shall include the nature and extent of agency participation in the development and use of voluntary consensus standards, including:

(1) The number of voluntary consensus standards bodies in which there is agency participation;

(2) The number of voluntary consensus standards the agency has used since the last report which have come about as a result of the requirements set forth in sections 8a. and 8b. of this Circular;

(3) Identification of voluntary consensus standards that have been substituted for other standards as a result of an agency review under paragraph 7c(6) of this Circular;

(4) An evaluation of the effectiveness of the guidelines in section 7 and recommendations for any changes; and

c. No later than January 31 of the following fiscal year, NIST shall transmit to OMB such explanations as are received under section 10a. and a summary report of the information received under section 10b.

10. *Conformity Assessment.* Section 12(b) of P.L. 104–113 requires NIST to coordinate Federal, State, and local standards activities and conformity assessment activities with private sector standards activities and conformity assessment activities, with the goal of eliminating unnecessary duplication and complexity in the development and promulgation of conformity assessment requirements and measures. To ensure effective coordination, NIST shall issue guidance to the agencies.

11. *Policy Review.* This Circular shall be reviewed for effectiveness by the OMB three years from the date of issuance.

12. *Inquiries.* For information concerning this Circular, contact the Office of Management and Budget, Office of Information and Regulatory Affairs: Telephone 202/395–3785.

[FR Doc. 96–32917 Filed 12–26–96; 8:45 am]

BILLING CODE 3110–01–P

SECURITIES AND EXCHANGE COMMISSION

Request For Public Comment

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

Extension:

Reproposed Rule 13h–1; SEC File No. 270–358; OMB Control No. 3235–0408.

Rule 19d–2; SEC File No. 270–204; OMB Control No. 3235–0205.

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'') is publishing the following summary of collections for public comment.

Reporposed Rule 13h–1 was proposed pursuant to Sections 13 of the Securities Exchange Act of 1934 (the ''Act'').[1] Rule 13h–1 will enable the Commission to gather timely large trader information in the form necessary for the reconstruction of trading activity in periods of market stress and for surveillance, enforcement, and other regulatory purposes. Without this information, the Commission would not be able to perform the reconstructions of trading activity necessary for evaluating periods of markets stress and other regulatory purposes.

The staff estimates that there are 630 broker-dealers that will be subject to the recordkeeping and reporting requirements of the reproposed rule. In addition, the staff estimates, based upon analysis of previous requests for similar information, that 750 investors will be large traders subject to the identification requirements of the reproposed rule. Therefore, the Staff estimates that there will be (630+750=1,380) 1,380 respondents under the reproposed rule.

Precise cost estimates are impossible to calculate because the commentators on the original proposal did not provide specific details on costs. Nevertheless, the staff estimates that annually the 1,380 respondents will require approximately 11,444 hours to comply with the reproposed rule. Further, the staff estimates that, on average, each response hour will cost approximately $12.00, and therefore the total annual cost of complying with the rule will be approximately $137,328.

Rule 19d–2 under the Act prescribes the form and content of applications to the Commission by persons desiring stays of final disciplinary sanctions and summary action of self-regulatory organizations (''SROs'') for which the Commission is the appropriate regulatory agency.

It is estimated that approximately 30 respondents will utilize this application procedure annually, with a total burden of 90 hours, based upon past submissions. The staff estimates that the average number of hours necessary to comply with the requirements of Rule 19d–2 is 3 hours. The average cost per hour is approximately $30. Therefore, the total cost of compliance for the respondents is $2,700.

Written comments are invited on: (a) whether the proposed collection information is necessary for the proper performance of the functions of the agency, including whether the information shall have practical utility; (b) the accuracy of the agency's estimate of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Direct your written comments to Michael E. Bartell, Associate Executive Director, Officer of Information Technology, Securities and Exchange Commission, 450 5th Street, N.W. Washington, DC 20549.

Dated: December 19, 1996.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 96–32955 Filed 12–26–96; 8:45 am]

BILLING CODE 8010–01–M

[1] Section 13 of the Act was amended by the addition of Subsection (h) (15 U.S.C. § 78m(h) (1990)) when Section 3 of the Market Reform Act of 1990 (Pub. L. No. 101–432, 104 Stat. 963 (1990)) was enacted.

[Investment Company Act Release No. 22411; 812–10242]

Harris Trust & Savings Bank, et al.; Notice of Application

December 19, 1996.

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

ACTION: Notice of application for an order under the Investment Company Act of 1940 (the ''Act'').

APPLICANTS: Harris Trust & Savings Bank (''Harris Bank''), Harris Bankcorp, Inc. (''Harris Bankcorp''), Bank of Montreal, Harris Insight Funds Trust (the ''Harris Funds''), HT Insight Funds, Inc. (the ''HT Funds'' and, collectively with the Harris Funds, the ''Funds''), and the Harris Trust & Savings Bank Trust for Collective Investment of Employee Benefit Accounts (the ''CIF'').

RELEVANT ACT SECTIONS: Order requested under sections 6(c) and 17(b) of the Act exempting applicants from section 17(a) of the Act.

SUMMARY OF APPLICATION: The requested order would permit the CIF to transfer securities to certain portfolios of the Funds in exchange for portfolio shares.

FILING DATES: The application was filed on July 10, 1996 and amended on December 4, 1996 and December 17, 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 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 January 13, 1997 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 Fifth Street, N.W., Washington, D.C. 20549. Applicants: Harris Trust & Savings Bank and Harris Bankcorp, 111 West Monroe Street, Chicago, Illinois 60603; Bank of Montreal, First Canadian Place, 100 King Street West, First Bank Tower, Toronto, Canada MSX1A1; and Harris Insight Funds Trust and HT Insight Funds, Inc., One Exchange Place, Boston, Massachusetts 02109.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Staff Attorney, at (202) 942–0574, or Elizabeth G. Osterman, 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 from the SEC's Public Reference Branch.

Applicants' Representations

1. Harris Bank is an Illinois state-chartered bank and a member bank of the Federal Reserve System. Harris Bank is a wholly-owned subsidiary of Harris Bankcorp, a bank holding company. Harris Bankcorp is a wholly-owned subsidiary of Harris Bankcorp, a bank holding company. Harris Bankcorp is a wholly owned subsidiary of Bankmont Financial Corp., which is a wholly owned subsidiary of Bank of Montreal, a publicly traded Canadian banking institution. Harris Bank serves as trustee, investment manager, and/or custodian for numerous employee benefit plans qualified under section 401 of the Internal Revenue Code and certain governmental plans. The assets of some of these employee benefit plans are invested in the CIF, a collective investment fund sponsored by Harris Bank and for which Harris Bank acts as trustee.

2. The CIF includes assets of retirement benefit plans for the benefit of employees of entities unaffiliated with Harris Bank (''Other Plans'') as well as assets of retirement plans for the benefit of employees of Harris Bank and its affiliates (''Affiliated Plans'') (Other Plans and Affiliated Plans collectively referred to as ''Plans''). Plan assets in the CIF are invested in one or more investment funds (''CIF Portfolios'') with varying investment objectives.

3. HT Funds is a Maryland corporation registered under the Act as an open-end management investment company. Harris Funds is a Massachusetts business trust registered under the Act as an open-end management investment company. Shares of the Funds are divided into portfolios (the ''Portfolios''). Harris Bank serves as the investment adviser to the Portfolios.

4. Harris Bank has sold the portion of its investment management business that consists of managing the assets of defined benefit pension plans of large corporations. Because Harris Bank is leaving the large corporation pension business, certain of the CIF Portfolios will no longer be needed to manage large company pension plan assets. Harris Bank is terminating five of the CIF Portfolios and intends to transfer in-kind the assets of those five CIF Portfolios and Affiliated Plan assets of four additional CIF Portfolios to corresponding Portfolios with substantially similar investment objectives in exchange for shares of that Portfolio (the ''Proposed Transactions''). Harris Bank may decide at a later date to terminate additional CIF Portfolios.

5. Affiliated Plan assets of the CIF will be transferred as follows: the Investment Reserve Fund into the Harris Insight Money Market Fund; the Marketable Bond Fund into the Harris Insight Bond Fund; the Government Agency Intermediate Fund into the Harris Insight Intermediate Government Bond Fund; the Convertible Fund into the Harris Insight Convertible Securities Fund; the Common Stock Fund into the Harris Insight Equity Fund; The Index Fund into the Harris Insight Index Fund; the International Equity Fund into the Harris insight International Fund; the Balanced Fund into the Harris Insight Balanced Fund; and the Special Capital Fund into the Harris Insight Value Equity Fund.

6. The assets of the CIF representing Other Plans may be converted into Funds in accordance with a series of non-action letters in which the SEC staff has permitted similar conversions of collective trust funds into mutual funds.[1] The Affiliated Plans are unable to rely on the no-action letters, however, because such relief has been conditioned on affiliated persons, or affiliated persons of affiliated persons, of the registered investment company into which assets will be transferred having no beneficial interest in the Proposed Transactions. Applicants are requesting exemptive relief for the transfer of CIF assets into the Funds only on behalf of the Affiliated Plans owning five percent or more of the assets of the CIF.[2] Applicants also request relief for any registered open-end management investment company that may be advised by Harris Bank or any entity controlling, controlled by, or under common control with Harris Bank, and any other collective investment funds that may be sponsored by Harris Bank which Harris Bank in the future may decide to convert into registered, open-end investment companies, and in which, at that time, Affiliated Plans have invested assets.

7. Applicants will institute the following procedure to ensure the protection of Plan participants in the Proposed Transactions. Each Affiliated Plan will have an employee benefit review committee (the ''Committee'') that serves as fiduciary for that Plan. The Proposed Transactions will be subject to the prior authorization of a fiduciary which will be independent of Harris Bank, Harris Bankcorp, Bank of Montreal, and their affiliates. The independent fiduciary will be subject, as will the Committee, to fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 (''ERISA''). Such independent fiduciary will be retained solely for the purpose of determining the fairness to the Affiliated Plans of the Proposed Transactions. Under section 404(a) of ERISA, such fiduciaries must ensure that the investment of the Affiliated Plans' assets is prudent and operates exclusively for the benefit of participating employees of Harris Bank and its affiliates and of their beneficiaries.

8. Before transferring the Affiliated Plans' CIF assets to the Portfolios, Harris

[1] *See, e.g.,* The DFA Investment Trust Company (pub. avail. Oct. 17, 1995); Federated Investors (pub. avail. Apr. 21, 1994); and Lincoln National Investment Management Company (pub. avail. Apr. 25, 1976).

[2] *See* Letter to Stradley Ronon Stevens & Young (pub. avail. Mar. 21, 1996) (clarifying the staff's position that a less than five percent beneficial interest in a collective trust fund conversion by an affiliated person of a fund, or an affiliated person of such affiliated person, is not, in and of itself, a disqualifying affiliation for purposes of rule 17a–7).

Bank will seek and obtain the approval of the Committee and each Affiliated Plan's independent fiduciary. Harris Bank will provide the Committee and the independent fiduciaries with a current prospectus for the relevant Portfolios and a written statement giving full disclosure of the fees to be received by Harris Bank and/or its affiliates and the terms of the Proposed Transactions. The disclosure will explain why Harris Bank believes that the investment of assets of the Affiliated Plans in the Portfolios is appropriate.

9. On the basis of such information, the Committee and the Independent fiduciary will decide whether to authorize Harris Bank to invest the relevant Affiliated Plan's CIF assets in the Fund and to receive fees from the Fund. Harris Bank does not charge Plan level fees to Affiliated Plans; it does charge Plan level fees to Other Plans. Harris Bank will rebate to each Other Plan its proportionate share of all advisory fees payable to Harris Bank by the Funds and it may do so as well for the Affiliated Plans.

10. Plans that are invested in the terminating CIFs and whose independent fiduciaries do not consent to the conversion will be redeemed out of the CIF in accordance with the terms of the CIF prior to the conversion. All of the assets of the CIFs representing the interests of the consenting Plans will be converted in a single transaction on the same day.

11. As of the date of the Transfer, Harris Bank, on behalf of the terminating CIF Portfolios, will deliver to the corresponding Portfolio securities equal in value to the aggregate interest of each participating Plan in exchange for Fund shares with a total net asset value equal to the market value of the transferred assets as of the date of the transfer. The Fund shares received by the CIF then will be distributed, *pro rata*, to all Plans whose interests were converted as of the date. If any assets of a CIF Portfolio are not appropriate for its corresponding Fund Portfolio, Harris Bank intends to sell such assets in the open market through an unaffiliated brokerage firm prior to the transfer.

Applicants' Legal Analysis

1. Section 17(a) of the Act, in relevant part, prohibits an affiliated person of a registered investment company, or an affiliated person of such person, acting as principal, from selling to or purchasing from such investment company any security of other property. Section 2(a)(3) of the Act, in relevant part, defines ''affiliated person'' to include: (a) Any person directly or indirectly owning, controlling, or holding with the power to vote, five percent or more of the outstanding voting securities of such other person; (b) any person directly or indirectly controlling, controlled by, or under common control with, such other person; and (c) if such other person is an investment company, any investment adviser thereof.

2. Section 6(c) provides that the SEC may exempt any person or transaction from any provision of the Act or any rule thereunder 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.

3. Section 17(b) provides that the SEC shall exempt a proposed transaction from section 17(a) if evidence establishes that: (a) the terms of the proposed transactions are reasonable and fair and do not involve overreaching; (b) the proposed transaction is consistent with the policies of the registered investment company involved; and (c) the proposed transaction is consistent with the general provisions of the Act.

4. Because the CIF may be viewed as acting as principal in the Proposed Transactions and because the CIF and the Funds may be viewed as being under the common control of Harris Bank within the meaning of section 2(a)(3)(C) of the Act, the Proposed Transactions may be subject to the prohibitions contained in section 17(a).

5. Applicants request an order under sections 6(c) and 17(b) granting an exemption from section 17(a), to the extent necessary to effect the Proposed Transactions.[3] Applicants submit that the terms of the Proposed Transactions satisfy the standards for an exemption set forth in sections 6(c) and 17(b).

6. Applicants believe that the terms of the transfers of CIF assets to the Funds are reasonable and fair to the Affiliated Plans, to the Other Plans invested in the CIF, and to existing and prospective shareholders of the Funds, and do not involve overreaching on the part of any applicant. The Proposed Transactions will comply with rule 17a–7 and conditions under the Act, and also will comply with the policy behind the conditions of rule 17a–8 under the Act. Applicants assert that the fact that the Proposed Transactions are designed as in-kind transfers does not negatively affect their fairness. Indeed, if the Proposed Transactions were effected in cash, the Plans would have to sell their securities, thereby incurring brokerage commissions or the adverse effects of mark-downs. Moreover, the Fund would purchase similar securities in the market, causing a second round of brokerage commissions and the adverse effects or mark-ups. In addition, because time could elapse between the sale of Plan securities and the repurchase of similar securities, no assurance could be given that the Funds would be able to purchase those securities at the price for which Plan securities had been sold. In contrast, applicants believe that the Proposed Transactions would not expose the Plans' assets to transaction costs or timing risk.

7. Applicants contend that the requested exemptive relief also would be consistent with the purposes intended by the policies and provisions of the Act. Applicants believe that the Proposed Transactions do not give rise to the abuses that section 17(a) was designed to prevent. A primary purpose underlying section 17(a) is a prevent a person with a pecuniary interest in a transaction from using his or her position with a registered investment company to benefit himself or herself to the detriment of the company's shareholders. After the Proposed Transactions, each Affiliated Plan will be a shareholder in a Portfolio with substantially similar investment objectives to the CIF Portfolio from which their assets were transferred. In this sense, applicants believe that the Proposed Transactions can be viewed as a change in the form in which assets are held, rather than as a disposition giving rise to section 17(a) concerns. Moreover, any transfer will be subject to extensive review and evaluation by independent fiduciaries whose actions are governed by ERISA and by the disinterested members of the board of directors (trustees) of the Funds.

8. Applicants submit that the Proposed Transactions meet the section 6(c) standards for relief as necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policies and provisions of the Act. Harris Bank believes that the Funds may offer the Plans advantages over the CIFs as pooled investment vehicles. Sponsors of and participants in the Plans will be able to monitor more easily the performance of their investments on a daily basis, since information concerning the investment performance of the Portfolios will be available in daily newspapers of general circulation. Additionally, the mutual

[3] Section 17(b) applies to a specific proposed transaction, rather than an ongoing series of future transactions. *See* Keystone Custodian Funds, 21 S.E.C. 295, 298–99 (1945). Section 6(c), along with section 17(b), frequently is used to grant relief from section 17(a) to permit an ongoing series of future transactions.

fund vehicle will afford Harris Bank a better opportunity to market its investment management services and, assuming those marketing efforts result in greater assets under management, will allow for economies of scale, greater diversification and risk spreading. Also, Plan participants will have the benefit of the heightened disclosure applicable to mutual funds under the federal securities laws and the Plans, as shareholders, of a Fund, will have the opportunity to exercise voting and other shareholder rights. Further, shares of the Funds issued as part of the Proposed Transactions will be issued at prices equal to their net asset values. In addition, the assets of the Affiliated Plans will be valued pursuant to objective standards and are the type that the Portfolios otherwise would purchase through market transactions. Moreover, the Proposed Transactions are subject to independent fiduciary approval. Applicants contend, therefore, that the transfers will afford no opportunity for affiliated persons of the Funds to effect a transaction detrimental to the other shareholders of the Funds.

Applicants' Conditions

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

1. The Proposed Transactions will comply with the terms of rule 17a–7(b)–(f).

2. The Proposed Transactions will not occur unless and until: (a) the boards of directors (trustees) of the Funds (including a majority of their disinterested members) and the Committee and the Affiliated Plans' independent fiduciaries find that the Proposed Transactions are in the best interests of the Funds and the Affiliated Plans, respectively; and (b) the boards of directors (trustees) of the Funds (including a majority of their disinterested members) find that the interests of the existing shareholders of the Funds will not be diluted as a result of the Proposed Transactions. These determinations and the basis upon which they are made will be recorded fully in the records of the Funds and the Plans, respectively.

3. In order to comply with the policies underlying rule 17a–8, any conversion will have to be approved by the Funds' board of directors (trustees) and any Affiliated Plan's independent fiduciaries who would be required to find that the interests of beneficial owners would not be diluted.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 96–32957 Filed 12–26–96; 8:45 am]

BILLING CODE 8010–01–M

[Investment Company Act Release No. 22410; 811–3663]

PaineWebber/Kidder, Peabody Government Money Fund, Inc.; Notice of Application

December 19, 1996.

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

ACTION: Notice of application for deregistration under the Investment Company Act of 1940 (the ''Act'').

APPLICANT: PaineWebber/Kidder, Peabody Government Money Fund, Inc.

RELEVANT ACT SECTION: Section 8(f).

SUMMARY OF APPLICATION: Applicant requests an order declaring that it has ceased to be an investment company.

FILING DATE: The application was filed on November 6, 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 January 13, 1997, 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 may request notification of a hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicant, c/o Dianne E. O'Donnell, Legal Department, Mitchell Hutchins Asset Management Inc., 1285 Avenue of the Americas, 18th Floor, New York, New York 10019.

FOR FURTHER INFORMATION CONTACT: Diane L. Titus, Paralegal Specialist, at (202) 942–0584, or Mary Kay Frech, 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. Applicant is an open-end, diversified management investment company organized as a corporation under the laws of the State of Maryland. On February 9, 1983, applicant registered under section 8(a) of the Act and filed a registration statement on Form N–1A pursuant to section 8(b) of the Act and the Securities Act of 1933, covering an indefinite number of shares of common stock. The registration statement was declared effective on May 9, 1983, and the initial public offering of common stock commenced thereafter.

2. On July 20, 1995, applicant's Board of Directors approved an Agreement and Plan of Reorganization and Dissolution (''Plan'') between applicant and PaineWebber RMA Money Fund, Inc. on behalf of its series, PaineWebber RMA U.S. Government Portfolio (''PW Fund''), whereby PW Fund was to acquire all the assets of applicant in exchange solely for shares of beneficial interest in PW Fund and the assumption by PW Fund of all of applicant's liabilities. In accordance with rule 17a–8 of the Act, applicant's directors determined that the reorganization was in the best interests of applicant and that the interests of applicant's existing shareholders would not be diluted as a result.[1]

3. According to applicant's proxy statement, the directors considered a number of factors in approving the Plan, including, (a) the similarity of the investment objectives, policies, and restrictions of the funds, (b) the effect of the reorganization on expected investment performance, (c) the effect of the reorganization on the expense ratio of the PW Fund relative to each fund's current expense ratio, and (d) possible alternatives to the reorganization, including continuing to operate on a stand-alone basis or liquidation.

4. Proxy materials relating to the Plan and the transactions contemplated thereby and a combined prospectus relating to the shares of PW Fund to be issued were mailed to applicant's shareholders on or about October 13, 1995. At a special meeting held on November 10, 1995, applicant's shareholders approved the Plan.

5. On November 20, 1995 (the ''Closing Date''), applicant had

[1] Applicant and PW Fund may be deemed to be affiliated persons of each other by reason of having a common investment adviser, common directors, and/or common officers. Although purchases and sales between affiliated persons generally are prohibited by section 17(a) of the Act, rule 17a–8 provides an exemption for certain purchases and sales among investment companies that are affiliated persons of each other solely by reason of having a common investment adviser, common directors, and/or common officers.