

advisory fees charged under the contract are based on services provided that are in addition to, rather than duplicative of, services provided under any Underlying Portfolio or Underlying Distributor Fund advisory contract. The finding, and the basis upon which the finding was made, will be recorded fully in the minute books of the Portfolio or Distributor Fund of Funds.

6. Applicants agree to provide the following information, in an electronic format, to the Chief Financial Analyst of the SEC's Division of Investment Management: monthly average total assets of each Portfolio and Distributor Fund of Funds, and each respective Underlying Portfolio and Underlying Distributor Fund; monthly purchases and redemptions (other than by exchange) for each Portfolio and Distributor Fund of Funds and each respective Underlying Portfolio and Underlying Distributor Fund; monthly exchanges into and out of each Portfolio and Distributor Fund of Funds and each respective Underlying Portfolio and Underlying Distributor Fund; month-end allocations of each Portfolio's assets among the Underlying Portfolios and of the assets of each Distributor Fund of Funds among its Underlying Distributor Funds; annual expense ratios for each Portfolio and each Distributor Fund of Funds and each respective Underlying Portfolio and any Underlying Distributor Fund; and a description of any vote taken by the shareholders of any Underlying Portfolio and Underlying Distributor Fund, including a statement of the percentage of votes cast for and against the proposal by the Portfolio and the Distributor Fund of Funds and by the other shareholders of the Underlying Portfolio and Underlying Distributor Fund. The information will be provided as soon as reasonably practicable following each fiscal year-end of the Portfolio and each Distributor Fund of Funds (unless the Chief Financial Analyst notifies applicants in writing that the information need no longer be submitted.)

For the Commission, by the Division of Investment Management, under delegated authority.
Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 96-21754 Filed 8-26-96; 8:45 am]

BILLING CODE 8010-01-M

Sunshine Act Meeting

"FEDERAL REGISTER" CITATION OF PREVIOUS ANNOUNCEMENT: [To be Published].

STATUS: Open meeting.

PLACE: 450 Fifth Street, N.W., Washington, D.C.

DATE PREVIOUSLY ANNOUNCED: To be Published.

CHANGE IN THE MEETING: Additional Item.

The following item will be considered at an open meeting scheduled to be held on Wednesday, August 28, 1996, at 10:00 a.m.:

The Commission will consider whether to propose additional amendments to the Quote Rule. These amendments would require continuous two-sided quotations from exchange specialists and over-the-counter market makers that are responsible for more than 1% of the quarterly transaction volume for an OTC security included in the Nasdaq Stock Market, Inc. For further information, please contact Gail Marshall, Division of Market Regulation, at (202) 942-7129.

Commissioner Johnson, as duty officer, determined that Commission business required the above change and that no earlier notice thereof was possible.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary (202) 942-7070.

Dated: August 23, 1996.

Jonathan G. Katz,
Secretary.

[FR Doc. 96-22008 Filed 8-23-96; 3:46 pm]

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[Release No. 34-37587; File No. SR-Amex-96-31]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by American Stock Exchange, Inc. Relating to The Listing Criteria for Equity Linked Notes

August 20, 1996.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on August 14, 1996, the American Stock Exchange, Inc. ("Amex" or "Exchange") filed with the Securities and Exchange Commission the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Amex. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

The Exchange proposes to amend Section 107B of the Amex *Company Guide* to provide greater flexibility for issuers listing Equity Linked Notes.

The text of the proposed rule change is available at the Office of the Secretary, Amex and at the Commission.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Amex included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Amex has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

(1) Purpose

On May 20, 1993³ and December 13, 1993,⁴ the Commission approved amendments to Section 107 of the Amex *Company Guide* to provide for the listing and trading of Equity Linked Term Notes ("ELNs"). ELNs are intermediate term (two to seven years), hybrid debt instruments, the value of which is linked to the performance of a highly capitalized, actively traded U.S. common stock.

The Exchange now proposes to amend Section 107B of the *Company Guide* to provide for greater flexibility in the listing criteria for ELNs. Specifically, the Exchange proposes to provide for an alternative minimum tangible net worth criteria for issuers of ELNs. An issuer with minimum tangible net worth in excess of \$250,000,000 will not be limited to offerings of equity linked notes that do not exceed 25% of their net worth. The Exchange believes that this strikes an appropriate balance between the Exchange's responsiveness to innovations in the securities markets and its need to ensure the protection of investors and the maintenance of fair and orderly markets. Moreover, the Exchange believes that these changes will not have an adverse impact on the market for equity linked notes nor its

³ See Securities Exchange Act Release No. 32345 (File No. SR-Amex-92-42).

⁴ See Securities Exchange Act Release No. 33328 (File No. SR-Amex-93-35).