which obligations were expressly assumed by the Certificate Company. For the reasons discussed above, applicant believes that an amended order is appropriate.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–12695 Filed 5–23–95; 8:45 am]

BILLING CODE 8010–01–M

[Investment Company Act Release No. 21080; 811–3902]

Sentry Investors Variable Account II; Notice of Application

May 17, 1995.

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

ACTION: Notice of application for deregistration under the Investment Company Act of 1940 (the ''Act'').

APPLICANT: Sentry Investors Variable Account II.

RELEVANT ACT SECTION: Section 8(f).

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

FILING DATE: The application was filed on March 29, 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 June 12, 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 NW., Washington, D.C. 20549. Applicant, c/o Sentry Investors Life Insurance Company, 1800 North Point Drive, Stevens Point, Wisconsin 54481.

FOR FURTHER INFORMATION CONTACT: Sarah A. Wagman, Staff Attorney, at (202) 942–0654, 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 from the SEC's Public Reference Branch.

Applicant's Representations

1. Applicant is a life insurance separate account established pursuant to Massachusetts insurance law to fund certain individual flexible purchase payment deferred variable annuity contracts (the ''Contracts''). On November 10, 1983, applicant registered under the Act as a unit investment trust. On the same date, applicant filed a registration statement on Form S–6 to register the Contracts as securities under the Securities Act of 1933. The registration statement became effective on July 23, 1984. Sentry Investors Life Insurance Company is applicant's depositor (the ''Depositor''), and Sentry Equity Services, Inc. is applicant's principal underwriter.

2. On November 1, 1994, applicant transferred all of its assets and liabilities to Sentry Variable Account II (the ''Sentry Account''), an existing registered separate account, pursuant to an assumption reinsurance agreement. The agreement provided that Sentry Life Insurance Company would assume legal ownership of applicant's assets, as well as responsibility for satisfying all liabilities and obligations arising under the Contracts. The transaction was effected pursuant to an SEC order.[1] The transfer of applicant's assets and liabilities to the Sentry Account was achieved by combining each of applicant's subaccounts with the identical subaccounts of the Sentry Account. The share transfer was made at the relative net asset values of the subaccounts in conformance with section 22(c) of the Act and rule 22c–1 thereunder. No charges or other deductions were made with respect to the Contracts. As a result of the transaction, applicant's Contract owners received certificates reflecting the new depositor and the new separate account supporting their Contracts. The net asset value of the subaccount units acquired in the transaction was identical to the net asset value of the subaccount units supporting applicant's Contracts before the transfer.

3. The transaction was approved by the Depositor's board of directors, and by the board of directors of Sentry Life Insurance Company, the Sentry Account's depositor. Applicant also obtained approvals from state insurance authorities of those states in which applicant's Contract owners reside.

4. Immediately prior to the merger, applicant had 70 Contract owners. At the time of filing the application, applicant has no remaining Contract holders. All of applicant's Contract holders had the assets underlying their contracts transferred to the Sentry Account.

5. Sentry Life Insurance Company bore all direct and indirect costs incurred in connection with the merger.

6. Applicant has no remaining assets, outstanding debts, or liabilities. Applicant is current with all of its filings under the Act, including all Form N–SAR filings. Applicant is not a party to any litigation or administrative proceeding. Applicant is not now engaged, nor does it intend to engage, in any business activities other than those necessary for the winding-up of its affairs.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–12694 Filed 5–23–95; 8:45 am]

BILLING CODE 8010–01–M

[Rel. No. IC–21082; File No. 812–9280]

T. Rowe Price Equity Series, Inc. et al.

May 17, 1995.

AGENCY: Securities and Exchange Commission (the ''SEC'' or ''Commission'').

ACTION: Notice of application for exemption under the Investment Company Act of 1940 (the ''1940 Act'' or ''Act'').

APPLICANTS: T. Rowe Price Equity Series, Inc., T. Rowe Price International Series, Inc. and T. Rowe Price Fixed Income Series, Inc. (the ''Fund(s)'') and T. Rowe Price Associates, Inc. and Rowe Price-Fleming International, Inc. (the ''Adviser(s)'').

RELEVANT 1940 ACT SECTIONS: Order requested under Section 6(c) of the Act for exemptions from 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.

SUMMARY OF APPLICATION: Applicants seek an order of exemption to the extent necessary to permit shares of the Funds to be issued to and held by registered and unregistered variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life insurance companies.

FILING DATE: The application was filed on October 11, 1994 and amended on May 4, 1995.

HEARING OR NOTIFICATION HEARING: An order granting the application will be

[1] Sentry Life Insurance Company, *et al.*, Investment Company Act Release Nos. 20576 (Sep. 26, 1994) (notice) and 20654 (Oct. 25, 1994) (order).

issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving Applicants with a copy of the request, personally or by mail. Hearing requests must be received by the SEC by 5:30 p.m. on June 12, 1995 and should be accompanied by proof of service on Applicants in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the request and the issues contested. Persons may request notification of a hearing by writing to the Secretary of the SEC.

ADDRESSES: Secretary, SEC, 450 Fifth Street NW., Washington, D.C. 20549. Applicants, 100 East Pratt Street, Baltimore, Maryland 21202.

FOR FURTHER INFORMATION CONTACT: Joyce Merrick Pickholz, Senior Counsel, or Wendy Finck Friedlander, Deputy Chief, on (202) 942–0670, Office of Insurance Products, Division of Investment Management.

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.

Applicants' Representations

1. Each Fund is a Maryland corporation registered under the Act as an open-end diversified management investment company. The authorized capital stock of each Fund may be issued as one or more classes (each a ''Series'') of stock, each Series representing an interest in a different investment portfolio. T. Rowe Price Equity Series, Inc. currently consists of three Series. T. Rowe Price Associates, Inc. is the investment adviser for the three Series. T. Rowe Price International Series, Inc. currently consists of one Series of stock for which Rowe Price-Fleming International, Inc. serves as investment adviser. T. Rowe Price Fixed Income Series, Inc. currently consists of one Series for which T. Rowe Price Associates, Inc. Serves as the investment adviser. The registration statements for the funds on Form N–1A are incorporated by reference into the application (File Nos. 33–52161, 33–52171 and 33–52749 for T. Rowe Price Equity Series, Inc., T. Rowe Price International Series, Inc. and T. Rowe Price Fixed Income Series, Inc. respectively).

2. Shares of the Funds will be offered to insurance companies as investment vehicles for their separate accounts that support variable annuity contracts and/or variable life insurance contracts (collectively, ''variable contracts''). Insurance companies whose separate accounts do or will own shares of the Funds are referred to herein as ''participating insurance companies,'' respectively.

3. Each participating insurance company will design its own variable annuity or variable life insurance contracts for issuance through its participating separate account. Each participating insurance company will have the legal obligation of satisfying all requirements applicable to it under the federal securities laws. It is anticipated that participating insurance companies and their registered separate accounts will rely on Rule 6e–2 or 6e–3(T) under the Act, although some may rely on individual exemptive orders as well, in connection with variable life insurance contracts. The Funds' role vis-a-vis the variable contracts, so far as the federal securities laws are applicable, will be limited to that of offering their shares to participating separate accounts of participating insurance companies, and fulfilling any conditions the Commission may impose upon granting the Order requested in the application.

4. Applicants anticipate that certain participating insurance companies may have a separate account investing in the Funds that will not be registered as an investment company under the Act in reliance on relevant exemptions (an ''unregistered separate account''). Applicants represent that these participating insurance companies would be parties to participation agreements with the Funds, as contemplated by the conditions set forth in the application, and the same conditions would be imposed by such agreements on unregistered separate accounts as on registered separate accounts. Further, with respect to voting privileges, shares attributable to variable contracts supported by unregistered separate accounts will be deemed to be shares owned by the insurance company for purposes of the conditions set forth in the application relating to voting of Fund shares, unless voting privileges have been extended to the variable contracts supported by such unregistered separate accounts. Where voting privileges have been extended, Fund shares attributable to the variable contracts will be voted in accordance with instructions received from the owners thereof.

Applicants' Legal Analysis

1. In connection with scheduled premium variable life insurance contracts issued through a separate account registered under the Act as a unit investment trust, Rule 6e–2(b)(15) provides partial exemptions from sections 9(a), 13(a), 15(a) and 15(b) of the Act. The exemptions granted to a separate account (and any investment adviser, principal underwriter and depositor thereof) by Rule 6e–2(b)(15), however, are not available with respect to a scheduled premium variable life insurance separate account that owns shares of an investment company that also offers its shares to a variable annuity separate account of the same or of any affiliated or unaffiliated insurance company (''mixed funding''). In addition, the relief granted by Rule 6e–2(b)(15) is not available if shares of the underlying investment company are offered to variable annuity or variable life insurance separate accounts of unaffiliated insurance companies (''shared funding''). ''Mixed and shared funding'' denotes the use of a common management investment company to fund a variable annuity separate account of one insurance company and the variable annuity or variable life separate accounts of other affiliated and unaffiliated insurance companies. Accordingly, Applicants seek an order exempting scheduled premium variable life insurance separate accounts (and, to the extent necessary, any investment adviser, principal underwriter and depositor of such an account) from Sections 9(a), 13(a), 15(a) and 15(b) of the Act, and Rule 6e–2(b)(15) thereunder, to the extent necessary to permit shares of the Funds to be offered and sold in connection with both mixed funding and shared funding.

2. In connection with flexible premium variable life insurance contracts issued through a separate account registered under the Act as a unit investment trust, Rule 6e–3(T)(b)(15) provides partial exemptions from Sections 9(a), 13(a), 15(a) and 15(b) of the Act. The exemptions granted to a separate account (and to any investment adviser, principal underwriter and depositor thereof) by Rule 6e–3(T)(b)(15) permit mixed funding of flexible premium variable life insurance but preclude shared funding. Accordingly, Applicants seek an order exempting flexible premium variable life insurance separate accounts (and, to the extent necessary, any investment adviser, principal underwriter and depositor of such an account) from Sections 9(a), 13(a), and 15(b) of the Act, and Rule 6e–3(T)(b)(15) thereunder, to the extent necessary to permit shares of the Funds to be offered and sold to separate accounts in connection with shared funding.

3. Section 9(a) provides that it is unlawful for any company to serve as investment adviser or principal underwriter of any registered open-end investment company if an affiliated

person of that company is subject to a disqualification enumerated in Sections 9(a) (1) or (2). Rules 6e–2(b)(15)(i) and ii), and 6e–3(T)(b)(15)(i) and (ii), provide exemptions from Section 9(a) under certain circumstances, subject to the limitations on mixed and shared funding. These exemptions limit the application of the eligibility restrictions to affiliated individuals or companies that directly participate in the management or administration of the underlying management investment company.

4. The application states that the partial relief granted in Rules 6e–2(b)(15) and 6e-3(T)(b)(15) from the requirements of Section 9 of the Act limits the amount of monitoring necessary to ensure compliance with Section 9 to that which is appropriate in light of the policy and purposes of Section 9. The Applicants state that those Rules recognize that it is not necessary for the protection of investors or the proposes fairly intended by the policy and provisions of the Act to apply the provisions of Section 9(a) to individuals in a large insurance company complex, most of whom will have no involvement in matters pertaining to investment companies in (or invested in by) that organization. Applicants state that it is also unnecessary to apply Section 9(a) to individuals in various unaffiliated insurance companies (or affiliated companies of participating insurance companies) that may utilize the Funds as the funding medium for variable contracts. Applicants argue that applying the requirements of Section 9(a) because of investment by other insurers' separate accounts would be unjustified and would not serve any regulatory purpose. The application states that the participating insurers are not expected to play any role in the management or administration of the Funds and that those individuals who participate in the management or administration of the Funds will remain the same regardless of which separate accounts or insurance companies use the Funds. Furthermore, the increased monitoring costs would reduce the net rates of return realized by contract owners.

5. Rules 6e–2(b)(15)(iii) and 6e–3(T)(b)(15)(iii) assume the existence of a pass-through voting requirement with respect to management investment company shares held by a separate account. Applicants state that pass-through voting privileges will be provided with respect to all owners of variable contracts registered with the Commission so long as the Commission interprets the Act to require pass-through voting privileges for variable contract owners. Applicants anticipate that contracts supported by separate accounts that are not registered under the Act, will not provide for pass-through voting privileges. Applicants represent that shares of the Funds that are attributable to those contracts will be voted in the same proportion as those shares for which voting instructions have been received.

6. Rules 6e–2(b)(15)(iii) and 6e–3(T)(b)(15)(iii) provide exemptions from the pass-through voting requirement with respect to several significant matters, assuming the limitations on mixed and shared funding are observed. Both Rules provide that the insurance company may disregard the voting instructions of its contract owners with respect to the investments of an underlying fund or any contract between a fund and its investment adviser, when required to do so by an insurance regulatory authority. Voting instructions may also be disregarded by the insurance company if the contract owners initiate any change in the investment company's investment policies, principal underwriter or any investment adviser provided that disregarding such voting instructions is reasonable and based on a specific good faith determination as required under the Rules. Applicants assert that the rights of an insurance company or of a state insurance regulator to disregard contract owner's voting instructions are not inconsistent with mixed or shared funding. According to the Applicants, there is no reason why the investment policies of any portfolio of the Funds would or should be materially different from what it would or should be if it funded only annuity contracts or only scheduled or flexible premium life contracts and that there is no reason to believe that different features of various types of contracts will lead to different investment policies for different types of variable contracts. Applicants represent that the Funds will not be managed to favor or disfavor any particular insurer or type of insurance product.

7. The Application states that mixed and shared funding should provide several benefits to variable contract holders. It would permit a greater amount of assets available for investment, thereby promoting economies of scale, permitting a greater diversification, and making the addition of new portfolios more feasible. The Applicants believe that making the Funds available for mixed and shared funding will encourage more insurance companies to offer variable contracts, and this should result in increased competition with respect to both variable contract design and pricing, which can be expected to result in more product variation and lower charges.

8. The Applicants see no significant legal impediment to permitting mixed and shared funding. Separate accounts organized as unit investment trusts have historically been employed to accumulate shares of mutual funds which have not been affiliated with the depositor or sponsor of the separate account. The Applicants do not believe that mixed and shared funding will have any adverse federal income tax consequences.

Applicants' Conditions

Applicants consent to the following conditions if an order is granted:

1. A majority of the Board of Directors of each Fund (the ''Board'') shall consist of persons who are not ''interested persons'' of the Fund, as defined by Section 2(a)(19) of the Act and the Rules thereunder and as modified by any applicable orders of the Commission, except that if this condition is not met by reason of the death, disqualification or bona fide resignation of any director or directors, then the operation of this condition shall be suspended: (a) For a period of 45 days if the vacancy or vacancies may be filled by the Board of Directors; (b) for a period of 60 days if a vote of shareholders is required to fill the vacancy or vacancies; or (c) for such longer period as the Commission may prescribe by order upon application.

2. Each Board will monitor its Fund for the existence of any material irreconcilable conflict between the interests of the life insurance contract owners and annuity contract owners and any future contract owners in the Fund. A material irreconcilable conflict may arise for a variety of reasons, including: (a) An action by any state insurance regulatory authority; (b) a change in applicable federal or state insurance, tax or securities laws or regulations, or a public ruling, private letter ruling, no-action or interpretative letter, or any similar action by insurance, tax or securities regulatory authorities; (c) an administrative or judicial decision in any relevant proceeding; (d) the manner in which the investments of any Series are being managed; or (e) a difference in voting instructions given by variable annuity contract owners and variable life insurance contract owners.

3. Participating insurance companies and the Advisers will report any potential or existing conflicts to the Board. Participating insurance companies and the Advisers will be responsible for assisting each Board in carrying out its responsibilities under

these conditions by providing the Board with all information reasonably necessary for the Board to consider any issues raised. This includes, but is not limited to, an obligation by each participating insurance company to inform the Board whenever contract owner voting instructions are disregarded. The responsibility to report such information and conflicts and to assist the board will be a contractual obligation of all participating insurance companies under the agreements governing participation in a Fund and these responsibilities will be carried out with a view only to the interests of the contract owners.

4. If it is determined by a majority of the Board, or a majority of its disinterested directors, that a material irreconcilable conflict exists, the relevant insurance companies shall, at their expense and to the extent reasonably practicable (as determined by a majority of the disinterested directors), take whatever steps are necessary to remedy or eliminate the material irreconcilable conflict, including: (1) Withdrawing the assets allocable to some or all of the separate accounts from the Fund or any Series and reinvesting such assets in a different investment medium, including another Series of the Fund, or submitting the question whether such segregation should be implemented to a vote of all affected contract owners and, as appropriate, segregating the assets of any appropriate group (*i.e.*, variable annuity contract owners, variable life insurance contract owners or variable contract owners or one or more participating insurance companies) that votes in favor of such segregation, or offering to the affected contract owners the option of making such a change; and (2) establishing a new registered management investment company or managed separate account. If a material irreconcilable conflict arises because of a participating insurer's decision to disregard contract owner voting instructions and that decision represents a minority position or would preclude a majority vote, the insurer may be required, at the Fund's election, to withdraw its separate account's investment in the Fund and no charge or penalty will be imposed as a result of such withdrawal. The responsibility to take remedial action in the event of a Board determination of a material irreconcilable conflict and to bear the cost of such remedial action shall be a contractual obligation of all participating insurance companies under their agreements governing participation in a Fund.

For purposes of condition 4, a majority of the disinterested members of the Board shall determine whether or not any proposed action adequately remedies any material irreconcilable conflict, but in no event will the Fund or the applicable Adviser be required to establish a new funding vehicle for any variable contract. No participating insurance company shall be required by this condition 4 to establish a new funding vehicle for any variable contract if an offer to do so has been declined by vote of a majority of contract owners materially adversely affected by the irreconcilable material conflict, but in no event will a Fund or the Advisers be required to establish a new funding medium for any variable contract. No participating insurance company shall be required by this condition 4 to establish a new funding medium for any variable contract if an offer to do so has been declined by a vote of a majority to contract owners materially adversely affected by the irreconcilable material conflict.

5. A Board's determination of the existence of a material irreconcilable conflict and its implications shall be made known promptly to all participating insurance companies.

6. Participating insurance companies will pass-through voting privileges to owners of variable contracts registered with the Commission so long as the Commission continues to interpret the Act as requiring pass-through voting privileges for such variable contracts. As to such owners and owners of any other variable contracts to which voting privileges have been extended, participating insurance companies will vote shares of the applicable Fund held in their separate accounts in a manner consistent with timely voting instructions received from such contract owners. Each participating insurance company will vote shares of the Fund held in its separate accounts for which no timely voting instructions from contract owners are received, as well as shares it owns (including shares held by unregistered separate accounts supporting variable contracts for which not voting privileges have been granted to the owners thereof), in the same proportion as those shares for which voting instructions have been received. Participating insurance companies will be responsible for assuring that each of their separate accounts participating in the Funds calculates voting privileges in a manner consistent with other participating insurance companies. The obligation to calculate voting privileges in a manner consistent with other separate accounts investing in the Funds shall be a contractual obligation of all participating insurance companies under their agreements governing participation in the Funds.

7. All reports received by a Board of potential or existing conflicts, and all Board action with regard to determining the existence of a conflict, notifying participating insurance companies of a conflict and determining whether any proposed action adequately remedies a conflict, will be properly recorded in the minutes of the Board or other appropriate records, and such minutes or other records shall be made available to the Commission upon request.

8. Each Fund will comply with all provisions of the Act requiring voting by shareholders, and, in particular, will either provide for annual meetings (except insofar as the Commission may interpret Section 16 as not requiring such meetings), or comply with Section 16(c) of the Act (although the Funds are not trusts described in Section 16(c) of the Act) as well as with Section 16(a) and, if and when applicable, 16(b). Further, the Funds will act in accordance with the Commission's interpretation of the requirements of Section 16(a) with respect to periodic elections of directors and with whatever rules the Commission may promulgate with respect thereto.

9. Each Fund will disclose in its prospectus that (1) the Fund is intended to be a funding vehicle for all types of variable annuity and variable life insurance contracts offered by various insurance companies, (2) material irreconcilable conflicts may possibly arise, and (3) the Fund's Board will monitor events in order to identify the existence of any material irreconcilable conflict and determine what action, if any, should be taken in response to such conflict. Each Fund will notify all participating insurance companies that separate account prospectus disclosure regarding potential risks of mixed and shared funding may be appropriate.

10. If and to the extent that Rule 6e–2 and Rule 6e–3(T) are amended, or Rule 6e–3 is adopted, to provide exemptive relief from any provision of the Act or the rules promulgated thereunder with respect to mixed or shared funding on terms and conditions materially different from any exemptions granted in the order requested in this application, then the Funds and/or participating insurance companies, as appropriate, shall take such steps as may be necessary to comply with Rules 6e–2 and 6e–3(T), or Rule 6e–3, to the extent such amended rules are applicable.

11. The participating insurance companies shall at least annually submit to the relevant Board such

reports, materials or data as the Board may reasonably request so that the Board or the Fund may fully carry out the obligations imposed upon them by the conditions contained in this application, and such reports, materials and data shall be submitted more frequently if deemed appropriate by the Board. The obligations of the participating insurance Companies to provide these reports, materials and data to the Board, when it so reasonably requests, shall be a contractual obligation of all participating insurance companies under their agreements governing participation in the Funds.

Conclusion

For the reasons stated above, Applicants believe that the requested exemptions in accordance with the standards of Section 6(c), are appropriate in the public interest and are consistent with the protection of investors and the purposes fairly intended by the policy and the provisions of the Act.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–12696 Filed 5–23–95; 8:45 am]

BILLING CODE 8010–01–M

[Rel. No. IC–21084; 812–9570]

WNC Housing Tax Credit Fund V, L.P., Series 3 Through 8, and WNC & Associates, Inc.; Notice of Application

May 18, 1995.

AGENCY: Securities and Exchange Commission (''SEC'' or ''Commission'').

ACTION: Notice of application for exemption under the Investment Company Act of 1940 (the ''Act'').

APPLICANTS: WNC Housing Tax Credit Fund V, L.P. Series 3, WNC Housing Tax Credit Fund V, L.P., Series 4, WNC Housing Tax Credit Fund V, L.P., Series 5, WNC Housing Tax Credit Fund V, L.P., Series 6, WNC Housing Tax Credit Fund V, L.P., Series 7, WNC Housing Tax Credit Fund V, L.P., Series 8 (individually, a ''Series,'' and collectively, the ''Fund''), and WNC & Associates, Inc. (the ''General Partner'').

RELEVANT ACT SECTIONS: Exemption requested under section 6(c) from all provisions of the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit each Series to invest in limited partnerships that engage in the ownership and operation of apartment complexes for low and moderate income persons.

FILING DATE: The application was filed on April 14, 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 applicants with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on June 12, 1995, and should be accompanied by proof of service on 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 SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 5th Street NW., Washington, D.C. 20549. Applicants, 3158 Redhill Avenue, Suite 120, Costa Mesa, California 92626–3416.

FOR FURTHER INFORMATION CONTACT: Elaine M. Boggs, Staff Attorney, at (202) 942–0572, or C. David Messman, 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. Each Series was formed as a California limited partnership on March 28, 1995. Each Series will operate as a ''two-tier'' partnership, *i.e.*, each Series, as a limited partner, will invest in other limited partnerships (''Local Limited Partnerships''). The Local Limited Partnerships in turn will engage in the ownership and operation of apartment complexes expected to be qualified for low income housing tax credit under the Internal Revenue Code of 1986.

2. The objectives of each Series are to (a) provide current tax benefits primarily in the form of low income housing credits which investors may use to offset their Federal income tax liabilities, (b) preserve and protect its capital, and (c) provide cash distributions from sale or refinancing transactions.

3. On April 13, 1995, the Fund filed a registration statement under the Securities Act of 1933, pursuant to which the Fund intends to offer publicity, in one or more series of offering, 50,000 units of limited partnership interest (''Units'') at $1,000 per unit. The minimum investment will be five Units. Purchasers of the Units will become limited partners (''Limited Partners'') of the Series offering the Units.

4. A Series will not accept any subscriptions for Units until the requested exemptive order is granted or the Series receives an opinion of counsel that it is exempt from registration under the Act. Subscriptions for Units must be approved by the General Partner. Such approval will be conditioned upon representations as to suitability of the investment for each subscriber. The suitability standards provide, among other things, that investment in a Series is suitable only for an investor who either (a) has a net worth (exclusive of home, furnishings, and automobiles), of at least $35,000 and an annual gross income of at least $35,000, or (b) irrespective of annual income, has a net worth (exclusive of home, furnishings, and automobiles) of at least $75,000. Units will be sold only to investors who meet these suitability standards, or more restrictive standards as may be established by certain states for purchases of Units within their respective jurisdictions. In addition, transfers of Units will be permitted only if the transferee meets the same suitability standards as had been imposed on the transferor Limited Partner.

5. Although a Series' direct control over the management of each apartment complex will be limited, the Series' ownership of interests in Local Limited Partnerships will, in an economic sense, be tantamount to direct ownership of the apartment complexes themselves. A Series normally will acquire at least a 90% interest in the profits, losses, and tax credits of the Local Limited Partnerships. However, in certain cases, the Series may acquire a lesser interest. In these cases, the Series normally will acquire at least a 50% interest in the profits, losses, and tax credits of the Local Limited Partnership. From 95% to 100% of the proceeds from a sale or refinancing of an apartment complex normally will be paid to the Series until it has received a full return of that portion of the net proceeds invested in the Local Limited Partnership (which may be reduced by any cash flow distributions previously received). A Series also will receive a share of any remaining sale of refinancing proceeds. A Series' share of these proceeds may range from 10% to 90%.

6. Each Series will have certain voting rights with respect to each Local Limited Partnership. The voting rights will include the right to dismiss and replace the local general partner on the basis of performance, to approve or