

pursuant to separate prospectus(es). The prospectus(es) for the Indirect Investor Classes will disclose the existence of the Fund's other classes and will identify the entities eligible to purchase such shares, and the prospectuses for the Fund's other classes will disclose the existence of the Indirect Investor Classes and will identify the persons eligible to purchase shares of such class. Each Fund will disclose the respective expenses and performance data applicable to all classes of its shares in every shareholder report. The shareholder reports will contain, in the statement of assets and liabilities and statement of operations, information related to the Fund as a whole generally and not on a per class basis. Each Fund's per share data, however, will be prepared on a per class basis with respect to all classes of shares of such Fund. To the extent any advertisement or sales literature describes the expenses or performance data applicable to any class of a Fund's shares, it will also disclose the respective expenses and/or performance data applicable to all of its classes of shares, except the Indirect Investor Classes. Advertising materials reflecting the expenses or performance data for the Indirect Investor Classes will be available only to those persons eligible to purchase such Indirect Investor Classes. The information provided by applicants for publication in any newspaper or similar listing of a Fund's net asset value and public offering price will present each class of shares, except the Indirect Investor Classes, separately.

14. Any class of shares with a conversion feature will convert into another class of shares on the basis of the relative net asset values per share of the two classes of shares, without the imposition of any sales load, fee, or other charge. After conversion, the converted shares will be subject to an asset-based sales charge and/or shareholder services fee (as those terms are defined in Article III, Section 26 of the NASD's Rules of Fair Practice), if any, that in the aggregate are lower than the asset-based sales charge and shareholder services fee to which they were subject prior to the conversion.

15. If a Fund implements any amendment to its rule 12b-1 plan or, if presented to shareholders, adopts or implements any amendment to a non-rule 12b-1 shareholder services plan that would increase materially the amount that may be borne by a Target Class, existing shares of any affected Purchase Class will stop converting into Target Class unless the Purchase Class shareholders, voting separately as a class, approve the proposal. The trustees

shall take such action as is necessary to ensure that existing Purchase Class shares are exchanged or converted into a New Target Class, identical in all material respects to the Target Class as it existed prior to implementation of the proposal, no later than such shares previously were scheduled to convert into Target Class. If deemed advisable by the trustees to implement the foregoing, such action may include the exchange of all existing Purchase Class shares for a New Purchase Class, identical to existing Purchase Class shares in all material respects except that the New Purchase Class will convert into the New Target Class. The New Target Class or the New Purchase Class may be formed without further exemptive relief. Exchanges or conversions described in this condition shall be effected in a manner that the trustees reasonably believe will not be subject to federal taxation. In accordance with condition 3, any additional cost associated with the creation, exchange, or conversion of the New Target Class or New Purchase Class shall be borne solely by the Adviser and the Distributor. The Purchase Class shares sold after the implementation of the proposal may convert to the Target Class shares subject to the higher maximum payment, provided that the material features of the Target Class plan and the relationship of such plan to the Purchase Class shares are disclosed in an effective registration statement.

16. Applicants will comply with the provisions of proposed rule 6c-10 under the Act, Investment Company Act Release No. 16619 (Nov. 2, 1988), as such rule is currently proposed and as it may be repropoed, adopted or amended.

17. Applicants acknowledge that the grant of the exemptive order requested by this application will not imply SEC approval, authorization, or acquiescence in any particular level of payments that a Fund may make pursuant to its rule 12b-1 distribution plan or non-rule 12b-1 shareholder services plan in reliance on the exemptive order.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland,
Deputy Secretary.

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[Investment Company Act Release No. 20871; 811-7125]

Rivers Funds; Notice of Application

January 31, 1995.

AGENCY: Securities and Exchange Commission ("SEC").

ACTION: Notice of Application for Deregistration under the Investment Company Act of 1940 (the "Act").

APPLICANT: Rivers Funds.

RELEVANT ACT SECTION: Section 8(f) of the Act.

SUMMARY OF APPLICATION: Applicant seeks an order declaring it has ceased to be an investment company.

FILING DATE: The application was filed on November 16, 1994, and refiled January 26, 1995.

HEARING OR NOTIFICATION OF HEARING: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on February 27, 1995, and should be accompanied by proof of service on the applicant, 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 SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicant, Federated Investors Tower, Pittsburgh, Pennsylvania 15222-3779.

FOR FURTHER INFORMATION CONTACT: Diane L. Titus, Paralegal Specialist, at (202) 942-0584, or Barry D. Miller, Senior Special Counsel, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained for a fee from the SEC's Public Reference Branch.

Applicant's Representations

1. Applicant is registered as an open-end, diversified management company under the Act and organized as a business trust under the laws of the Commonwealth of Massachusetts. On November 23, 1993, applicant filed a Notification of Registration under the Act and a registration statement under the Securities Act of 1933 (the "1933 Act") to register an indefinite number of

shares. Applicant never made a public offering of its securities and its registration statement under the 1933 Act was withdrawn pursuant to rule 477 of Regulation C of the 1933 Act as of December 29, 1993.

2. Applicant has no shareholder, liabilities, or assets. Applicant is not a party to any litigation or administrative proceeding.

3. Applicant is not now engaged, nor does it propose to engage in any business activities other than those necessary to wind up its affairs.

For the SEC, by the Division of Investment Management, under delegated authority.

Margaret H. McFarland,

Deputy Secretary.

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[Rel. No. IC-20870 / 812-9430]

The Dreyfus/Laurel Funds, Inc. et al.; Notice of Application

January 30, 1995.

AGENCY: Securities and Exchange Commission ("SEC").

ACTION: Notice of Application for Exemption under the Investment Company Act of 1949 (the "Act").

APPLICATIONS: The Dreyfus/Laurel Funds, Inc. ("Dreyfus/Laurel Funds") and The Dreyfus/Laurel Investment Series ("Dreyfus/Laurel Series").

RELEVANT ACT SECTIONS: Order requested under section 17(b) granting an exemption from section 17(a), and under section 17(d) and rule 17d-1 permitting certain joint transactions.

SUMMARY OF APPLICATION: Applicants request an order to permit Dreyfus International Equity Allocation Fund (the "Acquiring Fund"), a series of Dreyfus/Laurel Funds, to acquire all of the assets of Dreyfus/Laurel International Fund (the "Acquired Fund"), a series of Dreyfus/Laurel Series. (The Acquiring Fund and the Acquired Fund are referred to individually as a "Fund" and collectively as the "Fund.") Because of certain affiliations, the two series may not rely on rule 17a-8 under the Act.

FILING DATE: The application was filed on January 11, 1995.

HEARING OR NOTIFICATION OF HEARING: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on

February 24, 1995, and should be accompanied by proof of service on applicant, 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 who wish to be notified of a hearing may request notification by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicant, 200 Park Avenue, New York, New York 10166.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Staff Attorney, at (202) 942-0574, or Robert A. Robertson, Branch Chief, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained for a fee at the SEC's Public Reference Branch.

Applicants' Representations

1. The Acquiring Fund is one of nineteen series of Dreyfus/Laurel Funds, a Maryland corporation. Dreyfus/Laurel Funds is registered as an open-end management investment company and the shares of the Acquiring Fund are registered under the Securities Act of 1933. The Acquired Fund is one of three series of Dreyfus/Laurel Series, a Massachusetts business trust. Dreyfus/Laurel Series is registered as an open-end management investment company and the shares of the Acquired Fund are registered under the Securities Act.

2. The Dreyfus Corporation ("Dreyfus") serves as the investment manager to each Fund. Dreyfus is a wholly-owned subsidiary of Mellon Bank, N.A. ("Mellon"), which in turn is a wholly-owned subsidiary of Mellon Bank Corporation.

3. Mellon holds with power to vote more than 50% of the outstanding shares of the Acquiring Fund and controls Dreyfus. The Acquiring Fund currently offers two classes of shares, Investor Class shares and Class R shares. Class R shares are sold primarily to bank trust departments and other financial service providers. The objective of the Acquiring Fund is to exceed the total return of the Morgan Stanley Capital International—Europe Australia Far East Index benchmark through active stock selection, country allocation and currency allocation. The Acquired Fund, currently offering only Investor Class shares, seeks long-term growth in capital by investing in common stocks and securities convertible into common

stock of companies located outside the United States. Neither Fund imposes a sales charge in connection with the purchase or redemption of shares.

4. The Acquiring Fund proposes to acquire all or substantially all of the assets of the Acquired Fund in exchange for Investor Class shares of the Acquiring Fund on or about May 1, 1995, the closing date. The number of full and fractional Investor Class shares of the Acquiring Fund to be issued to shareholders of the Acquired Fund will be determined on the basis of the relative net asset values of the Acquired Fund and the Acquiring Fund. After the closing date, the Acquired Fund will liquidate and distribute *pro rata* to its shareholders of record the Investor Class shares of the Acquiring Fund received by it in the reorganization. After such distribution and the winding up of its affairs, the Acquired Fund will be terminated.

5. An agreement and plan of reorganization (the "Reorganization Agreement") was unanimously approved by the board of directors of Dreyfus/Laurel Funds, including the non-interested directors, and by the board of trustees of the Dreyfus/Laurel Series, including the independent trustees, on December 20, 1994. In the assessment of the reorganization and the terms of the Reorganization Agreement, the factors considered by the boards of Dreyfus/Laurel Funds and Dreyfus/Laurel Series included: (a) the relative past growth in assets and investment performance of the Funds; (b) the future prospects of the Funds, both under circumstances where they are not reorganized and where they are reorganized; (c) the compatibility of the investment objectives, policies and restrictions of the Acquiring Fund and the Acquired Fund; (d) the effect of the reorganization on the expense ratios of each Fund; (e) the costs of the reorganization to the Funds; (f) whether any future cost savings could be achieved by combining the Funds; (g) the tax-free nature of the reorganization; and (h) alternatives to the reorganization.

6. The Dreyfus/Laurel Series will submit the proposed reorganization plan to the shareholders of the Acquired Fund for their approval at a meeting expected to be held in April, 1995. Shareholders of the Acquired Fund will receive a notice of the special meeting of shareholders and a prospectus/proxy statement. A majority of the outstanding shareholders of the Acquired Fund must approve the reorganization. The expenses of the reorganization will be borne by Dreyfus. In addition to shareholder approval, the