

described in section 57(b) (“57(b) persons”), absent a Commission order. Section 57(a)(4) generally prohibits a 57(b) person from effecting a transaction in which the BDC is a joint participant absent such an order. Rule 17d-1, made applicable to BDCs by section 57(i), proscribes participation in a “joint enterprise or other joint arrangement or profit-sharing plan,” which includes a stock option or purchase plan. Employees and directors of a BDC are 57(b) persons. Thus, the issuance of shares of Restricted Stock could be deemed to involve a joint transaction involving a BDC and a 57(b) person in contravention of section 57(a)(4). Rule 17d-1(b) provides that, in considering relief pursuant to the rule, the Commission will consider (i) whether the participation of the company in a joint enterprise is consistent with the Act’s policies and purposes and (ii) the extent to which that participation is on a basis different from or less advantageous than that of other participants.

8. The Company requests an order pursuant to section 57(a)(4) and rule 17d-1 to permit the Plan. The Company states that the Plan, although benefiting the Participants and the Company in different ways, is in the interests of the Company’s stockholders because the Plan will help align the interests of the Company’s employees and officers with those of its stockholders, which will encourage conduct on the part of those employees and officers designed to produce a better return for the Company’s stockholders.

#### **Applicant’s Conditions**

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

1. The Plan will be authorized by the Company’s stockholders.  
2. Each issuance of Restricted Stock to a Participant will be approved by the required majority, as defined in section 57(o) of the Act, of the Company’s directors on the basis that such issuance is in the best interest of the Company and its stockholders.

3. The amount of voting securities that would result from the exercise of all of the Company’s outstanding warrants, options, and rights, together with any Restricted Stock issued pursuant to the Plan, at the time of issuance shall not exceed 25% of the outstanding voting securities of the Company, except that if the amount of voting securities that would result from the exercise of all of the Company’s outstanding warrants, options, and rights issued to the Company’s directors, officers, and employees, together with any Restricted

Stock issued pursuant to the Plan, would exceed 15% of the outstanding voting securities of the Company, then the total amount of voting securities that would result from the exercise of all outstanding warrants, options, and rights, together with any Restricted Stock issued pursuant to the Plan, at the time of issuance shall not exceed 20% of the outstanding voting securities of the Company.

4. The maximum amount of shares of Restricted Stock that may be issued under the Plan will be 10% of the outstanding shares of common stock of the Company on the effective date of the Plan plus 10% of the number of shares of the Company’s common stock issued or delivered by the Company (other than pursuant to compensation plans) during the term of the Plan.

5. The Board will review the Plan at least annually. In addition, the Board will review periodically the potential impact that the issuance of Restricted Stock under the Plan could have on the Company’s earnings and NAV per share, such review to take place prior to any decisions to grant Restricted Stock under the Plan, but in no event less frequently than annually. Adequate procedures and records will be maintained to permit such review. The Board will be authorized to take appropriate steps to ensure that the grant of Restricted Stock under the Plan would not have an effect contrary to the interests of the Company’s stockholders. This authority will include the authority to prevent or limit the granting of additional Restricted Stock under the Plan. All records maintained pursuant to this condition will be subject to examination by the Commission and its staff.

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

**Florence E. Harmon,**

*Deputy Secretary.*

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**BILLING CODE 8011-01-P**

#### **SECURITIES AND EXCHANGE COMMISSION**

[Investment Company Act Release No. 29200; File No. 811-21873]

#### **American Vantage Companies; Notice of Application**

April 1, 2010.

**AGENCY:** Securities and Exchange Commission (“Commission”).

**ACTION:** Notice of application for deregistration under section 8(f) of the

Investment Company Act of 1940 (the “Act”).

*Summary of Application:* American Vantage Companies requests an order declaring that it has ceased to be an investment company. A notice of application was issued on March 11, 2010 (Investment Company Act Release No. 29174). Applicant subsequently amended the application to state that it had not yet filed its Semi-Annual Report for Registered Investment Companies on Form N-SAR (“Form N-SAR”) and its Certified Shareholder Report of Registered Management Investment Companies on Form N-CSR (“Form N-CSR”), each for the reporting period ended December 31, 2009. The amended application states that applicant undertakes to make such filings by January 31, 2011, and adds certain other conditions. This amended notice incorporates the changes in the application made by applicant’s amendment.

*Applicant:* American Vantage Companies (the “Company”).

*Filing Dates:* The application was filed on November 25, 2008 and amended on April 30, 2009, November 12, 2009, February 4, 2010, March 10, 2010 and March 31, 2010.

*Hearing or Notification of Hearing:* An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission’s Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on April 26, 2010 and should be accompanied by proof of service on applicant, 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 Commission’s Secretary.

**ADDRESSES:** Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090. Applicant, P.O. Box 81920, Las Vegas, Nevada 89180.

**FOR FURTHER INFORMATION CONTACT:** Jaea F. Hahn, Senior Counsel, at (202) 551-6870, or Jennifer L. Sawin, Branch Chief, at (202) 551-6821 (Office of Investment Company Regulation, Division of Investment Management).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained via the Commission’s

Web site by searching for the file number, or an applicant using the Company name box, at <http://www.sec.gov/search/search.htm> or by calling (202) 551-8090.

### Applicant's Representations

1. The Company is a holding company that operates through its subsidiaries primarily in the gaming and hospitality and corporate staffing businesses. Although the Company was not engaged in the business of investing, reinvesting, owning, holding or trading in securities, the Company registered as a closed-end investment company on June 21, 2006 because it held investment securities that had a value exceeding 40% of the Company's total assets on an unconsolidated basis from March 2005 through March 2006.<sup>1</sup> The Company no longer has investment securities having a value near or exceeding 40% of its total assets nor does it hold itself out as being engaged primarily, nor does it propose in the future to engage primarily, in the business of investing, reinvesting or trading in securities. On March 27, 2008, the Company's board of directors resolved that it would be in the best interest of the Company to deregister from the Act. The Company's stockholders approved a proposal to deregister the Company from the Act on November 14, 2008. The Company seeks an order declaring that it has ceased to be an investment company under the Act.

2. The Company was incorporated in Nevada in 1979 and since then has engaged in the business of recreational and leisure time activities, including casino gaming and hospitality. The Company currently maintains ongoing business operations through its subsidiaries, American Vantage Brownstone, LLC, which focuses on Native American tribal gaming and commercial/jurisdictional gaming, and COD. Despite its registration under the Act, the Company has never represented or stated that it is involved in any business other than gaming, media, restaurants and entertainment and has always emphasized its operating results

<sup>1</sup> These investment securities principally consisted of 7,000,000 shares of common stock, and warrants to purchase 1,400,000 shares of common stock, of Genius Products, Inc. ("Genius") acquired when the Company sold its subsidiary American Vantage Media Corporation to Genius, together with a 49% interest in the Border Grill Restaurant ("Border Grill"). The Company privately placed most of its shares of Genius stock and used the net proceeds for working capital and to fund its purchase in September 2007 of Candidates on Demand Group, Inc. ("COD"), a temporary placement agency and recruitment firm which operates as a wholly-owned subsidiary of the Company.

rather than investment income as a material factor in its business. The Company has never employed an investment advisor nor is there an employee who is specifically assigned to manage the Company's investments.

3. As described more fully in the application, the Company's assets primarily consist of interests in its wholly-owned and majority-owned subsidiaries and a 49% interest in the Border Grill and the Company derives substantially all of its revenues from operations. The Company currently has investment securities that equal approximately 16.4% of its total assets on an unconsolidated basis.<sup>2</sup> For the six months ended June 30, 2009, the Company derived 98.8% of its revenues from its operating subsidiaries. The Company derived only 1.2% of its income from investment assets for the six months ended June 30, 2009.

4. The Company is current in all of its required filings under the federal securities laws, with the exception of its Form N-SAR and Form N-CSR, each for the reporting period ended December 31, 2009, which the Company is currently unable to file as a result of a continuing working capital shortage. The Company undertakes to make such filings by January 31, 2011. After receipt of the requested deregistration order, the Company intends to make all filings required by the Securities Exchange Act of 1934 ("Exchange Act").

### Applicant's Legal Analysis

1. Section 8(f) of the Act provides that whenever the Commission, upon application or its own motion, finds that a registered investment company has ceased to be an investment company, the Commission shall so declare by order and upon the taking effect of such order, the registration of such company shall cease to be in effect.

2. Section 3(a)(1)(A) of the Act defines an investment company as any issuer which is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, or trading in securities. Section 3(a)(1)(C) of the Act defines an investment company as any issuer which is engaged or proposes to engage in the business of investing, reinvesting, owning, holding, or trading in securities, and owns or proposes to acquire investment securities having a value exceeding 40 per centum of the value of such issuer's total assets (exclusive of Government securities and

<sup>2</sup> The Company's investment assets consist of its 49% interest in Border Grill, auction-rate securities, and its remaining Genius common stock and warrants.

cash items) on an unconsolidated basis. Section 3(a)(2) of the Act defines investment securities as all securities except (A) Government securities, (B) securities issued by employees' securities companies, and (C) securities issued by majority-owned subsidiaries of the owner which (i) are not investment companies, and (ii) are not relying on the exception from the definition of investment company in paragraph (1) or (7) of section 3(c) of the Act.

3. The Company states that it is actively engaged in ongoing business operations in the placement agency, restaurant, gaming and entertainment fields and that it has never been an investment company as defined by section 3(a)(1)(A).<sup>3</sup> Because the Company's investment securities are currently only approximately 16.4% of its total assets, the Company believes that it no longer meets the definition of investment company as defined in section 3(a)(1)(C) of the Act. The Company further states that it intends to manage its assets and any future cash earnings in a manner that will cause the Company to continue to be excluded from the definition of an investment company under the Act. The Company states that after entry of the order requested by the application, it will continue to be a publicly-held company and will continue to be subject to the reporting and other requirements of the Exchange Act. Accordingly, the Company states that it is qualified for an order of the Commission pursuant to section 8(f) of the Act.

### Applicant's Conditions

Applicant agrees that the requested order will be subject to the following conditions:

1. The Company will, by January 31, 2011, file Forms N-SAR, N-CSR and any other reports required by the Act for the periods up until it is deregistered under the Act.

2. The Company acknowledges that any order granted pursuant to this application shall be without prejudice to, and shall not limit the Commission's rights in any manner with respect to, any Commission investigation of, or administrative proceedings involving or against Applicants, and the Company may not assert this action as defense in any proceeding initiated by the Commission or any person under the federal securities law of the United States.

<sup>3</sup> The Company also states that none of its subsidiaries can be defined as an investment company for purposes of the Act and none of its subsidiaries is relying on sections 3(c)(1) or 3(c)(7) of the Act.

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

**Florence E. Harmon,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 29198; File No. 812-13727]

### Pioneer Bond Fund, et al.; Notice of Application

March 31, 2010.

**AGENCY:** Securities and Exchange Commission (“Commission”).

**ACTION:** Notice of an application under section 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from rule 12d1-2(a) under the Act.

**SUMMARY OF APPLICATION:** Applicants request an order to permit registered open-end investment companies relying on rule 12d1-2 under the Act to invest in certain financial instruments.

**APPLICANTS:** Pioneer Bond Fund, Pioneer High Yield Fund, Pioneer Ibbotson Asset Allocation Series, Pioneer Series Trust VI, Pioneer Series Trust VII, Pioneer Short Term Income Fund, Pioneer Strategic Income Fund, Pioneer Variable Contracts Trust (together, the “Trusts”) and Pioneer Investment Management, Inc. (the “Adviser”).

**FILING DATES:** The application was filed on December 10, 2009 and amended on March 26, 2010.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission’s Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on April 26, 2010 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 Commission’s Secretary.

**ADDRESSES:** Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090; Applicants, c/o Dorothy E. Bourassa, Esq., Pioneer Investment

Management, Inc., 60 State Street, Boston, Massachusetts 02109-1820.

**FOR FURTHER INFORMATION CONTACT:** Jill Ehrlich, Attorney Adviser, at (202) 551-6819, or Mary Kay Frech, Branch Chief, at (202) 551-6821 (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 via the Commission’s Web site by searching for the file number, or an applicant using the Company name box, at <http://www.sec.gov/search/search.htm>, or by calling (202) 551-8090.

### Applicants’ Representations

1. The Trusts are organized as Delaware statutory trusts and are registered under the Act as open-end management investment companies. The Adviser, a Delaware corporation, is a direct, wholly-owned subsidiary of Pioneer Investment Management USA Inc. and is an indirect, wholly-owned subsidiary of Pioneer Global Asset Management S.p.A. and its parent UniCredit S.p.A. The Adviser is registered as an investment adviser under the Investment Advisers Act of 1940. The Adviser serves as the investment adviser to each Applicant Fund (as defined below).

2. Applicants request an exemption from rule 12d1-2(a) under the Act to the extent necessary to permit any existing or future series of the Trusts and any other registered open-end investment company advised by the Adviser or any person controlling, controlled by or under common control with the Adviser that operates, or is permitted to operate, as a “fund of funds” (the “Applicant Funds”) and invests, or is permitted to invest, in other registered investment companies in reliance on section 12(d)(1)(G) of the Act, and is also eligible to invest in securities (as defined in section 2(a)(36) of the Act) in reliance on rule 12d1-2 under the Act, to also invest, to the extent consistent with its investment objectives, policies, strategies and limitations, in financial instruments that may not be securities within the meaning of section 2(a)(36) of the Act (“Other Investments”).<sup>1</sup>

3. Consistent with its fiduciary obligations under the Act, each Applicant Fund’s board of trustees will review the advisory fees charged by the

Applicant Fund’s investment adviser to ensure that they are based on services provided that are in addition to, rather than duplicative of, services provided pursuant to the advisory agreement of any investment company in which the Applicant Fund may invest.

### Applicants’ Legal Analysis

1. Section 12(d)(1)(A) of the Act provides that no registered investment company (“acquiring company”) may acquire securities of another investment company (“acquired company”) if such securities represent more than 3% of the acquired company’s outstanding voting stock or more than 5% of the acquiring company’s total assets, or if such securities, together with the securities of other investment companies, represent more than 10% of the acquiring company’s total assets. Section 12(d)(1)(B) of the Act provides that no registered open-end investment company may sell its securities to another investment company if the sale will cause the acquiring company to own more than 3% of the acquired company’s voting stock, or cause more than 10% of the acquired company’s voting stock to be owned by investment companies.

2. Section 12(d)(1)(G) of the Act provides that section 12(d)(1) will not apply to securities of an acquired company purchased by an acquiring company if: (i) The acquiring company and acquired company are part of the same group of investment companies; (ii) the acquiring company holds only securities of acquired companies that are part of the same group of investment companies, government securities, and short-term paper; (iii) the aggregate sales loads and distribution-related fees of the acquiring company and the acquired company are not excessive under rules adopted pursuant to section 22(b) or section 22(c) of the Act by a securities association registered under section 15A of the Securities Exchange Act of 1934 or by the Commission; and (iv) the acquired company has a policy that prohibits it from acquiring securities of registered open-end management investment companies or registered unit investment trusts in reliance on section 12(d)(1)(F) or 12(d)(1)(G) of the Act.

3. Rule 12d1-2 under the Act permits a registered open-end investment company or a registered unit investment trust that relies on section 12(d)(1)(G) of the Act to acquire, in addition to securities issued by another registered investment company in the same group of investment companies, government securities, and short-term paper: (1) Securities issued by an investment company that is not in the same group

<sup>1</sup> Every existing entity that currently intends to rely on the requested order is named as an applicant. Any existing or future entity that relies on the order in the future will do so only in accordance with the terms and conditions in the application.