

For the Nuclear Regulatory Commission.
Donald A. Cool,
*Director, Division of Industrial and Medical
Nuclear Safety, Office of Nuclear Material
Safety and Safeguards.*
[FR Doc. 96-10619 Filed 4-29-96; 8:45 am]
BILLING CODE 7590-01-P

SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-21915; 812-9744]

Medallion Financial Corp., et al.; Notice of Application

April 24, 1996.

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

ACTION: Notice of Application for
Exemption under the Investment
Company Act of 1940 (the "Act").

APPLICANTS: Medallion Financial Corp.
("Medallion"), Tri-Magna Corporation
("Tri-Magna"), Medallion Funding
Corp. ("MFC"), Alvin Murstein, and
Andrew Murstein.

RELEVANT ACT SECTIONS: Order requested
under section 6(c) of the Act for an
exemption from sections 12(d), 18(a),
and 61(a) of the Act, under sections
17(d) and 57(a)(4) of the Act and rule
17d-1 thereunder permitting certain
joint transactions, under section 17(b) of
the Act for an exemption from section
17(a) of the Act, and under section 57(c)
of the Act for an exemption from
sections 57(a) (1), (2), and (3) of the Act.

SUMMARY OF APPLICATION: Applicants
request an order to permit Medallion to
acquire all the outstanding stock of Tri-
Magna Corporation through a merger
and to acquire certain other companies.
In addition, the order would permit
Medallion to engage in certain joint
transactions with its subsidiaries and
would permit modified asset coverage
requirements for Medallion and its
subsidiaries on a consolidated basis.

FILING DATE: The application was filed
on September 1, 1995 and amended on
January 16, 1996. Applicants have
agreed to file an additional amendment,
the substance of which is incorporated
herein, during the notice period.

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 20, 1996, 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 may request notification of a
hearing by writing to the SEC's
Secretary.

ADDRESSES: Secretary, SEC, 450 5th
Street NW., Washington, DC 20549.
Applicants, Suite 2000, 205 East 42d
Street, New York, NY 10017.

FOR FURTHER INFORMATION CONTACT:

James M. Curtis, Senior Counsel, at
(202) 942-0563, or Robert A. Robertson,
Branch Chief, 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 SEC's
Public Reference Branch.

Applicants' Representations

1. Medallion is a closed-end
investment company. It was organized
for the purpose of acquiring: Tri-Magna,
another closed-end investment
company; Edwards Capital Company,
L.P. ("ECC"), a privately-held limited
partnership licensed as a Small
Business Investment Company (an
"SBIC") by the Small Business
Administration (the "SBA"); and
Transportation Capital Corp. ("TCC"), a
Specialized Small Business Investment
Company (an "SSBIC") licensed by the
SBA.¹ Tri-Magna, ECC, and TCC are
referred to as the "Acquired
Companies." Medallion plans to file an
election under section 54 of the Act to
be regulated as a business development
company (a "BDC") and,
contemporaneous with the acquisition
of TCC and ECC, will register each
company under the Act as a closed-end
investment company. Upon completion
of these transactions, Medallion will
engage directly and/or through its
principal subsidiaries (the
"Subsidiaries") primarily in the
business of making loans to small

¹ Concurrently with these acquisitions, Medallion
will merge with Tri-Magna and operate Tri-Magna's
two subsidiaries, MFC, an SSBIC, and Medallion
Taxi Media, Inc. ("Media"), a corporation providing
taxicab rooftop advertising, as its own subsidiaries.
In 1988, the SEC issued an order to MFC permitting
it to create a holding company structure, with MFC
as a wholly-owned subsidiary of such holding
company, and permitting the holding company and
its subsidiaries to engage in certain joint
transactions and other activities otherwise
prohibited under the Act. Medallion Financial
Corporation, Investment Company Act Release Nos.
16253 (Feb. 4, 1988) (notice) and 16296 (Mar. 1,
1988) (order).

businesses and, to a lesser degree, in the
business of taxicab rooftop advertising.

2. Medallion proposes to acquire all
the outstanding shares of Tri-Magna
through a merger of Tri-Magna into
Medallion (the "Merger") for \$20.00 per
share in cash plus an additional
dividend of \$.50 per share plus the
accumulated earnings, if any, of Media
to be paid immediately prior to the
Merger and to acquire the remaining
Acquired Companies for cash or
Medallion stock or some combination
thereof. Acquisitions for cash will be
financed from the proceeds of the initial
public offering of Medallion stock (the
"IPO"). The acquisitions will be closed
contemporaneously with the IPO.

3. At a meeting held on October 18,
1995, the full board of directors of Tri-
Magna voted unanimously to accept the
recommendation of a committee of its
independent directors (the
"Independent Committee") to pursue
the Merger, determining that the Merger
is in the best interests of and is fair to
the stockholders of Tri-Magna. The
board of directors also unanimously
recommended that the stockholders of
Tri-Magna approve the Merger. On
December 21, 1995, the Merger
Agreement was executed and delivered
by Tri-Magna and Medallion.

4. The consummation of the Merger is
subject to certain conditions, including
(a) approval of the Merger Agreement by
the holders of at least a majority of the
outstanding shares of Tri-Magna stock,
(b) approval by all governmental
agencies and other third parties from
whom such approval is required,
including the SEC and the SBA, (c)
receipt by Tri-Magna of an opinion from
Gruntal & Co., Incorporated ("Gruntal"),
an investment banking firm engaged by
the Independent Committee, opining as
to the fairness from a financial point of
view of the terms of the Merger to the
stockholders of Tri-Magna, (d) the
successful negotiation and closing of the
acquisitions of the other Acquired
Companies, and (e) the closing of the
IPO.

5. Alvin Murstein and Andrew
Murstein will serve as chief executive
officer and as president, respectively, of
Medallion following the Merger. Each of
Alvin Murstein and Andrew Murstein
currently holds 100 shares of
Medallion's common stock through a
trust. In addition, Alvin Murstein will
make a capital contribution of
approximately \$1,000,000 to Medallion
in exchange for shares of Medallion
stock valued at the public offering price
of Medallion shares sold in the IPO.

6. Myron Cohen, Robert Fanger, and
Michael Miller (the "Affiliated
Advisers") will form and register an

investment adviser (the "Sub-Adviser") that will enter into a sub-advisory contract (the "Sub-Advisory Agreement") with Medallion to provide investment advisory services. The Affiliated Advisers presently are officers and directors of Tri-Magna and collectively hold 14.9% of Tri-Magna's outstanding stock. Following the IPO, the Affiliated Advisers will resign their positions with Tri-Magna and will no longer own Tri-Magna stock. Pursuant to the Sub-Advisory Agreement, Medallion will pay the Sub-Adviser, in arrears, a monthly fee of \$18,750 as compensation for the services to be rendered and the expenses to be paid by the Sub-Adviser.

7. The Sub-Advisory Agreement will be approved by a majority of the non-interested directors of Medallion and a majority of Medallion's voting securities outstanding immediately prior to the closing of the IPO. The Sub-Advisory Agreement will be subject to section 15 of the Act and will be terminable without penalty to Medallion on 60 days' written notice by either party or by vote of a majority of Medallion's outstanding voting securities and will terminate if assigned.

Applicants' Legal Analysis

Section 6(c)

1. Applicants request relief under section 6(c) of the Act from sections 12(d), 18(a), and 61(a). Section 6(c) permits the SEC to exempt any person or transaction from any provision of the Act if and to the extent that 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.

Sections 12(d) and 60

1. Section 12(d)(1) limits the amount of securities a registered investment company may purchase of another registered investment company. Section 60 applies the provisions of section 12 to BDCs.

2. Since Medallion will operate those of its Subsidiaries licensed as an SBIC or SSBIC (the "SBA Subsidiaries") as wholly-owned subsidiaries, the acquisition of the securities of the SBA Subsidiaries, any loans or advances made to such SBA Subsidiaries by Medallion, and any other transfer of assets from Medallion to the SBA Subsidiaries will be exempt from sections 12(d)(1) (A) and (C) by virtue of rule 60a-1, which exempts from those sections the acquisition by a BDC of the securities of an investment company licensed by the SBA that is operated as

a wholly-owned subsidiary of the BDC. The making of loans or advances by the SBA Subsidiaries to Medallion, however, may violate section 12(d) if such loans or advances were deemed to be purchases by the SBA Subsidiaries of Medallion's debt securities. Accordingly, applicants request under section 6(c) an exemption from section 12(d)(1) to permit the acquisition by the SBA Subsidiaries of any securities of Medallion representing indebtedness.

Sections 18(a) and 61(a)

1. Section 18(a) prohibits a registered closed-end investment company from issuing any class of senior security unless such company complies with the asset coverage requirements set forth in that section. "Asset coverage" is defined in section 18(h) as the ratio which the value of the total assets of an issuer, less all liabilities not represented by senior securities, bears to the aggregate amount of senior securities of such issuer. Under section 18(a)(1)(A), senior securities of closed-end investment companies representing indebtedness must have an asset coverage of 300% immediately after their issuance or sale and, under section 18(a)(2)(A), senior securities of such companies representing stock must have an asset coverage of 200%. Section 18(k) provides an exemption from the foregoing asset coverage requirements for investment companies licensed by the SBA. Section 61(a) applies section 18 to BDCs, with certain exceptions.

2. Medallion will be a BDC and each of the SBA Subsidiaries will be closed-end investment companies registered under the Act and, accordingly, subject to the provisions of, and the exemptions available under, section 18 on an individual basis (as modified by section 61(a) with respect to Medallion). In addition, as a holding company for controlled, closed-end investment company subsidiaries, such as the SBA Subsidiaries, applicants believe that Medallion may be subject to the asset coverage requirements of section 61(a) on a consolidated basis because it may be deemed to be an indirect issuer of senior securities with respect to the SBA Subsidiaries' indebtedness. Accordingly, applicants request under section 6(c) an exemption from sections 18(a) and 61(a) to treat borrowings by any of the SBA Subsidiaries and the SBA's preferred stock interest in such SBA Subsidiaries as liabilities and indebtedness not represented by senior securities in applying the asset coverage requirements of section 18(a) to Medallion and the SBA Subsidiaries on a consolidated basis.

Sections 17(b) and 57(c)

1. Section 17(b) of the Act permits the SEC to exempt a proposed transaction from section 17(a) if evidence establishes that (a) 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; (b) the proposed transaction is consistent with the policy of each registered investment company concerned; and (c) the proposed transaction is consistent with the general purposes of the Act. Section 57(c) permits the SEC to exempt a proposed transaction from sections 57(a) (1), (2), and (3) using substantially the same standard imposed by section 17(b).

Sections 17(a) and 57(a)

1. Section 17(a) of the Act generally prohibits sales or purchases of securities between registered investment companies and any affiliated person of that company. Paragraphs (1), (2), and (3) of section 57(a) impose substantially the same prohibitions on transactions between BDCs and certain of their affiliates, including any director, officer, or employee of a BDC and any entity controlled by a director, officer, or employee of a BDC.

2. Medallion will be an affiliated person of its Subsidiaries by reason of its ownership of all their voting stock, and the Subsidiaries will be affiliated persons of Medallion and of each other by reason of their common control by Medallion. Applicants believe that Media and another Subsidiary that Medallion may organize in the future ("Newco") will be fully-owned subsidiaries, as defined in rule 17a-3, and, therefore, transactions between each of them and Medallion will be exempt from section 17(a) under rule 17a-3.² In addition, applicants believe that additional investments in any of the Subsidiaries by Medallion in the form of stock purchases, capital contributions or loans do not violate section 17(a) since the seller (a Subsidiary) will be the issuer of any securities issued and will be controlled by the purchaser (Medallion). Applicants believe, however, that loans from the SBA Subsidiaries to Medallion will not be exempt from section 17(a), as such

² Rule 17a-3 provides in pertinent part that transactions solely between a registered investment company and one or more of its "fully owned subsidiaries" are exempt from section 17(a). Rule 17a-3 defines a "fully owned subsidiary" as a subsidiary that, among other things, is not indebted to any person other than its parent, the parent's other fully owned subsidiaries, and/or banks or insurance companies in any amount that is material in relation to the particular subsidiary.

Subsidiaries will not be fully-owned and the lender (the SBA Subsidiary) will be controlled by the borrower (Medallion). Accordingly, absent an exemptive order, such loans could be deemed to violate section 17(a).

3. Applicants also believe that from the perspective of the SBA Subsidiaries, purchases and sales of portfolio securities between Medallion and the SBA Subsidiaries also would be violations of section 17(a) as such transactions would not involve securities issued by Medallion or the SBA Subsidiaries.³ Since Medallion, an "upstream affiliated person," would be a participant to such transactions, the exemption provided by rule 17a-6 would not be available.

4. Applicants believe that small business or other concerns ("Portfolio Companies") to which loans may be made by Medallion or the SBA Subsidiaries, which may become affiliated persons of Medallion and/or the SBA Subsidiaries, may borrow from, or sell securities issued by such concerns to, Medallion and the SBA Subsidiaries. Such transactions may be prohibited by section 17(a), since (a) in the case of a sale of securities by a Portfolio Company, the sale may not be part of a general offering to a class of the issuer's stockholders, or (b) in the case of a loan, the Portfolio Company may not be controlled by Medallion or the SBA Subsidiaries. In addition, such transactions may violate section 57(a) since rule 57b-1 only exempts transactions with affiliates of downstream affiliates of a BDC that are affiliated within the meaning of section 2(a)(3) (C) or (D). Accordingly, transactions between Medallion and Portfolio Companies of which an SBA Subsidiary owns 5% of the outstanding voting securities would not be exempted by rule 57b-1.

5. Applicants believe that the requested relief from sections 17(a) and 57(a) (1), (2), and (3) meets the standards for relief because the SBA Subsidiaries will be wholly-owned by Medallion and because no officers or directors of Medallion, the SBA Subsidiaries or any controlling persons or other "upstream affiliated persons" of Medallion will have any financial interest (other than as shareholders of Medallion) in (a) transactions with Portfolio Companies which may become affiliates of Medallion and/or the SBA

Subsidiaries and (b) the purchase and sale of securities or other property or the borrowing of money or other property solely between Medallion and its SBA Subsidiaries, there can be no overreaching on the part of any person and no harm to the public interest will occur in such transactions.

Sections 17(d) and 57(a)(4) and Rule 17d-1

1. Section 17(d) and rule 17d-1 make it unlawful for an affiliated person of a registered investment company or any affiliated person of such person, acting as principal, to participate in or effect any transaction in connection with any joint enterprise or arrangement in which any such registered company or a company controlled by it is a participant, unless an application respecting such transaction has been granted by the SEC. Section 57(a)(4) imposes substantially the same prohibitions on joint transactions involving BDCs and certain of their affiliates, including any director, officer or employee of a BDC and any entity controlled by a director, officer, or employee of a BDC. Section 57(i) provides that the rules and regulations under section 17(d) shall apply to transactions subject to section 57(a)(4) in the absence of rules under that section. No rules with respect to joint transactions have been adopted under section 57(a)(4) and, therefore, the standards set forth under rule 17d-1 govern the order requested herein.

2. In passing upon applications filed pursuant to rule 17d-1, the SEC is directed by rule 17d-1(b) to consider whether the participation of the registered investment company in a joint enterprise or arrangement is consistent with the provisions, policies and purposes of the Act and the extent to which such participation is on a basis different from or less advantageous than that of other participants.

3. The proposed Merger and the transactions contemplated thereby in which Tri-Magna, MFC, Medallion, the Affiliated Advisers, Alvin Murstein, and Andrew Murestein will participate may be deemed to be a joint enterprise or transaction in which they have a joint participation in the profits. In addition, applicants believe that it may become necessary or desirable for Medallion and its Subsidiaries to participate together with third persons which have no other affiliation with Medallion or its Subsidiaries in joint transactions such as investments in the same or different securities of the same issuer, either simultaneously or sequentially. Section 17(d) and rule 17d-1 may prohibit such joint participation by Medallion and the

SBA Subsidiaries. Accordingly, applicants request an order of the SEC under sections 17(d) and 57(a)(4) of the Act and rule 17d-1 thereunder permitting Medallion and the SBA Subsidiaries to participate in any joint enterprise or joint arrangement involving other participants only to the extent that any such transaction would not be prohibited if Medallion and the SBA Subsidiaries were not separate companies.

4. Applicants believe that transactions with the Portfolio Companies would not result in overreaching on the part of any person. Applicants also believe that there can also be no overreaching on the part of any person and no harm to the public interest will occur in the purchase and sale of securities or other property or the borrowing of money or other property between Medallion and its SBA Subsidiaries, so long as Medallion and its Subsidiaries are the sole participants in such transactions because Medallion will own all the voting stock of the SBA Subsidiaries and, together, all three entities will in effect operate as a single economic unit. In addition, since the SBA Subsidiaries will have the same fundamental investment policies as those of Medallion, such transactions will be consistent with the fundamental policies of both. Finally, applicants believe that the relief requested herein is consistent with the purposes of the Act.

Applicants' Conditions

As a condition to the granting of the exemptive relief sought, each of Medallion and the SBA Subsidiaries will comply with the following conditions:

1. Medallion will at all times own and hold beneficially and of record all of the outstanding voting capital stock of the SBA Subsidiaries.

2. The SBA Subsidiaries will have the same fundamental investment policies as those of Medallion, as set forth in Medallion's registration statement; the SBA Subsidiaries will not engage in any other action described in section 13(a) of the Act, unless such action shall have been authorized by Medallion after approval of such action by a vote of a majority (as defined in the Act) of the outstanding voting securities of Medallion.

3. Medallion will not cause or permit the SBA Subsidiaries to enter into, renew or perform any investment advisory or underwriting contract or agreement, written or oral, as contemplated by section 15 of the Act, unless the terms of any such contract or agreement and any renewal thereof shall

³ Applicants believe that such transactions would be exempt from the perspective of medallion under rules 57b-1 and 17a-6, since the SBA Subsidiaries will be "downstream affiliated persons" of Medallion. Applicants also believe that transactions between the SBA Subsidiaries and Media or Newco also would be exempt under rule 17a-6.

have been approved in compliance with said section 15; and where any vote of the stockholders of the SBA Subsidiaries would be required by said section 15, unless the stockholders of Medallion also shall have approved the same by a vote of a majority (as defined in the Act) of the outstanding voting securities of Medallion; or where any action of the directors of the SBA Subsidiaries would be required by said section 15, unless the board of directors of Medallion, including a majority of those directors who are not parties to any such contract or agreement or interested persons of any such party, also shall have approved the same.

4. Medallion will not, and will not cause or permit any SBA Subsidiary to, issue any senior security or sell any senior security of which Medallion or any SBA Subsidiary is the issuer except as hereinafter set forth:

(a) each of the SBA Subsidiaries may continue to have outstanding and may issue additional shares of its preferred stock to the SBA in accordance with applicable SBA regulations; and

(b) Medallion and each SBA Subsidiary may issue and sell to banks, insurance companies, and other financial institutions its secured or unsecured promissory notes or other evidences of indebtedness in consideration of any loan, or any extension or renewal thereof made by private arrangement, and each SBA Subsidiary may issue debt securities held or guaranteed by the SBA, provided the following conditions are met:

(i) such notes or evidences of indebtedness are not intended to be publicly distributed,

(ii) such notes or evidences of indebtedness are not convertible into, exchangeable for, or accompanied by any options to acquire, any equity security, and

(iii) immediately after the issuance or sale of any such notes or evidences of indebtedness, Medallion and its Subsidiaries on a consolidated basis, and Medallion, individually, shall have the asset coverage required by section 18(a) of the Act, (as modified by section 61(a) for Medallion), except that, in determining whether Medallion and its Subsidiaries on a consolidated basis have the asset coverage required by section 18(a) of the Act (as modified by section 61(a)), any SBA preferred stock interest in the SBA Subsidiaries and any borrowings by the SBA Subsidiaries shall not be considered senior securities and, for purposes of the definition of "asset coverage" in section 18(h), shall be treated as indebtedness not represented by senior securities.

5. No person shall serve as a director of any SBA Subsidiary who shall not have been elected as a director of Medallion at its most recent annual meeting, as contemplated by section 16(a) of the Act and subject to the provisions thereof relating to the filling of vacancies. Notwithstanding the foregoing, the board of directors of each SBA Subsidiary will be elected by Medallion as sole stockholder.

6. Any small business or other concern to which loans may be made by Medallion or any of the SBA Subsidiaries, which may become an affiliated person of Medallion and/or the SBA Subsidiaries, may borrow from, or sell securities issued by it to, Medallion and the SBA Subsidiaries, provided that such transaction meets the requirements for an exemption pursuant to rule 17a-6 promulgated pursuant to the Act, except to the extent that it fails to meet the requirements of such rule solely because another member of the group of Medallion and its SBA Subsidiaries is also a party to the transaction or has, or within 6 months prior to the transaction had, or pursuant to an arrangement will acquire, a direct or indirect financial interest in the small business or other concern. In addition, Medallion and the SBA Subsidiaries may effect purchases and sales of securities and other property or the borrowing of money or other property, provided that Medallion and its SBA Subsidiaries are the sole participants in such transactions.

7. Medallion and its SBA Subsidiaries, as a group or individually, may participate in any joint enterprise or joint arrangement involving other participants, provided that such transaction meets the requirements for an exemption pursuant to rule 17d-1 except to the extent it fails to meet the requirements of such rule solely because any of Medallion and its SBA Subsidiaries as a group are, or propose to be, participants in the joint enterprise or joint arrangement.

8. Medallion will acquire securities of its SBA Subsidiaries representing indebtedness only if, in each case, the prior approval of the SBA has been obtained. Medallion and its SBA Subsidiaries will purchase and sell portfolio securities between themselves only if, in each case, the prior approval of the SBA has been obtained.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 96-10644 Filed 4-29-96; 8:45 am]

BILLING CODE 8010-01-M

[Investment Company Act Rel. No. 21913; International Series Rel. No. 973; 812-9846]

The Mexico Equity and Income Fund, Inc.; Notice of Application

April 24, 1996.

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

ACTION: Notice of Application for Exemption under the Investment Company Act of 1940 ("Act").

APPLICANT: The Mexico Equity and Income Fund, Inc. ("Fund").

RELEVANT ACT SECTIONS: Order requested under section 10(f) granting an exemption from that section.

SUMMARY OF APPLICATION: Applicant seeks an order that would permit it to purchase securities in underwritten public offerings in Mexico in which an affiliated person of its Mexican investment adviser or U.S. co-adviser participates as a principal underwriter.

FILING DATES: The application was filed on November 8, 1995, and amended on March 29, 1996.

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 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 May 20, 1996, and should be accompanied by proof of service on 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 such notification by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicant, 200 Liberty Street, New York, New York 10281.

FOR FURTHER INFORMATION CONTACT: Courtney S. Thornton, Senior Counsel, at (202) 942-0583, or Robert A. Robertson, Branch Chief, 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 from the SEC's Public Reference Branch.

Applicant's Representations

1. The Fund, a Maryland corporation, is a closed-end management investment company registered under the Act. The