D.C. on December 11, 1996. The Council transmitted its report, entitled Sustainable America: A New Consensus for Prosperity, Opportunity, and a Healthy Environment for the Future, to President Clinton on March 7, 1996. The text of the Council's report can be found on the Internet at http://www.whitehouse.gov/PCSD. The Council met on October 16, 1996 to discuss the progress of activities underway to implement recommendations contained in its report. It is due to report in December to the President on the progress of these implementation efforts.

During the upcoming meeting, the Council will discuss this report and the future role of the PCSD.

The discussion will be guided by the following agenda items:

I. Discussion PCSD Council report to the President.
II. Discussion of the future role of the PCSD.
III. Public comment period.

Dates/Times: Wednesday, December 11, 1996, 2:00–4:30 p.m.

Place: The Ballroom at The Hotel Washington, Pennsylvania Avenue at 15th Street, NW., Washington, D.C. 20004; 202/638–5900.

Status: Open to the Public: Public comments are welcome. Comments may be submitted orally on December 11 or in writing any time prior to or during the December 11 meeting. Please submit written comments prior to meeting to: PCSD, Public Comments, 730 Jackson Place, N.W., Washington, D.C. 20503, or fax to: 202/408–6839.

Contact: Patricia Sinicropi, Administrative Officer, 202/408–5296.

Sign Language interpreter: Please call the contact if you will need a sign language interpreter.

Keith Laughlin,

Executive Director, President's Council on Sustainable Development.

[FR Doc. 96–29873 Filed 11–21–96; 8:45 am]

BILLING CODE 3125–01–P

SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC–22340; 812–10126]

Fremont Mutual Funds, Inc., et al.; Notice of Application

November 18, 1996.

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

ACTION: Notice of Application for Exemption Under the Investment Company Act of 1940 (the ''Act'').

APPLICANTS: Fremont Mutual Funds, Inc. (''Company'') and Fremont Investment Advisors, Inc. (''Advisor'').

RELEVANT ACT SECTIONS: Exemption requested under section 6(c) of the Act from section 15(a) of the Act and rule 18f–2 thereunder.

SUMMARY OF APPLICATION: Applicants seek an order permitting subadvisers approved by the Company's board of directors to serve as portfolio managers (''Managers'') for the Company's series of shares without obtaining shareholder approval of the agreements with the Managers.

FILING DATES: The application was filed on May 6, 1996, and amended on November 12, 1996.

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 December 13, 1996, 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 may request notification of a hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicants, 333 Market Street, Suite 2600, San Francisco, CA 94105.

FOR FURTHER INFORMATION CONTACT: Christine Y. Greenless, Senior Counsel, at (202) 942–0581 or Mary Kay Frech, 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 is available for a fee from the SEC's Public Reference Branch.

Applicants' Representations

1. The Company, a Maryland corporation, is registered under the Act as an open-end, diversified management investment company. The Advisor is investment adviser to the Company and is a registered investment adviser. The Company currently offers nine portfolios (''Funds''), each with distinct investment objectives, policies, and restrictions. The Company's board of directors (''Board of Directors'') has the authority to create additional Funds and may do so from time to time.[1]

2. General management of the Company's investment operations is provided by the Advisor pursuant to investment advisory agreements with the Company, which have been approved by the shareholders of the Funds. Specific portfolio management for the Company is provided by the Advisor and/or a Manager for each Fund. The Managers are recommended to the Board of Directors by the Advisor. Each Manager performs services pursuant to a written portfolio management agreement (''Portfolio Management Agreement''). For Funds managed by the Advisor and a Manager, the Advisor is responsible for the allocation, and reallocation from time to time, of a Fund's assets among the Advisor and the Manager. More than one Manager could be engaged for a Fund, but this has not been done to date. The Advisor also is responsible for recommending to the Board of Directors the termination of a Manger when deemed in the best interests of a Fund.

3. Each Fund pays an investment advisory fee to the Advisor, payable monthly based on a average daily net assets. The Advisor, out of these fees, pays the fees of the Managers at no additional cost to the Funds. Administrative services for the Company are provided by the Advisor and various unaffiliated third-party service providers.

4. The specific investment decisions for five Funds are presently made by different Managers, each of which has discretionary authority to invest all or a portion of the assets of a particular Fund, subject to general supervision by the Advisor and the Board of Directors. Each Manager is an ''investment adviser,'' as defined in section 2(a)(20) of the Act. Applicants currently do not anticipate that the overall number of Managers will be reduced, although some Managers may in the future be terminated and replaced. The overall number of Managers may be increased if more Managers are added for existing Funds and if new Funds are created and Managers are engaged for those Funds.

5. The Advisor currently seeks to enhance performance and reduce market risk by allocating the Fund's assets among itself and a Manager for one of the Funds (a ''Multiple Manager Arrangement''). Under a Multiple Manager Arrangement, which may be

[1] Applicants also request relief with respect to (a) any additional Fund organized in the future and (b) any other open-end management investment company (''Future Company'') advised by the Advisor, or a person controlling, controlled by or under common control with the Advisor, in the future, provided that such Future Company operates in substantially the same manner as the Funds and complies with the conditions of the requested order.

employed with other Funds, the Advisor may allocate portions of a Fund's assets among multiple Managers, including itself, with dissimilar investment styles and security selection disciplines.

6. Applicants request an exemption from section 15(a) of the Act and rule 18f–2 thereunder to permit applicants to enter into and amend, and Managers to act pursuant to, written advisory contracts without approval by a majority of the outstanding voting securities of each Fund.

Applicants' Legal Analysis

1. Section 15(a) of the Act and rule 18f–2 thereunder provide, together and in substance, that it is unlawful for any person to act as an investment adviser to one of the Funds except pursuant to a written contract, which has been submitted to and approved by the vote of a majority of the outstanding voting securities of the Fund.

2. Applicants assert that the Company's structure is different from that of most registered investment companies. A Fund using a Multiple Manager Arrangement has its assets divided among two (or more) Managers (which may include the Advisor). The Advisor has overall oversight and allocation responsibility as to portfolio management. The Advisor may allocate and reallocate the proportion of a Fund's assets subject to particular Manager styles (or may hire new Managers in response to changing market conditions or Manager performance), in an attempt to improve the Fund's overall performance.

3. Applicants believe that investors in a Fund are, in effect, electing to have the Advisor select one or more Managers, including the Advisor, best suited to achieve that Fund's investment objectives. Part of such investor's investment decision is a decision to have those selections made by the Advisor, a professional management organization with substantial experience in making such evaluations, selections, and terminations. Applicants state that Managers are engaged solely for selection of portfolio investments in accordance with a Fund's investment objectives and policies, and do not have broader supervisory, management, or administrative responsibilities with respect to a Fund or the Company. Applicants assert, therefore, that there are no policy reasons which require investors in the Company to approve the relationship, and terms of the relationship, with a Manager, any more than shareholders of a registered investment company should be required to approve its adviser's internal change of a portfolio manager or revision of the portfolio manager's salary or conditions of employment.

4. Applicants believe that relief from the Act's shareholder approval requirements with respect to the Portfolio Management Agreements is appropriate because such requirements in this case do not serve the purposes intended by the Act and place costs and burdens on the Company and its shareholders that do not materially advance their interests. Applicants argue that requiring shareholder approval of the Portfolio Management Agreements only serves to increase the Company's expenses and delay the prompt implementation of actions deemed advisable by the Advisor and the Board of Directors, both of which results are disadvantageous to shareholders. Applicants state that, without the requested relief, the Company has been (and would be) required to call a meeting of shareholders whenever it decides to employ new or additional Managers, or to approve a new Portfolio Management Agreement after an ''assignment,'' or due to a material change in terms. Applicants believe that, given the nature of the Company's operations and investors' reasons for investing in various of the Funds, such expenses provide little, if any, benefit to the Company's shareholders.

5. Section 6(c) of the Act authorizes the Commission to exempt any person or transaction or any class or classes of persons or transactions 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 section 6(c) standards for exemption have been met.

Applicants' Conditions

Applicants agree that the order granting the requested relief shall be subject to the following conditions:

1. The Advisor will not enter into a Portfolio Management Agreement with any Manager that is an ''affiliated person,'' as defined in section 2(a)(3) of the Act, of the Company or the Advisor other than by reason of serving as a Manager to one or more of the Funds (an ''Affiliated Manager'') without such agreement, including the compensation to be paid thereunder, being approved by the shareholders of the applicable Fund.

2. At all times, a majority of the Company's directors will be persons each of whom is not an ''interested person'' of the Company as defined in section 2(a)(19) of the Act (''Independent Directors''), and the nomination of new or additional Independent Directors will be placed with the discretion of the then existing Independent Directors.

3. When a Manager change is proposed for a Fund with an Affiliated Manager, the Company's directors, including a majority of the Independent Directors, will make a separate finding, reflected in the Company's board minutes, that such change is in the best interests of the Fund and its shareholders and does not involve a conflict of interest from which the Advisor or the Affiliated Manager derives an inappropriate advantage.

4. The Advisor will provide general management services to the Company and the Funds and, subject to review and approval by the Board of Directors, will: (i) set the Funds' overall investment strategies; (ii) select Managers; (iii) allocate and, when appropriate, reallocate a Fund's assets among the Advisor and one or more Managers; (iv) monitor and evaluate the performance of Managers; and (v) seek to ensure that the Managers comply with the Funds' investment objectives, policies, and restrictions.

5. Within 60 days of the hiring of any new Manager or the implementation of any proposed material change in a Portfolio Management Agreement, the Advisor will furnish shareholders all information about the new Manager or Portfolio Management Agreement that would be included in a proxy statement. Such information will include any change in such disclosure caused by the addition of a new Manager or any proposed material change in a Portfolio Management Agreement. The Advisor will meet this condition by providing shareholders with an information statement which meets the requirements of Regulation 14C and Schedule 14C under the 1934 Act. The information statement will also meet the requirements of item 22 of Schedule 14A.

6. The Company, and any Future Company, will disclose in their respective Prospectuses the existence, substance, and effect of any order granted pursuant to this application.

7. Before a Fund may rely on the order requested by applicants, the operations of the Fund in the manner described in the application will be approved by a majority of each Fund's outstanding voting securities, as defined in the Act, or, in the case of a Future Company whose public shareholders purchase shares on the basis of a prospectus containing the disclosure

contemplated by condition 6 above, by the sole shareholder before offering shares of the Future Company to the public.

8. No director or officer of the Company or the Advisor will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by any such director or officer) any interest in a Manager except for: (i) ownership of interest in the Advisor or any entity that controls, is controlled by or is under common control with the Advisor; or (ii) ownership of less than 1% of the outstanding securities of any class of equity or debt of a publicly-traded company that is either a Manager or an entity that controls, is controlled by, or is under common control with a Manager.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 96–29934 Filed 11–21–96; 8:45 am]

BILLING CODE 8010–01–M

Agency 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 November 25, 1996.

A closed meeting will be held on Tuesday, November 26, 1996, 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 Johnson, 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 Tuesday, November 26, 1996, at 10:00 a.m., will be:

Institution and settlement of injunctive actions.

Institution and settlement of administrative proceedings of an enforcement nature.

Opinions.

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.

Dated: November 20, 1996.

Jonathan G. Katz,

Secretary.

[FR Doc. 96–30085 Filed 11–20–96; 3:52 pm]

BILLING CODE 8010–01–M

[File No. 500–1]

Omnigene Diagnostics, Inc., Order of Suspension of Trading

November 19, 1996.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of OmniGene Diagnostics, Inc. (''ODI''), because of questions regarding the accuracy of assertions by ODI, and by others, in documents sent to, and statements made to, market-makers of the stock of ODI, other broker-dealers, and to investors concerning, among other things, ODI's alleged ownership and other rights as to certain patents and trademarks, ODI's sales, past and projected, ODI's operations and facilities, and the number of freely traded shares of ODI common stock.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed company is suspended for the period from 9:30 a.m. EST, November 20, 1996 through 11:59 p.m. EST, on December 4, 1996.

By the Commission.

Jonathan G. Katz,

Secretary.

[FR Doc. 96–30023 Filed 11–20–96; 12:41 pm]

BILLING CODE 8010–01–M

[Release No. 34–37958; File No. SR–Amex–96–42]

November 15, 1996.

Self-Regulatory Organizations; Notice of Filing of, and Order Granting Accelerated Approval to, Proposed Rule Change by the American Stock Exchange, Inc. Relating to a Pilot Program for Execution of Specialists' Liquidating Transactions

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] notice is hereby given that on November 12, 1996, the American Stock Exchange, Inc. (''Amex'' or ''Exchange'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Exchange submitted Amendment No. 1 on November 15, 1996.[2] The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons and to grant accelerated approval to the proposed rule change.

I. Self-Regulatory Organization's Statements of the Terms of Substance of the Proposed Rule Change

The Amex is proposing permanent approval of the pilot program that amended Exchange Rule 170 to permit a specialist to effect a liquidating transaction on a zero minus tick,[3] in the case of a ''long'' position, or a zero plus tick,[4] when covering a ''short'' position, without Floor Official approval. The pilot program also amended Rule 170 to set forth the affirmative action that specialists are required to take subsequent to effecting various types of liquidating transactions. In the alternative, the Exchange is requesting a three-month extension of the pilot program.

The text of the proposed rule change is available at the Office of the Secretary, the Amex, and at the Commission.

II Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item III below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

[1] 15 U.S.C. 78s(b)(1).

[2] *See* letter from Claudia Crowley, Special Counsel, Amex, to Anthony P. Pecora, Attorney, Division of Market Regulation, SEC, dated November 15, 1996. Amendment No. 1 removed a footnote detailing the Amex's perception of how this rule is supposed to be enforced.

[3] A zero minus tick is a price equal to the last sale where the last preceding transaction at a different price was at a higher price.

[4] A zero plus tick is a price equal to the last sale where the last preceding transaction at a different price was at a lower price.