

solely because the director is an affiliated person of a registered broker-dealer, provided that: (1) the broker-dealer does not execute any portfolio transactions for the "company complex," as that term is defined in the rule, engage in any principal transactions with the company complex, or distribute shares of the company complex, for at least six months prior to the time the director is to be considered independent and for the period during which the director continues to be considered independent; (2) the company's board of directors finds that the company and its shareholders will not be adversely affected if the broker-dealer does not engage in transactions for or with the company complex; and (3) no more than a minority of the company's independent directors are affiliated with broker-dealers. The Fund states that it may not rely on rule 2a19-1 in determining Mr. Sperber's status because, as one of only two Disinterested Directors, Mr. Sperber represents more than a minority of the Fund's Disinterested Directors.

3. The Fund requests an order under section 6(c) of the Act declaring that Mr. Sperber will not be deemed an interested person under section 2(a)(19) of the Act. Section 6(c) of the Act provides, in part, that the SEC may exempt any person from any provision of the Act or any rule under the Act if and to the extent the 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.

4. Applicant states that its request for relief meets this standard. Applicant asserts that Mr. Sperber's relationship with MWR poses no potential conflict of interest because MWR has not and will not engage in business of any kind with the Fund. Applicant further states that Mr. Sperber will not be involved in the day-to-day management of MWR. In addition, applicant notes that, if the requested relief is granted, only 50% of the Fund's Disinterested Directors will be affiliated with a broker-dealer.

Applicant's Condition

Applicant agrees that any order granting the requested relief will be subject to the following condition:

1. The Fund will comply with all of the requirements of rule 2a19-1 with respect to Mr. Sperber, except paragraph (a)(3) of the rule.

For the Commission, 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; (Hanger Orthopedic Group, Inc., Common Stock, Par Value \$.01 Per Share) File No. 1-10670

December 31, 1998.

Hanger Orthopedic Group, 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 American Stock Exchange, Inc. ("Amex" or "Exchange").

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

The Security of the Company has been listed for trading on the Exchange and, pursuant to a Registration Statement on Form 8A which was filed on November 23, 1998, the New York Stock Exchange ("NYSE"). Trading in Company's Security on the NYSE commenced at the opening of business on December 15, 1998, and concurrently therewith the Security was suspended from trading on the Amex.

The Company has complied with the rules of the Exchange by filing with the Exchange a certified copy of preambles and resolutions adopted by the Company's Board of Directors authorizing withdrawal of its Security from listing on the Exchange and by setting forth in detail to the Exchange the reasons for such proposed withdrawal, and the facts in support thereof. In making the decision to withdraw its Security from listing on the Exchange, the Company considered the increase in the Company's visibility and enhanced liquidity of the Security expected to result from listing on the NYSE.

The Exchange has informed the Company that it has no objection to the withdrawal of the Company's Security from listing on the Exchange.

The Application relates solely to the withdrawal from listing of the

Company's Security from the Exchange and shall have no effect upon the continued listing of the Security on the NYSE.

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

Any interested person may, on or before January 28, 1999, 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.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26963]

Filings Under the Public Utility Holding Company Act of 1935, as amended ("Act")

December 31, 1998.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the applications(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendments is/are available for public inspection through the Commission's Office of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by January 26, 1999, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or,