premium. The required interest rate is the ''applicable percentage'' (currently 85 percent) of the annual yield on 30-year Treasury securities for the month preceding the beginning of the plan year for which premiums are being paid (the ''premium payment year''). The yield figure is reported in Federal Reserve Statistical Releases G.13 and H.15.

The required interest rate to be used in determining variable-rate premiums for premium payment years beginning in August 2001 is 4.77 percent (*i.e.,* 85 percent of the 5.61 percent yield figure for July 2001).

The following table lists the required interest rates to be used in determining variable-rate premiums for premium payment years beginning between September 2000 and August 2001.

For premium payment years beginning in:	The required interest rate is:
September 2000	4.86
October 2000	4.96
November 2000	4.93
December 2000	4.91
January 2001	4.67
February 2001	4.71
March 2001	4.63
April 2001	4.54
May 2001	4.80
June 2001	4.91
July 2001	4.82
August 2001	4.77

Multiemployer Plan Valuations Following Mass Withdrawal

The PBGC's regulation on Duties of Plan Sponsor Following Mass Withdrawal (29 CFR part 4281) prescribes the use of interest assumptions under the PBGC's regulation on Allocation of Assets in Single-employer Plans (29 CFR part 4044). The interest assumptions applicable to valuation dates in September 2001 under part 4044 are contained in an amendment to part 4044 published elsewhere in today's **Federal Register**. Tables showing the assumptions applicable to prior periods are codified in appendix B to 29 CFR part 4044.

Issued in Washington, DC, on this 9th day of August 2001.

John Seal,

Acting Executive Director, Pension Benefit Guaranty Corporation.

[FR Doc. 01–20491 Filed 8–14–01; 8:45 am]

BILLING CODE 7708–01–P

SECURITIES AND EXCHANGE COMMISSION

[File No. 1–15991]

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration on the American Stock Exchange LLC (AirTran Holdings, Inc., Common Stock, $.001 Par Value)

August 9, 2001.

AirTran Holdings, Inc., a Nevada Corporation (''Issuer''), has filed an application with the Securities and Exchange Commission (''Commission''), pursuant to section 12(d) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 12d2–2(d) thereunder,[2] to withdraw its Common Stock, $.001 par value (''Security''), from listing and registration on the American Stock Exchange LLC (''Amex'').

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the State of Nevada, in which it is incorporated and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration. The Issuer's application relates solely to the Security's withdrawal from listing on the Amex and registration under section 12(b) of the Act [3] and shall not affect its obligation to be registered under section 12(g) the Act.[4]

On July 17, 2001, the Board of Directors of the Issuer approved resolutions to withdraw the Issuer's Security from listing on the Amex and list it on the New York Stock Exchange, Inc. (''NYSE''). In its application, the Issuer states that trading in the Security on the Amex will cease on August 14, 2001, and trading in the Security is expected to begin on the NYSE at the opening of business on August 15, 2001. In making the decision to withdraw the Security from listing on the Exchange, the Issuer represents that by doing so it can avoid the direct and indirect costs and the division of the market resulting from dual listing on the Amex and NYSE.

Any interested person may, on or before August 30, 2001, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549–0609, facts bearing upon whether the application has been made in accordance with the rules of the Amex 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.[5]

Jonathan G. Katz,

Secretary.

[FR Doc. 01–20498 Filed 8–14–01; 8:45 am]

BILLING CODE 8010–01–M

[1] 15 U.S.C. 78*l*(d).

[2] 17 CFR 240.12d2–2(d).

[3] 15 U.S.C. 78*l*(b).

[4] 15 U.S.C. 78*l*(g).

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 25106; 812–12286]

Pitcairn Funds and Pitcairn Trust Company; Notice of Application

August 9, 2001.

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

ACTION: Notice of an application for an order under section 6(c) of the Investment Company Act of 1940 (the ''Act'') for an exemption from section 15(a) of the Act, rule 18f–2 under the Act, certain disclosure requirements, and rule 15a–4(b)(2)(vi)(C) under the Act.

SUMMARY: Applicants, Pitcairn Funds (the ''Trust'') and Pitcairn Trust Company (''PTC'') request an order that would permit them to enter into and materially amend subadvisory agreements without shareholder approval, grant relief from certain disclosure requirements, and allow for a release from escrow of compensation earned under an interim subadvisory agreement.

FILING DATES: The application was filed on September 29, 2000 and amended on March 20, 2001 and July 27, 2001. Applicants have agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

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 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 September 3, 2001, and should be accompanied by proof of service on applicants, in the form of an

[5] 17 CFR 200.30–3(a)(1).

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, Commission, 450 Fifth Street, NW., Washington, DC 20549–0609; Applicants, c/o Ruth Epstein, Esq., Dechert, 1775 Eye Street, NW., Washington, DC 20006.

FOR FURTHER INFORMATION CONTACT: Lidian Pereira, Senior Counsel, at (202) 942–0524 (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 at the Commission's Public Reference Branch, 450 Fifth Street, NW., Washington, DC 20549–0102 (telephone (202) 942–8090).

Applicants' Representations

1. The Trust, a Delaware business trust, is registered under the Act as an open-end management investment company. The Trust is currently comprised of ten separate investment series (each a ''Pitcairn Fund'' and collectively, the ''Pitcairn Funds'').[1] Each Fund has its own investment objectives, policies and restrictions. PTC is a state chartered trust company and bank as defined in section 202(a)(2) of the Investment Advisers Act of 1940 (''Advisers Act''). Pitcairn Investment Management (the ''Adviser'') provides investment adviser services to the Trust pursuant to an advisory agreement with the Trust (''Advisory Agreement''). The Advisory Agreement was approved by the board of trustees of the Trust (the ''Board''), including a majority of the trustees who are not ''interested persons,'' as defined in section 2(a)(19) of the Act (''Independent Trustees''), and the shareholder(s) of each Fund.

2. Under the terms of the Advisory Agreement, the Adviser manages the investment assets of each Fund and may, subject to oversight by the Board, hire one or more subadvisers (''Managers'') to provide portfolio management services to each of the Funds pursuant to separate investment advisory agreements (''Management Agreements''). Each Manager is, or will be, an investment adviser that is either registered or exempt from registration under the Advisers Act. Managers are recommended to the Board by the Adviser and selected and approved by the Board, including a majority of the Independent Trustees. Each Manager's fees are, and will be, paid by the Adviser out of the management fees received by the Adviser from the respective Fund.

3. The Adviser monitors the Funds and the Managers and makes recommendations to the Board regarding allocations, and reallocation, of assets between Managers and is responsible for recommending the hiring, termination and replacement of Managers. The Adviser recommends Managers based on a number of factors used to evaluate their skills in managing assets pursuant to particular investment objectives.

4. Applicants request relief to permit the Adviser, subject to the oversight of the Board, to enter into and materially amend Management Agreements without shareholder approval. The requested relief will not extend to a Manager that is an affiliated person, as defined in section 2(a)(3) of the Act, of the Trust or the Adviser, other than by reason of serving as a Manager to one or more of the Funds (an ''Affiliated Manager'').

5. Applicants also request an exemption from the various disclosure provisions described below that may require each Fund to disclose fees paid by the Adviser to the Managers. The Trust will disclose for each Fund (both as a dollar amount and as a percentage of a Fund's net assets): (a) Aggregate fees paid to the Adviser and Affiliated Managers; and (b) aggregate fees paid to Managers other than Affiliated Managers (''Aggregate Fee Disclosure''). For any Fund that employs an Affiliated Manager, the Fund will provide separate disclosure of any fees paid to the Affiliated Manager.

6. On April 25, 2001, Standish, Ayer & Wood, Inc. (''Standish''), then the Manager of one of the Funds, entered into an agreement with Mellon Financial Corp. (''Mellon''), under which Standish agreed to be merged into a newly formed subsidiary of Mellon, to be called Standish Mellon Asset Management Company LLC (''Standish Mellon,'' the transaction to be called the ''Mellon Standish Transaction''). The Mellon Standish Transaction closed on July 31, 2001 and resulted in an assignment and termination of the Adviser's Management Agreement with Standish. Applicants are currently relying on rule 15a–4 under the Act, which permits the Adviser to enter into an interim contract with Standish Mellon (the ''Interim Agreement'') without shareholder approval for a period not to exceed 150 days subject to the requirements set forth in the rule. In connection with the Mellon Standish Transaction, applicants seek relief from rule 15a–4(b)(2)(vi)(C) to permit the release from escrow of compensation earned under the Interim Agreement, upon the earlier of: (a) Shareholder approval of a new Management Agreement with Standish Mellon within the 150 day period provided in the rule, or (b) receipt by applicants of the requested order and adoption of a new Management Agreement with Standish Mellon in accordance with the terms of that order.

Applicants' Legal Analysis

Relief From Section 15(a), Rule 18f–2 and Certain Disclosure Requirements

1. Section 15(a) of the Act provides, in relevant part, that it is unlawful for any person to act as an investment adviser to registered investment company except pursuant to a written contract that has been approved by the vote of the company's outstanding voting securities. Rule 18f–2 under the Act provides that each series or class of stock in a series company affected by a matter must approve the matter if the Act requires shareholder approval.

2. Form N–1A is the registration statement used by open-end investment companies. Item 15(a)(3) of Form N–1A requires disclosure of the method and amount of the investment adviser's compensation.

3. Rule 20a–1 under the Act requires proxies solicited with respect to an investment company to comply with Schedule 14A under the Securities Exchange Act of 1934 (''Exchange Act''). Items 22(c)(1)(ii), 22(c)(1)(iii), 22(c)(8) and 22(c)(9) of Schedule 14A, taken together, require a proxy statement for a shareholder meeting at which the advisory contract will be voted upon to include the ''rate of compensation of the investment adviser,'' the ''aggregate amount of the investment adviser's fees,'' a description of the ''terms of the contract to be acted upon,'' and, if a change in the advisory fee is proposed, the existing and proposed fees and the difference between the two fees.

[1] Applicants also request relief with respect to future series of the Trust, and any other registered open-end management investment companies or series thereof (a) that are advised by the Adviser (as defined below) or any entity controlling, controlled by, or under common control with the Adviser and/or PTC, and (b) which operate in substantially the same manner as the Pitcairn Funds (together with the Pitcairn Funds, the ''Funds''). Any Fund that relies on the requested order will do so only in accordance with the terms and conditions contained in the application. The Trust is the only existing investment company that currently intends to rely on the order. If the name of any Fund should, at any time, contain the name of a Manager (as defined below), it will also contain the name of the Adviser which will appear before the name of the Manager.

4. Form N–SAR is the semi-annual report filed with the Commission by registered investment companies. Item 48 of Form N–SAR requires investment companies to disclose the rate schedule for fees paid to their investment advisers, including the Managers.

5. Regulation S–X sets forth the requirements for financial statements required to be included as part of investment company registration statements and shareholder reports filed with the Commission. Sections 6–07(2)(a), (b), and (c) of Regulation S–X require that investment companies include in their financial statements information about investment advisory fees.

6. Section 6(c) of the Act provides that the Commission may exempt any person, security, or transaction or any class or classes of persons, securities or transactions from any provision of the Act, or form any rule thereunder, if 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 state that their requested relief meets this standard for the reasons discussed below.

7. Applicants assert that shareholders are relying on the Adviser's experience to select one or more Managers best suited to achieve a Fund's desired investment objectives. Applicants assert that, from the perspective of the investor, the role of the Managers is comparable to that of individual portfolio managers employed by other investment advisory firms. Applicants contend that requiring shareholder approval of Management Agreements may impose unnecessary costs and delays on the Funds, and may preclude the Adviser from acting promptly in a manner considered advisable by the Board. Applicants note that the Advisory Agreement will remain subject to section 15(a) of the Act and rule 18f–2 under the Act.

8. Applicants assert that some Managers use a ''posted'' rate schedule to set their fees. Applicants state that the Adviser may not be able to negotiate below ''posted'' fee rates with Managers if each Manager's fees are required to be disclosed. Applicants submit that the nondisclosure of the individual Managers' fees is in the best interest of the Funds and their shareholders, where the disclosure of such fees would increase costs to shareholers without offsetting benefit to the Funds and their shareholders.

Relief from Rule 15a–4

9. Rule 15a–4 under the Act provides that, subject to certain requirements, a person may act as investment adviser for a registered investment company under an interim contract that has not been approved by shareholders after the termination of a previous contract. Rule 15a–4(b)(2)(vi) requires, among other things, that compensation to be received under the interim contract be kept in an interest-bearing escrow account with the investment company's custodian or bank. Rule 15a–4(b)(2)(vi)(C) requires that, if a majority of the investment company's outstanding voting securities do not approve a contract with the investment adviser, the investment adviser will be paid, out of the escrow account, the lesser of: (1) Any costs incurred in performing the interim contract (plus interest earned on that amount while in escrow); or (2) the total amount in the escrow account (plus interest earned). In connection with the Standish Mellon Transaction and the establishment of the Interim Agreement, applicants have relied on rule 15a–4. Applicants request relief from rule 15a–4(b)(2)(vi)(C) to permit release of the escrowed subadvisory fees earned under the Interim Agreement upon the earlier of: (a) Shareholder approval of a new Management Agreement with Standish Mellon within the 150 day period provided in the rule, or (b) receipt by applicants of the requested order and adoption of a new Management Agreement with Standish Mellon in accordance with the terms of that order.

Applicants' Conditions

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

Conditions Applicable to All Funds Relying on the Requested Order

1. Before a Fund may rely on the order requested in this application, the operation of the Fund in the manner described in this application will be approved by a majority of the outstanding voting securities of the Fund, as defined in the Act, or in the case of a Fund whose shareholders purchase shares in a public offering on the basis of a prospectus containing the disclosure contemplated by condition 3 below, by the initial shareholder(s) before the shares of the Fund are offered to the public.

2. Within 90 days of the hiring of any new Manager, the Adviser will furnish the shareholders of the applicable Fund all the information about a new Manager that would have been included in a proxy statement, except as modified to permit Aggregate Fee Disclosure. Such information will include Aggregate Fee Disclosure and any changes in such disclosure caused by the addition of a new Manager. To meet this obligation, the Adviser will provide the shareholders of the applicable Fund, within 90 days of the hiring of a Manager, with an Information Statement meeting the requirements of Regulation 14C, Schedule 14C and Item 22 of Schedule 14A under the 1934 Act, except as modified by the order to permit Aggregate Fee Disclosure.

3. The Trust's prospectus will disclose the existence, substance and effect of any order granted pursuant to this application. In addition, the Funds will hold themselves out to the public as employing the Adviser/Manager approach described in this application. The Trust's prospectus will prominently disclose that the Adviser has ultimate responsibility (subject to oversight by the Board) to oversee the Managers and recommend their hiring, termination and replacement.

4. The Adviser will provide general management services to the Trust and its Funds, including overall supervisory responsibility for the general management and investment of each Fund's securities portfolio, and, subject to review and approval by the Board will: (i) Set the Fund's overall investment strategies; (ii) evaluate, select, and recommend Managers to manage all or part of a Fund's assets; (iii) when appropriate, allocate and reallocate a Fund's assets among Managers; (iv) monitor and evaluate the performance of Managers, including their compliance with the investment objectives, policies, and restrictions of the Funds; and (v) implement procedures to ensure that the Managers comply with the Fund's investment objectives, policies, and restrictions.

5. At all times, a majority of the Board will be Independent Trustees, subject to the suspension of this requirement for the death, disqualification or bona fide resignation of directors as provided in rule 10e–1 under the Act, and the nomination of new or additional Independent Trustees will be at the discretion of the then existing Independent Trustees.

6. Neither the Adviser nor PTC will enter into a Management Agreement with any Affiliated Manager, without such Management Agreement, including the compensation to be paid thereunder, being approved by the shareholders of the applicable Fund.

7. No trustee or officer of the Trust or director or officer of the Adviser will own directly or indirectly (other than through a pooled investment vehicle

that is not controlled by that trustee, director or officer) any interest in a Manager except for: (i) Ownership of interests in the Adviser or any entity that controls, is controlled by, or is under common control with the Adviser, 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.

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

Additional Conditions Applicable to Funds Relying on the Aggregate Fee Disclosure Relief

9. Each Fund will include in its registration statement the Aggregate Fee Disclosure.

10. Independent legal counsel, as defined in rule 0–1(a)(6) under the Act, knowledgeable about the Act and the duties of Independent Trustees will be engaged to represent the Independent Trustees. The selection of such counsel will be within the discretion of the Independent Trustees.

11. The Adviser will provide the Board, no less frequently than quarterly, with information about the Adviser's profitability on a per-Fund basis. The information will reflect the impact on profitability of the hiring or termination of any Manager during the applicable quarter.

12. Whenever a Manager is hired or terminated, the Adviser will provide the Board with information showing the expected impact on the Adviser's profitability.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 01–20449 Filed 8–14–01; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–44661; File No. 4–208]

Intermarket Trading System; Notice of Filing of the Seventeenth Amendment to the ITS Plan Relating to Regional Computer Interface, 30-Second Commitment Expiration, and the Principal Place of Business of the Boston Stock Exchange, Inc.

August 8, 2001.

Pursuant to section 11A of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 11A3a3–2 thereunder,[2] notice is hereby given that on July 16, 2001, the Intermarket Trading System Operating Committee (''ITSOC'') submitted to the Securities and Exchange Commission (''Commission'') a proposed amendment (''Seventeenth Amendment'') to the restated ITS Plan.[3] The purpose of the proposed amendment is to: (1) Recognize the NASD's use of the Regional Computer Interface (''RCI'');[4] (2) provide for a six-month pilot program for the use of a 30-second commitment expiration; and (3) reflect the BSE's new principal place of business. The Commission is publishing this notice to solicit comment on the proposed amendment from interested persons.

I. Description of the Amendment

The proposed amendment recognizes the NASD's use of the RCI by deleting references to the ''ITS/CAES Interface'' [5] and incorporating NASD members registered as ITS/CAES Market Makers as part of the definition of ''RCI'' in section 1(34A) of the ITS Plan, thus enabling the NASD to use the communications network that links the exchange markets electronically to facilitate trades among Participant markets.

In addition, the proposed amendment provides for a six-month pilot program for the use of a 30-second commitment expiration. Currently, the ITS Plan provides that the sender of the commitment may designate a time period during which the commitment shall be irrevocable following acceptance by the System.[6] If the commitment is not accepted or rejected during the applicable time period (which commences to run upon the time stamping of the commitment when it is accepted by the System), the commitment is automatically canceled by the System at the end of the applicable time period.[7] The two time period options currently available are known as ''T–1,'' which has a duration of one minute, and ''T–2,'' which has a duration of two minutes.[8] The proposed amendment would allow for a third time period option known as ''T–30S,'' which would have a duration of 30 seconds. This option would commence on the date of Commission approval of this Seventeenth Amendment, or immediately following installation of the T–30S functionality by the Securities Industry Automation Corporation (''SIAC''), whichever is later, and would remain available until the last trading day of the sixth full calendar month following such commencement.[9]

Lastly the proposed amendment amends the ITS Plan to reflect the BSE's new principal place of business. The BSE's principal place of business is 100 Franklin Street, Boston, Massachusetts 02110.

II. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed Plan

[1] 15 U.S.C. 78k–1.

[2] 17 CFR 240.11Aa3–2.

[3] The ITS is a National Market System (''NMS'') plan, which was designed to facilitate intermarket trading in exchange-listed equity securities based on current quotation information emanating from the linked markets. *See* Securities Exchange Act Release No. 19456 (January 27, 1983), 48 FR 4938 (February 3, 1983).

The ITS Participants include the American Stock Exchange LLC (''AMEX''), the Boston Stock Exchange, Inc. (''BSE''), the Chicago Board Options Exchange, Inc. (''CBOE''), the Chicago Stock Exchange, Inc. (''CHX''), the Cincinnati Stock Exchange, Inc. (''CSE''), the National Association of Securities Dealers, Inc. (''NASD''), the New York Stock Exchange, Inc. (''NYSE''), the Pacific Exchange, Inc. (''PCX''), and the Philadelphia Stock Exchange, Inc. (''PHLX'') (''Participants'').

[4] ''RCI'' is defined in Section 1 (34A) of the ITS Plan as the ''automated linkage between the System and, and collectively, the Regional Switches and the AMEX [Display Book Manager] DBM that, when implemented, will enable members located on the floors of the Amex, BSE, the CHX, the PSE, and the PHLX to participate in the Applications.''

[5] *See* ITS Plan, Section 1(15) (defining ''ITS/CAES Interface''); Section 10(e)(i) (discussing ''Standard Automated Interfaces''); Section 11(a)(iii)(B) (discussing the ''New Participant's Share of Development Costs''); and Section 11(a)(iii)(E) (regarding ''CAES Interface Costs'').

[6] *See* ITS Plan, Section 6(b)(i) (discussing ''Commitment Information, Expiration'').

[7] *See* ITS Plan, Section 6(b)(iv) (discussing ''Commitment Validation, Routing'').

[8] *See* note 5, *supra.*

[9] The ITSOC also proposed to either continue the T–30S option for one or more additional six-month periods or to make the T–30S option permanent. The ITSOC must determine such option by a unanimous vote of the ITSOC (with all representatives voting). Prior to any such vote, the ITSOC shall review the functioning of the option in terms of, but not limited to, the percentage of T–30S commitments that are automatically cancelled (expired) in the System overall and by each Participant Market.