

**SECURITIES AND EXCHANGE
COMMISSION**

[Release No. IC-23015]

**Notice of Applications for
Deregistration Under Section 8(f) of the
Investment Company Act of 1940**

January 30, 1998.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of January, 1998. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., N.W., Washington, D.C. 20549 (tel. 202-942-8090). An order granting each application will be issued unless the SEC orders a hearing. Interested persons may request a hearing on any application by writing to the SEC's Secretary at the address below and serving the relevant applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on February 24, 1998, and should be accompanied by proof of service on the applicant, 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 Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. For Further Information Contact: Diane L. Titus, at (202) 942-0564, SEC, Division of Investment Management, Office of Investment Company Regulation, Mail Stop 5-6, 450 Fifth Street, N.W., Washington, D.C. 20549.

**Value Line Intermediate Bond Fund,
Inc.**

[File No. 811-6482]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 19, 1997, applicant distributed its net assets to its shareholders at the net asset value per share. Approximately \$17,000 of expenses were incurred by the Fund in connection with the liquidation. In addition, the Adviser paid approximately \$15,000 for the cost of printing, assembling and mailing the Notice of Special Meeting of Shareholders and Proxy Statement in connection with the meeting of shareholders to vote on the liquidation and dissolution.

Filing Date: The application was filed on October 16, 1997.

Applicant's Address: 220 East 42nd Street, New York, New York 10017-5891.

**Kemper Premier Trust, Sterling Funds,
Mexico Growth Fund Inc., and Kemper
Target Maturity Income Fund**

[File Nos. 811-5927, 811-8210, 811-6429, and 811-6695]

Summary: Each applicant seeks an order declaring that it has ceased to be an investment company. Each applicant abandoned its intention to operate before it received any assets. Each applicant never issued securities.

Filing Date: The applications were filed on December 10, 1997.

Applicant's Address: 222 South Riverside Plaza, Chicago, IL 60606.

New USA Mutual Funds, Inc.

[File No. 811-6519]

Summary: Applicant requests an order declaring that it has ceased to be an investment company. On June 2, 1997, applicant transferred its assets and liabilities to the MSS Emerging Growth Fund, a portfolio of MSS Series Trust II, based on the relative net asset value per share. Applicant's investment adviser, New USA Research & Management Co., paid approximately \$916,400 in expenses related to the transaction.

Filing Dates: The application was filed on September 9, 1997, and amended on January 6, 1998.

Applicant's Address: c/o State Street Bank and Trust Company, 1776 Heritage Drive, North Quincy, MA 02171.

Trans Adviser Funds, Inc.

[File No. 811-9068]

Summary: Applicant requests an order declaring that it has ceased to be an investment company. On August 29, 1997, applicant's five series, the Aggressive Growth Fund, the Growth/Value Fund, the Intermediate Bond Fund, the Kentucky Tax-Free Fund, and the Money Market Fund, transferred their assets and liabilities to identically-named corresponding series on the Countrywide Strategic Trust, Countrywide Investment Trust, and Countrywide Tax-Free Trust (collectively, "Countrywide Trusts"), based on the relative net asset values per share. Countrywide Trusts' investment adviser, Countrywide Investment, Inc., paid approximately \$141,000 in expenses related to the transaction.

Filing Dates: The application was filed on October 24, 1997, and amended on January 21, 1998.

Applicant's Address: Two Portland Square, Portland, Maine 04101.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-2884 Filed 2-4-98; 8:45 am]

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**SECURITIES AND EXCHANGE
COMMISSION**

[Release No. 34-39603; File No. SR-CHX-97-36]

**Self-Regulatory Organizations; Notice
of Filing of Proposed Rule Change by
the Chicago Stock Exchange, Inc. and
Amendment No. 1 to the Proposed
Rule Change Relating to the Structure
and Composition of the Board of
Governors**

January 30, 1998.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ notice is hereby given that on December 16, 1997, the Chicago Stock Exchange, Incorporated ("CHX" or "Exchange") filed with the Securities and Exchange Commission ("Commission" or "SEC") the proposed rule change, as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. Amendment No. 1 to the proposed rule change was received by the Commission on January 20, 1998.² The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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

The Exchange proposes to amend Articles, III, IV and V of its Constitution and Article IV, Rules 7, 8 and 10 of its Rules relating to the structure and composition of its Board of Governors.

**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 self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received

¹ 15 U.S.C. 78s(b)(1).

² Letter from Joseph M. Klauke, Foley & Lardner to Katherine A. England, Assistant Director, Division of Market Regulation, Commission dated January 16, 1998. Several additional non-substantive changes to the proposed rule change are also included in this Notice. Telephone call between Joseph M. Klauke, Foley & Lardner and Mandy S. Cohen, Division of Market Regulation, Commission dated January 27, 1998.