

investment company. Applicant submits that the Funds may be affiliated persons of each other pursuant to section 2(a)(3) of the Act by reason of being under common control of the Adviser.

Applicant asserts that section 17(a)(1) was designed to prevent sponsors of investment companies from using investment company assets as capital for enterprises with which they are associated or acquire controlling interests in such enterprises. Applicant submits that the sale of securities issued by the various Funds pursuant to the Plan does not implicate Congress' concerns in enacting this section, but merely facilitates the matching of the liabilities for Compensation Deferrals with the Designated Investments, the value of which determines the amount of such liabilities.

8. Section 17(b) authorizes the SEC to exempt a proposed transaction from section 17(a) if evidence establishes that: (a) The terms of the transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching; (b) the transaction is consistent with the policy of each registered investment company concerned; and (c) the transaction is consistent with the general purposes of the Act. Applicant submits that all Funds meet the standards for relief under section 17(b) of the Act. Applicant further submits that the requested relief from various provisions of the Act meets the standards for an exemption set forth in section 6(c) of the Act.

9. Section 17(d) and rule 17d-1 are designed to limit or prevent a registered investment company's joint or joint and several participation with an affiliated person in a transaction in connection with any joint enterprise or other joint arrangement or profit-sharing plan "on a basis different from or less advantageous than that of" the affiliated person. Applicant asserts that any adjustments made to the Deferral Accounts to reflect the income, gain, or loss with respect to the Designated Investments would be identical to the changes in share value experienced by any investor in the same investments during the same period, but whose securities were not held in a Deferral Account. The participating trustee would neither directly nor indirectly receive a benefit that would otherwise inure to the Funds or to any of their shareholders, and thus the Plan would not constitute a joint or joint and several participation by any Fund with an affiliated person on a basis different from or less advantageous than that of the affiliated person. Applicant asserts that the deferral of a trustee's fees in

accordance with the Plan would maintain the parties, viewed both separately and in their relationship to one another, in the same position (apart from tax effects) as would occur if the trustees' fees were paid on a current basis and then invested by the trustee directly in the Designated Investments.

Applicant's Conditions

Applicant agrees that the order of the SEC granting the requested relief shall be subject to the following conditions:

1. With respect to the requested relief from rule 2a-7, any money market fund that values its assets by the amortized cost method will buy and hold the Designated Investments that determine the performance of Deferral Accounts to achieve an exact match between the liability of any such Fund to pay Compensation Deferrals and the assets that offset that liability.

2. If a Fund purchases Designated Investments issued by an affiliated Fund, the Fund will vote such shares in proportion to the votes of all other holders of shares of such affiliated Fund.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Agency Sunshine Act Meetings

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 19, 1997.

An open meeting will be held on Friday, May 23, 1997, at 2:00 p.m. A closed meeting will be held on Friday, May 23, 1997, following the 2:00 p.m. open meeting.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, the 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 option, 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 Wallman, 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 Friday, May 23, 1997, at 2:00 p.m., will be:

Consideration of a concept release that would solicit comment on revising the Commission's oversight of alternative trading systems, national securities exchanges, and foreign market activities in the United States. The Commission is reevaluating its regulation of such entities in light of technology advances and the corresponding growth of alternative trading systems and cross-border trading opportunities. FOR FURTHER INFORMATION, please contact Kristen N. Geyer, Special Counsel, at (202) 942-0799; Gautam Gujral, Special Counsel, at (202) 942-0175; Marie Ito, Special Counsel, at (202) 942-4147; Paula R. Jenson, Deputy Chief Counsel, at (202) 942-0073; or Elizabeth King, Special Counsel, at (202) 942-0140.

The subject matter of the closed meeting scheduled for Friday, May 23, 1997, following the 2:00 p.m. open meeting, 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 15, 1997.

Jonathan G. Katz,

Secretary.

[FR Doc. 97-13276 Filed 5-16-97; 10:54 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-38613; File No. SR-CBOE-97-09]

Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by the Chicago Board Options Exchange, Inc., Relating to an Increase in Position and Exercise Limits for Industry Index Options

May 12, 1997.

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 February

¹ 15 U.S.C. § 78s(b)(1)(1988).

² 17 CFR 240.19b-4.