

or CSD-eligible securities; and (b) distribute ASA's assets, or the proceeds thereof, to ASA's creditors and shareholders, upon service upon the custodian of an order of the Commission or court directing such distribution as provided in conditions 15, 20, and 30.

30. With respect to an alleged violation of the Act or the requested order by ASA's custodian, the Commission, on its own motion, will have the right to initiate a proceeding: (a) Before the Commission for the revocation of the order permitting registration of ASA; or (b) before a court of competent jurisdiction for the liquidation of ASA and a distribution of its assets to its shareholders and creditors. The court may enter the order in the event that it finds, after notice and opportunity for hearing, that ASA's custodian has violated any provision of the Act or the requested order.

31. ASA will adopt procedures reasonably designed to ensure that ASA complies with conditions 22, 24, and 25 regarding the location of ASA's assets. For two years following the issuance of an order granting the requested relief, the registered public accountant for ASA shall prepare an annual report that evaluates ASA's assertion that it has established procedures reasonably designed to achieve compliance with conditions 22, 24, and 25 regarding the location of ASA's assets. The report shall be prepared in accordance with the Statements on Standards for Attestation Engagements No. 10 and it shall be filed pursuant to Item 77Q3 of Form N-SAR, as such Statements or Form may be revised, amended, or superseded from time to time. After the final report is filed, ASA's registered public accountant, in connection with its annual audit of ASA's financial statements, will continue to review ASA's compliance with conditions 22, 24, and 25 regarding the location of ASA's assets and its review will form the basis, in part, of the registered public accountant's report on internal controls in Form N-SAR.

By the Commission.

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. E4-2018 Filed 9-1-04; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-26583]

Notice of Applications for Deregistration Under Section 8(f) of the Investment Company Act of 1940

August 27, 2004.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of August 2004. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., NW., Washington, DC 20549-0102 (tel. 202-942-8090). An order granting each application will be issued unless the SEC orders a hearing. Interested persons may request a hearing on any application by writing to the SEC's Secretary at the address below and serving the relevant applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on September 21, 2004, and should be accompanied by proof of service on the 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 Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549-0609. For Further Information Contact: Diane L. Titus at (202) 942-0564, SEC, Division of Investment Management, Office of Investment Company Regulation, 450 Fifth Street, NW., Washington, DC 20549-0504.

Eaton Vance Insured Minnesota Municipal Bond Fund (Formerly Eaton Vance Insured Minnesota Municipal Bond Fund I)

[File No. 811-21223]

Eaton Vance Insured Arizona Municipal Bond Fund (Formerly Eaton Vance Insured Arizona Municipal Bond Fund I)

[File No. 811-21228]

Summary: Each applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. Applicants have never made a public offering of their securities and do not propose to make a public offering or engage in business of any kind.

Filing Date: The applications were filed on August 10, 2004.

Applicants' Address: the Eaton Vance Building, 255 State St., Boston, MA 02109.

IQ Rising Interest Rate Fund Inc.

[File No. 811-21592]

Summary: Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. Applicant has never made a public offering of its securities and does not propose to make a public offering or engage in business of any kind.

Filing Date: The applicant was filed on August 19, 2004.

Applicant's Address: 800 Scudders Mill Rd., Plainsboro, NJ 08536.

Eaton Vance Limited Duration Income Opportunity Fund

[File No. 811-21393]

Eaton Vance Limited Duration Income Fund II

[File No. 811-21406]

Eaton Vance Tax-Advantaged Dividend Growth Fund

[File No. 811-21450]

Summary: Each applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. Applicants have never made a public offering of their securities and do not propose to make a public offering or engage in business of any kind.

Filing Date: The applicants were filed on August 17, 2004.

Applicants' Address: The Eaton Vance Building, 255 State St., Boston, MA 02109.

J.P. Morgan Atlas Global Long/Short Equity Fund, L.L.C.

[File No. 811-21305]

Summary: Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. Applicant has never made a public offering of its securities and does not propose to make a public offering or engage in business of any kind.

Filing Dates: The application was filed on July 20, 2004, and amended on August 10, 2004.

Applicant's Address: 522 Fifth Ave., 10th Floor, New York, NY 10036.

Corporate Investment Trust Fund

[File No. 811-2321]

Prudential Unit Trust National Municipal Trust Discount Series

[File No. 811-2568]

Prudential Unit Trust

[File No. 811-3952]

Prudential Unit Trust Corporate High Yield Series

[File No. 811-5573]

Summary: Each applicant, a unit investment trust, seeks an order declaring that it has ceased to be an investment company. By September 3, 1991, August 3, 2000, March 22, 2002 and November 27, 1995, respectively, each applicant had made a final liquidating distribution to its unitholders, based on net asset value. Expenses incurred in connection with the liquidations were paid by JPMorgan Chase Bank, trustee for each applicant, on behalf of each applicant.

Filing Dates: The applications were filed on June 1, 2004, and amended on August 13, 2004.

Applicants' Address: Prudential Equity Group, LLC, 100 Mulberry St., Gateway Center Three, Newark, NJ 07102.

FBR Fund for Tax-Free Investors, Inc.

[File No. 811-3720]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On February 27, 2004, two of applicant's series transferred their assets to corresponding series of The FBR Funds, based on net asset value. On March 29, 2004, applicant's remaining series made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$78,380 incurred in connection with the reorganization and liquidation were paid by FBR National Trust Company, applicant's administrator, and its affiliates.

Filing Dates: The application was filed on June 30, 2004, and amended on August 6, 2004.

Applicant's Address: 1001 Nineteenth St., N. Arlington, VA 22209.

Alpha Analytics Investment Trust

[File No. 811-9039]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On October 29, 2003, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$1,650 incurred in connection with the liquidation were paid by Alpha

Analytics Investment Group, LLC, applicant's investment adviser.

Filing Dates: The application was filed on April 7, 2004, and amended on July 27, 2004.

Applicant's Address: 1901 Avenue of the Stars, Suite 1100, Los Angeles, CA 90067.

AUSA Series Annuity Account B

[File No. 811-8880]

Summary: Applicant seeks an order abandoning the registration statement that was filed on July 5, 2001, by the applicant and declared effective by the Securities and Exchange Commission on February 8, 2002. The applicant has decided not to commence sales of the AUSA Series Annuity Account and therefore now seeks to de-register the fund.

Filing Date: The application was filed on August 27, 2004.

Applicant's Address: 4 Manhattanville Road, Purchase New York 10577.

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

Margaret H. McFarland,*Deputy Secretary.*

[FR Doc. 04-20006 Filed 9-1-04; 8:45 am]

BILLING CODE 8010-01-M**SECURITIES AND EXCHANGE COMMISSION****[Release No. 34-50263; File No. SR-Amex-2004-60]****Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change and Amendment No. 1 Thereto by the American Stock Exchange LLC Regarding Listed Company Board of Director Independence Standards**

August 25, 2004.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² notice is hereby given that on August 2, 2004, the American Stock Exchange LLC (the "Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by Amex. On August 23, 2004, the Amex submitted Amendment No. 1 to the proposed rule change.³

¹ 15 U.S.C. 78s(b)(1).² 17 CFR 240.19b-4.³ See letter from Claudia Crowley, Vice President and Deputy Chief Regulatory Officer, Amex, to Nancy Sanow, Assistant Director, Division of Market Regulation ("Division"), Commission, dated

Amex has filed the proposed rule change as a "non-controversial" rule change under Rule 19b-4(f)(6) under the Act,⁴ which renders the proposal effective upon filing with the Commission. 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 revise Section 121 of the Amex Company Guide ("Company Guide") to specify that payments received by a director of a listed issuer from the issuer in connection with a banking or brokerage transaction entered into in the ordinary course of business on non-preferential terms will not be included in the types of payments that (if the applicable threshold is reached) would preclude the director's independence. The Amex also proposes to adopt new Commentary .06 to Section 121 of the Company Guide, to specify that such payments must be disclosed to the listed company's board of directors.

The text of the proposed rule change is below. Proposed new language is in *italics*; proposed deletions are in brackets.⁵

* * * * *

Sec. 121. Independent Directors and Audit Committee**A. No change.**

- (a) No change.
- (b) a director who accepts or has an immediate family member who accepts any payments from the company or any parent or subsidiary of the company in excess of \$60,000 during the current or any of the past three fiscal years, other than *the following*:
- (1) compensation for board service,
 - (2) payments arising solely from investments in the company's securities,
 - (3) compensation paid to an immediate family member who is a non-executive employee of the company or of a parent or subsidiary of the company,
 - (4) compensation received for former service as an interim Chairman or CEO,
 - (5) benefits under a tax-qualified retirement plan,
 - (6) non-discretionary compensation, [or]
 - (7) loans permitted under Section 13(k) of the Exchange Act,

August 20, 2004 ("Amendment No. 1"). Amendment No. 1 made technical and clarifying corrections to the original submission and replaced the original filing in its entirety. The changes made by Amendment No. 1 are incorporated in this notice.

⁴ 17 CFR 240.19b-4(f)(6).⁵ The asterisk at the end of paragraph (b) of Amex Rule 121A as set forth below is part of the current text and relates to a note in the rule regarding look-back periods.