

and 15(b) of the Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder.

APPLICANTS: The Timothy Plan ("Trust") and Timothy Partners, Ltd. ("TPL").

SUMMARY OF APPLICATION: Applicants seek an order pursuant to section 6(c) of the Act granting exemptions from the provisions of sections 9(a), 13(a), 15(a) and 15(b) of the Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder, to the extent necessary to permit shares of the Trust's series that are designed to fund insurance products ("Variable Series") and the series of any other investment company that is designed to fund insurance products and for which TPL or its affiliates may serve as investment adviser, investment sub-adviser, administrator, principal underwriter or sponsor ("Future Variable Series") to be sold to and held by variable annuity and variable life insurance separate accounts when the following other types of investors also hold shares of the Variable Series or a Future Variable Series: (1) A variable life insurance account ("VLI Account") of a life insurance company that is not an affiliated person of the insurance company depositor of any VLI Account, (2) TPL (representing seed money investments in the Variable Series or Future Variable Series), (3) a life insurance company separate account ("VA Account") supporting variable annuity contracts ("VA Contracts"), whether or not the insurance company depositor of any such VA Account is an affiliated person of the insurance company depositor of any VLI Account, and/or (4) a qualified pension or retirement plan.

FILING DATE: The application was filed on January 11, 1999, and amended and restated on December 18, 2001, November 14, 2002 and March 7, 2003.

HEARING OR NOTIFICATION OF HEARING: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Secretary of the Commission and serving Applicants with a copy of the request, personally or by mail. Hearing requests must be received by the Commission by 5:30 p.m. on April 8, 2003, and should be accompanied by proof of service on the Applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Secretary of the Commission.

ADDRESSES: Secretary, Securities and Commission, 450 Fifth Street, NW.,

Washington, DC 20549-0609. Applicants, c/o Arthur D. Ally, Timothy Partners, Ltd., 1304 West Fairbanks Avenue, Winter Park, FL 32789.

FOR FURTHER INFORMATION CONTACT: Joyce M. Pickholz, Senior Counsel, or Zandra Y. Bailes, Branch Chief, Office of Insurance Products, Division of Investment Management, at (202) 942-0670.

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained for a fee from the Public Reference Branch of the Commission, 450 Fifth Street, NW., Washington, DC (tel. (202) 942-8090).

Applicants' Representations

1. The Trust, a Delaware business trust, is registered under the Act as an open-end, management investment company (File Nos. 811-08228 and 33-73248). The Trust currently consists of eleven investment portfolios, which include six traditional funds ("Traditional Funds"), two asset allocation funds ("Asset Allocation Funds") and three Timothy Plan Variable Series that are designed to fund insurance products.

2. TPL serves as the investment manager to the Trust. TPL is registered with the Commission as an investment adviser pursuant to the Investment Advisers Act of 1940.

3. According to the application, the Variable Series will invest their assets in the Traditional Funds, which sell shares to the general public. A fund that so invests is called a "fund of funds." Applicants state that this fund of funds arrangement involving the Variable Series is consistent with the diversification requirements of section 817(h) of the Code and Regulation 1.817-5 thereunder based on recent decisions by the IRS that have ruled favorably on fund of funds situations involving first-tier series that sell exclusively to separate accounts. In addition, each Variable Series discloses in its prospectus that no more than 55% of its assets will be invested in one of the Traditional Funds, no more than 70% will be invested in two of the Traditional Funds, no more than 80% will be invested in three of the Traditional Funds and no more than 90% will be invested in four of the Traditional Funds.

4. The Trust proposes to offer and sell shares of the Variable Series to insurance companies ("Participating Insurance Companies") as an investment vehicle for their VLI Accounts and VA Accounts (collectively, "Variable Accounts").

Each Variable Account will be established as a segregated asset account by a Participating Insurance Company pursuant to the insurance laws of such insurance company's state of domicile. As such, the assets of each will be the property of the Participating Insurance Company, and that portion of the assets of such an account equal to the reserves and other contract liabilities with respect to the account will not be chargeable with liabilities arising out of any other business that the insurance company may conduct. The income, gains and losses, realized and unrealized, from such an account's assets will be credited to or charged against the account without regard to other income, gains or losses of the insurance company. If a VA Account is registered as an investment company, it will be a "separate account" as defined by Rule 0-1(e) (or any successor rule) under the Act and will be registered as a unit investment trust ("UIT"). If a VLI Account is registered as an investment company, it will be a separate account as described in Rule 6e-2(a) or Rule 6e-3(T)(a) and will be registered as a UIT. For purposes of the Act, the life insurance company that establishes such a registered Variable Account is the depositor and sponsor of the account as those terms have been interpreted by the Commission with respect to variable life insurance and variable annuity separate accounts.

5. Each Participating Insurance Company will have the legal obligation of satisfying all applicable requirements under both state and federal law. Each Participating Insurance Company will enter into a participation agreement with the Trust on behalf of its Participating Separate Account. The role of the Trust under this agreement, insofar as the federal securities laws are applicable, will consist of offering shares of the Variable Series to the Participating Separate Accounts and complying with any conditions that the Commission may impose upon granting the order requested in the application.

6. The use of a common management investment company (or investment portfolio thereof) as an investment medium for both VLI Accounts and VA Accounts of the same insurance company, or of two or more affiliated insurance companies, is referred to herein as "mixed funding." The use of a common management investment company (or investment portfolio thereof) as an investment medium for VLI Accounts and/or VA Accounts of two or more unaffiliated insurance companies is referred to herein as "shared funding."