

obligations of First National Bank as will be necessary to permit First Botswana, First Namibia, or First Zimbabwe, as the case may be, to hold in custody the U.S. Investment Company's Assets in Botswana, Namibia, and Zimbabwe, respectively. The Agreement will further provide that First National Bank will be liable for any loss, damage, cost, expense, liability, or claim arising out of or in connection with the performance by a Foreign Affiliate of its responsibilities under the Agreement to the same extent as if First National Bank had been required to provide custody services under such agreement.

3. First National Bank currently satisfies and will continue to satisfy the minimum shareholders' equity requirement set forth in rule 17f-5(c)(2)(i).

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

Margaret H. McFarland,
Deputy Secretary.

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The Company does not see any particular advantage in the dual trading of the Security and believes that dual listing would fragment the market for the Security.

Any interested person may, on or before January 5, 1996 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.

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and sponsorship for the Security than is presently available on the Amex;

(b) The Company believes that the Nasdaq/NM system will offer an opportunity for the Company to secure its own group of market makers and to expand the capital base available for trading in the Security; and

(c) The Company believes that the firms making a market in the Security on the Nasdaq/NM system will also be inclined to issue research reports concerning the Company, thereby increasing the number of firms providing institutional research and advisory reports to the investment community.

Any interested person may, on or before January 5, 1996 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. 95-30710 Filed 12-18-95; 8:45 am]

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[File No. 1-9965]

Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Keithley Instruments, Inc., Common Shares, Without Par Value)

December 13, 1995.

Keithley Instruments, 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, in addition to being listed on the Amex, the Security is listed on the New York Stock Exchange, Inc. ("NYSE"). The Security commenced trading on the NYSE at the opening of business on November 28, 1995 and concurrently therewith the Security was suspended from trading on the Amex.

In making the decision to withdraw the Security from listing on the Amex, the Company considered the direct and indirect costs and expenses attendant with maintaining the dual listing of the security on the NYSE and on the Amex.

[File No. 1-10814]

Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (ReadiCare, Inc., Common Stock, \$.01 Par Value)

December 13, 1995.

ReadiCare, 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, its Board of Directors unanimously approved resolutions on October 24, 1995 to withdraw the Security from listing on the Amex and instead, to list the Security on the Nasdaq National Market.

The decision of the Board followed a lengthy review of the matter and was based upon the belief that listing the Security on the Nasdaq/NMS will be more beneficial to the Company's stockholders than the present listing on the Amex for the following reasons:

(a) The Company believes that the Nasdaq/NM system of competing market makers will result in increased visibility

[Rel. No. IC-21594; 812-9712]

Sirrom Capital Corporation; Notice of Application

December 13, 1995.

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

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

APPLICANT: Sirrom Capital Corporation.

RELEVANT ACT SECTION: Section 61(a)(3)(B).

SUMMARY OF APPLICATION: Applicant requests an order approving applicant's 1995 Stock Option Plan for Non-Employee Directors (the "Plan") and the grant of certain stock options thereunder.

FILING DATES: The application was filed on August 7, 1995 and amended on October 30, 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 January 8, 1996 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 requests, and the issues contested. Persons may request notification of a hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 5th Street, N.W., Washington, D.C. 20549. Applicant, 511 Union Street, Nashville City Center, Suite 2310, Nashville, Tennessee 37219.

FOR FURTHER INFORMATION CONTACT: Sarah A. Buescher, Staff Attorney, at (202) 942-0573, 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 from the SEC's Public Reference Branch.

Applicant's Representations

1. Applicant is a business development company ("BDC") within the meaning of section 2(a)(48) of the Act.¹ Applicant requests an order pursuant to section 61(a)(3)(B) of the Act approving the Plan and pursuant to the Plan, the automatic grant of options to purchase shares of applicant's common stock to each director who is neither an officer nor an employee of applicant ("non-employee director") and to each new non-employee director of applicant who may be elected or appointed in the future to applicant's board of directors. Applicant will submit the Plan to applicant's shareholders for their approval at the next meeting for shareholders to be held in the Spring of 1996. Applicant will implement the Plan subsequent to receiving approval by applicant's shareholders and an order of the SEC ("Approval Date").

2. Applicant states that its primary investment objectives are to achieve a

high level of current income and long-term growth in the value of its assets. Applicant is primarily engaged in the business of making loans to small, privately owned companies whose securities have no established public market. Applicant's investment decisions are made by a loan approval committee comprised of senior management of applicant in accordance with policies approved by applicant's board of directors. Applicant makes available to its investee companies significant managerial assistance, and helps its investee companies establish boards of directors. In addition, applicant assists its investee companies in obtaining necessary financing and increasing the value of the investee companies. Applicant does not have an external "investment adviser" within the meaning of the Act.

3. Each non-employee director of applicant receives \$1,000 for each board and committee meeting attended and reimbursement for expenses incurred in attending meetings. Non-employee directors receive no other compensation for their services to applicant.

4. Grants of options under the Plan would be limited to (a) 18,000 shares of applicant's common stock for non-employee directors elected prior to December 1, 1994, (b) 12,000 shares of applicant's common stock for non-employee directors elected between December 1, 1994 and the Approval Date, and (c) 6,000 shares of applicant's common stock for non-employee directors elected or appointed after the Approval Date. On the Approval Date, the aggregate amount of applicant's voting securities that would result from the exercise of all options issued or issuable under the Plan and applicant's existing employee stock option plan would be 614,000 shares, or approximately 6.7% of the 9,195,116 shares of applicant's common stock outstanding as of September 30, 1995. Applicant has no warrants, options, or rights to purchase its voting securities outstanding, other than those granted or to be granted as of the Approval Date to its directors, officers, and employees pursuant to the executive compensation plans described in the application.

5. Pursuant to the terms of the Plan, the options would vest and become exercisable on the first anniversary of the date of grant. Options would be exercisable at any time after they become exercisable until the tenth anniversary of the date of the grant. The exercise price of the options would be 100% of the current market value of applicant's common stock on the date of issuance.

6. In the event of a non-employee director's death or disability during the director's service, all of the director's unexercised options would immediately become exercisable for a period of three years following the date of death or one year following the date of disability, but in no event after the expiration dates of the options. In the event of the termination of a non-employee director for cause, any options held by the director not exercised shall terminate immediately upon termination of service and may not be exercised thereafter. If a non-employee director's service is terminated for any reason other than by death, disability, or by applicant for cause, his or her options may be exercised within one year following the date of termination, but in no event after the expiration date of the options.

Applicant's Legal Analysis

1. Section 63(3) of the Act permits a BDC to sell its common stock at a price below current net asset value upon the exercise of any option issued in accordance with section 61(a)(3) of the Act.

2. Section 61(a)(3)(B) of the Act provides, in pertinent part, that a BDC may issue to its non-employee directors options to purchase its voting securities pursuant to an executive compensation plan, provided that: (a) the options expire by their terms within ten years; (b) the exercise price of the options is not less than the current market value of the underlying securities at the date of the issuance of the options, or if no such market exists, the then current net asset value of the underlying securities; (c) the proposal to issue such options is authorized by the BDC's shareholders, and is approved by order of the Commission upon application; (d) the options are not transferable except for disposition by gift, will, or intestacy; (e) no investment adviser of the BDC receives any compensation described in section 205(1) of the Investment Advisers Act of 1940, except to the extent permitted by clause (A) or (B) of that section; and (f) the BDC does not have a profit-sharing plan as described in section 57(n) of the Act.

3. In addition, section 61(a)(3)(B) of the Act provides that the amount of the BDC's voting securities that would result from the exercise of all outstanding warrants, options, and rights at the time of issuance may not exceed 25% of the BDC's outstanding voting securities, except that if the amount of voting securities that would result from the exercise of all outstanding warrants, options, and rights issued to the BDC's directors,

¹ Section 2(a)(48) defines a BDC to be any closed-end investment company that operates for the purpose of making investments in securities described in sections 55(a)(1) through 55(a)(3) of the Act and makes available significant managerial assistance with respect to the issuers of such securities. Such issuers are small, nascent companies whose securities typically are illiquid.

officers, and employees pursuant to an executive compensation plan would exceed 15% of the BDC's outstanding voting securities, then the total amount of voting securities that would result from the exercise of all outstanding warrants, options, and rights at the time of issuance shall not exceed 20% of the outstanding voting securities of the BDC.

4. Applicant represents that the Plan, the stock options to be granted automatically to applicant's non-employee directors, and the stock options to be granted automatically to applicant's future non-employee directors pursuant to the Plan would meet the requirements of section 61(a): (a) the options would expire within ten years from the date of grant; (b) the exercise price of the options would be the current market value of applicant's common stock on the date of issuance; (c) the proposal to issue the options would be authorized by applicant's shareholders; (d) the options would not be transferable except for disposition by gift, will, or intestacy; (e) applicant does not have an investment adviser; and (f) applicant does not have a profit-sharing plan as described in section 57(n) of the Act. In addition, the total amount of voting securities that would result from the exercise of all outstanding warrants, options, and rights at the time of issuance would not exceed 20% of the outstanding voting securities of applicant.

5. Applicant represents that its directors are actively involved in the oversight of applicant's affairs, and that applicant relies on the judgment and experience of its directors. Applicant's directors have experience in many of the industries in which applicant's investee companies operate. The directors' backgrounds enhance applicant's ability to review and evaluate its investee companies and their performance. Applicant states that in order to attract and retain qualified personnel, it must provide non-employee directors with incentives in the form of an executive compensation program, as contemplated by section 61(a) of the Act.

6. Applicant submits that the terms of the Plan and the stock options to be granted automatically to applicant's non-employee directors are fair and reasonable and do not involve any overreaching of applicant or its shareholders. Options granted to purchase 6,000, 12,000, or 18,000 shares of applicant's common stock would currently represent only .07%, .13%, and .20%, respectively, of applicant's outstanding common stock. Given these relatively small amounts of stock,

applicant submits that the exercise of the options would not, absent extraordinary circumstances, have a substantial dilutive effect on the net asset value of applicant's common stock.

7. Applicant asserts that because the stock options granted to a non-employee director would not vest until after the first anniversary of the date of grant, the Plan would provide non-employee directors with incentives to remain directors of applicant. In addition, applicant contends that because the options granted pursuant to the Plan have no value unless the price of applicant's common stock exceeds the exercise price of the option, the options provide significant incentives for its non-employee directors to devote their best efforts to the success of applicant's business. Applicant also represents that the options provide a means for the directors to increase their ownership interests in applicant, thereby helping to ensure close identification of their interests with those of applicant and its shareholders. Applicant contends that incentives in the form of stock options enable it to maintain continuity in the membership of its board of directors and to attract and retain as directors the highly experienced, successful, and dedicated business and professional people that are critical to applicant's success as a BDC and to the success of its investee companies.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95-30764 Filed 12-18-95; 8:45 am]

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[Rel. No. IC. 21592; File No. 812-9236]

Variable Insurance Funds, et al.

December 12, 1995.

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

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

APPLICANTS: Variable Insurance Funds (the "Trust"), The Winsbury Company ("Winsbury") and Qualivest Capital Management, Inc. ("Qualivest").

RELEVANT 1940 ACT SECTIONS: Order requested under Section 6(c) for exemptions from Sections 9(a), 13(a), 15(a), and 15(b) of the 1940 Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder.

SUMMARY OF APPLICATION: Applicants seek an order to permit shares of each

existing and future series of the Trust and shares of any other investment company that is designed to fund insurance products and for which Winsbury, or any of its affiliates, may serve as principal underwriter and administrator (collectively with the Trust, "Funds") to be sold to and held by variable annuity and variable life separate accounts of both affiliated and unaffiliated life insurance companies.

FILING DATE: The application was filed on September 21, 1994 and amended on May 9, 1995.

HEARING AND NOTIFICATION OF HEARING: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing on the application by writing to the Secretary of the SEC 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 January 8, 1996, and should be accompanied by proof of service on the Applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of writer's interest, the reason for the request, and the issues contested. Persons may request notification of the date of the hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicants: The Trust and Winsbury, 1900 East Dublin-Granville Road, Columbus, Ohio 34229; Qualivest, 111 S.W. Fifth Avenue, Portland, Oregon 97204.

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: Following is a summary of the application; the complete application is available for a fee from the SEC's Public Reference Branch.

Applicant's Representations

1. The Trust, an open-end management investment company organized as a Massachusetts business trust, currently consists of four series, each with its own investment objective and policies. Additional series may be established in the future.

2. Winsbury, a registered broker-dealer and member of the National Association of Securities Dealers, Inc., serves as the administrator and the principal underwriter of the Trust. Winsbury is a division of BISYS Group, Inc.