

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

Margaret H. McFarland,

*Deputy Secretary.*

[FR Doc. 96-3048 Filed 2-9-96; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-21732; 811-2660]

### National Securities Tax Exempt Bonds, Inc.; Notice of Application

February 5, 1996.

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

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

**APPLICANT:** National Securities Tax Exempt Bonds, Inc.

**RELEVANT ACT SECTION:** Section 8(f).

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

**FILING DATE:** The application was filed on July 3, 1995 and amended on January 11, 1996.

**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 March 1, 1996, 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 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, One American Row, Hartford, Connecticut 06115.

**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.

#### Applicant's Representations

1. Applicant is an open-end management investment company

organized as a Maryland corporation. On September 6, 1976, applicant registered under the Act as an investment company and filed a registration statement under the Securities Act of 1933. The registration statement was declared effective, and applicant's initial public offering commenced, on November 5, 1976.

2. On June 30, 1993, applicant's Board of Directors and the Board of Trustees of the Phoenix Multi-Portfolio Fund unanimously approved an agreement and plan of reorganization (the "Plan"), in accordance with rule 17a-8 of the Act, whereby applicant would transfer all of its assets and liabilities to the Phoenix Tax-Exempt Bond Portfolio (the "Tax-Exempt Portfolio") of the Phoenix Multi-Portfolio Fund, a Massachusetts business trust.<sup>1</sup> Proxy materials were filed with the SEC and were distributed on September 16, 1993. At a special meeting held on November 4, 1993, applicant's shareholders approved the Plan.

3. On November 12, 1993 (the "Closing Date"), applicant transferred all of its assets to the Tax-Exempt Portfolio. Accordingly, securityholders of applicant became securityholders of the Tax-Exempt Portfolio. In consideration for the transfer, the Tax-Exempt Portfolio assumed all of applicant's liabilities and delivered to applicant full and fractional shares of beneficial interest of the Tax-Exempt Portfolio equal to that number of full and fractional Tax-Exempt Portfolio shares as determined based on the relative net asset values per share of applicant and the Tax-Exempt Portfolio as of the close of trading of the New York Stock Exchange on the Closing Date. Applicant distributed such Tax-Exempt Portfolio shares *pro rata* to its securityholders and simultaneously applicant's shares held by its securityholders were canceled.

4. Phoenix Investment Counsel, Inc., an affiliate of applicant, paid all of the direct and indirect expenses of the reorganization, including any brokerage fees relating to transactions resulting from the reorganization.

5. At the time of the application, applicant had no shareholders, assets, or liabilities. Applicant is not a party to

<sup>1</sup> Applicant and the Phoenix Multi-Portfolio Fund may be deemed to be affiliated persons of each other by reason of having a common investment adviser, common directors, and/or common officers. Although purchases and sales between affiliated persons generally are prohibited by section 17(a) of the Act, rule 17a-8 provides an exemption for certain purchases and sales among investment companies that are affiliated persons of one another solely by reason of having a common investment adviser, common directors, and/or common officers.

any litigation or administrative proceeding.

6. Applicant is not now engaged, nor does it propose to engage, in any business activities other than those necessary for the winding up of its affairs. Applicant filed Articles of Dissolution to terminate its existence as a Maryland corporation and was dissolved on June 16, 1995.

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

Margaret H. McFarland,

*Deputy Secretary.*

[FR Doc. 96-3049 Filed 2-9-96; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-21731; 811-4725]

### National Total Return Fund; Notice of Application

February 5, 1996.

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

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

**APPLICANT:** National Total Return Fund.

**RELEVANT ACT SECTION:** Section 8(f).

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

**FILING DATE:** The application was filed on July 3, 1995 and amended on January 11, 1996.

**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 March 1, 1996, 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 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, One American Row, Hartford, Connecticut 06115.

**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).