

**SECURITIES AND EXCHANGE
COMMISSION****Proposed Collection; Comment
Request**

Upon Written Request, Copies Available
From: Securities and Exchange
Commission, Office of Filings and
Information Services, Washington, DC
20549

Extension:

Rule 17a-19 and Form X-17A-19, SEC File
No. 270-148, OMB Control No. 3235-
0133

Notice is hereby given that pursuant
to the Paperwork Reduction Act of 1995
(44 U.S.C. 3501 et seq.) the Securities
and Exchange Commission
("Commission") is soliciting comments
on the collections of information
summarized below. The Commission
plans to submit this existing collection
of information to the Office of
Management and Budget for extension
and approval.

Rule 17a-19 requires National
Securities Exchanges and Registered
National Securities Associations to file
a Form X-17A-19 with the Commission
within 5 days of the initiation,
suspension or termination of a member
in order to notify the Commission that
a change in designated examining
authority may be necessary.

It is anticipated that approximately
eight National Securities Exchanges and
Registered National Securities
Associations collectively will make
3,000 total annual filings pursuant to
Rule 17a-19 and that each filing will
take approximately 15 minutes. The
total burden is estimated to be
approximately 750 total annual hours.

Written comments are invited on: (a)
Whether the proposed collection of
information is necessary for the proper
performance of the functions of the
agency, including whether the
information will have practical utility;
(b) the accuracy of the agency's estimate
of the burden of the collection of
information; (c) ways to enhance the
quality, utility, and clarity of the
information collected; and (d) ways to
minimize the burden of the collection of
information on respondents, including
through the use of automated collection
techniques or other forms of information
technology. Consideration will be given
to comments and suggestions submitted
in writing within 60 days of this
publication.

Please direct your written comments
to Michael E. Bartell, Associate
Executive Director, Office of
Information Technology, Securities and
Exchange Commission, 450 5th Street,
NW., Washington, DC 20549.

Dated: June 16, 1999.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99-15910 Filed 6-22-99; 8:45 am]

BILLING CODE 8010-01-M

**SECURITIES AND EXCHANGE
COMMISSION**

[Investment Company Act Release No.
23873; 812-11520]

**Salomon Brothers Series Funds Inc., et
al.; Notice of Application**

June 17, 1999.

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

ACTION: Notice of an application under
section 17(b) of the Investment
Company Act of 1940 (the "Act") for an
exemption from section 17(a) of the Act.

SUMMARY OF THE APPLICATION:

Applicants request an order to permit
Salomon Brothers Small Cap Growth
Fund, series of Salomon Brothers Series
Funds Inc., to acquire all of the assets
and liabilities of the Smith Barney
Special Equities Fund, a series of Smith
Barney Investment Funds Inc. Because
of certain affiliations, applicants may
not rely on rule 17a-8 under the Act.

Applicants: Salomon Brothers Series
Funds Inc. ("Salomon Brothers Fund"),
Smith Barney Investment Funds Inc.
("Smith Barney Fund"), Salomon
Brothers Asset Management Inc
("SBAM"), and SSBC Fund
Management Inc. ("SSBC," together
with SBAM, the "Advisers").

FILING DATES: The application was filed
on February 16, 1999. Applicants have
agreed to file and amendment to the
application during the notice period, the
substance of which is reflected in this
notice.

Hearing or Notification of Hearing: An
order granting the application will be
issued unless the SEC orders a hearing.
Interested persons may request a
hearing by writing to the SEC's
Secretary and serving applicants with a
copy of the request, personally or by
mail. Hearing requests should be
received by the SEC by 5:30 p.m. on July
8, 1999, and should be accompanied by
proof of service on applicants 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 SEC's
Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth
Street, NW., Washington, DC 20549-

0609. Applicants, 7 World Trade Center,
38th Floor, New York, New York 10048.

FOR FURTHER INFORMATION CONTACT:

Bruce R. MacNeil, Staff Attorney, (202)
942-0634, or Michael W. Mundt,
Branch Chief, at (202) 942-0564
(Division of Investment Management,
Office of Investment Company
Regulation).

SUPPLEMENTARY INFORMATION: The
following is a summary of the
application. The complete application
may be obtained for a fee from the SEC's
Public Reference Branch, 450 Fifth
Street, NW, Washington DC 20549-0102
(telephone (202) 942-8090).

Applicant's Representations

1. Salomon Brothers Fund, a
Maryland corporation, is registered
under the Act as an open-end
management investment company and
is currently comprised of multiple
series, including Salomon Brothers
Small Cap Growth Fund (the "Acquiring
Fund"). Smith Barney Fund, a Maryland
corporation, is registered under the Act
as an open-end management investment
company. Smith Barney Special
Equities Fund (the "Acquired Fund,"
together with the Acquiring Fund, the
"Funds") is a series of the Smith Barney
Fund.

2. SBAM is registered under the
Investment Advisers Act of 1940
("Advisers Act") and is the investment
adviser to the Acquiring Fund. SBAM is
wholly-owned by Salomon Brothers
Holding Company ("SBHC"), which is
wholly-owned by Salomon Smith
Barney Holdings Inc. ("Holdings"). As
of April 23, 1999, SBHC owned
approximately 31.6% of the outstanding
shares of the Acquiring Fund. SSBC is
registered under the Advisers Act and is
the investment adviser to the Acquired
Fund. SSBC is wholly-owned by
Holdings.

3. On January 7, 1999, and January 11,
1999, the boards of directors of Salomon
Brothers Fund and Smith Barney Fund
("Boards"), including a majority of the
directors who are not "interested
persons," as defined in section 2(a)(19)
of the Act ("Independent Directors"),
respectively, approved a Plan of
Reorganization ("Plan"). Under the
Plan, on the closing date as defined in
the Plan ("Closing Date"), the Acquiring
Fund will acquire all of the assets and
liabilities of the acquired Fund in
exchange for shares in the Acquiring
Fund ("the Reorganization"). Following
the Reorganization, each Acquired Fund
shareholder will receive shares of a
corresponding class of the Acquiring
Fund that have an aggregate net asset
value ("NAV") equal to the aggregate