

**SECURITIES AND EXCHANGE
COMMISSION****Submission for OMB Review;
Comment Request**

Extension:

Rule 20a-1 SEC File No. 270-132
OMB Control No. 3235-0158
Rule 489 and Form F-N SEC File
No. 270-361 OMB Control No.
3235-0411

Upon Written Request, Copies
Available From: Securities and
Exchange Commission, Office of Filings
and Information Services, Washington,
DC 20549.

Notice is hereby given that, pursuant
to the Paperwork Reduction Act of 1995
(44 U.S.C. 3501 et seq.), the Securities
and Exchange Commission
("Commission") has submitted to the
Office of Management and Budget
request[s] for extension of the
previously approved collection[s] of
information discussed below.

Rule 20a-1 requires that the
solicitation of a proxy, consent or
authorization with respect to a security
issued by a registered fund be in
compliance with Regulation 14A (17
CFR 240.14A-1), Schedule 14A (17 CFR
240.14A-101), and all other rules and
regulations adopted under section 14(a)
of the Securities Exchange Act of 1934
(15 U.S.C. 78n(a)). Rule 20a-1 also
requires a fund's investment adviser, or
a prospective adviser, to transmit to the
person making a proxy solicitation the
information necessary to enable that
person to comply with the rules and
regulations applicable to the
solicitation.

Regulation 14A and Schedule 14A
establish the disclosure requirements
applicable to the solicitation of proxies,
consents and authorizations. In
particular, Item 22 of Schedule 14A
contains extensive disclosure
requirements for registered investment
company proxy statements. Among
other things, it requires the disclosure of
information about fund fee or expense
increases, the election of directors, the
approval of an investment advisory
contract and the approval of a
distribution plan.

The Commission requires the
dissemination of this information to
assist investors in understanding their
fund investments and the choices they
may be asked to make regarding fund
operations. The Commission does not
use the information in proxies directly,
but reviews proxy statement filings for
compliance with applicable rules.

It is estimated that approximately
1,000 registered investment companies
are required to file one proxy statement

annually. The total annual reporting and
recordkeeping burden of the collection
of information is estimated to be
approximately 96,200 hours (1,000
responses × 96.2 hours per response).

Rule 489 and Form F-N requires
certain entities that are excepted from
the definition of investment company
by virtue of rules 3a-1, 3a-5, and 3a-
6 under the Investment Company Act of
1940 to file Form F-N to appoint a
United States agent for services of
process when making a public offering
of securities in the United States.

It is estimated that approximately 21
entities are required by rule 489 to file
Form F-N. The total estimated annual
burden of complying with the filing
requirement is approximately 25 hours.

General comments regarding the
above information should be directed to
the following persons: (1) Desk Officer
for the Securities and Exchange
Commission, Office of Information and
Regulatory Affairs, Office of
Management and Budget, Room 3208,
New Executive Office Building,
Washington, D.C. 20503; and (ii)
Michael E. Bartell, Associate Executive
Director, Office of Information
Technology, Securities and Exchange
Commission, 450 Fifth Street, N.W.,
Washington, D.C. 20549. Comments
must be submitted to OMB within 30
days of this notice.

Dated: June 16, 1997.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-16269 Filed 6-20-97; 8:45 am]

BILLING CODE 6712-02-M

**SECURITIES AND EXCHANGE
COMMISSION**

[Rel. No. IC-22713; 812-10572]

**J.P. Morgan Index Funding Company I,
et al.; Notice of Application**

June 17, 1997.

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

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

APPLICANTS: J.P. Morgan Index
Funding Company I, J.P. Morgan Index
Funding Company II, J.P. Morgan Index
Funding Company III, J.P. Morgan Index
Funding Company IV, and J.P. Morgan
Index Funding Company V.

RELEVANT ACT SECTION: Order
requested under section 6(c) of the Act
that would exempt applicants from all
provisions of the Act.

SUMMARY OF APPLICATION: Applicants
request an order that would permit them

to sell their preferred beneficial interests
and use the proceeds to finance the
business activities of their parent
company, J.P. Morgan & Co.
Incorporated ("J.P. Morgan"), and
certain subsidiaries of J.P. Morgan.

FILING DATES: The application was
filed on March 12, 1997.

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 applicants 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
14, 1997, and should be accompanied
by proof of service on applicants, 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 who wish
to be notified of a hearing may request
notification by writing to the SEC's
Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth
Street, N.W., Washington, DC 20549.
Applicants, c/o J.P. Morgan, 60 Wall
Street, New York, NY 10260.

FOR FURTHER INFORMATION CONTACT: Lisa
McCrea, Staff Attorney (202) 942-0562,
or Mercer E. Bullard, Branch Chief,
(202) 942-0564 (Office of Investment
Company Regulation, Division of
Investment Management).

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.

Applicants' Representations

1. Applicants were organized as
Delaware business trusts on December
12, 1996. J.P. Morgan, a Delaware
corporation, owns all of the outstanding
beneficial voting interests of applicants.
J.P. Morgan is the holding company for
a group of global subsidiaries that
provide financial services to
corporations, governments, financial
institutions, institutional investors,
professional firms, privately held
companies, nonprofit organizations, and
financially sophisticated individuals.
The financial services that J.P. Morgan
provides include finance and advisory
services, sales and trading, asset and
liability management, and equity
investments. J.P. Morgan's largest
subsidiary, Morgan Guaranty Trust
Company of New York ("Morgan
Guaranty"), is a New York State
chartered bank. Morgan Guaranty is
subject to restrictions on loans and
extensions of credit to J.P. Morgan and