

GWL&A had assets of over \$28 billion. GWL&A is the issuer of the Fixed Contracts, which GWL&A will offer for sale to the Profile Portfolios, as described more fully below.

4. The Adviser is a limited liability company organized under the laws of the State of Colorado and a wholly owned subsidiary of GWL&A. The Adviser is registered with the Commission as an investment adviser under the Investment Advisers Act of 1940, as amended. The Adviser serves as an investment adviser to the Fund. In addition to the Fund, the Adviser serves as an investment adviser to the Orchard Series Fund, a Delaware business trust that is registered with the Commission under the Act as an open-end management investment company of the series type. The Adviser also serves as investment adviser to Great-West Variable Annuity Account A, a managed separate account of GWL&A. As of December 31, 2001, the Adviser's assets under management totaled \$7.5 billion.

5. The Fund is a Maryland corporation registered with the Commission under the Act as an open-end management company of the series type. The Fund is managed under the direction of its board of directors, and is not required to hold annual meetings of shareholders. The Fund currently consists of 36 series. Each series represents a separate investment portfolio (each a "Portfolio"). Each Portfolio has its own investment objectives and policies. Shares of the Portfolios are offered for sale pursuant to a registration statement filed with the Commission under the Securities Act of 1933, as amended (the "1933 Act"). Shares of the Portfolios are offered for sale to insurance companies, including GWL&A and its affiliates, for the purpose of funding variable life insurance policies and variable annuity contracts issued by those insurance companies. Shares of the Portfolios are also offered for sale to qualified plans of the type described in Treasury Regulation 1-817.5(f)(3)(iii), as permitted under an order of the Commission granting to the Fund an exemption from certain provisions of the Act.

6. There are currently ten Profile Portfolios, each an existing Portfolio of the Fund. Each Profile Portfolio operates as a "fund of funds" pursuant to an order of the Commission permitting the Profile Portfolios to invest in other funds that are part of the same group of investment companies as the Profile Portfolios and in funds that are not part of the same group of investment companies in reliance on Section 12(d)(1)(F) of the Act. Each Profile

Portfolio is designed to provide a different asset allocation program based on an investor's investment goals, risk tolerance, and investment horizon. The Profile Portfolios currently pursue their investment objectives by investing in other registered, open-end management companies that are part of the same group of investment companies as the Profile Portfolios ("Underlying Portfolios"). In addition, pursuant to an order of exemption issued in 1999 (the "1999 Order"), the Profile Portfolios may invest in funds that are not part of the same group of investment companies in accordance with section 12(d)(1)(F) of the Act ("Other Portfolios").

7. The Profile Portfolios are designated into two groups, Profile I Portfolios and Profile II Portfolios, designed for two different distribution channels. Each group has one Portfolio with one of the following investment objectives: (i) *Aggressive Profile*—seek long-term capital appreciation primarily through investments in Underlying Portfolios that emphasize equity investments; (ii) *Moderately Aggressive Profile*—seek long-term capital appreciation primarily through investments in Underlying Portfolios that emphasize equity investments, and to a lesser degree, in Underlying Portfolios that emphasize fixed income investments; (iii) *Moderate Profile*—seek long-term capital appreciation primarily through investments in Underlying Portfolios with a relatively equal emphasis on equity and fixed income investments; (iv) *Moderately Conservative Profile*—seek capital appreciation primarily through investments in Underlying Portfolios that emphasize fixed income investments, and to a lesser degree, in Underlying Portfolios that emphasize equity investments; and (v) *Conservative Profile*—seek capital preservation primarily through investments in Underlying Portfolios that emphasize fixed income investments.

8. Subject to the supervision of the Board of Directors of the Fund, the Adviser uses a proprietary investment process for selecting Underlying Portfolios and Other Portfolios, which are placed in one of four equity asset classes (International, Small-Cap, Mid-Cap or Large-Cap) or one of two fixed income asset classes (Bond or Short-Term Bond). The assets of each Profile Portfolio are allocated among those asset classes within specified percentages of assets based on the Profile Portfolio's investment objective. Each Profile Portfolio is periodically "balanced" to maintain the appropriate asset allocation based on the Profile

Portfolio's investment objective, policies and restrictions. Additional Profile Portfolios may be established in the future. Any Future Profile Portfolio that purchases a Fixed Contract as a portfolio investment will be subject to the terms and conditions of this Application.

9. GWL&A will issue the Fixed Contracts from its general account. As owner of a Fixed Contract, a Profile Portfolio will have the right to deposit funds from time to time with GWL&A. The deposits will accrue interest at a declared rate of interest, adjustable on a calendar quarter or other periodic basis, which is guaranteed to be no less than 3% on an annual basis. A Profile Portfolio or GWL&A will be able to terminate a Fixed Contract at any time upon seven-days' written notice to the other party. Upon termination, GWL&A will be obligated to pay the Profile Portfolio within seven days the amount of the Profile Portfolio's deposits, plus interest earned thereon.

10. The Profile Portfolios will pay no sales load of any kind in purchasing a Fixed Contract, and the guaranteed interest rate paid on the Fixed Contract will be at least as favorable as the guaranteed interest rate paid on other similar Fixed Contracts issued by GWL&A or other comparable companies. In addition, each Profile Portfolio will also be permitted to terminate a Fixed Contract at any time without the imposition of a market value adjustment or other charge or reduction.

11. The Profile Portfolios currently pursue their investment objectives by investing exclusively in Underlying Portfolios and Other Portfolios. At a special meeting of shareholders held on April 4, 2002, the Fund sought and obtained shareholders' approval of a proposal that would allow the Profile Portfolios to pursue their overall investment objectives by investing primarily in Underlying Portfolios, and also in liquid, short-term fixed income investments, the Fixed Contracts, and "government securities" as defined in Section 2(a)(16) of the Act. Applicants believe that they will be able to implement the asset allocation programs of the Profile Portfolios more efficiently and cost-effectively, and therefore at less expense to shareholders, if the Profile Portfolios are able, consistent with their investment objectives, to invest in Fixed Contracts and other short-term fixed income investments.

12. The registration statement for each Profile Portfolio will describe the nature and extent of the Profile Portfolio's permissible investments in Underlying Portfolios and Other Portfolios, subject