

material services during the Interim Period change materially, SBAM, SBAM Ltd and/or SBAM AP will apprise and consult with the Boards of the affected Investment Companies to assure that the Boards, including a majority of the disinterested directors, are satisfied that the services provided will not be diminished in scope or quality.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 97-29533 Filed 11-7-97; 8:45 am]

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## 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 November 10, 1997.

An open meeting will be held on Thursday, November 13, 1997, at 10:00 a.m., followed by a closed meeting.

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 Thursday, November 13, 1997, at 10:00 a.m., will be:

(1) Consideration of whether to propose: (i) Amendments to rule 203A-2 under the Investment Advisers Act of 1940, to exempt investment advisers that are required to register in thirty or more states (but do not have \$25 million or more of assets under management or otherwise meet the criteria for SEC registration) from the prohibition on

SEC registration; and (ii) two alternative amendments to rule 203A-3 under the Investment Advisers Act of 1940, to revise the definition of investment adviser representative. Rule 203A-3, adopted in May 1997, excludes from the definition of investment adviser representative (and thus excludes from state qualification requirements) supervised persons of an SEC-registered adviser if no more than ten percent of their clients are natural persons. The proposed amendments to rule 203A-3 would allow supervised persons who provide services to one or a few institutional or business client accounts to continue to have accommodation clients without being subject to state qualification requirements.

Consideration also will be given to whether to propose amendments to rule 205-3 under the Investment Advisers Act of 1940, which permits investment advisers to charge performance or incentive fees to certain eligible clients. The rule amendments would: (i) eliminate the provisions of the rule that prescribe contractual terms and require specific disclosures; (ii) revise the threshold levels for determining client eligibility to reflect the effects of inflation on the levels established in 1985 when rule 205-3 was adopted; and (iii) make all "qualified purchasers" (who are eligible to invest in certain privately offered investment companies exempt from registration under section 3(c)(7) of the Investment Company Act of 1940) eligible for the performance fee exemption. For further information, please contact Kathy Ireland at (202) 942-0530.

(2) Consideration of whether to propose for public comment rule 154 under the Securities Act of 1933 and amendments to rules 30d-1 and 30d-2 under the Investment Company Act of 1940 and rules 14a-3, 14c-3 and 14c-7 under the Securities Exchange Act of 1934. The proposals would permit delivery of a single prospectus or shareholder report to investors sharing the same address. For further information, please contact Marilyn Mann at (202) 942-0582 or Elizabeth Murphy at (202) 942-2848.

The subject matter of the closed meeting scheduled for Thursday, November 13, 1997, following the 10:00 a.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: November 5, 1997.

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 97-29702 Filed 11-5-97; 4:52 pm]

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## SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

### Trinity Gas Corporation; Order of Suspension of Trading

November 6, 1997.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Trinity Gas Corporation, a Nevada corporation with executive offices located at One Center Ave., Nationsbank Plaza, Suite 200, Brownwood, Texas 76801, and that questions have been raised about recent market activity in the securities of the company and the adequacy of publicly disseminated information concerning, among other things, the valuation of the company's assets, the results of its business operations, and the recent resignation of its auditors.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above listed company.

*Therefore, It Is Ordered*, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above listed company is suspended for the period from 9:30 a.m. (EST), on November 6, 1997, through 11:59 p.m. (EST), on November 19, 1997.

By the Commission.

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 97-29749 Filed 11-6-97; 12:35 pm]

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