

DG Municipal Income Fund, DG Prime Money Market Fund, and DG Treasury Money Market Fund (each a "Portfolio"). The assets of the Trust are managed by the Adviser pursuant to an investment management contract between the Adviser and the Trust on behalf of each Portfolio (the "Existing Management Agreement"). Womack provides investment advisory services to the Opportunity Fund pursuant to a separate agreement with the Adviser. Bennett provides investment advisory services to the Mid Cap Fund pursuant to a separate agreement with the Adviser. Lazard provides investment advisory services to the International Equity Fund pursuant to a separate agreement with the Adviser (collectively the existing Womack, Bennett and Lazard sub-advisory agreements are the "Existing Sub-Advisory Agreements"). The Adviser, Womack, Bennett, and Lazard are investment advisers registered under the Investment Advisers Act of 1940.

2. On May 1, 1998, Deposit Guaranty Corporation ("DGC"), corporate parent of the Advisor merged with First American Corporation ("First American"), a bank holding company (the "Transaction"). As a result of the Transaction, the Adviser became a wholly-owned subsidiary of First American.

3. The Transaction resulted in an assignment and thus the automatic termination of the Existing Management Agreement and Existing Sub-Advisory Agreements (together, the Existing Management Agreement and Existing Sub-Advisory Agreements are the "Existing Agreements"). On April 30, 1998, the SEC issued the Prior Order permitting (i) the implementation, during the Interim Period (as defined below), prior to obtaining shareholder approval, of the applicable New Agreements, and (ii) the Adviser and Subadvisers to receive from each Portfolio all fees earned under the New Agreements during the Interim Period, as applicable, if, and to the extent, the New Management Agreement and applicable New Sub-Advisory Agreement are approved by the shareholders of each Portfolio. The Prior Order covered the Interim Period beginning on the date the Transaction was consummated and continued through the date on which the applicable New Agreements are approved or disapproved by the shareholders of each relevant Portfolio, but in no event later than September 30, 1998. Applicants seek to amend the Prior Order to extend the Interim Period until the date on which the applicable New Agreements are approved or

disapproved by the shareholders of each relevant Portfolio, but in no event later than December 31, 1998.

4. Applicants state that the officers of the Trust and of the Adviser have been diligently exploring different scenarios under which the shareholders of the Trust can benefit from economies of scale and/or reduced fees and expenses. Applicants have recently concluded that these benefits could best be achieved by merging or otherwise combining the Portfolios with other registered investment companies advised by other subsidiaries of First American (the "Fund Mergers"). Applicants anticipate the Fund Mergers will be considered by the Trust's board of directors at a special meeting on or about the week of September 7, 1998.

5. Applicants seek to avoid the potential shareholder confusion caused by soliciting approval of the New Agreements and then shortly thereafter soliciting approval for the Fund Mergers. Applicants propose to delay approval of the New Agreements and seek approval of the New Agreements and Fund Mergers simultaneously during 1998. Applicants state that the Adviser and Sub-Advisers will bear the costs of preparing and filing this application and the costs relating to the solicitation of shareholder approval of the New Agreements and the Fund Mergers.

6. Applicants state that they will comply with all of the terms and conditions of the Prior Order.

Applicants' Legal Analysis

1. Section 15(a) of the Act provides, in pertinent part, that it is unlawful for any person to serve as an investment adviser to a registered investment company, except pursuant to a written contract that has been approved by the vote of a majority of the outstanding voting securities of the investment company. Section 15(a) further requires the written contract to provide for its automatic termination in the event of its "assignment." Section 2(a)(4) of the Act defines "assignment" to include any direct or indirect transfer of a contract by the assignor, or of a controlling block of the assignor's outstanding voting securities by a security holder of the assignor. Applicants state that the Transaction resulted in an assignment of the Existing Management Agreement and the Existing Sub-Advisory Agreements and that the Existing Agreements terminated according to the Act and their terms.

2. Section 6(c) provides that the SEC may exempt any person, security, or transaction from any provision of the Act, if and to the extent that such

exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Applicants believe that the requested relief meets this standard.

3. Applicants believe that allowing the Adviser and Subadvisers to continue to provide investment advisory services to the Portfolios during the Interim Period as extended by the requested order, thereby avoiding any interruption in services to the Portfolios, is in the best interests of the Portfolios and their shareholders. Applicants state that officers of First American and of the Trust have recently formulated definitive plans for a combination of the Portfolios with another registered investment company advised by a subsidiary of First American. Applicants note that if First American had decided to allow the proxy solicitation to occur with respect to the New Agreements and subsequently determined to solicit shareholders regarding a Fund Merger, the inconvenience and possible confusion and disruption to shareholders of the Portfolios could have been quite significant. Applicants state that they will comply with all terms and conditions of the Prior Order except that the shareholders meeting under condition 3 of the Prior Order must take place prior to December 31, 1998.

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

Margaret H. McFarland,

Deputy Secretary.

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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 meeting during the week of September 7, 1998.

A closed meeting will be held on Thursday, September 10, 1995, at 10:00 a.m.

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 Hunt, as duty officer, voted to consider the items listed for the closed meeting in a closed session.

The subject matter of the closed meeting scheduled for Thursday, September 10, 1998, at 10:00 a.m., will be:

Institution and settlement of injunctive actions

Institution and settlement of administrative proceedings of an enforcement nature.

Opinion.

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.

Jonathan G. Katz,
Secretary.

Dated: September 2, 1998.

[FR Doc. 98-24117 Filed 9-3-98; 11:10 am]

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OFFICE OF SPECIAL COUNSEL

Agency Information Collection Activities: Proposed Collections; Comment Request

AGENCY: U.S. Office of Special Counsel.

ACTION: Notice.

SUMMARY: The U.S. Office of Special Counsel (OSC) announces an opportunity for public comment on proposed collections of certain information by the agency. Under the Paperwork Reduction Act of 1995 (PRA) (44 U.S.C. 3501-3520), federal agencies are required to publish notice in the **Federal Register** about each proposed collection of information, and to allow 60 days for public comment in response to the notice. This notice solicits comments on three forms to be used in implementing an annual OSC survey requirement enacted by Pub. L. 103-424.

DATES: Submit written comments on each collection of information by November 9, 1998.

ADDRESSES: Submit written comments on each collection of information to Erin M. McDonnell, Associate Special Counsel for Planning and Advice, U.S. Office of Special Counsel, 1730 M Street, NW, Suite 300, Washington, DC 20036-4505.

FOR FURTHER INFORMATION CONTACT:

Requests for further information, including copies of the proposed collections of information, may be addressed to: Erin M. McDonnell, Associate Special Counsel for Planning and Advice, U.S. Office of Special Counsel, 1730 M Street, NW, Suite 300, Washington, DC 20036-4505, fax: (202) 653-5151.

SUPPLEMENTARY INFORMATION: Under the PRA, federal agencies must obtain approval from the Office of Management and Budget (OMB) for each collection of information that they conduct or sponsor. The term "collection of information" is defined at 44 U.S.C. 3502(3) and 5 CFR 1320.3(c), and includes written surveys. Section 3506(c)(2)(A) of the PRA (44 U.S.C. 3506(c)(2)(A)) requires federal agencies to provide a 60-day notice in the **Federal Register** about each proposed collection of information, before submitting the collection(s) to OMB for approval. To comply with this requirement, OSC is publishing notice of the proposed collections of information discussed further below.

The OSC is an independent agency responsible for (1) investigation of allegations of prohibited personnel practices defined by law at 5 U.S.C. 2302(b), and certain other illegal employment practices under titles 5 and 38 of the U.S. Code, affecting current or former federal employees or applicants for employment, and covered state and local government employees; (2) the interpretation and enforcement of Hatch Act provisions on political activity in Chapters 15 and 73 of title 5 of the U.S. Code; and (3) the provision of a secure channel through which federal employees may make disclosures of information evidencing violations of law, rule or regulation, gross waste of funds, gross mismanagement, abuse of authority, or a substantial and specific danger to public health or safety.

Section 13 of Pub. L. 103-424, enacted in 1994, required OSC, after consultation with the Office of Policy and Evaluation at the U.S. Merit Systems Protection Board (MSPB), to conduct annual surveys of individuals seeking OSC assistance, and to report on survey results in OSC's annual reports to Congress. Sec. 13 provides that annual surveys shall determine: (1) Whether individuals seeking assistance were fully apprised of their rights; (2) whether individuals were successful at the OSC or the MSPB; and (3) if individuals, whether successful or not, were satisfied with the treatment received from the OSC.

After consultation with the MSPB, OSC obtained OMB clearance under the PRA to use three survey forms, one for each category of individuals seeking the agency's assistance—*i.e.*, persons whose allegations of prohibited personnel practices and other violations of law within OSC's jurisdiction were investigated and closed, with or without corrective or disciplinary action; individuals who received written OSC advisory opinions about allowable and unallowable political activity under the Hatch Act; and individuals whose disclosures of possible wrongdoing by federal agencies were acted on by the OSC Disclosure Unit. The OSC sent surveys to individuals in these three categories, and reported on the results in its annual reports to Congress.

Since expiration of the OMB clearance in 1997, the OSC has modified the survey forms to focus more clearly on customer service issues, to elicit information that would place responses to the questions enumerated in the statute in a more meaningful context, and provide a clearer context for responses received to other questions. The three survey formats, as revised, are proposed for use in surveying persons whose matters were closed, or who received written Hatch Act advisory opinions, between fiscal years (FY) 1998-2000. As before, survey responses will be voluntary, will not solicit information required by law or regulation, and will be able to be submitted without personal identification if the respondent so chooses.

With respect to the following proposed collections of information, OSC invites comments on: (1) Whether they are necessary for the proper performance of OSC's functions, including whether the information will have practical utility; (2) the accuracy of OSC's estimate of the burden of the proposed collections of information, including the validity of the methodology and assumptions used; (3) ways to enhance the quality, utility, and clarity of the information to be collected; and (4) ways to minimize the burden of collection of information on respondents, including through the use of automated information collection techniques, when appropriate, and other forms of information technology:

- a. OSC Form 48a (Prohibited Personnel Practice/Related Matters).
- b. OSC Form 48b (Hatch Act Advisory Opinions).
- c. OSC Form 48c (Whistleblower Disclosure Matters).

The OSC estimates that the burden of these collections of information will be as follows: