

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1995-02-22** | Period of Report: **1994-12-31**
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FILER

FIRST INVESTORS LIFE VARIABLE ANNUITY FUND C

CIK: **860516** | IRS No.: **131968606** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **24F-2NT** | Act: **33** | File No.: **033-33419** | Film No.: **95514161**

Business Address
95 WALL ST
95 WALL ST
NEW YORK NY 10005
2128588200

Rule 24f-2 Notice for First Investors Life Variable Annuity Fund C
("Registrant")
95 Wall Street, New York, New York 10005
1933 Act No. 33-33419; 1940 Act No. 811-6130

NOTICE IS HEREBY GIVEN that the Registrant having previously filed in its registration statement a declaration that an indefinite number of its securities (the "Securities") were being registered pursuant to Rule 24f-2 (the "Rule") of the Investment Company Act of 1940, now elects to continue such indefinite registration and provides the following information:

(i) the fiscal year for which this notice is filed is: 1994

(ii) the amount of Securities which had been registered other than pursuant to the Rule, but which remained unsold at the beginning of the above fiscal year were as follows: None

(iii) the amount of Securities registered other than pursuant to the Rule during the above fiscal year were as follows: None

(iv) the amount of Securities sold during the above fiscal year were as follows: \$46,636,011

(v) the amount of Securities sold during the above fiscal year in reliance upon registration pursuant to the Rule were as follows*: \$46,636,011

Pursuant to the requirements of the Investment Company Act of 1940, the undersigned has caused this Notice to be signed on behalf of the Registrant this 21st day of February, 1995

FIRST INVESTORS LIFE INSURANCE COMPANY

By: /s/ Richard H. Gaebler
Richard H. Gaebler, President

* The calculation of the aggregate sales price is made pursuant to the Rule as follows:

<TABLE>

<CAPTION>

Value of Securities Sold	Value of Securities Redeemed	Net	Filing Fee
<C> \$46,636,011	<C> \$10,024,791	<C> \$36,611,220	<C> \$12,624.65

</TABLE>

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Member of the Bar
In New York and New Jersey

February 21, 1995

First Investors Life Insurance Company
95 Wall Street
New York, New York 10005

Gentlemen:

I am familiar with the proceedings taken on behalf of First Investors Life Variable Annuity Fund C (the "Separate Account") in registering with the Securities and Exchange Commission an indefinite number of Individual Variable Annuity Contracts (the "Contracts") and the registration statement covering the Contracts.

I have examined such records of the Separate Account, certificates of public officials and other documents and such questions of law as I have considered necessary as a basis for this opinion. Based on such examination, I am of the opinion that the Contracts of the Separate Account sold during 1994 are legally issued, fully paid and, except for the payment of premiums when due, non-assessable.

This opinion letter is governed by, and shall be interpreted in accordance, with the Legal Opinion Accord of the ABA Section of Business Law (1991). The law covered by the opinions expressed herein is limited to the Federal law of the United States and the law of the State of New York.

I hereby consent to the filing of this opinion as an exhibit to the report of the Separate Account made pursuant to Rule 24f-2 of the Investment Company Act of 1940, as amended.

Very truly yours,

/s/Rober J. Grosso
Robert J. Grosso