

**APPLICANT:** Sherman, Dean 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 DATE:** The application was filed on June 10, 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 July 23, 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 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, 3570 Hunters Sound, San Antonio, Texas 78230.

**FOR FURTHER INFORMATION CONTACT:** Marianne H. Khawly, Staff Attorney, at (202) 942-0562, 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. On May 15, 1967, applicant, a Delaware corporation, registered as an open-end management investment company under the Act by filing with the SEC a Notification of Registration on Form N-8A. SEC records indicate that on August 10, 1967, applicant filed a registration statement on Form S-5 that became effective on February 14, 1968. Applicant commenced its initial immediately. On September 13, 1993, pursuant to a shareholder vote, applicant changed its classification to a closed-end investment company. On September 14, 1993, applicant filed a registration statement with the SEC on Form N-2 to reflect this change.

2. On March 8, 1996, in order to accommodate requests from shareholders seeking to sell their shares, applicant filed a Notification of Repurchase Offer pursuant to rule 23c-3 under the Act to repurchase a total of

61,155 shares.<sup>1</sup> On March 29, 1996, applicant repurchased 60,580.683 shares at net asset value from 235 shareholders. As a result, applicant states that presently there are 68 beneficial owners of its shares.

3. As of the filing of this application, applicant had assets of \$1,760,000 invested in three publicly traded securities. Applicant's liabilities consisted of approximately \$13,000 attributable to management fees, legal and accounting expenses, and office expenses.

4. Applicant presently is not a party to any litigation or administrative proceeding.

#### Applicant's Legal Analysis

1. Section 8(f) of the Act provides that whenever the SEC, upon application or its own motion, finds that a registered investment company has ceased to be an investment company, the SEC shall so declare by order and upon the taking effect of such order, the registration of such company shall cease to be in effect.

2. Section 3(c)(1) of the Act provides that an issuer is not an investment company within the meaning of the Act if (a) its outstanding securities (other than short-term paper) are beneficially owned by not more than 100 persons, and (b) it is not making and does not propose to make a public offering of securities.

3. Applicant believes that, pursuant to section 3(c)(1), it is no longer an investment company as defined in section 3 because only 68 persons are beneficial holders of its securities. Applicant states that it is not making and does not presently propose to make a public offering of its securities. Accordingly, applicant requests that the SEC issue an order under section 8(f) declaring that it has ceased to be an investment company.

For the SEC, by the Division of Investment Management, under delegated authority.  
 Jonathan G. Katz,  
 Secretary.

[FR Doc. 96-17152 Filed 7-3-96; 8:45 am]

BILLING CODE 8010-01-M

[Release No. 34-37379; File No. 265-19]

#### Consumer Affairs Advisory Committee; Meeting

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice of meeting of the Securities and Exchange Commission

<sup>1</sup> Rule 23c-3 under the Act generally provides that a closed-end company may offer to repurchase securities, of which it is the issuer, subject to certain restrictions.

("Commission") Consumer Affairs Advisory Committee ("Committee").

**SUMMARY:** The Securities and Exchange Commission's Consumer Affairs Advisory Committee will meet on July 22, 1996, in Room 1C30 at the Commission's Headquarters, 450 Fifth Street, N.W., Washington, DC, beginning at 9:45 a.m. The meeting will be open to the public. This notice also serves to invite the public to submit written comments to the Committee.

**ADDRESSES:** You should submit written comments in triplicate and refer to File No. 265-19. Send your comments to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549.

**FOR FURTHER INFORMATION CONTACT:** Jonathan M. Gottsegen, Counsel to the Director, Office of Investor Education and Assistance (202) 942-7040; Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549.

**SUPPLEMENTARY INFORMATION:** Section 10(a) of the Federal Advisory Committee Act, 5 U.S.C. app 10a, requires the Securities and Exchange Commission to give notice that the Consumer Affairs Advisory Committee will meet on July 22, 1996, in Room 1C30 at the Commission's Headquarters, 450 Fifth Street, N.W., Washington, DC., beginning at 9:45 a.m. The meeting will be open to the public.

The Committee's responsibilities include assisting the Commission in identifying investor problems and being more responsive to their needs. The Committee will explore fundamental issues of concern to investors, including matters currently under consideration by the Commission and topics of emerging concern to investors and the financial services industry.

Dated: June 28, 1996.  
 Jonathan G. Katz,  
 Advisory Committee Management Officer.  
 [FR Doc. 96-17143 Filed 7-3-96; 8:45 am]

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[Release No. 34-37372; File No. 600-22]

#### Self-Regulatory Organizations; MBS Clearing Corporation; Notice of Filing of Request and Order Approving Application for Extension of Temporary Registration as a Clearing Agency

June 26, 1996.

On June 6, 1996, the MBS Clearing Corporation ("MBS") filed with the Securities and Exchange Commission ("Commission") a request pursuant to

Section 19(a)<sup>1</sup> of the Securities Exchange Act of 1934 ("Act") for extension of its temporary registration as a clearing agency under Section 17A<sup>2</sup> of the Act for a period of one year.<sup>3</sup> The Commission is publishing this notice of filing of request and order to solicit comments from interested persons and to grant MBS's request for an extension of its temporary registration as a clearing agency through June 30, 1997.

On February 2, 1987, the Commission granted MBS's application for registration as a clearing agency pursuant to Sections 17A(b) and 19(a)(1) of the Act<sup>4</sup> and Rule 17Ab2-1(c)<sup>5</sup> thereunder on a temporary basis for a period of eighteen months.<sup>6</sup> Subsequently, the Commission has issued orders that extended MBS's temporary registration as a clearing agency. The last extension order extended MBS's temporary registration through June 30, 1996.<sup>7</sup>

As discussed in detail in the original order granting MBS's registration, one of the primary reasons for MBS's registration was to enable it to provide for the safe and efficient clearance and settlement of transactions in mortgage-backed securities. Since the original temporary registration order, MBS has implemented several improvements to its operating and financial standards and continues to work towards enhancing the safety and efficiency of its operations. For example, over the past year the Commission granted permanent approval of MBS's Electronic Pool Notification ("EPN") service, an electronic, post-trade communication system for mortgage-backed securities.<sup>8</sup> In addition, MBS modified its procedures relating to settlement balance order ("SBO") settlement to help prevent participants from influencing the amount of their cash

adjustments through submissions of internal trades.<sup>9</sup>

MBS has functioned effectively as a registered clearing agency for over nine years. Accordingly, in light of MBS's past performance and the need for MBS to provide continuity of service to its participants, the Commission believes that, pursuant to Section 17A(b)(2) of the Act, it is necessary and appropriate in the public interest and for the prompt and accurate clearance and settlement of securities transactions to approve MBS's request to extend its temporary registration through June 30, 1997. During this temporary registration period, the Commission expects MBS to file a request for permanent registration as a clearing agency. Any comments received during MBS's temporary registration will be considered in conjunction with the Commission's consideration of whether to grant MBS permanent registration as a clearing agency under Section 17A(b) of the Act.<sup>10</sup>

#### Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies of the submission, all subsequent amendments, all written statements with respect to the request for extension of temporary registration as a clearing agency that are filed with the Commission, and all written communications relating to the requested extension between the Commission and any person, other than those that may be withheld from the public in accordance with provisions of 5 U.S.C. § 552, will be available for inspection and copying in the Commission's Public Reference Section, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies of such filing also will be available for inspection and copying at the principal office of MBS. All submissions should refer to File No. 600-22.

#### Conclusion

On the basis of the foregoing, the Commission finds that MBS's request for extension of temporary registration as a clearing agency is consistent with the Act and in particular with Section 17A of the Act.

*It is therefore ordered*, that MBS's temporary registration as a clearing agency (File No. 600-22) be, and hereby is, extended through June 30, 1997.

For the Commission by the Division of Market Regulation, pursuant to delegated authority.<sup>11</sup>

Margaret H. McFarland,

*Deputy Secretary.*

[FR Doc. 96-17145 Filed 7-3-96; 8:45 am]

BILLING CODE 8010-01-M

[Release No. 34-37380; File No. SR-CBOE-96-37]

### **Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change, as Amended, by Chicago Board Options Exchange, Incorporated Relating to a Pilot Operation of a System for Monitoring News Announcements Made After the Close of Trading in the Primary Market for the Underlying Stock**

June 28, 1996.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on June 17, 1996, the Chicago Board Options Exchange, Incorporated ("CBOE" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the CBOE. The Exchange submitted to the Commission Amendment Nos. 1<sup>3</sup> and 2<sup>4</sup> to the proposed rule change on June 26, 1996. The Commission is publishing this notice, as amended, to solicit comments on the proposed rule change from interested persons.

#### **I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change**

The Exchange proposes to institute a pilot test of a system that, shortly before

<sup>11</sup> 17 CFR 200.30-3(a)(50)(i) (1994).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> In Amendment No. 1, the Exchange makes several clarifications to the proposed pilot. See Letter from Michael L. Meyer, Attorney, Schiff Hardin & Waite, to John Ayanian, Attorney, Office of Market Supervision ("OMS"), Division of Market Regulation ("Market Regulations"), Commission, dated June 26, 1996 ("Amendment No. 1").

<sup>4</sup> In Amendment No. 2, the Exchange clarifies that it intends to turn on the system each day a few minutes prior to the 3:00 p.m. central time close of trading in the primary market, in order to be certain that the system is operating by the time the primary market closes. Letter from Michael L. Meyer, Attorney, Schiff Hardin & Waite, to John Ayanian, Attorney, OMS, Market Regulation, Commission, dated June 26, 1996 ("Amendment No. 2").

<sup>1</sup> 15 U.S.C. 78s(a) (1988).

<sup>2</sup> 15 U.S.C. 78q-1(a) (1988).

<sup>3</sup> Letter from Robert J. Woldow, Secretary and General Counsel, MBS, to Jerry Carpenter, Assistant Director, Division of Market Regulation, Commission (June 6, 1996).

<sup>4</sup> 15 U.S.C. 78q-1(b) and 78s(a)(1) (1988).

<sup>5</sup> 17 CFR 240.17Ab2-1(c) (1994).

<sup>6</sup> Securities Exchange Act Release No. 24046 (February 2, 1987), 52 FR 4218.

<sup>7</sup> Securities Exchange Act Release Nos. 25957 (August 2, 1988), 53 FR 29537; 27079 (July 31, 1989), 54 FR 32412; 28492 (September 28, 1990), 55 FR 41148; 29571 (September 27, 1991), 56 FR 50602; 31750 (January 21, 1993), 58 FR 6424; 33348 (December 15, 1993), 58 FR 68183; and 35132 (December 21, 1994), 59 FR 67743.

<sup>8</sup> Securities Exchange Act Release No. 36540 (November 30, 1995) 60 FR 63089 [File No. MBS-95-09] (order granting accelerated approval of proposed rule change).

<sup>9</sup> Securities Exchange Act Release No. 37205 (May 13, 1996), 989 61 FR 24898 [File No. MBS-95-08] (order approving proposed rule change).

<sup>10</sup> 15 U.S.C. 78q-1(b) (1988).