

investment have the opportunity to dispose of their investment prior to or concurrently, on the same terms as, and on a *pro rata* basis with the Co-Investor. The term "Co-Investor" means any person who is: (a) an Affiliated person of the Fund; (b) Skadden Arps and any entities controlled by Skadden Arps; (c) a current partner, lawyer, or employee of Skadden Arps; (d) an investment vehicle offered, sponsored, or managed by Skadden Arps or an Affiliated Person of Skadden Arps; (e) any entity with respect to which Skadden Arps provides, or has provided, services, and from which it may have received fees in connection with such investment; or (f) a company in which the Administrator acts as an officer, director, or general partner, or has a similar capacity to control the sale or disposition of the company's securities. The restriction contained in this condition, however, shall not be deemed to limit or prevent the disposition of an investment by a Co-Investor: (a) To its direct or indirect wholly-owned subsidiary, to any company (a "parent") of which the Co-Investor is a direct or indirect wholly-owned subsidiary, or to a direct or indirect wholly-owned subsidiary of its parent; (b) to immediate family members of the Co-Investor or a trust established for any such family member; (c) when the investment is comprised of securities that are listed on a national securities exchange registered under section 6 of the Exchange Act; or (d) when the investment is comprised of securities that are national market system securities pursuant to section 11A(a)(2) of the Exchange Act and rule 11Aa2-1 thereunder.

5. Each Fund will send to each Member who had an interest in that Fund at any time during the fiscal year then ended, financial statements. Such financial statements may be unaudited. In addition, within 90 days after the end of each fiscal year of each Fund or as soon as practicable thereafter, each Fund shall send a report to each person who was a Member at any time during the fiscal year then ended, setting forth such tax information as shall be necessary for the preparation by the Member of his or her federal and state income tax returns and a report of the investment activities of such Fund during such year.

6. Each Fund will maintain and preserve, for the life of each such Fund and at least two years thereafter, such accounts, books, and other documents as constitute the record forming the basis for the financial statements and annual reports of such Fund to be provided to its Members, and agree that all such records will be subject to

examination by the SEC and its staff. All such records will be maintained in an easily accessible place for at least the first two years.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-11841 Filed 5-6-97; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meetings during the week of May 12, 1997.

An open meeting will be held on Monday, May 12, 1997, at 2:00 p.m. A closed meeting will be held on Thursday, May 15, 1997, at 10:00 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c) (4), (8), (9)(A), and (10) and 17 CFR 200.402(a) (4), (8), (9)(i), and (10), permit consideration of the scheduled matters at the closed meeting.

Commissioner Johnson, as duty officer, voted to consider the items listed for the closed meeting in a closed session.

The subject matter of the open meeting scheduled for Monday, May 12, 1997, at 2:00 p.m., will be:

(1) Consideration of whether to adopt amendments to rule 17f-5 under the Investment Company Act of 1940 (the "Act"), the rule which governs the custody of assets of registered management investment companies ("funds") outside the United States. The amendments would (i) Revise the findings that must be made in connection with foreign custody arrangements, (ii) permit fund boards of directors to delegate their responsibilities to select and monitor foreign custodians, and (iii) expand the class of eligible foreign custodians.

FOR FURTHER INFORMATION, contact Robin S. Gross at (202) 942-0640.

(2) Consideration of whether to adopt rules and rule amendments under the Investment Advisers Act of 1940 to

implement certain provisions of the Investment Advisers Supervision Coordination Act (the "Coordination Act"). The Coordination Act amended the Advisers Act to, among other things, reallocate the responsibilities for regulating investment advisers between the Commission and the securities regulatory authorities of the states. Generally, the Coordination Act provides for the Commission regulation of advisers with \$25 million or more of assets under management, and state regulation of advisers with less than \$25 million of assets under management. The rules and rule amendments would: (i) Establish the process by which advisers that are currently registered with the Commission determine their status as Commission- or state-registered advisers after July 8, 1997, the effective date of the Coordination Act; (ii) amend Form ADV to require advisers to report annually to the Commission information relevant to their status as Commission-registered advisers; (iii) relieve advisers of the burden of having frequently to register and then de-register with the Commission as a result of changes in the amount of their assets under management; (iv) provide certain exemptions from the prohibition on registration with the Commission; (v) define certain terms used in the Coordination Act; and (vi) clarify how advisers should count clients for purposes of both the new national de minimis exemption from state regulation and the federal de minimis exemption from Commission registration.

FOR FURTHER INFORMATION, contact Catherine M. Saadeh at (202) 942-0650, or Cynthia G. Pugh at (202) 942-0673.

The subject matter of the closed meeting scheduled for Thursday, May 15, 1997, at 10:00 a.m., will be:

Institution and settlement of injunctive actions.

Institution and settlement of administrative proceedings of an enforcement nature.

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 at (202) 942-7070.

Dated: May 2, 1997.

Jonathan G. Katz,

Secretary.

[FR Doc. 97-11976 Filed 5-5-97; 11:03 am]

BILLING CODE 8010-01-M