

("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, \$.01 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex").

On December 15, 2004, the Board of Directors ("Board") of the Issuer approved a resolution, pursuant to an action by unanimous written consent, to withdraw the Issuer's Security from listing on the Amex and to list the Security on the New York Stock Exchange, Inc. ("NYSE"). The Board stated that it determined to withdraw the Security from the Amex and list the Security on the NYSE for the following reasons: (i) Due to recent acquisitions, the Issuer has grown significantly worldwide, achieving recognition as the industry leader for its products; and (ii) it is desirable and for the benefit of the Issuer to list its Security on the NYSE, which is an internationally recognized stock exchange. The Security commenced trading on the NYSE on January 21, 2005.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in Wisconsin, 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 withdrawal of the Security from listing on the Amex, and shall not affect its continued listing on the NYSE or its obligation to be registered under Section 12(b) of the Act.³

Any interested person may, on or before February 22, 2005, comment on the 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. All comment letters may be submitted by either of the following methods:

Electronic Comments

- Send an e-mail to *rule-comments@sec.gov*. Please include the File Number 1-07283 or;

Paper Comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609.

All submissions should refer to File Number 1-07283. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

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.⁴

Jonathan G. Katz,
Secretary.

[FR Doc. E5-410 Filed 2-2-05; 8:45 am]
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SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-26742]

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

January 28, 2005.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of January, 2005. 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 February 23, 2005, 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.

Golden Oak Family of Funds [File No. 811-21118]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 29, 2004, applicant transferred its assets to corresponding series of Federated Municipal Securities Income Trust and Goldman Sachs Trust, based on net asset value. Expenses of \$71,914 incurred in connection with the reorganization were paid by CB Capital Management, Inc., applicant's investment adviser.

Filing Date: The application was filed on January 6, 2005.

Applicant's Address: Federated Investors Tower, 1001 Liberty Ave., Pittsburgh, PA 15222-3779.

Seix Funds, Inc. [File No. 811-8323]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 23, 2004, applicant transferred its assets to corresponding series of STI Classic Funds, based on net asset value. Expenses of \$222,068 incurred in connection with the reorganization were paid by Seix Investment Advisors, Inc., applicant's investment adviser.

Filing Dates: The application was filed on December 30, 2004, and amended on January 20, 2005.

Applicant's Address: 300 Tice Blvd., Woodcliff Lake, NJ 07675-7633.

MBIA Capital/Claymore Managed Duration Investment Grade New York Municipal Fund [File No. 811-21360];

MBIA Capital/Claymore Managed Duration New Jersey Municipal Trust [File No. 811-21362];

MBIA Capital/Claymore Managed Duration Investment Grade California Municipal Fund [File No. 811-21363]

Summary: Each applicant, a closed-end management company, seeks an order declaring that it has ceased to be an investment company. The 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.

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

³ 15 U.S.C. 781(b).

⁴ 17 CFR 200.30-3(a)(1).

Filing Dates: The applications were filed on November 12, 2004, and amended on January 14, 2005.

Applicants' Address: 113 King St., Armonk, NY 10504.

Minnesota Municipal Term Trust Inc. II [File No. 811-6517]

Summary: Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On April 10, 2003, applicant made a liquidating distribution to its shareholders, based on net asset value. Prior to the liquidation date, applicant's preferred stock was redeemed at its liquidation preference, plus accumulated but unpaid dividends through the redemption date. Expenses of \$5,392 incurred in connection with the liquidation were paid by applicant and U.S. Bancorp Asset Management, Inc., applicant's investment adviser.

Filing Date: The application was filed on December 29, 2004.

Applicant's Address: U.S. Bancorp Asset Management, Inc., 800 Nicollet Mall, Minneapolis, MN 55402.

Amstar Investment Trust [File No. 811-9405]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 30, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$2,743 incurred in connection with the liquidation were paid by Amstar Investment Management Company, LLC, applicant's investment adviser.

Filing Date: The application was filed on January 5, 2005.

Applicant's Address: 14 Penn Plaza, 225 West 34th St., Suite 718, New York, NY 10122.

First American Insurance Portfolios, Inc. [File No. 811-9765]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 3, 2004, applicant made a final liquidating distribution to its shareholders, based on net asset value. Expenses of \$34,274 incurred in connection with the liquidation were paid by U.S. Bancorp Investment Management, Inc., applicant's investment adviser.

Filing Date: The application was filed on December 29, 2004.

Applicant's Address: U.S. Bancorp Asset Management, Inc., 800 Nicollet Mall, Minneapolis, MN 55402.

The Scott James Fund, Inc. [File No. 811-9809]

Summary: Applicant seeks an order declaring that it has ceased to be an

investment company. Applicant has 39 shareholders and presently is not making a public offering and does not propose to make a public offering. Applicant will continue to operate as a private investment fund in reliance on section 3(c)(1) of the Act.

Filing Dates: The application was filed on June 18, 2004 and amended on September 27, 2004, December 1, 2004, and January 11, 2005.

Applicant's Address: 6700 Arlington Blvd., Falls Church, VA 22042.

Credit Suisse Select Funds [File No. 811-9531]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On April 26, 2002, applicant's last remaining series transferred its assets to Credit Suisse Global Technology Fund Inc., based on net asset value. All expenses incurred in connection with the reorganization were born by Credit Suisse Asset Management, LLC, applicant's investment adviser, and/or its affiliates.

Filing Dates: The application was filed on April 29, 2003, and amended on November 25, 2003.

Applicant's Address: 466 Lexington Ave., New York, NY 10017.

CML/OFFITBANK Separate Account [File No. 811-7361]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. Applicant requests deregistration based on abandonment of registration. At the time of filing, Applicant had no shareholders or contractholders.

Filing Dates: The application was filed on December 8, 2003 and amended and restated on November 16, 2004.

Applicant's Address: 1295 State Street, Springfield, Massachusetts 01111-001

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. E5-403 Filed 2-2-05; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of February 7, 2005:

A Closed Meeting will be held on Wednesday, February 9, 2005 at 10 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552(b)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Atkins, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matter of the Closed Meeting scheduled for Wednesday, February 9, 2005, will be:

Formal orders of investigations; Institution and settlement of injunctive actions; and

Institution and settlement of administrative proceedings of an enforcement nature;

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 942-7070.

Dated: February 1, 2005.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 05-2155 Filed 2-1-05; 11:20 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-51093; File No. SR-FICC-2004-24]

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Fee Structure of the Government Securities Division of the Fixed Income Clearing Corporation

January 28, 2005.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ notice is hereby given that on December 30, 2004, the Fixed Income Clearing Corporation ("FICC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change described in Items I, II, and III below, which items have been prepared primarily by FICC. The Commission is publishing this notice to

¹ 15 U.S.C. 78s(b)(1).