

Section, 450 Fifth Street, N.W., Washington, DC 20549. Copies of such filing will also be available for inspection and copying at the principal office of the Exchange. All submissions should refer to File No. SR-PSE-95-23 and should be submitted by October 31, 1995.

IV. Commission's Findings and Order Granting Accelerated Approval of Proposed Rule Change

The Commission has reviewed carefully PSE's proposed rule change and concludes that it is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange, and in particular, with Sections 6(b)(3) and 6(b)(5) of the Act. Section 6(b)(3) of the Act requires that the rules of an exchange assure a fair representation of its members in the selection of its directors and administration of its affairs and that one or more directors represent issuers and investors and not be associated with a member of the exchange or a broker-dealer. Moreover, Section 6(b)(5) of the Act requires, among other things, that the rules of an exchange be designed, in general, to protect investors and the public interest.

The proposed rule change would alter the size and composition of the PSE's Board of Governors by providing for one additional public governor on the Board. Historically, the Commission has encouraged the exchanges to give credence to their quasi-public nature by fostering public representation on their governing boards.² Specifically, the Commission has noted previously that adding public directors to the boards of the exchanges may help ensure adequate public representation. The Commission continues to encourage self-regulatory organizations to include adequate public representation on their governing boards to protect the public interest.

The Commission finds good cause for approving the proposed rule change, including Amendment No. 1, prior to the thirtieth day after the date of publication of the notice of filing thereof. The PSE proposal is designed to achieve greater public representation on the Exchange's governing body that in turn will protect investors and the public interest. Accelerated approval thereof will allow these benefits to be realized as soon as possible.

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,³ that the proposed rule change (SR-PSE-95-23) is approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz,
Secretary.

[FR Doc. 95-25021 Filed 10-6-95; 8:45 am]

BILLING CODE 8010-01-M

[File No. 1-9389]

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Charter Power Systems, Inc., Common Stock, \$.01 Par Value)

October 3, 1995.

Charter Power Systems, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the American Stock Exchange, Inc. ("Amex").

The reasons alleged in the application for withdrawing the Security from listing and registration include the following:

According to the Company, the Board of Directors of the Company adopted resolutions on September 1, 1995 to withdraw the Security from listing on the Amex and instead, to list such Security on the National Association of Securities Dealers Automated Quotations National Market System ("Nasdaq/NMS").

The decision of the Board followed an extensive exploration of means to enhance stockholder value, and was based upon the belief that the listing of the Security on the Nasdaq/NMS would be more beneficial to the Company's stockholders than the present listing on the Amex. The move was prompted by the perception that the multiple market maker system employed by the Nasdaq/NMS will increase visibility and liquidity of the Security. In addition, the Company believes that, given the increasing focus of the Company's business on telecommunications reserve power systems and power electronics, the Nasdaq/NMS will provide a more comparable peer group than the Amex.

Any interested person may, on or before October 25, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street,

N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

Jonathan G. Katz,
Secretary.

[FR Doc. 95-25024 Filed 10-6-95; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-21386; 812-9748]

The Freedom Tax Credit Fund L.P., et al.; Notice of Application

October 2, 1995.

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

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

APPLICANT: The Freedom Tax Credit Fund L.P. (the "Partnership") and MCD Freedom Advisers, Inc. (the "General Partner").

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

SUMMARY OF APPLICATION: Applicants seek an order that would exempt the Partnership from all provisions of the Act. The order would permit the Partnership to invest in limited partnerships that engage in the ownership and operation of housing for low and moderate income persons.

FILING DATE: The application was filed on September 6, 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 October 27, 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.

² See SEC Report of Special Study of Securities Markets, 88th Cong., 1st Sess. (Comm. Print 1963), pt. 4 at 763-65.

³ 15 U.S.C. 78s(b)(2).

⁴ 17 CFR 200.30-3(a)(12).

ADDRESSES: Secretary, SEC, 450 5th Street, N.W., Washington, D.C. 20549. Applicants, 800 Superior Avenue, Cleveland, Ohio 44114.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Staff Attorney, at (202) 942-0574, or Alison E. Baur, 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 Partnership was organized on July 13, 1995, under the Delaware Revised Uniform Limited Partnership Act. The Partnership is intended to serve as a vehicle for equity investment in real property eligible for low income housing tax credits under section 42 of the Internal Revenue Code of 1986, as amended (the "Tax Credit Properties"). The General Partner is organized as a Delaware corporation. McDonald & Company Securities, Inc. and other selected soliciting dealers will act as selling agents for the offering of units of limited partnership interest ("Units").

2. The Partnership will operate as a "two-tier" partnership and will invest in limited partnerships and limited liability companies (the "Operating Partnerships") which will acquire, operate and maintain Tax Credit Properties in accordance with the purposes and criteria set forth in Investment Company Act Release No. 8456 (August 9, 1974) ("Release No. 8456").

3. The Partnership's investment objectives are to realize (a) certain tax benefits including low income housing tax credits, (b) potential capital appreciation through increases in value and amortization of the mortgage indebtedness of the Tax Credit Properties, (c) cash distributions from liquidation, sale or refinancing of the Tax Credit Properties (except with respect to certain non-profit operating partnerships), and (d) limited cash flow from operations.

4. On August 4, 1995, the Partnership filed a registration statement under the Securities Act of 1933 (the "Prospectus") for the sale of a maximum of 1,000,000 Units at \$20.00 per Unit with a minimum investment of \$10,000 per investor.

5. Subscriptions for Units will be made conditional upon representations as to suitability of the investment for each subscriber. The subscription agreement for Units provides that each

subscriber will represent in writing that it meets the general investor suitability standards established by the Partnership. The Prospectus provides that each subscriber must meet the following requirements: (a) Minimum annual gross income for the current year of \$60,000 and a net worth (exclusive of home, home furnishings and automobiles) of not less than \$60,000 or (b) net worth (exclusive of home, home furnishings and automobiles) in excess of \$200,000. Units will be sold in certain states only to persons who meet different standards which will be set forth in the Prospectus. In addition, the Partnership will allow corporate investors (subject to certain requirements and limitations) to purchase Units. In no event shall the Partnership employ any such suitability standards which are less restrictive than those set forth in the application.

6. The partnership agreement also provides that, in order to record a transfer on its books, counsel for the Partnership must be of the opinion that the transfer is not in violation of any applicable federal or state securities laws (including any investor suitability standards). The Partnership will invest in Units which are not readily marketable, and each such interest will have no value apart from the value of the Tax Credit Property owned by such Operating Partnership. Therefore, applicants assert that there will be no separate market for such interests.

7. All proceeds of the public offering of Units will initially be placed in an escrow account with the Star Bank, N.A. The offering of Units will terminate approximately 24 months from the date upon which the Partnership's registration statement is declared effective. If subscriptions for at least 100,000 Units have not been received by such date, no Units will be sold and funds paid by subscribers will be returned promptly, together with any accrued interest earned thereon. If subscriptions for at least 100,000 Units have been received by the effective date, and the Units are sold, purchasers of Units (the "Limited Partners") then will become limited partners in the Partnership. The Partnership intends to apply capital raised in its public offering to the acquisition of interests in Operating Partnerships as soon as practicable following the release of such funds from the escrow account. Prior to such use, the offering proceeds may be temporarily invested in bank time deposits, certificates of deposit, bank money market accounts and government securities.

8. The Partnership will be controlled by the General Partner. The Limited

Partners, consistent with their status, will not be entitled to participate in the control of the Partnership's business. However, the majority in interest of the Limited Partners will have the right (subject to certain limitations) to amend the partnership agreement, dissolve the Partnership, remove the General Partner and consent to a successor General Partner. In addition, under the partnership agreement, each Limited Partner is entitled to review all books and records of the Partnership at any and all reasonable times.

9. The partnership agreement provides that the General Partner shall not have any authority to: (a) Do any act required to be approved or ratified in writing by the Limited Partners under the Delaware Revised Uniform Limited Partnership Act, unless the right to do so is expressly otherwise given in the partnership agreement; (b) do any act which would make it impossible to carry on the ordinary business of the Partnership; (c) without the consent of the Limited Partners owning a majority of the Units, sell or otherwise dispose of all or substantially all of the assets of the Partnership in a single sale or disposition or in a series of contemporaneous sales or dispositions with a view towards distribution; (d) borrow from the Partnership; or (e) without the consent of the Limited Partners owning a majority of the Units, elect to dissolve the Partnership or change the investment objectives or policies of the Partnership.

10. The Partnership will attempt to acquire a 50% to 99% interest in the operating profits, losses, credits, and distributable cash flow of each Operating Partnership. In addition, the General Partner anticipates that the Partnership's share of liquidation, sale or refinancing proceeds of each Operating Partnership will be between 50% and 95%. Regardless of the percentage interest the Partnership has in an Operating Partnership, the Partnership will have certain rights under the terms of the operating partnership agreements, which will include the right to: (a) Approve or disapprove any sale or refinancing of the applicable Tax Credit Property; (b) replace the operating general partner; (c) approve or disapprove the dissolution of the Operating Partnership; (d) approve or disapprove amendments to the operating partnership agreement materially and adversely affecting the Partnership's investment in the Operating Partnership; and (e) direct the operating general partners to convene meetings and submit matters to a vote. The Partnership will have access to the books and records of each Operating

Partnership and to receive annual and quarterly reports. In addition, the Partnership will require that all Operating Partnerships provide to the Limited Partners substantially all of the rights required by section VII of certain guidelines adopted by the North American Securities Administrators Association, Inc.

11. McDonald & Company Securities, Inc., an affiliate of the General Partner, will receive commissions up to 6% of the aggregate gross proceeds on the sale of Units, an expense allowance of up to 1.5% of the gross proceeds to defray due diligence activities, and up to a 2% dealer-manager fee. The General Partner or its affiliates will receive an acquisition fee of up to 4.5%.

12. All compensation to be paid to the General Partner and its affiliates is specified in the partnership agreement and the Prospectus. The fees and other forms of compensation that will be paid to the General Partner and its affiliates will not have been negotiated through arms-length negotiations. The partnership agreement and the Prospectus will contain numerous provisions designed to insure fair dealing by the General Partner with the Limited Partners.

Applicants' Arguments

1. Section 6(c) authorizes the SEC to grant an exemption from the Act to the extent "necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of [the Act]." Applicants seek an order under section 6(c) exempting the Partnership and the General Partner from all provisions of the Act.

2. Applicants assert that the requested relief is consistent with the protection of investors and the purposes and policies underlying the Act. Applicants assert, among other things, that investment in low and moderate income housing is not economically suitable for private investors without the tax and organizational advantages of the limited partnership form. By investing in the Operating Partnerships, the Partnership is implementing the national policy enunciated by Congress in section 901 of Title IX of the Housing and Urban Development Act of 1968.

3. Release No. 8456 lists two conditions, designed for the protection of investors, which must be satisfied in order to qualify for the type of exemptive relief which the Partnership seeks: (a) "interests in the issuer should be sold only to persons for whom investments in limited profit, essentially tax-shelter, investments would not be

unsuitable"; and (b) "requirements for fair dealing by the General Partners of the issuer should be included in the basic organizational documents of the company." The Partnership will comply with these conditions and will otherwise operate in a manner designed to insure investor protection. Applicants assert that interests in the Partnership will be sold only to, and transfers will be permitted only to, investors who meet specified suitability standards which the Partnership believes are consistent with the requirements in Release No. 8456, with the guidelines of those states which prescribe suitability standards, and with the securities laws of all states where the Units will be sold. In order to insure that the Limited Partners receive extensive information about the Partnership, the Partnership will distribute to the Limited Partners certain reports concerning its business and operations. The Partnership believes that all potential conflicts of interest between the General Partner and the Limited Partners will be disclosed in the Prospectus, including the receipt of commissions, fees and other compensation by the General Partner and its affiliates.

4. Applicants believe that the contemplated arrangement of the Partnership is not susceptible to abuses of the sorts the Act was designed to remedy. The requirements for fair dealing provided by the Partnership's governing instruments and pertinent governmental regulations imposed on the Operating Partnerships by various federal, state and local agencies provide protection to investors comparable to, and in some respects greater than that provided by the Act.

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

Jonathan G. Katz,
Secretary.

[FR Doc. 95-25022 Filed 10-6-95; 8:45 am]

BILLING CODE 8010-01-M

[Investment Company Act Release No. 21387; 811-7081]

MuniBond Income Fund, Inc.; Notice of Application for Deregistration

October 2, 1995.

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

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

APPLICANT: MuniBond Income Fund, Inc.

RELEVANT ACT SECTION: Order requested under section 8(f).

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

FILING DATES: The application was filed on September 7, 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 October 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, 800 Scudders Mill Road, Plainsboro, New Jersey 08536.

FOR FURTHER INFORMATION CONTACT: Marianne H. Khawly, Staff Attorney, at (202) 942-0562, 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, a registered closed-end investment company, incorporated in the state of Maryland on August 24, 1993. On September 2, 1993, applicant filed a Notification of Registration on Form N-8A and a registration statement on Form N-2 pursuant to section 8(b) of the Act and the Securities Act of 1933 to register 6,720,000 shares of common stock. The registration statement was declared effective on October 22, 1993 and applicant commenced its initial public offering on that date.

2. On July 13, 1994, applicant's board of directors approved an Agreement and Plan of Reorganization (the "Agreement") between MuniAssets Fund, Inc. ("MuniAssets") and applicant. Pursuant to the agreement, MuniAssets would acquire substantially all of applicant's assets in exchange for shares of MuniAssets' common stock. The board approved the reorganization because the combined entity would