

Funds would be on the same basis and consistent with the purposes of the Act.

Applicants' Conditions

Applicants agree that the order granting the requested relief will be subject to the following conditions:

1. Shares of the Money Market Funds sold to and redeemed from the Investing Funds will not be subject to a sales load, redemption fee, distribution fee under a plan adopted in accordance with rule 12b-1, or service fee (as defined in section 2830(b)(9) of the NASD Rules of Conduct).

2. If Janus Capital collects from the Money Market Funds a fee for acting as investment adviser with respect to assets invested by the Investing Funds, before the next meeting of the board of trustees of an Investing Fund ("Board") that invests in the Money Market Funds is held for the purpose of voting upon an investment advisory contract of the Investing Fund under section 15 of the Act, Janus Capital will provide the Board with specific information regarding the approximate cost to Janus Capital for, or the portion of the investment advisory fee under, the existing investment advisory agreement attributable to managing the assets of the Investing Fund that can be invested in such Money Market Funds. Before approving any investment advisory contract under section 15 of the Act, the Board of the Investing Fund, including a majority of the trustees who are not "interested persons" as defined in section 2(a)(19) of the Act, shall consider to what extent, if any, the investment advisory fees charged to the Investing Fund by Janus Capital should be reduced to account for the investment advisory fees indirectly paid by the Investing Fund because of the investment advisory fee paid by the Money Market Fund to Janus Capital. The minute books of the Investing Fund will record fully the Board's consideration in approving the investment advisory contract, including the consideration relating to fees referred to above.

3. Each of the Investing Funds will invest Uninvested Cash in, and hold shares of, the Money Market Funds only to the extent that the Investing Fund's aggregate investment in the Money Market Funds does not exceed 25% of the Investing Fund's total assets. For purposes of this limitation, each Investing Fund will be treated as a separate investment company.

4. Investment in shares of the Money Market Funds will be in accordance with each Investing Fund's investment restrictions and policies as set forth in

its prospectus and statement of additional information.

5. No Money Market Fund shall acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act, except as permitted by the Interfund Lending Order.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (The Parts Source, Inc., Common Stock, \$.001 Par Value) File No. 1-14308

June 1, 1998.

The Parts Source, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the Boston Stock Exchange, Inc. ("BSE" or "Exchange").

The reasons cited in the application for withdrawing the Security from listing and registration include the following:

The Security has been listed for trading on the BSE and the Nasdaq Stock Market ("Nasdaq") pursuant to a Registration Statement on Form 8-A which became effective April 8, 1996.

The Company has complied with the BSE rules by filing with the Exchange a certified copy of a resolution adopted by the Company's Board of Directors authorizing the withdrawal of the Security from listing and registration on the BSE and by setting forth in detail to the Exchange the reasons and facts supporting the withdrawal.

In making the decision to withdraw its Security from listing and registration on the BSE, the Company considered primarily the direct and indirect costs and expenses attendant on maintaining the listing of its Security on the BSE. The Company does not see any particular advantage in the dual trading of its Security.

By letter dated May 12, 1998, the BSE informed the Company that it had no objection to the withdrawal of the Company's Security from listing and registration on the BSE.

By reason of Section 12(g) of the Act and the rules and regulations thereunder, the Company shall continue to be obligated to file reports with the Commission under Section 13 of the Act.

Any interested person may, on or before June 22, 1998, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549, facts bearing upon whether the application has been made in accordance with the rules of the Exchange and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

Jonathan G. Katz,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-23234; File No. 812-11010]

Security Life of Denver Insurance Company, et al.; Notice of Application

June 1, 1998.

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

ACTION: Notice of Application for an order pursuant to Sections 17(b) and 26(b) of the Investment Company Act of 1940 ("1940 Act").

SUMMARY OF APPLICATION: Applicants seek an order approving the substitution of shares of the Limited Maturity Bond Portfolio ("Limited Maturity Bond Portfolio") of Neuberger & Berman Advisers Management Trust (the "Trust") for shares of the Government Income Portfolio ("Government Income Portfolio") of the Trust (Limited Maturity Bond Portfolio and Government Income Portfolio, the "Portfolios"). Thereafter, the Limited Maturity Bond Portfolio together with certain other series of the Trust, as well as other investment options will continue to serve as the eligible funding vehicles under group and individual flexible premium deferred combination variable annuity contracts and individual flexible premium variable universal life insurance policies (collectively, "Contracts") offered by