

**MEMORANDUM**

October 17, 2006

**TO:** File No. S7-10-05

**FROM:** William J. Kotapish  
Office of Insurance Products  
Division of Investment Management

**RE:** Internet Availability of Proxy Materials – Release No. IC-27182

On October 5, 2006, I called W. Thomas Conner of Sutherland Asbill & Brennan LLP (“Sutherland”) as a follow-up to the conference call that Susan Nash, Brent J. Fields, Sanjay Lamba and I had with Mr. Conner and Stephen E. Roth of Sutherland on September 20, 2006, as discussed in the file memorandum by Sanjay Lamba dated September 21, 2006. Further to that conversation, I discussed with Mr. Conner the applicability of Rule 14b-2 under the Securities Exchange Act of 1934 to insurance company depositors of variable products and possible amendments to the rule.