life of New York, the American Enterprise Life Accounts, the American Centurion Life Accounts and others named in the orders cited herein continue to rely on the orders without the filing of amended or duplicative applications with the Commission for the same exemptions.

If you have any question or require further information with respect to this request, please call me at (612) 573-2934 or Mary Ellyn Minenko at (612) 671-3678. Thank you for your attention to this matter. In accordance with Release No. 33-6269, we are enclosing seven additional copies of this letter. Please acknowledge receipt of this letter and its enclosures by date-stamping the enclosed receipt copy and returning it in the postage pre-paid, self-addressed envelope included herewith.

Very truly yours,

Michael S. Fischer

MSF/jbv/jmc

Attachment: Exhibit A

Endnotes

ⁱ IDS Life will be renamed “RiverSource Life Insurance Company” in connection with the Merger; for purposes of this letter the surviving entity will be referred to as IDS Life.

ⁱⁱ IDS Life of New York will be renamed “RiverSource Life Insurance Co. of New York” in connection with the Merger; for purposes of this letter, the surviving entity will be referred to as IDS Life of New York.

ⁱⁱⁱ Attached as Exhibit A is an organizational chart showing the relationship between the Insurance Companies and other affiliates relevant to the planned Mergers.

^{iv} Ameriprise currently has five wholly-owned subsidiaries that are registered with the Commission as broker-dealers: IDS Life, Ameriprise Financial Services, American Enterprise Investment Services, Securities America, Inc., and RiverSource Distributors, Inc. Independently of the planned Mergers, Ameriprise has evaluated the structure and functions of its broker-dealers vis-à-vis the distribution of variable contracts issued by the Insurance Companies. As a

result of this evaluation RiverSource Distributors, Inc. will become the principal underwriter for the IDS Life Contracts on January 1, 2007. In the context of certain relief requested in this letter, IDS Life has previously obtained orders from the Commission to permit the recapture of certain credits, see note 42 infra. These orders expressly extend to any other NASD member broker-dealer controlling, controlled by, or under common control with, IDS Life and its affiliated insurers.

^v American Enterprise Variable Annuity Account (File No 811-7195); American Enterprise Variable Life Account (File No. 811-09515).

^{vi} American Enterprise Variable Annuity Account:

AEL Personal Portfolio Plus² (File No. 33-54471)(no longer offered);
AEL Personal Portfolio Plus (File No. 33-54471)(no longer offered);
AEL Personal Portfolio (File No. 33-54471)(no longer offered);
AEL Preferred Variable Annuity (File No. 333-20217) (no longer offered);
Evergreen EssentialSM Variable Annuity (File No. 333-92297);
Evergreen New Solutions Variable Annuity (File No. 333-92297);
Evergreen New Solutions Select Variable Annuity (File No. 333-92297);
Evergreen PrivilegeSM Variable Annuity (File No. 333-73958);
Evergreen PathwaysSM Variable Annuity (File No. 333-73958);
Evergreen PathwaysSM Select Variable Annuity (File No. 333-73958);
RiverSource AccessChoice SelectSM Variable Annuity (File No. 333-92297);
RiverSource FlexChoiceSM Variable Annuity (File No. 333-73958);
RiverSource FlexChoiceSM Select Variable Annuity (File No. 333-73958);
RiverSource Endeavor SelectSM Variable Annuity (File No. 333-92297);
RiverSource Galaxy Premier Variable Annuity (File No. 333-82149);
RiverSource Innovations Variable Annuity (File No. 333-92297);
RiverSource Innovations[®] Select Variable Annuity (File No. 333-92297);
RiverSource Innovations Classic Variable Annuity (File No. 333-92297);
RiverSource Innovations[®] Classic Select Variable Annuity (File No. 333-92297);
RiverSource New Solutions Variable AnnuitySM (File No. 333-92297);
RiverSource Pinnacle Variable AnnuitySM (File No. 333-82149);
RiverSource Platinum Variable Annuity (File No. 333-72777)(no longer offered);
RiverSource Signature Variable AnnuitySM (File No. 333-74865);
RiverSource Signature Variable Select Annuity[®] (File 333-74865);
RiverSource Signature One Variable AnnuitySM (File No. 333-85567);
RiverSource Signature One Select Variable Annuity (File No. 333-85567);
Wells Fargo Advantage[®] Variable Annuity (File No. 333-85567);
Wells Fargo Advantage[®] Builder Variable Annuity (File No. 333-85567);
Wells Fargo Advantage ChoiceSM Variable Annuity (File No. 333-73958);
Wells Fargo Advantage[®] Select Variable Annuity (File No. 333-92297);
Wells Fargo Advantage[®] Builder Select Variable Annuity (File No. 333-85567);
Wells Fargo Advantage ChoiceSM Select Variable Annuity (File No. 333-73958);

American Enterprise Variable Life Account:

RiverSourceSM Signature Variable Life Universal Life (File No. 333-84121)(no longer offered).

vii American Enterprise Life no longer offers certain American Enterprise Life Variable Contracts, although such contracts continue to provide for additional payments and transfers among sub-accounts, subject to certain conditions. See note 6, supra. American Enterprise Life does not file annual post-effective amendments or distribute updated prospectuses to existing contract owners with respect to these contracts in reliance on prior Commission staff no-action positions. See Great-West Life and Annuity Insurance Company (pub. avail. Oct. 23, 1990).

viii American Enterprise MVA Account (File No. 333-86297). See generally Definition of Annuity Contract or Optional Annuity Contract, Section 4.B., Release No. 33-6645 (May 29, 1986).

ix See note 4 supra.

x APL Variable Annuity Account 1 (File No. 811-07247).

xi Privileged Assets[®] Select Annuity (File No. 33-57731).

xii See note 4 supra.

xiii ACL Variable Annuity Account 1 (File No. 811-07475); ACL Variable Annuity Account 2 (File No. 811-07511).

xiv ACL Variable Annuity Account 1:
Privileged Assets[®] Select Annuity (File No. 333-00041).

ACL Variable Annuity Account 2:
ACL Personal Portfolio Plus² (File No. 333-00519)(no longer offered);
ACL Personal Portfolio (File No. 333-00519)(no longer offered);
RiverSource AccessChoice SelectSM Variable Annuity (File No. 333-134154);
RiverSource Endeavor SelectSM Variable Annuity (File No. 333-101051);
RiverSource FlexChoice SelectSM Variable Annuity (File No. 333-134154);
RiverSource InnovationsSM Select Variable Annuity (File No. 333-101051);
River Source InnovationSM Variable Annuity (File No. 333-101051).

xv See note 4 supra.

xvi State insurance regulatory reviews of the IDS Life Merger have been completed in Minnesota, Indiana, and Arizona, the domiciliary states of IDS Life, American Enterprise Life, and American Partners Life respectively.

xvii See notes 9 and 12 supra.

xviii In addition to seeking approval of the proposed New York Merger from the State of New York Insurance Department, IDS Life of New York applied for and expects to obtain certificates

of authority in Alabama and Delaware so that it may continue to offer the ACL Variable Contracts in those jurisdictions after the Effective Date of the IDS Life of New York Merger.

^{xix} See note 4 *supra*.

^{xx} See notes 6 and 11 *supra*. IDS Life may file registration statements for additional variable contracts under the American Enterprise Life Accounts and the American Partners Life Account after the Effective Date of the IDS Life Merger.

^{xxi} See note 14 *supra*. IDS Life of New York may file registration statements for additional variable contracts under the American Centurion Life Accounts after the Effective Date of the IDS Life of New York Merger.

^{xxii} There is no need to include “pro forma” financial information. Rule 11-01(e) of Regulation S-X states that pro forma information is not necessary in connection with mergers between a parent and its totally held subsidiaries.

It is not necessary to include financial statements for American Enterprise Life and American Partners Life. Rule 3-05(a)(4) of Regulation S-X states that the Rule does not apply to a business which is totally held by the registrant prior to consummation of the merger.

^{xxiii} The merger of American Centurion Life into IDS Life of New York is the merger of entities under common control. Therefore, all required prior financial statements must be restated on a “pooled” basis. It is not necessary to include interim financial information in connection with this merger since these companies do not file under the 1934 Act. See: SFAS No. 141, App. D11-D18, “Business Combinations”; Rule 3 of Regulation S-X; SEC Division of Corporation Finance and Office of Chief Accountant: “Frequently Requested Interpretations of Rules for Business Combinations Accounted For as Pooling-of-Interests” dated November 8, 2000 for further information.

^{xxiv} On a number of previous occasions, the Commission staff has been asked to provide no-action assurances (which the staff has granted) under Sections 17(a) and 17(d) of the 1940 Act in situations when insurance companies merged and transferred separate accounts in connection with the merger. See, e.g., Metropolitan Life Ins. Co. (pub. avail. May 17, 1996); Intramerica Life Ins. Co. (pub. avail. Oct. 29, 1992); California-Western States Life Ins. Co. (pub. avail. Dec. 9, 1991); UNUM Life Ins. Co. (pub. avail. Oct. 24, 1991); Lincoln National Pension Ins. Co. (pub. avail. Dec. 29, 1988); and American General Life Ins. Co. of Delaware (pub. avail. Mar. 13, 1986). The staff has stated in these no-action letters that neither Section 17(a) nor Section 17(d) of the 1940 Act is applicable in the case of a transaction like the present one. The staff further stated in Metropolitan Life that it does not intend to issue additional no-action letters in this area absent novel facts and circumstances. We do not believe that novel facts or circumstances are present with respect to the Transfers and the factors discussed in the forgoing letters.

^{xxv} See, e.g., First Great-West Life & Annuity Ins. Co. and Canada Life Ins. Co. of New York (pub. avail. Dec. 22, 2005); Sun Life Assurance of Canada (U.S.) (pub. avail. Dec. 23, 2003);

Acacia National Life Ins. Co. (pub. avail. Dec. 19, 2003); Allstate Life Ins. Co. (pub. avail. Dec. 23, 2002); Sun Life Insurance and Annuity Co. of New York (pub. avail. Dec. 20, 2002); The Manufacturers Life Ins. Co. (pub. avail. Dec. 27, 2001); Aid Association for Lutherans and Lutheran Brotherhood (pub. avail. Dec. 21, 2001); Jefferson Pilot Financial Ins. Co. and Alexander Hamilton Life Ins. Co. of America (pub. avail. Aug. 1, 2000); AUSA Life Ins. Co. (pub. avail. Sept. 18, 1998); Metropolitan Life Ins. Co. (pub. avail. May 17, 1996); Massachusetts Mutual Life Ins. Co. (pub. avail. Feb. 15, 1996); and Aetna Life Insurance and Annuity Co. (pub. avail. Sept. 15, 1995).

^{xxvi} Rule 145 under the 1933 Act may apply when there is submitted to security holders for a vote or consent a plan or agreement for, among other things, “a statutory merger or consolidation or similar plan or acquisition in which securities of such corporation or other person held by such security holders will become or be exchanged for securities of any person.” According to the Preliminary Note to Rule 145, “the thrust of the Rule is that an ‘offer,’ ‘offer to sell,’ ‘offer for sale,’ or ‘sale’ occurs when there is submitted to security holders a plan or agreement pursuant to which such holders are required to elect, on the basis of what is in substance a new investment decision, whether to accept a new or different security in exchange for their existing security.”

^{xxvii} See the no-action letters cited in note 25, *supra*.

^{xxviii} The Merger will affect only the insurance aspects of the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract (i.e., the insurance company guaranteeing the death benefit and certain other contractual rights) and will not affect those aspects that cause such contracts to be treated as securities (e.g., the cash surrender value and investment options available through the American Enterprise Life Accounts and the American Partners Life Account).

^{xxix} See the no-action letters cited in note 25 *supra*.

^{xxx} We note that the Form N-14 registration statement, by its terms, does not apply to separate accounts registered as unit investment trusts.

^{xxxi} While new registration statements will be filed for certain American Enterprise Life Variable Contracts that American Enterprise Life has ceased offering, IDS Life will rely on prior Commission no-action positions in discontinuing filing post-effective amendments and delivering updated prospectuses to existing owners of these Contracts. See Great-West, *supra* note 7. We are not requesting any no-action assurances from the staff with respect to the reliance by IDS Life or American Enterprise Life on these prior staff positions.

^{xxxii} See note 26 *supra*.

^{xxxiii} See the no-action letters cited in note 25 *supra*.

^{xxxiv} The Merger will affect only the insurance aspects of the American Centurion Life Variable Contracts (i.e., the insurance company guaranteeing the death benefit and certain other contractual rights) and will not affect those aspects that cause such contracts to be treated as

securities (e.g., the cash surrender value and investment options available through the American Centurion Life Accounts).

^{xxxv} See the no-action letters cited in note 25 *supra*.

^{xxxvi} See note 30 *supra*.

^{xxxvii} While new registration statements will be filed for certain American Centurion Life Variable Contracts that American Centurion Life has ceased offering, IDS Life of New York will rely on prior Commission no-action positions in discontinuing filing post-effective amendments and delivering updated prospectuses to existing owners of these Contracts. See Great-West, *supra* note 7. We are not requesting any no-action assurances from the staff with respect to the reliance by IDS Life of New York or American Centurion Life on these prior staff positions.

^{xxxviii} See the no-action letters cited in note 25 *supra*.

^{xxxix} The Merger will affect only the insurance aspects of the American Enterprise Life Variable Contracts and the American Partners Life Variable Contract (i.e., the insurance company guaranteeing the death benefit and certain other contractual rights) and will not affect those aspects that cause such Contracts to be treated as securities (e.g., the cash surrender value and investment options available through the American Enterprise Life Accounts and the American Partners Life Account).

^{xl} See the no-action letters cited in note 25 *supra*.

^{xli} The Merger will affect only the insurance aspects of the American Centurion Life Variable Contracts (i.e., the insurance company guaranteeing the death benefit and certain other contractual rights) and will not affect those aspects that cause the American Centurion Life Variable Contracts to be treated as securities (e.g., the cash surrender value and investment options available through the American Centurion Life Accounts).

^{xlii} See IDS Life Insurance Company, et al., Investment Company Act Release No. 27510, Oct. 4, 2006 (order) (granting exemptions from the provisions of Sections 2(a)(32), 22(c) and 27(i)(2)(A) of the 1940 Act and Rule 22c-1 thereunder to permit the recapture of certain credits applied to contributions under certain contracts; IDS Life Insurance Company, et al., Investment Company Act Release No. 26354, Feb. 20, 2004 (order) (granting exemptions from the provisions of Sections 2(a)(32), 22(c) and 27(i)(2)(A) of the 1940 Act and Rule 22c-1 thereunder to permit the recapture of certain credits applied to contributions under certain contracts); American Enterprise Life Insurance Company, et al., Investment Company Act Release No. 25565, May 1, 2002 (order) (approving certain substitutions of securities); and IDS Life Insurance Company, et al., Investment Company Act Release No. 24257, Jan. 19, 2000 (order) (granting exemptions from the provisions of Sections 2(a)(32), 22(c) and 27(i)(2)(A) of the 1940 Act and Rule 22c-1 thereunder to permit the recapture of certain credits applied to contributions under certain contracts).

^{xliii} See, e.g., First Great-West Life & Annuity Ins. Co. and Canada Life Ins. Co. of New York (pub. avail. Dec. 22, 2005); Acacia National Life Ins. Co. (pub. avail. Dec. 19, 2003); Allstate Life Ins. Co. (pub. avail. Dec. 23, 2002); Aetna Life Insurance and Annuity Co. (pub. avail. Sept. 15, 1995).