

shares of the Acquired and Acquiring Funds are subject to a front-end sales charge and a rule 12b-1 distribution fee. Class B shares are subject to a contingent deferred sales charge and a rule 12b-1 distribution fee. No sales charges will be imposed in connection with the Reorganization. For purposes of calculating the deferred sales charge, shareholders of Class B of the Acquired Fund will be deemed to have held Class B shares of the Acquiring Fund since the date the shareholders initially purchased the shares of the Acquired Fund. NorthPointe and VCI will bear the Acquiring fund's costs associated with the Reorganization and B.C. Ziegler and Company ("Ziegler"), the Acquired Fund's distributor and administrator, will bear the Acquired Fund's costs.

6. The Boards, including all of the Disinterested Trustees, determined that the Reorganization was in the best interests of each Fund and its shareholders, and that the interests of the existing shareholders of the Funds would not be diluted as a result of the Reorganization. In assessing the Reorganization, the Boards considered various factors, including: (a) The investment objectives and strategies of the Acquired Fund and the Acquiring Fund; (b) the investment advisory and other fees paid by the Acquiring Fund and the projected expense ratio of the Acquiring Fund; (c) the terms and conditions of the Plans; (d) the anticipated tax consequences of the Reorganization for the Funds and their shareholders; and (e) the benefits to Ziegler, VMF and its affiliates that could result from the Reorganization.

7. The Reorganization is subject to a number of conditions precedent, including that: (a) The parties will have complied with all material aspects of the Plan on or before the Closing Date; (b) there will have been no material adverse changes to either the Acquiring or the Acquired Fund; (c) the Funds will have received opinions of counsel concerning the tax-free nature of the Reorganization; (d) the Acquired Fund's shareholders will have approved the Plan; (e) an N-14 registration statement relating to the Reorganization will have become effective with the Commission; (f) the Acquired Fund shall have declared and paid dividends and other distributions on or before the Closing Date; and (g) applicants will have received from the Commission the exemptive relief requested by the Application.

8. The Plan may be terminated and the Reorganization abandoned at any time prior to the Closing Date by the mutual consent of the parties. In addition, the plan may be terminated by

either party under certain circumstances specified in the Plan. Applicants agree not to make any material changes to the Plan without prior approval of the Commission staff.

9. A registration statement on Form N-14 and definitive proxy solicitation materials have been filed with the SEC and were mailed to the Acquired Fund's shareholders on January 23, 2001. A shareholders meeting of the Acquired Fund is scheduled for February 22, 2001.

#### Applicants' Legal Analysis

1. Section 17(a) of the Act, in relevant part, prohibits an affiliated person of a registered investment company, or an affiliated person of such a person, acting as principal, from selling any security to, or purchasing any security from, the company. Section 2(a)(3) of the Act defines an "affiliated person" of another person to include: (a) Any person directly or indirectly owning, controlling, or holding with power to vote 5% or more of the outstanding voting securities of the other person; (b) any person 5% or more of whose securities are directly or indirectly owned, controlled, or held with power to vote by the other person; (c) any person directly or indirectly controlling, controlled by, or under common control with the other person; and (d) if the other person is an investment company, any investment adviser of that company.

2. Rule 17a-8 under the Act exempts certain mergers, consolidations, and sales of substantially all of the assets of registered investment companies that are affiliated persons, or affiliated persons of an affiliated person, solely by reason of having a common investment adviser, common directors, and/or common officers, provided that certain conditions are satisfied.

3. Applicants believe that they may not rely on rule 17a-8 in connection with the Reorganization because the Funds may be deemed to be affiliated by reasons other than having a common investment adviser, common directors, and/or common officers. Applicants state that the Acquiring Fund may be deemed to be an affiliated person of VMF because VMF owns more than 5% of the outstanding voting securities of the Acquiring Fund. Additionally, VMF and NorthPointe are under the common control of VCI. Therefore, the Acquiring Fund may be deemed an "affiliated person" of the Acquired Fund.

4. Section 17(b) of the Act provides, in relevant part, that the Commission may exempt a transaction from the provisions of section 17(a) if evidence establishes that the terms of the

proposed transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, and that the proposed transaction is consistent with the policy of each registered investment company concerned and with the general purposes of the Act.

5. Applicants request an order under section 17(b) of the Act exempting them from section 17(a) to the extent necessary to complete the Reorganization. Applicants submit that the Reorganization satisfies the standards of section 17(b) of the Act. Applicants state that the terms of the Reorganization are reasonable and fair and do not involve overreaching. Applicants state that the investment objectives and strategies of the Acquired Fund are similar to those of the Acquiring Fund. Applicants also state that the Boards, including all of the Disinterested Trustees, found that the participation of the Acquired and the Acquiring Funds in the Reorganization is in the best interests of each Fund and its shareholders and that such participation will not dilute the interests of the existing shareholders of each Fund. In addition, applicants state that the Reorganization will be on the basis of the Funds' relative net asset values.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 01-3627 Filed 2-12-01; 8:45 am]

**BILLING CODE 8010-01-M**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-43930; File No. 265-22]

### Advisory Committee on Market Information

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice of meeting of the Securities and Exchange Commission Advisory Committee on Market Information.

**SUMMARY:** The third meeting of the Securities and Exchange Commission Advisory Committee on Market Information ("Committee") will be held on March 1, 2001, in the William O. Douglas Room, at the Commission's main offices, 450 Fifth Street, NW., Washington, DC, beginning at 9 a.m. The meeting will be open to the public, and the public is invited to submit written comments to the Committee.

**ADDRESSES:** Written comments should be submitted in triplicate and should refer to File No. 265-22. Comments should be submitted to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609.

**FOR FURTHER INFORMATION CONTACT:** Anitra Cassas, Special Counsel, Division of Market Regulation, at 202-942-0089; Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-1001.

**SUPPLEMENTARY INFORMATION:** In accordance with section 10(a) of the Federal Advisory Committee Act, 5 U.S.C. App. 10a, and the regulations thereunder, the Designated Federal Official of the Committee, David S. Shillman, has ordered publication of this notice that the Committee will conduct a meeting on March 1, 2001, in the William O. Douglas Room at the Commission's main offices, 450 Fifth Street, NW., Washington, DC beginning at 9 a.m. The meeting will be open to the public. This will be the third meeting of the Committee. The purpose of this meeting will be to discuss possible ways to improve the existing model for consolidating and disseminating market information in the equities markets, and other issues relating to the public availability of market information in the equities and options markets.

Dated: February 6, 2001.

**Jonathan G. Katz,**

Secretary.

[FR Doc. 01-3625 Filed 2-12-01; 8:45 am]

**BILLING CODE 8010-01-M**

**SOCIAL SECURITY ADMINISTRATION**

**Agency Information Collection Activities: Proposed Request and Comment Request**

The Social Security Administration (SSA) publishes a list of information collection packages that will require clearance by the Office of Management and Budget (OMB) in compliance with Public Law 104-13 effective October 1, 1995, The Paperwork Reduction Act of 1995. SSA is soliciting comments on the accuracy of the agency's burden estimate; the need for the information; its practical utility; ways to enhance its quality, utility and clarity; and on ways to minimize burden on respondents, including the use of automated collection techniques or other forms of information technology.

Written comments and recommendations regarding the information collection(s) should be submitted to the SSA Reports Clearance Officer and to the OMB Desk Officer at the following addresses:

(OMB) Office of Management and Budget, Attn: Desk Officer for SSA, New Executive Office Building, Room 10230, 725 17th St., NW., Washington, DC. 20503

(SSA) Social Security Administration, DCFAM, Attn: Frederick W. Brickenkamp 1-A-21 Operations Bldg., 6401 Security Blvd., Baltimore, MD 21235

I. The information collections listed below will be submitted to OMB within 60 days from the date of this notice. Therefore, your comments should be submitted to SSA within 60 days from the date of this publication. You can obtain copies of the collection instruments by calling the SSA Reports Clearance Officer at 410-965-4145, or

by writing to him at the address listed above.

1. Site Review Questionnaire for Volume Payees, SSA-637; Site Review Questionnaire for Fee-for-Service Payees, SSA-638; Site Review—Beneficiary Interview Form, SSA-639—0960-NEW. Titles II and XVI of the Social Security Act provide for the payment of Social Security and Supplemental Security Income (SSI) benefits to a relative, another person, or an organization when the best interests of the beneficiary will be served. Social security regulations outline the duties and responsibilities of representative payees and require a written report accounting for these benefits.

To ensure that benefits are being used properly for beneficiaries, SSA will conduct triennial site reviews for fee-for service payees and volume payees (organizations serving 100 or more beneficiaries). The reviews include a face-to-face meeting with the payee and appropriate staff and examination/ verification of a sample of beneficiary records and supporting documentation, and may include beneficiary or custodian interviews. The information gathered using forms SSA-637, SSA-638 and SSA-639 will be used to ensure compliance with representative payment policies and procedures. It will enable SSA to identify poor payee performance and initiate corrective action as appropriate. The respondents are individuals who receive a fee for service, organizations serving as representative payees for 100 or more Social Security and Supplemental Security Income beneficiaries, and beneficiaries or custodians. Following is an estimate of the annual public reporting burden:

	Volume payees	Fee-for-service payees	Beneficiaries/custodians
Number of Respondents .....	347	333	2,040
Frequency of Response .....	1	1	1
Average Burden Per Response (Minutes) .....	60	60	10
Estimated Annual Burden (Hours) .....	347	333	340

2. Earnings Record Information—0960-0505. The information on Form SSA-L3231-C1 is used by SSA to ensure that the proper person is credited with earnings reported for a minor under age 7. The respondents are businesses reporting earnings for children under age 7.

*Number of Respondents:* 20,000.

*Frequency of Response:* 1.

*Average Burden Per Response:* 10 minutes.

*Estimated Annual Burden:* 3,333 hours.

3. Employer Verification of Earnings After Death—0960-0472. The information collected on Form SSA-L4112 is used by SSA to determine whether wages reported by an employer are correct, when SSA records indicate that the wage earner is deceased. The respondents are employers who report wages for a deceased employee.

*Number of Respondents:* 50,000.

*Frequency of Response:* 1.

*Average Burden Per Response:* 10 minutes.

*Estimated Annual Burden:* 8,333 hours.

II. The information collections listed below have been submitted to OMB for clearance. Your comments on the information collections would be most useful if received by OMB and SSA within 30 days from the date of this publication. You can obtain a copy of