offering does not include the payment of solicitation fees to brokers in excess of 3% of the subscription price per share or the payment of any other commissions or underwriting fees in connection with the offering or exercise of the rights, (b) the rights will not be exercisable between the date a dividend to such Fund's common stock holders is declared and the record state of such dividend and (c) such Fund has not engaged in more than one rights offering during any given calendar year or (ii) an offering in connection with a merger, consolidation, acquisition, spin-off or reorganization; unless such Applicant has received from the staff of the SEC written assurance that the order will remain in effect.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98–5773 Filed 3–5–98; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Rel. No. 23053; 813–160]

RGIP, LLC and Ropes & Gray; Notice of Application

March 2, 1998.

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

ACTION: Notice of application for an order under sections 6(b) and 6(e) of the Investment Company Act of 1940 (''Act'') granting an exemption from all provisions of the Act, except section 9, section 17 (except for certain provisions of sections 17(a), (d), (f), (g), and (j)), section 30 (except for certain provisions of sections 30(a), (b), (e), and (h)), and sections 36 through 53, and the rules and regulations thereunder.

SUMMARY OF APPLICATION: Applicants RGIP, LLC and Ropes & Gray request an exemption from various provisions of the Act for an employees' securities company within the meaning of section 2(a)(13) of the Act.

FILING DATES: The application was filed on September 18, 1996, and amended on May 8, 1997, July 30, 1997, November 12, 1997 and February 9, 1998. Applicants have agreed to file an additional amendment, the substance of which is incorporated in this notice, 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 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 March 27, 1998, 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 notification by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicants, One International Place, Boston, Massachusetts 02110.

FOR FURTHER INFORMATION CONTACT: Annmarie J. Zell, Staff Attorney at (202) 942–0532, 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 at 450 Fifth Street, NW., Washington, DC 20549, or by telephone at (202) 942–8090.

Applicants' Representations

1. RGIP, LLC is a newly-formed Delaware limited liability company. Ropes & Gray is a law firm organized as a Massachusetts general partnership (the ''Company''). Applicants also request relief for all entities identical in all material respects (other than investment objective and strategy) to RGIP, LLC that maybe offered in the future by the Company to the same class of investors (''Subsequent Funds,'' together with RGIP, LLC, the ''Funds''). Applicants anticipate that each Subsequent Fund, if any, also will be structured as a limited liability company, although other forms of organization are possible.

2. Interests in the Funds will be offered solely to eligible investors (''Eligible Investors''), who will consist of: (a) Certain employees of the Company (''Eligible Employees''), (b) trusts of which the trustees, grantors, and/or beneficiaries are Eligible Employees, or of which the beneficiaries are immediate family members of Eligible Employees, (c) partnerships, corporations, or other entities, all of the voting power of which is controlled by Eligible Employees, and (d) the Company. Interests in each Fund will be offered in reliance upon the exemption from registration under the Securities Act of 1933 (''Securities Act'') contained in section 4(2) or pursuant to Regulation D under the Securities Act.

3. Eligible Employees include only persons who are current or former: (a) partners of or lawyers employed by the Company, (b) principals or other professionals employed by the Company or by an entity which is directly or indirectly controlling, controlled by, or under common control with the Company (''Affiliated Company''), which provides certain consulting or other services to clients of the Company or of such Affiliated Company, (c) key administrative employees of the Company, or (d) a small number of other employees of the Company who will be involved in managing the day-to-day affairs of the Funds. Each Eligible Investor, or the related Eligible Employee, must either be an accredited investor meeting the income requirements set forth in rule 501(a)(6) of Regulation D, or meet the sophistication requirements set forth in rule 506(b)(2)(ii) of Regulation D, have had a minimum of five years of legal or business experience and compensation of at least $150,000 in the prior year, and have a reasonable expectation of compensation of at least $150,000 in each of the two immediately succeeding years. An Eligible Investor that is not an Eligible Employee and for which an Eligible Employee does not make the decision to invest in a Fund will be permitted to invest in a Fund only if the person who makes the investment decision meets the sophistication requirements set forth in rule 506(b)(2)(ii) of Regulation D.

4. Applicants believe that substantially all of the present and former partners and a small number of employees of the Company currently qualify as Eligible Employees. The Eligible Employees have sufficient knowledge, educational training, sophistication and experience in legal and business matters to be capable of evaluating the risks of an investment in a Fund. No fee of any kind will be charged in connection with the sale of units of the Funds.

5. The Fund has been established as a means of rewarding Eligible Employees and attracting highly qualified personnel to the Company. The Fund is intended to enable Eligible Investors to diversify their investments and participate in investment opportunities that might not otherwise be available to them or that might be beyond their individual means.[1] Some

[1] The Fund will not acquire any security issued by a registered investment company if immediately after such acquisition the Fund would own more than 3% of the outstanding voting stock of the registered investment company.

of these investment opportunities may involve parties to which the Company was, is, or will be acting as legal counsel. No Fund will be charged legal fees by the Company, although the Company may require a Fund to reimburse it for certain disbursements and expenses that it incurs on behalf of the Fund.

6. The Fund will operate as a non-diversified, closed-end management investment company within the meaning of the Act. The Fund's managing members (''Managing Members'') will be Eligible Investors who are partners of the Company. The Managing Members will screen investment opportunities that come to their attention through the Company. Eligible Investors will elect whether or not to participate in the investment opportunities. No fee will be charged to the Fund by the Managing Members, nor will any compensation be paid by the Fund or its Members to the Managing Members for their services. Eligible Investors will know and have direct access to those individuals who will serve as Managing Members. Any person serving as an investment adviser to the Funds will register under the Investment Advisers Act of 1940 (the ''Advisers Act'') if required to do so by the Advisers Act.

7. Capital contributions made to the Fund by Eligible Investors who elect to participate in a particular investment (''Members'') will be allocated *pro rata* to the capital subaccounts relating to the investment. No Eligible Investor will be required to invest in any particular investment, but Members who elect not to participate in a particular investment will have no interest in, or capital subaccount with respect to, the investment.

8. Members will not be entitled to redeem their interest in the Fund. A Member will be permitted to transfer his interest in the Fund only with the express consent of a majority of the Managing Members and only to an Eligible Investor. Upon a Member's death, the Member's estate will be substituted as a Member. The Managing Members may require a Member, including an Eligible Employee whose employment with the Company is terminated or an Eligible Investor whose related Eligible Employee's employment with the Company is terminated, to withdraw from the Fund if the Managing Members determine that withdrawal is in the best interest of the Fund. If a Member is required to withdraw, the Company may require the Eligible Investor to sell his interest in investments requiring future capital contributions to another Eligible Investor designated by the Company who agrees to pay the capital contributions and to assume the withdrawing Eligible Investor's other obligations with respect to the investments. The purchase price for the sale would be equal to the Member's capital account for the investment as of the date the Member is requested to withdraw, determined as if the capital account were credited or charged with the income, realized and unrealized gains, expenses, and realized and unrealized losses attributable to the investment as determined by the Managing Members. In making such determinations, the Managing Members will value privately held securities held by the Fund in accordance with valuations provided by the issuer of the investment. The withdrawing Eligible Investor would retain its interest in investments that have been fully funded.

9. The value of the Members' capital accounts and sub-accounts will be determined at such times as the Managing Members deem appropriate or necessary. The Managing Members will only cause the assets held by the Fund to be valued when such valuation is necessary or appropriate for the administration of the Fund; valuations of a Member's interest at other times will be the responsibility of the individual Member. The Managing Members will maintain records of all financial statements received from the issuers of the Fund's investments, and will make such records available for inspection by Members.

10. Certain investment opportunities may permit a Fund to co-invest with a partnership or other entity in which the same Fund or a different Fund has invested (a ''Co-investor Partnership''). If a Fund co-invests with a Co-investor Partnership, the Fund generally will be required to make the co-investment on terms no more favorable to it than those applicable to the investment by the Co-investor Partnership. It is anticipated that the economic terms applicable to any co-investment generally will be substantially the same as those applicable to the corresponding investment by the Co-investor Partnership. However, it is possible that the Co-investor Partnership may invest in a different class of securities or that the Co-investor Partnership's investment may have more favorable non-economic terms (*e.g.*, the right to representation on the board of directors of the portfolio company) in light of differences in legal structure, or regulatory, tax, or other considerations. A Fund making a co-invesment will be given the opportunity to sell or otherwise dispose of the investment prior to or concurrently with, and on the same terms as, sales or other dispositions of the corresponding investments by the Co-investor Partnership.

11. The Funds may be given an opportunity to co-invest with entities which the Company provides, or has provided services, and from which it may have received fees, but which are not affiliated persons of the Funds or the Company or affiliated persons of these affiliated persons. Applicants believe that these entities should not be treated as co-investors for the purposes of condition 4. When these entities permit others to co-invest with them, the transactions are commonly structured so that all investors have an opportunity to dispose of their investment at the same time. Nevertheless, if condition 4 were to apply to the Funds' investments in these situations, applicants believe that the Company's clients would be indirectly burdened. It is important to the Company that the clients' interests take priority over the Funds' interests and that the clients' activities not be burdened by the Funds' activities. Applicants assert that the Fund's relationship to a client of the Company that is not an affiliated period of either the Company or the Fund differs fundamentally from a Fund's relationship to the Company or its affiliated persons. The focus of, and the rationale for, the protections contained in the requested relief are to protest the Funds from overreaching by the Company and its affiliated persons. These same concerns are not present with respect to the Funds vis-a-vis clients of the Company who are not affiliated with the Fund or the Company.

12. The net income, net gain, and net loss of each Fund will be determined in accordance with the organizational documents for that Fund. Net income or net loss of each Fund will be determined and credited at least annually to the respective capital accounts and sub-accounts of the Members in proportion to their respective contributed capital in each investment. The Managing Members will have discretion with respect to each Fund in distributing cash and proceeds from the Fund's investments to its Members. Each Fund will send its Members an annual report regarding its operations. This report will contain unaudited financial statements because the Fund's assets will consist only of investments selected by individual

Members.[2] The Fund will maintain a file containing any financial statements and other information received from the issuers of the investments held by such Fund, and will make the file available for inspection by its Members.

Applicants' Legal Analysis

1. Section 6(b) of the Act provides that the SEC shall exempt employees' securities companies from the provisions of the Act to the extent that such exemption is consistent with the protection of investors. Section 6(b) provides that the Commission shall consider, in determining which provisions of the Act from which the company should be exempt, the company's form of organization and capital structure, the persons owning and controlling its securities, the price of the company's securities and the amount of any sales load, how the company's funds are invested, and the relationship between the company and the issuers of the securities in which it invests. Section 2(a)(13) of the Act defines an employees' securities company, in relevant part, as any investment company all of the outstanding securities of which are beneficially owned by current or former employees or persons on retainer of a single employer; by members of the immediate family of such employees, persons or retainer, or former employees; or by such employer together with any one or more of the foregoing categories of persons.

2. Section 7 of the Act generally prohibits investment companies that are not registered under section 8 from selling or redeeming their securities. Section 6(e) of the Act provides that in connection with any order exempting an investment company from any provision of section 7, certain specified provisions of the Act shall be applicable to the company, and to other persons in their transactions and relations with the company, as though the company were registered under the Act, if the SEC deems it necessary or appropriate in the public interest or for the protection of investors. Applicants request an order under sections 6(b) and 6(e) of the Act for an exemption from all provisions of the Act, and the rules and regulations under the Act, except section 9, certain provisions of sections 17 and 30, and sections 36 through 53, and the rules and regulations thereunder.

3. Applicants submit that the order requested is appropriate in the public interest and consistent with the protection of investors. Applicants believe that the Eligible Employees have sufficient knowledge, educational training, sophistication, and experience in legal and business matters to be capable of evaluating the risks of an investment in a Fund. Applicants also assert that Eligible Investors will know and have direct access to those individuals who will serve as Managing Members.

4. Section 17(a) of the Act provides, in relevant part, that it is unlawful for an affiliated person of a registered investment company, or any affiliated person of such person, acting as principal, knowingly to sell any security or other property to such registered investment company or to purchase from such registered investment company any security or other property. Applicants request an exemption from section 17(a) to the extent necessary to permit a Fund: (a) To purchase from the Company or any of its affiliated persons, securities or interests in properties previously acquired for the account of the Company or any of its affiliated persons; (b) to sell to the Company or any of its affiliated persons, securities or interests in properties previously acquired by the Funds; (c) to invest in companies, partnerships, or other investment vehicles offered, sponsored, or managed by the Company or any of its affiliated persons; (d) to invest in securities of issuers for which the Company or any of its affiliated persons has performed services and from which it may have received fees; (e) to purchase interests in any company or other investment vehicle (i) in which the Company or its partners or employees own 5% or more of the voting securities, or (ii) that is otherwise an affiliated person of the Fund or the Company; and (f) to participate as a selling security-holder in a public offering in which the Company or any of its affiliated persons acts as or represents a member of the selling group.

5. Applicants state that the Members of the Funds will be informed in the Funds' communications relating to particular investment opportunities of the possible extent of the Funds' dealings with the Company or any affiliated person of the Company. Applicants believe that Eligible Investors, as financially sophisticated professionals, will be able to evaluate the risks associated with those dealings. Applicants assert that a community of interest will exist among the Members and the Company because the Funds are designed to reward and provide incentives to partners and key employees.

6. Section 17(d) makes it unlawful for any affiliated person of a registered investment company, acting as principal, to effect any transaction in which such company, or a company controlled by such company, is a joint or joint and several participant with the affiliated person in contravention of SEC rules. Rule 17d–1 provides that the SEC may approve a transaction subject to section 17(d) after considering whether the participation of such registered company 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.

7. Applicants request an exemption from section 17(d) and rule 17d–1 to the extent necessary to permit a Fund to engage in transactions in which affiliated persons of the Fund also may be participants. Joint transactions in which a Fund may participate could include the following: (a) An investment by one or more Funds in a security in which the Company or its affiliated person, another Fund, or a transferee of those persons is or may become a participant, or with request to which the Company or an affiliated person is entitled to receive fees (including, but not limited to, legal fees, consulting fees, or other economic benefits or interests); (b) an investment by one or more Funds in an investment vehicle sponsored, offered, or managed by the Company or its affiliated person; and (c) an investment by one or more Funds in a security in which an affiliate is or may become a participant.

8. Applicants submit that strict compliance with section 17(d) would cause the Funds to forgo investment opportunities simply because a Member, the Company, or another affiliated person of the Fund had made or planned to make a similar investment. In addition, because attractive investment opportunities of the types considered by the Funds often require that each participant make available funds in an amount that may be substantially greater than that available to the Fund alone, applicants believe that there may be certain opportunities of which a Fund may be unable to take advantage except as a co-participant with other persons, including affiliates. Applicants also assert that the flexibility to structure co- and joint investments in the manner described above will not involve abuses of the type section 17(d)

[2] Applicants do not believe that audited financial statements of the Fund's aggregate assets would provide useful information to its Members because each Member will have an interest only in the capital sub-accounts that relate to particular investments in which such Member has allocated capital contributions, and will not have an economic interest in the holdings of the Fund on a consolidated basis.

and rule 17d–1 were designed to prevent.

9. Section 17(f) of the Act provides that the securities and similar investments of a registered management investment company must be placed in the custody of a bank, a member of a national securities exchange, or the company itself in accordance with SEC rules. Rule 17f–2 specifies the requirements for an investment company to maintain custody of its investments. Applicants request an exemption from section 17(f) and rule 17f–2 to permit the following exceptions from the requirements of rule 17f–2: (a) A Fund's investments may be kept in the locked files of the Company or of a partner of the Company; (b) for purposes of paragraph (d) of the rule, (i) employees of the Company will be deemed employees of the Funds, (ii) officers and Managing Members of a Fund will be deemed to be officers of such Fund, and (iii) the Managing Members of a Fund will be deemed to be the board of directors of such Fund; and (c) in place of the verification procedure under paragraph (f) of the rule, verification will be effected quarterly by two employees of the Company. Applicants expect that many of the Funds' investments will be evidenced only by partnership agreements or similar documents, rather than by negotiable certificates that could be misappropriated. Applicants assert that these instruments are most suitably kept in the Company's files, where they can be referred to as necessary.

10. Section 17(g) of the Act and rule 17g–1 generally require the bonding of officers and employees of a registered investment company who have access to securities or funds of the company. Applicants request an exemption from section 17(g) and rule 17g–1 to the extent necessary to permit each Fund to comply with rule 17g–1 without the necessity of having a majority of the Managing Members who are not ''interested persons,'' as that term is defined in section 2(a)(19) of the Act, take such actions and make such approvals as are set forth in rule 17g–1. Applicants state that, because all Managing Members will be affiliated persons, a Fund could not comply with rule 17g–1 without the requested relief.

11. Section 17(j) and rule 17j–1 require every registered investment company, its adviser, and its principal underwriter to adopt a written code of ethics with provisions reasonably designed to prevent fraudulent activities, and to institute procedures to prevent violations of the code. Section 17(j) and paragraph (a) of rule 17j–1 also make it unlawful for certain persons to engage in fraudulent, deceitful, or manipulative practices in connection with the purchase or sale of a security held or to be acquired by an investment company. Applicants request an exemption from section 17(j) and rule 17j–1 (with the exception of the antifraud provisions of paragraph (a)), because the requirements are burdensome and unnecessary as applied to the Funds. Applicants believe that requiring the Funds to adopt a written code of ethics and requiring access persons to report each of their securities transactions would be time-consuming and expensive and would serve little purpose in light of, among other things, the community of interests among the Members of the Funds by virtue of their common association with the Company.

12. Sections 30(a), 30(b), and 30(e) of the Act, and the rules under those sections, generally require that registered investment companies prepare and file with the SEC and mail to their shareholders certain periodic reports and financial statements. Applicants assert that the forms prescribed by the SEC for periodic reports have little relevance to the Fund and would entail administrative and legal costs that outweigh any benefit to the Members. Applicants also request an exemption from section 30(h) to the extend necessary to exempt the Managing Members and any other persons who may be deemed to be members of an advisory board of a Fund from filing Forms 3, 4, and 5 under section 16 of the Securities Exchange Act of 1934 (the ''Exchange Act'') with respect to their ownership of interests in the Fund. Because there is no trading market for interests in a Fund and the transferability of these interests is severely restricted, applicants submit that the filing of Forms 3, 4, and 5 would not serve the purposes underlying section 16, would be unnecessary for the protection of investors, and would be burdensome to those who would be required to file them.

Applicants' Conditions

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

1. Each proposed transaction otherwise prohibited by section 17(a) or section 17(d) and rule 17d–1 (''Section 17 Transactions'') will be effected only if the Managing Members determine that: (a) The terms of Section 17 Transaction including the consideration to be paid or received, are fair and reasonable to the Members of the participating Fund and do not involve overreaching of the Fund or its Members on the part of any person concerned, and (b) the Section 17 Transaction is consistent with the interests of the members of the participating Fund, the Fund's organizational documents, and the Fund's reports to its Members. In addition, the Managing Members will record and preserve a description of Section 17 Transactions, their findings, the information or materials upon which their findings are based, and the basis therefore. All such records will be maintained for the life of a Fund and at least two years thereafter, and will be subject to examination by the SEC and its staff. All such records will be maintained in an easily accessible place for at least the first two years.

2. In any case where purchases or sales are made from or to an entity affiliated with a Fund by reason of a 5% or more investment in such entity by a Managing Member, such Managing Member will not participate in the Managing Members' determination of whether or not to make such investment available to the Members of a Fund.

3. The Managing Members will adopt, and periodically review and update, procedures deigned to ensure that reasonable inquiry is made, prior to the consummation of any Section 17 Transaction, with respect to the possible involvement in the transaction of any affiliated person or promoter of or principal underwriter for the Funds, or any affiliated person of such a person, promoter, or principal underwriter.

4. The Managing Members will not make available to the Members of a Fund any investment in which a co-investor (''Co-Investor'') has or proposes to acquire the same class of securities of the same issuer, where the investment involves a joint enterprise or other joint arrangement within the meaning of rule 17d–1 in which the Fund and the Co-Investor are participants, unless any such Co-Investor, prior to disposing of all or part of its investment: (a) Gives the Members of the participating Fund holding such investment sufficient, but not less than one day's, notice of its intent to dispose of its investment, and (b) refrains from disposing of its investment unless the Members of the participating Fund holding the investment have the opportunity to dispose of their investment prior to or concurrently with, on the same terms as, and on a *pro rata* basis with, the Co-Investor. A Co-Investor is any person who is: (a) An ''affiliated person'' (as such term is defined in the Act) of the Fund; (b) the Company and any entities controlled by the Company; (c) a current or former partner of the Company; (d) an investment vehicle offered, sponsored, or managed by the Company or an

affiliated person of the Company; or (e) a company in which a Managing Member acts as an officer, director, or general partner, or has a similar capacity to control the sale or disposition of the company's securities. The restrictions contained in this condition, however, shall not be deemed to limit or prevent the disposition of an investment by a Co-Investor: (a) To its direct or indirect wholly-owned subsidiary, to any company (a ''parent'') of which the Co-Investor is a direct or indirect wholly-owned subsidiary or to a direct or indirect wholly-owned subsidiary of its parent; (b) to immediate family members of the Co-Investor or a trust established for any such family member; (c) when the investment is comprised of securities that are listed, or contemplated to be listed, on a national securities exchange registered under section 6 of the Exchange Act; or (d) when the investment is comprised of securities that are, or that are contemplated to be, national market system securities pursuant to section 11A(a)(2) of the Exchange Act and rule 11Aa2–1 under the Exchange Act.

5. The Managing Members of each Fund will send to each Member who had an interest in that Fund at any time during the fiscal year then ended, Fund financial statements. These financial statements may be unaudited. In addition, within 90 days after the end of each fiscal year of each of the Funds, or as soon as practicable thereafter, the Managing Members will send a report to each person who was a Member at any time during the fiscal year then ended, setting forth tax information as shall be necessary for the preparation by the Member of his federal and state income tax returns and a report of the investment activities of the Fund during such year.

6. Each Fund and its Managing Members will maintain and preserve, for the life of such Fund and at least two years thereafter, such accounts, books, and other documents as constitute the record forming the basis for the financial statements and annual reports of such Fund to be provided to its Members, and agree that all such records will be subject to examination by the SEC and its staff. These records will be maintained in an easily accessible place for at least the first two years.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98–5819 Filed 3–5–98; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC–23050]

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

February 27, 1998.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of February, 1998. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., N.W., Washington, D.C. 20549 (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 request should be received by the SEC by 5:30 p.m. on March 24, 1998, 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, N.W., Washington, D.C. 20549. For Further Information Contact: Diane L. Titus, at (202) 942–0564, SEC, Division of Investment Management, Office of Investment Company Regulation, Mail Stop 5–6, 450 Fifth Street, N.W., Washington, D.C. 20549.

Kemper Short-Term Global Income Fund—B [811–6191]

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

Filing Date: The application was filed on December 10, 1997, and amended on January 27, 1998.

Applicant's Address: 222 South Riverside Plaza, Chicago, IL 60606.

Dreyfus Michigan Municipal Money Market Fund, Inc. [File No. 811–6013]

Summary: Applicant requests an order declaring that it has ceased to be an investment company. On August 26, 1996, applicant transferred its assets and liabilities to the Dreyfus Municipal Money Market Fund (the ''National Fund''), a registered open-end management investment company, based on the relative net asset value per share. Applicant and the National Fund paid a total of $25,000 in expenses related to the transaction.

Filing Dates: The application was filed on June 4, 1997, and amended on September 8, 1997.

Applicant's Address: 200 Park Ave., New York, NY 10166.

New York Life Insurance and Annuity Corporation Variable Universal Life Separate Account-II [File No. 811–7800]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. Applicant, a separate account organized as a unit investment trust, was established to fund qualified plans. No initial public offering ever commenced. Applicant never received funds or issued securities.

Filing Date: The application was filed on November 25, 1997, and amended and restated on February 3, 1998.

Applicant's Address: 51 Madison Avenue, New York, NY 10010.

Fidelity Deutsche Mark Performance Portfolio, L.P. [File No. 811–5111]; Fidelity Sterling Performance Portfolio, L.P. [File No. 811–5112]; Fidelity Yen Performance Portfolio, L.P. [File No. 811–5150]

Summary: Each applicant seeks an order declaring that it has ceased to be an investment company. On December 15, 1997, each applicant distributed its net assets to its shareholders at the net asset values per share. The Adviser will pay approximately $8,000 in expenses in connection with each of these liquidations.

Filing Dates: Each application was filed on January 27, 1998.

Applicants' Address: 82 Devonshire Street, Boston, Massachusetts 02109.

Seafirst Retirement Funds [File No. 811–5636–01]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On June 23, 1997, applicant's three series—Bond Fund, Blue Chip Fund, and Asset Allocation Fund—each transferred all assets and liabilities to the Intermediate Bond Fund, Blue Chip Fund, and Asset Allocation Fund, respectively, of Pacific Horizon Funds, Inc., based on the relative net asset values per share. Bank of America National Trust and Savings Association, the investment adviser to the master trust in which the series of applicant and Pacific Horizon Funds, Inc. invest, paid approximately $232,800 in expenses related to the reorganization.