

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

J. Lynn Taylor,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 25567; 812-12772]

Independence One Mutual Funds, et al.; Notice of Application

May 3, 2002.

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

ACTION: Notice of an application under section 17(b) of the Investment Company Act of 1940 (the "Act") for an exemption from section 17(a) of the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit certain series of a registered open-end management investment company to acquire all of the assets and assume all of the liabilities of certain series of another registered open-end management investment company. Because of certain affiliations, applicants may not rely on rule 17a-8 under the Act.

APPLICANTS: Independence One Mutual Funds, the ABN AMRO Funds and ABN AMRO North America Holding Company ("ABN AMRO").

FILING DATES: The application was filed on February 1, 2002. 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 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 May 28, 2002, and should be accompanied by proof of service on the 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, Commission, 450 Fifth Street, NW, Washington, DC 20549-0609; Applicants, c/o Mark L. Winget, Vedder, Price, Kaufman &

Kammholz, 222 North LaSalle Street, Chicago, IL 60601.

FOR FURTHER INFORMATION, CONTACT:

Jean Minarick, Senior Counsel, at (202) 942-0527, or Nadya Roytblat, Assistant Director, 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 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. Independence One Mutual Funds, a Massachusetts business trust, is registered under the Act as an open-end management investment company and currently offers eight series, seven of which will participate in the proposed transactions (the "Acquired Funds"). The ABN AMRO Funds, a Delaware business trust, is registered under the Act as an open-end management investment company and offers thirty-one series, six of which are involved in the proposed transactions. Three existing series of the ABN AMRO Funds are referred to as the "Existing Acquiring Funds" and three newly established series,¹ together with the Existing Acquiring Funds, are referred to as the "Acquiring Funds" (together with the Acquired Funds, the "Funds"). The Independence One Mutual Funds and the ABN AMRO Funds are referred to as the "Trusts."

2. ABN AMRO Asset Management (USA) LLC ("AAAM"), a wholly owned subsidiary of ABN AMRO, will serve as the investment adviser to the Acquired Funds and is the investment adviser to the Acquiring Funds. AAAM is registered under the Investment Advisers Act of 1940. Affiliated persons of ABN AMRO own 5% or more (and in some cases more than 25%) of the outstanding securities of the Acquiring Funds in a fiduciary capacity. In addition, affiliated persons of ABN AMRO, in a fiduciary or custodial capacity, or on behalf of brokerage customers, own 5% or more (and in some cases more than 25%) of the outstanding voting securities of the Acquired Funds.

3. On July 25, 2001 and December 20, 2001, the boards of trustees of the Independence One Mutual Funds and the ABN AMRO Funds (together, the

"Boards"), including all the trustees who are not "interested persons," as defined in section 2(a)(19) of the Act ("Independent Trustees"), unanimously approved the reorganization and an agreement and plan of reorganization (the "Plan of Reorganization"). Under the Plan of Reorganization, the Acquiring Funds acquire all of the assets and liabilities of the corresponding Acquired Funds.² Applicants state that the Reorganization will occur on or about June 1, 2002 and June 8, 2002 (each a "Closing Date" and collectively, the "Closing Dates"). On the applicable Closing Date, each class of shares of each Acquiring Fund will acquire all of the assets and liabilities of the corresponding class of shares of the corresponding Acquired Fund in exchange for shares of the designated class of the Acquiring Fund. The shares of each Acquiring Fund exchanged will have an aggregate net asset value equal to the aggregate net asset value of the corresponding Acquired Fund's shares determined as of the close of business on the business day immediately preceding the applicable Closing Date. The net asset value of the Acquiring Funds and value of the assets of the Acquired Funds will be determined according to the Acquiring Funds' then-current valuation policies and procedures stated in their prospectuses and statements of additional information. The Plan of Reorganization provides, however, that each Acquired Fund and the corresponding Acquiring Fund agree to use all commercially reasonable efforts to resolve any material differences between the prices of portfolio securities determined in accordance with the pricing policies and procedures of its corresponding Acquiring Fund and those determined in accordance with the pricing policies and procedures of its corresponding Acquired Fund, and that where a pricing difference results from a difference in pricing methodology, the parties will eliminate such difference by using the corresponding Acquiring Fund's methodology in valuing the Acquired Fund's assets. As soon as

² Under the Plan of Reorganization, the Acquired Funds will merge into the corresponding Acquiring Funds as follows: Independence One U.S. Treasury Money Market Fund will merge into ABN AMRO Treasury Money Market Fund; Independence One Prime Money Market Fund into ABN AMRO Institutional Prime Money Market Fund; Independence One Fixed Income Fund and Independence One U.S. Government Securities Fund into ABN AMRO Investment Grade Bond Fund; Independence One Small Cap Fund into ABN AMRO Select Small Cap Fund; Independence One Equity Plus Fund into ABN AMRO Equity Plus Fund; and Independence One International Equity Fund into ABN AMRO International Equity Fund.

¹ An amendment to the registration statement for the ABN AMRO Funds to register the new series that will participate in the Reorganization was filed with Commission on March 22, 2002 and became effective March 26, 2002.

practicable after the applicable Closing Date, the Acquired Funds will distribute the shares of the corresponding Acquiring Funds pro rata to their shareholders of record, determined as of the close of business on the business day immediately preceding the applicable Closing Date. Following the distribution of the Acquiring Funds' shares, the Acquired Funds will terminate.

4. The Acquired Funds offer Class A Shares, which are subject to a sales load, and for certain Acquired Funds, a rule 12b-1 distribution fee, and no shareholder servicing fees; Class B shares, which are subject to a sales load, rule 12b-1 distribution fees of 0.75% and shareholder servicing fees; Class K shares, which are subject to shareholder servicing fees, but no sales load or rule 12b-1 distribution fees; and Class Y Shares and Trust Class Shares, which are not subject to any sales load, rule 12b-1 distribution fees, or shareholder servicing fees. The Acquiring Funds will offer Class N shares, which are subject to rule 12b-1 distribution fees of 0.25%, but no shareholder servicing fees or sales loads; Class I and Class Y Shares, which are not subject to any sales loads, rule 12b-1 distribution fees or shareholder servicing fees; Class S Shares, which are subject to rule 12b-1 distribution fees of 0.25% and shareholder servicing fees, but no sales loads; and Class YS Shares, which are subject to shareholder servicing fees, but no sales loads or rule 12b-1 distribution fees.

5. Shareholders with Class K Shares of the Independence One U.S. Treasury Money Market Fund will receive Class I Shares of the ABN AMRO Treasury Money Market Fund. Shareholders of Class A Shares of the Independence One International Equity Fund will receive Class N Shares of the ABN AMRO International Equity Fund. Shareholders of Trust Class and Class B Shares of the Independence One Fixed Income Fund and shareholders of Class A Shares and Class B Shares of the Independence One U.S. Government Securities Fund will receive Class I shares of the ABN AMRO Investment Grade Bond Fund. Shareholders of Class A Shares of the Independence One Small Cap Fund will receive Class N Shares of the ABN AMRO Select Small Cap Fund. Shareholders of Trust Class, Class A and Class B Shares of the Independence One Equity Plus Fund will receive Class I Shares of the ABN AMRO Equity Plus Fund. Shareholders of Class Y and Class K Shares of the Independence One Prime Money Market Fund will receive Class Y and Class YS Shares,

respectively, of the ABN AMRO Institutional Prime Money Market Fund.

6. Applicants state that the investment objectives, policies and restrictions of each Acquired Fund are substantially similar to those of the corresponding Acquiring Fund, except for the Independence One U.S. Government Securities Fund whose investment objectives, policies and restrictions are similar to those of the corresponding Acquiring Fund. Applicants state that the rights and obligations of each class of shares of the Acquired Funds are similar to those of the corresponding class of shares of the Acquiring Funds. No sales charges will be imposed in connection with the Reorganization. AAAM and/or its affiliates (but not the Funds) will bear the costs associated with the Reorganization.

7. The Boards, including all of the Independent Trustees, unanimously determined that the Reorganization is in the best interests of each Fund and its shareholders and that the interests of shareholders of each Fund would not be diluted as a result of the Reorganization. In assessing the Reorganization, the Boards considered various factors, including: (a) The terms and conditions of the Reorganization; (b) the compatibility of the Funds' investment objectives, policies and limitations; (c) the performance histories of the Acquired Funds and corresponding Existing Acquiring Funds; (d) the pro forma expense ratios of the Acquiring Funds; (e) the potential economies of scale to be gained from the Reorganization; (f) the advantages of increased investment opportunities for the Acquired Funds' shareholders; (g) the anticipated tax-free nature of the Reorganization; (h) the service features available to the shareholders of the corresponding Funds; (i) the assumption of all liabilities of the Acquired Funds and (j) the fact that Reorganization expenses will be borne by AAAM and/or its affiliated persons (but not the Funds).

8. The Reorganization is subject to a number of conditions precedent, including that: (a) The shareholders of each Acquired Fund will have approved the Reorganization; (b) the Trusts will have received opinions of counsel that the Reorganization will be tax-free for the Trusts and their shareholders; (c) applicants will have received from the Commission an exemption from section 17(a) of the Act for the Reorganization; (d) the registration statement under the Securities Act of 1933 for the Acquiring Funds will have become effective; and (e) each Acquired Fund shall have declared and paid dividend(s) which

shall have the effect of distributing to its shareholders all net investment company taxable income for all taxable periods ending on or before the applicable Closing Date and, with respect to each Acquired Fund that is reorganizing into an Existing Acquired Fund, all of its net capital gains, if any, to its shareholders. The Plan of Reorganization may be terminated by mutual agreement or by either party at or before the Closing Dates. No material changes to the Plan of Reorganization will be made without prior Commission approval.

9. The registration statement on Form N-14 for the ABM AMRO Funds (which contains a combined prospectus/proxy statement) was filed with the Commission on February 6, 2002. The solicitation materials related to the Reorganization were mailed to shareholders of the Acquired Funds on April 5, 2002. A special meeting of shareholders of the Acquired Funds to consider the Reorganization is scheduled for May 10, 2002.

Applicants' Legal Analysis

1. Section 17(a) of the Act prohibits any affiliated person of a registered investment company, or any affiliated person of that person, acting as principal, from selling to or purchasing from the registered investment company any security or other property. 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 outstanding voting 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. Applicants believe that rule 17a-8 may not be available to exempt 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 an affiliated person

of ABN AMRO owns of record and beneficially and has the power to vote more than 5% of the outstanding voting securities of the Independence One Prime Money Market Fund. Applicants state that because affiliated persons of ABN AMRO, in a fiduciary capacity, own 5% or more (and in some cases more than 25%) of the outstanding voting securities of the Acquiring Funds, each may be deemed to be affiliated persons of the Acquiring Funds. In addition, applicants state that because affiliated persons of ABN AMRO also own 5% or more (and in some cases more than 25%) of the outstanding voting securities of the Acquired Funds, in a fiduciary or custodial capacity, or on behalf of brokerage customers, each also may be deemed to be an affiliated person of the Acquired Funds. As a result, the Acquiring Funds may be deemed to be affiliated persons of an affiliated person of the Acquired Funds.

3. 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 the proposed transaction is consistent with the policy of each registered investment company concerned and the general purposes of the Act.

4. Applicants request an order under section 17(b) of the Act exempting them from section 17(a) to the extent necessary to effect the Reorganization. Applicants submit that the Reorganization satisfies the conditions of section 17(b) of the Act. Applicants also state that the Boards, including all of the Independent Trustees, have determined that the participation of the Funds in the Reorganization is in the best interests of each Fund and that such participation will not dilute the interests of existing shareholders of each Fund. Applicants also state that the Reorganization will be effected on the basis of relative net asset value.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 25568; 812-12802]

New York State College Choice Tuition Savings Program Trust Fund, et al.; Notice of Application

May 3, 2002.

AGENCY: Securities and Exchange Commission ("SEC" or "Commission").

ACTION: Notice of application under section 17(b) of the Investment Company Act of 1940 (the "Act") requesting an exemption from section 17(a) of the Act.

SUMMARY OF THE APPLICATION:

Applicants request an order to permit New York State College Choice Tuition Savings Program Trust Fund (the "Trust") to purchase shares of certain series of TIAA-CREF Institutional Mutual Funds ("TIAA-CREF Funds") in-kind.

APPLICANTS: The Trust and TIAA-CREF Funds.

FILING DATE: The application was filed on April 4, 2002.

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 May 28, 2002, 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 SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, NW, Washington, DC 20549-0609. Applicants, 730 Third Avenue, New York, NY 10017.

FOR FURTHER INFORMATION CONTACT: Bruce R. MacNeil, Senior Counsel, at (202) 942-0634, or Nadya B. Roytblat, Assistant Director, at (202) 942-0564 (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 for a fee at the SEC's Public Reference Branch, 450 Fifth Street, NW, Washington, DC 20549-0102 (telephone (202) 942-8090).

Applicants' Representations

1. The Trust was created by legislation enacted by New York and serves as a vehicle in which participant contributions from a qualified tuition program created pursuant to New York law and section 529 of the Internal Revenue Code of 1986, as amended ("New York Program"), are deposited into New York State College Choice Tuition LLC (the "LLC"). Applicants state that as a state instrumentality, the Trust is exempt from the Act pursuant to section 2(b). The LLC consists of age-based program series ("Program Series") that invest in differing allocations in underlying portfolios of the LLC (the "Underlying Portfolios"). Applicants state that the LLC and the Underlying Portfolios are exempt from the Act pursuant to sections 3(c)(1) and 3(c)(7). Teachers Insurance and Annuity Association of America ("TIAA") serves as the program administrator for the New York Program.

2. TIAA-CREF Funds is an open-end management investment company registered under the Act. TIAA-CREF Funds is comprised of multiple series, three of which are the Institutional Growth Equity, Institutional Bond and Institutional Money Market Funds (the "Affected Funds"). Advisors, an investment adviser registered under the Investment Advisers Act of 1940, and an indirect wholly owned subsidiary of TIAA, serves as investment adviser to the both the Affected Funds and the Underlying Portfolios.

3. Applicants state that subsequent to the establishment of the Trust, New York adopted legislation that would allow the New York Program greater flexibility in its investment options. Applicants propose to convert the New York Program to a simpler structure utilizing TIAA-CREF Funds, and forming new program series ("New Program Series") at the Trust level rather than the LLC level (the "Reorganization"). Applicants state that the Reorganization should result in greater flexibility and reduced costs for the New York Program as the New Program Series will invest directly in the Affected Funds. The Reorganization will involve the purchase by the New Program Series of shares of the Affected Funds in-kind with portfolio securities received by the New Program Series from the Underlying Portfolios ("the In-Kind Purchase"). The Underlying Portfolios subsequently will be liquidated. Applicants state that each Affected Fund has investment objectives and policies substantially identical to those of the corresponding Underlying Portfolio. Applicants further state that