

not consummated, will be paid by INTRUST.

7. The INTRUST Funds or SEI Trust may terminate the Reorganization Agreement without liability on the part of the terminating party (a) on or prior to January 1, 1998, with the consent of the other or (b) after that date by either party on written notice at any time prior to the consummation of the reorganization, if the conditions to that party's obligation to perform have not been satisfied. The INTRUST Funds and SEI Trust agree not to make any changes to the Reorganization Agreement that would have a material adverse effect on the application without prior SEC approval.

Applicants' Legal Analysis

1. Section 17(a) of the Act, in relevant part, prohibits an affiliated person of a registered investment company, or any affiliated person of such a person, acting as principal, from selling to or purchasing from such registered company, or any company controlled by such registered company, any security or other property.

2. Section 2(a)(3) of the Act defines the term "affiliated person" of another person to include any person directly or indirectly owning, controlling, or holding with power to vote, five percent or more of the outstanding voting securities of such other person.

3. Rule 17a-8 under the Act exempts from the prohibitions of section 17(a) mergers, consolidations, or purchases or sales of substantially all of the assets of registered investment companies that are affiliated persons solely by reason of having a common investment adviser, common directors, and/or common officers, provided that certain conditions set forth in the rule are satisfied.

4. Applicants may not rely on rule 17a-8 in connection with the reorganization because the Acquiring Funds and the Reorganizing Portfolio may be deemed to be affiliated for reasons other than those set forth in the rule. As noted above, INTRUST and its affiliates hold of record more than 5% of the outstanding shares of the Reorganizing Portfolio.

5. Section 17(b) of the Act provides that the SEC may exempt a transaction from the provisions of section 17(a) if evidence establishes that the terms of the proposed transactions, including the consideration to be paid, 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 the registered investment company

concerned and with the general purposes of the Act.

6. Applicants submit that the reorganization meets the standard for relief under section 17(b), in that the terms of the reorganization are reasonable and fair and do not involve overreaching on the part of any person concerned; and the reorganization is consistent with the general purposes of the Act and with the policies of the Acquiring Fund and the Reorganizing Portfolio.

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

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 97-8233 Filed 3-31-97; 8:45 am]

BILLING CODE 8010-01-M

[Release No. IC-22583; File No. 812-10510]

John Hancock Mutual Life Insurance Company, et al.

March 25, 1997.

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

ACTION: Notice of application for an order under the Investment Company Act of 1940 ("1940 Act").

APPLICANTS: John Hancock Mutual Life Insurance Company ("John Hancock"), John Hancock Mutual Variable Life Insurance Account UV ("Account UV"), John Hancock Variable Life Insurance Company ("JHVLICO"), John Hancock Variable Life Account V ("Account V"), John Hancock Variable Life Account U ("Account U"), John Hancock Variable Life Account S ("Account S," together with Account UV, Account V and Account U, the "Existing Accounts"), John Hancock Variable Series Trust I ("Trust"), any other separate accounts established by John Hancock or JHVLICO in the future to support variable life insurance contracts ("Other accounts," together with the existing Accounts, the "Accounts") and John Hancock Distributors, Inc. ("Distributors").

RELEVANT 1940 ACT SECTIONS: Order requested pursuant to Section 6(c) of the 1940 Act to amend certain orders previously issued by the Commission granting exemptive relief from all sections of the 1940 Act specified in Rule 6e-2(b) under the 1940 Act (other than Sections 7 and 8(a)); Sections 2(a)(32), 2(a)(35), 9(a), 13(a), 15(a), 15(b), 22(c), and 22(d) of the 1940 Act; all rules specified in Rule 6e-2(b); and Rules 6e-2(a)(2), 6e-2(b)(1), 6e-2(b)(12), 6e-2(b)(13)(iv), 6e-2(b)(15), 6e-2(c)(1),

6e-2(c)(4) and 22c-1 under the 1940 Act.

SUMMARY OF THE APPLICATION:

Applicants seek an order amending orders issued by the Commission in connection with File Nos. 812-5959, 812-8428, 812-6424, 812-6835, 812-8426, 812-8858 and 812-8446 (the "Existing Orders"): (i) to add Distributors as a party; (ii) to specify that Distributors, or any other company that may be appointed as such in the future ("Future Underwriter"), is or will be the principal underwriter with respect to the variable annuity contracts ("VA Contracts"), the variable life insurance policies ("VLI Policies") and the Trust's shares ("Trust Shares") referred to in the applications granted by the Existing Orders; and (iii) to provide Distributors or any Future Underwriter certain exemptive relief that was previously granted by the Existing Orders to John Hancock in its capacity as principal underwriter of the VLI Policies and Trust Shares.

FILING DATE: The application was filed on January 24, 1997.

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 must be received by the Commission by 5:30 p.m. on April 21, 1997, 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 Commission's Secretary.

ADDRESSES: Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicants: c/o Sandra M. DaDalt, Associate Counsel, John Hancock Mutual Life Insurance Company, John Hancock Place, P.O. Box 111, Boston, Massachusetts 02117.

FOR FURTHER INFORMATION CONTACT: Ethan D. Corey, Senior Counsel, or Kevin M. Kirchoff, Branch Chief, Office of Insurance Products (Division of Investment Management) at 202-942-0670.

SUPPLEMENTARY INFORMATION: Following is a summary of the Application; the complete Application is available for a fee from the Commission's Public Reference Branch.

Applicant's Representations

1. John Hancock is a mutual life insurance company chartered under the laws of the Commonwealth of Massachusetts. John Hancock is the depositor of Account UV and is the current principal underwriter for the VA Contracts, VLI Policies and Trust Shares. John Hancock is registered as a broker-dealer under the Securities Exchange Act of 1934 ("1934 Act"), and is a member of the National Association of Securities Dealers, Inc. ("NASD").

2. JHVLICO is a stock life insurance company, incorporated under the laws of the Commonwealth of Massachusetts. JHVLICO is the depositor of Account V, Account U, and Account S, and a wholly-owned subsidiary of John Hancock.

3. Account UV, Account V, Account U, and Account S serve as investment vehicles for certain VLI Policies. Each of the Existing Accounts is (and any Other Account will be) registered with the Commission under the 1940 Act as a unit investment trust.

4. The Trust, a Massachusetts business trust, serves as a funding medium for Account UV, Account V, Account U, and Account S. The trust is registered as a management investment company under the 1940 Act, and that Trust Shares are registered under the Securities Act of 1933.

5. Distributors, incorporated under the laws of the State of Delaware, is registered as a broker-dealer under the 1934 Act, and is a member of the NASD. Distributors is an indirect wholly-owned subsidiary of John Hancock. Distributors is or will be the principal underwriter of VLI Policies and Trust Shares.

6. Broker-dealers other than Distributors may also serve as principal underwriters of VLI Policies or Trust Shares. Any such Future Underwriter will be registered under the 1934 Act as a broker-dealer and will be a member of the NASD.

7. John Hancock and JHVLICO have issued (and continue to issue) single premium and scheduled premium VLI Policies in reliance on Rule 6e-2, flexible premium VLI Policies in reliance on Rule 6e-3(T), and, in reliance on Rule 6e-2, certain "hybrid" VLI Policies that incorporate features of both scheduled and flexible premium variable life insurance.

8. John Hancock has determined that it no longer remains useful or advisable to serve as the principal underwriter for VLI Policies or Trust Shares. Accordingly, Applicants propose to substitute Distributors for John Hancock as principal underwriter for the VLI

Policies and Trust Shares. As a consequence, the Application seeks to have extended to Distributors and any Future Underwriters certain of the exemptive relief that the Existing Orders previously granted to John Hancock in its capacity as principal underwriter.

9. In File No. 812-5959, John Hancock, JHVLICO, and Account U obtained exemptions from Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) and Rules 6e-2(b)(1), 6e-2(b)(12), 6e-2(b)(13)(iv), 6e-2(c)(4), and 22c-1 with respect to certain single-premium VLI Policies. The relief permits those parties to deduct a contingent deferred sales charge and to deduct both a "front-end" sales charge and contingent deferred sales charge in connection with such VLI Policies. Release Nos. IC-14565 (Feb. 11, 1985) (Order) and IC-14320 (Jan. 7, 1985) (Notice).

10. In File No. 812-8428, John Hancock and Account UV obtained exemptive relief substantially identical to that described in paragraph 9, above. This Existing Order also granted John Hancock and Account UV relief from Rules 6e-2(b)(1) and 6e-2(c)(4) to use the 1980 Commissioners' Standard Ordinary Mortality tables ("1980 CSO Tables") in connection with Rule 6e-2's definition of "sales load," as applied to such single premium VLI Policies. Release Nos. IC-19748 (Sept. 29, 1993) (Order) and IC-19680 (Sept. 2, 1993) (Notice).

11. In File No. 812-6424, John Hancock, JHVLICO, Affiliates, Account U, Account V, Account S, Account UV, Other Accounts, Affiliate Accounts and the Trust obtained exemptions from Sections 9(a), 13(a), 15(a) and 15(b) and Rule 6e-2(b)(15) to permit "mixed" funding (i.e., the sale of Trust Shares both to variable annuity separate accounts and to variable life insurance separate accounts that may rely on Rule 6e-2) in connection with the conditional exemptions contained in Rule 6e-2(b)(15) regarding these sections of the 1940 Act. Release Nos. IC-15407 (Nov. 12, 1986) (Order) and IC-15359 (Oct. 15, 1986) (Notice).

12. In File No. 812-6835, JHVLICO, Account V, and John Hancock obtained exemptions from all sections of the 1940 Act specified in Rule 6e-2(b) (other than Sections 7 and 8(a)), Sections 2(a)(32), 2(a)(35), and 22(c), all rules specified in Rule 6e-2(b) and Rules 6e-2(b)(1), 6e-2(b)(12), 6e-2(b)(13)(iv), 6e-2(c)(1), 6e-2(c)(4), and 22c-1, with respect to certain hybrid VLI Policies. The relief permits those parties generally to rely on the exemptions provided by Rules 6c-3 and 6e-2 under the 1940 Act (notwithstanding any questions about whether the hybrid VLI Policies meet

Rule 6e-2's definition of variable life insurance contracts); to deduct part of the policies's sales charge as a contingent deferred sales charge; to deduct any uncollected issue charge upon surrender or lapse of a policy; and to use the 1980 CSO Tables in connection with the definition of "sales load" for such VLI Policies. Release Nos. IC-16197 (Dec. 29, 1987) (Order) and IC-16152 (Nov. 30, 1987) (Notice).

13. In file No. 812-8426, John Hancock and Account UV obtained exemptive relief substantially identical to that described in paragraph 12, above. Release Nos. IC-19746 (Sept. 29, 1993) (Order) and IC-19682 (Sept. 2, 1993) (Notice).

14. In File No. 812-8858, John Hancock, Account UV, JHVLICO, and account V obtained exemptive relief substantially identical to that described in paragraphs 12 and 13, above, except that the relief obtained in those earlier proceedings for deduction of any uncollected "issue charge" upon surrender or lapse of the policies was here obtained instead for deduction of a "contingent deferred administrative charge." Release Nos. IC-20332 (June 1, 1994) (Order) and IC-20266 (May 2, 1994) (Notice).

15. In File No. 812-8446, John Hancock, Account UV, JHVLICO, Account U, Account V, and the Other Accounts obtained exemptions from Rules 6e-2(a)(2) and 6e-2(b)(15) to permit each of such Accounts to serve simultaneously as funding media for both Rule 6e-2 and Rule 6e-3(T) VLI Policies. Release Nos. IC-19898 (Nov. 24, 1993) (Order) and IC-19817 (Oct. 27, 1993) (Notice).

Applicant's Legal Analysis

1. The Application requests an order of the Commission, pursuant to Section 6(c) of the 1940 Act, and amending the Existing Orders: (i) to add Distributors as a party; (ii) to specify that Distributors or a Future Underwriter is or will be the principal underwriter with respect to the VA Contracts, VLI Policies and the Trust Shares; and (iii) to provide to Distributors or any Future Underwriter certain exemptive relief that was previously granted to John Hancock in its capacity as principal underwriter of the VLI Policies and Trust Shares.

2. All of the relief requested in the Application for Distributors and Future Underwriters has previously been granted by the Commission for John Hancock in one or more of the Existing Orders. Applicants assert that all of such relief continues to be as appropriate as it was when the Existing Orders were granted and that the legal

and factual basis and justification for the initial granting of such relief likewise continues.

3. Applicants represent that all of the facts asserted and representations made in the applications (and any amendments thereto) for the Existing Orders remain true and accurate in all respects material to any relief that is requested herein. Applicants further represent that they will continue to comply with any terms, conditions, and undertakings that were set forth in those applications (and any amendments thereto) in connection with the exemptions that they now request be extended to Distributors or any Future Underwriter.

Conclusion

Applicants submit that, for the reasons and upon the facts summarized above, the exemptive relief requested pursuant to Section 6(c) of the 1940 Act is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-8232 Filed 3-31-97; 8:45 am]

BILLING CODE 8010-01-M

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration (USL Capital Corporation, 8¾% Senior Notes Due December 1, 2001); File No. 1-4976

March 26, 1997.

USL Capital Corporation ("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 12d2-1(d) promulgated thereunder, to withdraw the above specified securities ("Securities") from listing and registration on the American Stock Exchange, Inc. ("Amex").

The reasons explained in the application for withdrawing the Securities from listing and registration include the following:

The Company issued \$200,000,000 principal amount of its Security under an Indenture dated July 1, 1991. The Securities were listed on the Amex and registered under Section 12(b) of the Securities Exchange Act of 1934, as amended. As of the date hereof, Securities in the principal amount of \$200,000,000 remain outstanding. As of

December 31, 1996, there was only one registered holder of the Securities, which were beneficially owned by 64 participants of The Depository Trust Company.

In making the decision to withdraw the Securities from listing on the AMEX, the Company considered the direct and indirect costs and expenses attendant on maintaining the listing of the Securities on the AMEX and complying with the reporting requirements of the Act, the small number of record and beneficial holders of the Securities, the availability of a market maker for the Securities, the fact that the Company has no other publicly traded debt or equity securities and the availability of information with respect to the co-obligor of the Securities, Ford Motor Credit Company. Further, it is the Company's understanding that the Securities have not traded on the Amex for some time and that any transactions involving the Securities have been conducted off the exchange. As a result of the foregoing, the Company does not see any particular advantage in the continued listing of the Securities on an exchange.

The Company has complied with Rule 18 of the AMEX by filing with the AMEX a certified copy of resolutions adopted by the Company's Board of Directors authorizing the withdrawal of the Securities from listing on the AMEX and by setting forth in detail to the AMEX the reasons for such proposed withdrawal and the facts in support thereof.

Any interested person may, on or before April 16, 1997, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, D.C. 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.

Jonathan G. Katz,

Secretary.

[FR Doc. 97-8225 Filed 3-31-97; 8:45 am]

BILLING CODE 8010-01-M

[Release No. 34-38437; File No. SR-Amex-97-14]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the American Stock Exchange, Inc. Relating to Trading in One Sixteenth of a Dollar

March 25, 1997.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ notice is hereby given that on March 17, 1997, 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, II, and III below, which Items have been prepared by the self-regulatory organization. Subsequently, the Exchange submitted Amendment No. 1 to the proposed rule change.² The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Amex proposes to amend Exchange Rule 127 (Minimum Fractional Changes) to permit trading in sixteenths in Amex securities selling at \$10 and higher.

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 IV 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 Letter from James F. Duffy, Executive Vice President and General Counsel, Amex, to Anthony P. Pecora, Attorney, Division of Market Regulation, SEC, dated March 24, 1997 ("Amendment No. 1"). In addition to correcting a typographical oversight, Amendment No. 1 enhanced the Amex's discussion concerning the filing's impact on the Intermarket Trading System and its burden on competition.