

SWIS, enhanced controls on transient combustibles, the existing fire detection and automatic fire suppression capability to maintain defense-in-depth, and the availability of manual fire fighting and associated fire fighting equipment.

Pursuant to 10 CFR 51.32, the Commission has determined that the granting of this exemption will not have a significant effect on the quality of the human environment (70 FR 46892).

This exemption is effective upon issuance.

Dated at Rockville, Maryland, this 16th day of August, 2005.

For the Nuclear Regulatory Commission.

**Ledyard B. Marsh,**

*Director, Division of Licensing Project Management, Office of Nuclear Reactor Regulation.*

[FR Doc. E5-4597 Filed 8-22-05; 8:45 am]

**BILLING CODE 7590-01-P**

## NUCLEAR REGULATORY COMMISSION

### Sunshine Act Meeting Notice

**AGENCY HOLDING THE MEETINGS:** Nuclear Regulatory Commission.

**DATE:** Weeks of August 22, 29, and September 5, 12, 19, 26, 2005.

**PLACE:** Commissioners' Conference Room, 11555 Rockville Pike, Rockville, Maryland.

**STATUS:** Public and Closed.

**MATTERS TO BE CONSIDERED:**

#### Week of August 22, 2005

There are no meetings scheduled for the Week of August 22, 2005.

#### Week of August 29, 2005—Tentative

There are no meetings scheduled for the Week of August 29, 2005.

#### Week of September 5, 2005—Tentative

Wednesday, September 7, 2005:

9 a.m.—Discussion of Security Issues (Closed—Ex. 1).

1:30 p.m.—Discussion of Security Issues (Closed—Ex. 3).

#### Week of September 12, 2005—Tentative

There are no meetings scheduled for the Week of September 12, 2005.

#### Week of September 19, 2005—Tentative

There are no meetings scheduled for the Week of September 19, 2005.

#### Week of September 26, 2005—Tentative

There are no meetings scheduled for the Week of September 26, 2005.

The schedule for Commission meetings is subject to change on short

notice. To verify the status of meetings call (recording)—(301) 415-1292.

Contact person for more information: Michelle Schroll, (301) 415-1662.

The NRC Commission Meeting Schedule can be found on the Internet at: <http://www.nrc.gov/what-we-do/policy-making/schedule.html>.

The NRC provides reasonable accommodation to individuals with disabilities where appropriate. If you need a reasonable accommodation to participate in these public meetings, or need this meeting notice or the transcript or other information from the public meetings in another format (e.g., braille, large print), please notify the NRC's Disability Program Coordinator, August Spector, at (301) 415-7080, TDD: (301) 415-2100, or by e-mail at [aks@nrc.gov](mailto:aks@nrc.gov). Determinations on requests for reasonable accommodation will be made on a case-by-case basis.

This notice is distributed by mail to several hundred subscribers; if you no longer wish to receive it, or would like to be added to the distribution, please contact the Office of the Secretary, Washington, DC 20555 (301-415-1969). In addition, distribution of this meeting notice over the Internet system is available. If you are interested in receiving this Commission meeting schedule electronically, please send an electronic message to [dkw@nrc.gov](mailto:dkw@nrc.gov).

Dated: August 18, 2005.

**Dave Gamberoni,**

*Office of the Secretary.*

[FR Doc. 05-16777 Filed 8-19-05; 10:22 am]

**BILLING CODE 7590-01-M**

## SECURITIES AND EXCHANGE COMMISSION

### Submission for OMB Review; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extensions:

Form 8-A; OMB Control No. 3235-0056; SEC File No. 270-54.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*) the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget a request for extension of the previously approved collection of information discussed below.

Form 8-A is a registration statement for certain classes of securities pursuant to Section 12(b) and 12(g) of the

Securities Exchange Act of 1934. Section 12(a) requires securities traded on national exchanges to be registered under the Exchange Act. Section 12(b) establishes the registration procedures. Section 12(g), and Rule 12g-1 promulgated thereunder, extend the Exchange Act registration requirements to issuers engaged in interstate commerce, or in a business affecting interstate commerce, and having total assets of \$10,000,000 or more and a class of equity security held of record by 500 or more people. The respondents are companies offering securities. The information must be filed with the Commission on occasion. Form 8-A is a public document and filing is mandatory. The form takes approximately 3 hours to prepare and is filed by 1,760 respondents for a total of 5,280 annual burden hours.

Written comments regarding the above information should be directed to the following persons: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503 or send an e-mail to [David.Rostker@omb.eop.gov](mailto:David.Rostker@omb.eop.gov); and (ii) R. Corey Booth, Director/Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: August 15, 2005.

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. E5-4579 Filed 8-22-05; 8:45 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

**[Investment Company Act Release No. 27029; 812-12930]**

### ACM Income Fund, Inc., et al.; Notice of Application

August 16, 2005.

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

**ACTION:** Notice of an application for an order under section 12(d)(1)(j) of the Investment Company Act of 1940 ("Act") for an exemption from sections 12(d)(1)(A) and (B) of the Act, under sections 6(c) and 17(b) of the Act for an exemption from section 17(a) of the Act, and under section 17(d) of the Act and rule 17d-1 under the Act to permit certain joint transactions.

*Summary of Application:* The applicants request an order that would permit certain registered management investment companies to invest uninvested cash and cash collateral in (i) affiliated money market funds or (ii) affiliated private investment companies excluded from the definition of investment company under section 3(c)(1) or 3(c)(7) of the Act that comply with rule 2a-7 under the Act.

*Applicants:* ACM Income Fund, Inc., ACM Managed Dollar Income Fund, Inc., ACM Managed Income Fund, Inc., AllianceBernstein Americas Government Income Trust, Inc., AllianceBernstein Balanced Shares, Inc., AllianceBernstein Bond Fund, Inc., AllianceBernstein Global Strategic Income Trust, Inc., AllianceBernstein Growth and Income Fund, Inc., AllianceBernstein Global Health Care Fund, Inc., AllianceBernstein Institutional Funds, Inc., AllianceBernstein International Premier Growth Fund, Inc., AllianceBernstein Mid-Cap Growth Fund, Inc., AllianceBernstein Multi-Market Strategy Trust, Inc., AllianceBernstein Large Cap Growth Fund, Inc., AllianceBernstein Quasar Fund, Inc., AllianceBernstein Global Technology Fund, Inc., AllianceBernstein Variable Products Series Fund, Inc., AllianceBernstein Worldwide Privatization Fund, Inc., AllianceBernstein Focused Growth and Income Fund, Inc., AllianceBernstein Utility Income Fund, Inc., The AllianceBernstein Portfolios, and all existing and future registered management investment companies for which Alliance Capital Management L.P. ("ACM") or an entity controlling, controlled by, or under common control with ACM serves in the future as an investment adviser (collectively, the "Investment Companies"); and ACM.

*Filing Dates:* The application was filed on February 14, 2003 and amended on April 14, 2005 and August 4, 2005.

*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 September 12, 2005, 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, U.S. Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303; Applicants, c/o Emilie D. Wrapp, Alliance Capital Management, L.P., 1345 Avenue of the Americas, New York, NY 10105.

**FOR FURTHER INFORMATION CONTACT:** John Yoder, Attorney-Adviser, at (202) 551-6878 or Mary Kay Frech, Branch Chief, at (202) 551-6821 (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 Desk, 100 F Street, NE., Washington DC 20549-0102 (telephone (202) 551-5850).

#### **Applicants' Representations**

1. Each of the Investment Companies, other than ACM Income Fund, Inc., ACM Managed Dollar Income Fund, Inc., and ACM Managed Income Fund, Inc., is registered under the Act as an open-end management investment company. ACM Income Fund, Inc., ACM Managed Dollar Income Fund, Inc., and ACM Managed Income Fund, Inc. are registered under the Act as closed-end management investment companies. Most of the open-end Investment Companies are series companies consisting of one or more series, each with separate investment objectives and policies. As used herein, the term "Fund" refers to each separate series of an Investment Company that is organized as a series company or, for an Investment Company that is not organized as a series company, that Investment Company.<sup>1</sup> ACM is an investment adviser registered under the Investment Advisers Act of 1940 and serves as investment adviser to each Fund. Each Fund has, or may be expected to have, cash that has not been invested in portfolio securities ("Uninvested Cash"). Uninvested Cash may result from a variety of sources, including dividends or interest received on portfolio securities, unsettled securities transactions, reserves held for investment strategy purposes, scheduled maturity of investments, liquidation of investment securities to meet anticipated redemptions, dividend payments or money from investors. Certain Funds also may participate in a

<sup>1</sup> All existing Funds that currently intend to rely on the requested order are named as applicants. Any other existing or future Funds that may rely on the order in the future will do so only in accordance with the terms and conditions of the application.

securities lending program ("Securities Lending Program") under which a Fund may lend its portfolio securities to registered broker-dealers or other institutional investors. The loans are secured by collateral, including cash collateral ("Cash Collateral" and together, with Uninvested Cash, "Cash Balances"), equal at all times to at least the market value of the securities loaned.

2. Applicants request an order to permit: (i) Each of the Funds to use their Cash Balances to purchase shares of one or more of the Funds that are money market funds and comply with rule 2a-7 under the Act (the "Registered Money Market Funds") or shares of private investment companies advised by ACM that are excluded from the definition of investment company pursuant to section 3(c)(1) or 3(c)(7) of the Act and comply with rule 2a-7 under the Act (the "Non-Registered Money Market Funds") (the Registered Money Market Funds and the Non-Registered Money Market Funds, collectively, the "Money Market Funds") (such Funds, including Registered Money Market Funds that purchase shares of other Money Market Funds, are referred to as the "Investing Funds"); and (ii) the Money Market Funds to sell their shares to, and purchase (redeem) such shares from, the Investing Funds.

3. The investment of Cash Balances in shares of the Money Market Funds will be made only in accordance with each Investing Fund's investment restrictions and policies as set forth in its prospectus and statement of additional information. Applicants believe that the proposed transactions may reduce transaction costs, create more liquidity, increase returns, and diversify holdings.

#### **Applicants' Legal Analysis**

1. Section 12(d)(1)(A) of the Act provides that no investment company may acquire securities of a registered investment company if such securities represent more than 3% of the acquired company's outstanding voting stock, more than 5% of the acquiring company's total assets, or if such securities, together with the securities of other acquired investment companies, represent more than 10% of the acquiring company's total assets. Section 12(d)(1)(B) of the Act provides that no registered open-end investment company may sell its securities to another investment company if the sale will cause the acquiring company to own more than 3% of the acquired company's voting stock, or if the sale will cause more than 10% of the acquired company's voting stock to be owned by investment companies.

2. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction from any provision of section 12(d)(1) if and to the extent that such exemption is consistent with the public interest and the protection of investors. Applicants request relief under section 12(d)(1)(J) to permit the Investing Funds to use their Cash Balances to acquire shares of the Registered Money Market Funds in excess of the percentage limitations in section 12(d)(1)(A), provided however, that in all cases an Investing Fund's aggregate investment of Uninvested Cash in shares of the Money Market Funds will not exceed 25% of the Investing Fund's total assets at any time. Applicants also request relief to permit the Registered Money Market Funds to sell their securities to the Investing Funds in excess of the percentage limitations in section 12(d)(1)(B).

3. Applicants state that the proposed arrangement will not result in the abuses that sections 12(d)(1)(A) and (B) were intended to prevent. Applicants state that there is no threat of redemption to gain undue influence over the Registered Money Market Funds due to the highly liquid nature of each Registered Money Market Fund's portfolio. Applicants state that the proposed arrangement will not result in inappropriate layering of fees. Shares of the Money Market Funds sold to the Investing Funds will not be subject to a sales load, redemption fee, distribution fee under a plan adopted in accordance with rule 12b-1 under the Act or service fee (as defined in NASD Conduct Rule 2830(b)(9)). If a Money Market Fund offers more than one class of shares in which an Investing Fund may invest, the Investing Fund will invest its Cash Balances only in the class with the lowest expense ratio at the time of investment. In connection with approving any advisory contract for an Investing Fund, the board of directors or trustees of each Investing Fund ("Board"), including a majority of the directors/trustees who are not "interested persons," as defined in section 2(a)(19) of the Act ("Independent Trustees"), will consider to what extent, if any, the advisory fees charged to the Investing Fund by ACM should be reduced to account for reduced services provided to the Investing Fund by ACM as a result of the investment of Uninvested Cash in a Money Market Fund. In this regard, ACM will provide the Board with specific information regarding the approximate cost to ACM of, or portion of the advisory fee under the existing

advisory contract attributable to, managing the Uninvested Cash of the Investing Fund that can be expected to be invested in the Money Market Funds. Applicants represent that no Money Market Fund whose shares are held by an Investing Fund will acquire securities of any other investment company, or company relying on section 3(c)(1) or 3(c)(7) of the Act, in excess of the limitations contained in section 12(d)(1)(A) of the Act.

4. Section 17(a) of the Act makes it unlawful for any affiliated person of a registered investment company, acting as principal, to sell or purchase any security to or from the investment company. Section 2(a)(3) of the Act defines an affiliated person of an investment company to include 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, any person 5% or more of whose outstanding securities are directly or indirectly owned, controlled, or held with power to vote by the other person, any person directly or indirectly controlling, controlled by, or under common control with the other person, and any investment adviser to the investment company. Because the Investing Funds and the Money Market Funds have ACM as their investment adviser, they may be deemed to be under common control and thus affiliated persons of each other. In addition, if an Investing Fund purchases more than 5% of the voting securities of a Money Market Fund, the Money Market Fund and the Investing Fund may be affiliated persons of each other. As a result, if a Money Market Fund were deemed to be an affiliated person of an Investing Fund, section 17(a) would prohibit the sale of the shares of Money Market Funds to the Investing Funds, and the redemption of the shares by the Investing Funds.

5. Section 17(b) of the Act authorizes the Commission to exempt a transaction from section 17(a) of the Act if 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 with the general purposes of the Act. Section 6(c) of the Act permits the Commission to exempt persons or transactions from any provision of the Act, if the 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.

6. Applicants submit that their request for relief to permit the purchase and redemption of shares of the Money Market Funds by the Investing Funds satisfies the standards in sections 6(c) and 17(b) of the Act. Applicants note that shares of the Money Market Funds will be purchased and redeemed at their net asset value, the same consideration paid and received for these shares by any other shareholder. Applicants state that the Investing Funds will retain their ability to invest Cash Balances directly in money market instruments as authorized by their respective investment objectives and policies. Applicants state that a Money Market Fund has the right to discontinue selling shares to any of the Investing Funds if the Money Market Fund's Board determines that such sale would adversely affect the Money Market Fund's portfolio management and operations.

7. Section 17(d) of the Act and rule 17d-1 under the Act prohibit an affiliated person of a registered investment company, acting as principal, from participating in or effecting any transaction in connection with any joint enterprise or joint arrangement in which the investment company participates, unless the Commission has approved the joint arrangement. Applicants state that the Investing Funds and the Money Market Funds, by participating in the proposed transactions, and ACM, by managing the proposed transactions, could be deemed to be participating in a joint arrangement within the meaning of section 17(d) and rule 17d-1.

8. In considering whether to approve a joint transaction under rule 17d-1, the Commission considers whether the investment company's participation in the joint transaction is consistent with the provisions, policies and purposes of the Act, and the extent to which the participation is on a basis different from or less advantageous than that of other participants. Applicants state that the investment by the Investing Funds in shares of the Money Market Funds would be on the same basis and no different from or less advantageous than that of other participants. Applicants submit that the proposed transactions meet the standards for an order under rule 17d-1.

#### **Applicants' Conditions**

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

1. Shares of the Money Market Funds sold to and redeemed by the Investing

Funds will not be subject to a sales load, redemption fee, distribution fee under a plan adopted in accordance with rule 12b-1 under the Act, or service fee (as defined in rule 2830(b)(9) of the NASD Conduct Rules) or if such shares are subject to any such fee, ACM will waive its advisory fee for each Investing Fund in an amount that offsets the amount of such fees incurred by the Investing Fund.

2. Prior to reliance on the order with respect to Uninvested Cash, an Investing Fund will hold a meeting of the Board for the purpose of voting on the advisory contract under section 15 of the Act. In that context, before approving any advisory contract for the Investing Fund, the Board, including a majority of the Independent Trustees, taking into account all relevant factors, shall consider to what extent, if any, the advisory fees charged to the Investing Fund by ACM should be reduced to account for reduced services provided to the Investing Fund by ACM as a result of the Uninvested Cash being invested in the Money Market Funds. In connection with this consideration, ACM will provide the Board with specific information regarding the approximate cost to ACM of, or portion of the advisory fee under the existing advisory contract attributable to, managing the Uninvested Cash of the Investing Fund that can be expected to be invested in the Money Market Funds. The minute books of the Investing Fund will record fully the Board's considerations in approving the advisory contract, including the considerations relating to fees referred to above.

3. Investment of Cash Balances in shares of the Money Market Funds will be in accordance with each Investing Fund's respective investment restrictions and will be consistent with each Investing Fund's investment policies set forth in its prospectus and statement of additional information.

4. Each Investing Fund and each Money Market Fund relying on the order will be advised by ACM. An Investing Fund that is subadvised, but not advised, by ACM may rely on the order provided that ACM manages the Cash Balances and the Investing Fund is in the same group of investment companies (as defined in section 12(d)(1)(G) of the Act) as the Money Market Fund in which the Investing Fund invests its Cash Balances.

5. No Money Market Fund whose shares are held by an Investing Fund shall acquire securities of any other investment company, or company relying on section 3(c)(1) or 3(c)(7) of the Act, in excess of the limits

contained in section 12(d)(1)(A) of the Act.

6. Before an Investing Fund may participate in the Securities Lending Program, a majority of the Board, including a majority of the Independent Trustees, will approve the Investing Fund's participation in the Securities Lending Program. The Board also will evaluate the Securities Lending Program and its results no less frequently than annually and determine that any investment of Cash Collateral in the Money Market Funds is in the best interests of the shareholders of the Investing Fund.

7. Each Investing Fund will invest Uninvested Cash in, and hold shares of, the Money Market Funds only to the extent that the Investing Fund's aggregate investment of Uninvested Cash in the Money Market Funds does not exceed 25% of the Investing Fund's total assets.

8. The Non-Registered Money Market Funds will comply with the requirements of sections 17(a), (d), and (e), and 18 of the Act as if the Non-Registered Money Market Funds were registered open-end investment companies. With respect to all redemption requests made by an Investing Fund, the Non-Registered Money Market Funds will comply with section 22(e) of the Act. ACM will adopt procedures designed to ensure that each Non-Registered Money Market Fund complies with sections 17(a), (d), and (e), 18 and 22(e) of the Act. ACM will also periodically review and update as appropriate such procedures and will maintain books and records describing such procedures, and maintain the records required by rules 31a-1(b)(1), 31a-1(b)(2)(ii), and 31a-1(b)(9) under the Act. All books and records required to be made pursuant to this condition will be maintained and preserved for a period of not less than six years from the end of the fiscal year in which any transaction occurred, the first two years in an easily accessible place, and will be subject to examination by the Commission and its staff.

9. Each Non-Registered Money Market Fund will comply with rule 2a-7 under the Act and use the amortized cost method of valuation. With respect to such Non-Registered Money Market Fund, ACM will adopt and monitor the procedures described in rule 2a-7(c)(7) and will take such other actions as are required to be taken under those procedures. An Investing Fund may only purchase shares of a Non-Registered Money Market Fund if ACM determines on an ongoing basis that the Non-Registered Money Market Fund is in compliance with rule 2a-7. ACM will

preserve for a period of not less than six years from the date of determination, the first two years in an easily accessible place, a record of such determination and the basis upon which the determination was made. This record will be subject to examination by the Commission and its staff.

10. Each Investing Fund will purchase and redeem shares of any Non-Registered Money Market Fund as of the same time and at the same price, and will receive dividends and bear its proportionate share of expenses on the same basis, as other shareholders of the Non-Registered Money Market Fund. A separate account will be established in the shareholder records of each Non-Registered Money Market Fund for the account of each Investing Fund that invests in such Non-Registered Money Market Fund.

11. The Board will satisfy the fund governance standards as defined in rule 0-1(a)(7) under the Act by the compliance date set for the rule.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. E5-4588 Filed 8-22-05; 8:45 am]

**BILLING CODE 8010-01-P**

## **SECURITIES AND EXCHANGE COMMISSION**

[File No. 500-1]

### **In the Matter of GSB Financial Services Inc.; Order of Suspension of Trading**

August 19, 2005.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of GSB Financial Services Inc. ("GSBF") because of possible manipulative acts, taken by individuals associated with the company, in connection with the market for the company's 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. e.d.t., on August 19, 2005 through 11:59 p.m. e.d.t., on September 1, 2005.