

determine that the price to be paid for, and the terms of, the transaction are at least as favorable as that available from other sources. This will include the Trust obtaining and documenting the competitive indications with respect to the specific proposed transaction from two other independent government securities dealers. Competitive quotation information must include price and settlement terms. These dealers must be those who, in the experience of the Trust's trustees, have demonstrated the consistent ability to provide professional execution of Treasury transactions at competitive market prices. They also must be those who are in a position to quote favorable prices.

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

**Margaret H. McFarland,**  
*Deputy Secretary.*

[FR Doc. 98-10502 Filed 4-20-98; 8:45 am]

BILLING CODE 8010-01-M

## SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-23116; 812-10228]

### New England Funds, L.P. et al.; Notice of Application

April 15, 1998.

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

**ACTION:** Notice of application for an order pursuant to section 17(d) and rule 17d-1 under the Investment Company Act of 1940 (the "Act").

**SUMMARY OF APPLICATION:** Applicants request an order that would permit funds relying on section 12(d)(1) (E) or (G) of the Act to enter into a special servicing agreement.

**APPLICANTS:** New England Funds, L.P. ("NEF"); New England Funds Management, L.P. ("NEFM"); New England Funds Trust I, on behalf of its series, New England Balanced Fund, New England Growth Fund, New England Value Fund, New England International Equity Fund, New England Capital Growth Fund, New England Bond Income Fund, New England Tax Exempt Income Fund, New England Government Securities Fund, New England Star Advisers Fund, New England Strategic Income Fund, and New England Star Worldwide Fund; New England Funds Trust II, on behalf of its series, New England Massachusetts Tax Free Income Fund, New England High Income Fund, New England Growth Opportunities Fund,

New England Limited Term U.S. Government Fund, New England Adjustable Rate U.S. Government Fund, New England Intermediate Term Tax Free Fund of California, and New England Intermediate Term Tax Free Fund of New York; New England Funds Trust III, on behalf of its series, New England Equity Income Fund (collectively with New England Funds Trusts I, II, and III, the "New England Funds"); and each existing or future open-end management investment company or series thereof, including TopFund Series Trust, that is part of the same group of investment companies as the New England Funds under section 12(d)(1)(G)(ii) of the Act and which is, or will be, advised by NEFM or any entity controlling, controlled by, or under common control with NEFM, or for which NEF or any entity controlling, controlled by, or under common control with NEF, serves as principal underwriter.

**FILING DATES:** The application was filed on July 1, 1996, and amended on December 5, 1996, May 1, 1997, and September 11, 1997. 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 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 11, 1998, 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: New England Funds, L.P., 399 Boylston Street, Boston, Massachusetts 02116, c/o Robert E. O'Hare, Esq.

**FOR FURTHER INFORMATION CONTACT:** Mary T. Geffroy, Senior Counsel, at (202) 942-0553, or Nadya B. Roytblat, 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 at the SEC's

Public Reference Branch, 450 Fifth Street, N.W., Washington, D.C. 20549 (tel. (202) 942-8090).

### Applicants' Representatives

1. Each New England Fund is an open-end management investment company registered under the Act. New England Funds are referred to as "Underlying Funds."

2. NEFM is an investment adviser registered under the Investment Advisers Act of 1940 (the "Advisers Act"). NEFM serves as adviser to the New England Funds, except for the New England Growth Fund, which is advised by Capital Growth Management, L.P., an investment adviser registered under the Advisers Act. NEF is registered as a broker-dealer under the Securities Exchange Act of 1934. NEF serves as the principal underwriter of the New England Funds, including the New England Growth Fund.

3. TopFund Series Trust will be organized as a Massachusetts business trust and registered under the Act as an open-end management investment company. The term "TopFund Series Trust" refers to each existing and future open-end management investment company or any series of that company (the "TopFunds") that (1) is part of the same group of investment companies as the Underlying Funds under section 12(d)(1)(G)(ii) of the Act and (a) is, or will be, advised by NEFM or any entity controlling, controlled by, or under common control with NEFM, or (b) for which NEF or any entity controlling, controlled by, or under common control with NEF, serves as principal underwriter and (2) intends to invest substantially all of its assets in the Underlying Funds.<sup>1</sup> Certain TopFunds will invest in multiple Underlying Funds in accordance with section 12(d)(1)(G) of the Act and other TopFunds will invest all of their assets in a single Underlying Fund in accordance with section 12(d)(1)(E) of the Act. Each TopFund and each Underlying Fund will be a multiple class fund in reliance on rule 18f-3 under the Act.

4. Applicants propose to enter into a Special Servicing Agreement (the "Agreement"), which will be among NEFM, TopFund Series Trust, NEF, New England Funds Trust I, New England Funds Trust II, and New England Funds Trust III. Under the Agreement, the Underlying Fund will bear the expenses of a TopFund (other than advisory fees and rule 12b-1 fees) in proportion to the average daily value

<sup>1</sup> The TopFunds may not be Underlying Funds and no TopFund will invest in another TopFund.

of the Underlying Fund's shares owned by the TopFund. Payments by an Underlying Fund to a TopFund under the Agreement will be a fund-wide expense of the Underlying Fund.

5. Applicants submit that a TopFund, by investing its assets in an Underlying Fund, enables the Underlying Fund to spread the Underlying Fund's expenses over a larger asset base. Applicants further submit that the Underlying Fund may experience savings because it would be servicing only one account (i.e., the TopFund), instead of multiple accounts of the shareholders of the TopFund. No Underlying Fund will bear any expenses of a TopFund that exceed Net Benefits as defined in the condition below, to the Underlying Fund from the arrangement.

#### Applicants' Legal Analysis

1. Section 17(d) of the Act and rule 17d-1(a) under the Act provide that an affiliated person of, or a principal underwriter for, a registered investment company, or an affiliate of such person or principal underwriter, acting as principal, shall not participate in, or effect any transaction in connection with, any joint enterprise or other joint arrangement in which the registered investment company is a participant unless the SEC has issued an order approving the arrangement.

2. Rule 17d-1(b) provides that, in passing upon exemptive requests under the rule, the SEC will consider whether participation of the investment company in the joint enterprise, joint arrangement, or profit-sharing plan on the basis proposed is consistent with the provisions, policies, and purposes of the Act and the extent to which the participation is on a basis different from or less advantageous than that of other participants.

3. Applicants request relief under section 17(d) and rule 17d-1 to permit them to enter into the Agreement in which the Underlying Funds may pay certain expenses of the TopFunds. Applicants contend that each Underlying Fund will pay a TopFund's expenses only in direct proportion to the average daily value of the Underlying Fund's shares owned by the TopFund to ensure that expenses of the TopFund are borne proportionately and fairly. Applicants also state that prior to an Underlying Fund's entering into the Agreement, and at least annually thereafter, the board of trustees of the Underlying Funds, including a majority of trustees who are not interested persons of the Underlying Fund (the "Board") will determine that the Agreement will result in Net Benefits, as defined in the condition below, to the

Underlying Fund. In making the annual determination, one of the factors the Board will consider is the amount of Net Benefits actually experienced by each class of shareholders of the Underlying Fund and the Underlying Fund as a whole during the preceding year. For these reasons, applicants believe that the requested relief meets the standards of section 17(d) and rule 17d-1.

#### Applicants' Condition

Applicants agree that the order will be subject to the following condition:

Prior to an Underlying Fund's entering into the Special Servicing Agreement and at least annually thereafter, the Board must determine that the Special Servicing Agreement will result in quantifiable benefits to each class of shareholders of the Underlying Fund and to the Underlying Fund as a whole that will exceed the costs of the Special Servicing Agreement borne by each class of shareholders of the Underlying Fund and by the Underlying Fund as a whole ("Net Benefits"). In making the annual determination, one of the factors the Board must consider is the amount of Net Benefits actually experienced by each class of shareholders of the Underlying Fund and the Underlying Fund as a whole during the preceding year. The Underlying Fund will preserve for a period of not less than six years from the date of a Board determination, the first two years in an easily accessible place, a record of the determination and the basis and information upon which the determination was made. This record will be subject to examination by the SEC and its staff.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 98-10503 Filed 4-20-98; 8:45 am]

BILLING CODE 8010-01-M

#### SECURITIES AND EXCHANGE COMMISSION

[File No. 1-9210]

#### Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Occidental Petroleum Corporation, Common Stock, \$.20 Par Value)

April 14, 1998.

Occidental Petroleum Corporation ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities

Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the Pacific Exchange, Inc. ("PCX" or "Exchange").

The reasons cited in the application for withdrawing the Security from listing and registration include the following:

The Security of the Company has been listed for trading on the Exchange and the New York Stock Exchange, Inc., pursuant to a Registration Statement on Form 8-B, dated June 26, 1986, as amended.

The Company has complied with Exchange Rule 3.4 by (i) filing with the Exchange a certified copy of the resolutions adopted by the Company's Board of Directors authorizing the delisting of the Security from the PCX as well as the foreign exchanges on which the Security is listed and (ii) setting forth in detail to the Exchange the reasons for the proposed delisting. As part of an overall corporate cost control project, the Company examined the trading volume for the Security on the various stock exchanges on which it is listed as well as the costs, including personnel time, associated with such listings. The examination included discussions with several major brokerage firms as well as listing representatives for the various exchanges. The conclusion was that there was extremely little value to the Company or its stockholders in being listed on exchanges other than the NYSE. In the case of the PCX, trading volume for the Security represents only about 2.6% of the volume on the NYSE. Moreover, although the annual maintenance fee for the PCX is relatively low, the Company generally does pay the maximum amount each year in additional listing fees.

By letter dated February 4, 1998, the Exchange informed the Company that it has approved the Company's request to be removed from listing and registration on the PCX.

By reason of Section 12(b) of the Act and the rules and regulations thereunder, the Company shall continue to file reports under Section 13 of the Act with the Commission and the NYSE.

Any interested person may, on or before May 5, 1998, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the Exchange and what terms, if any, should be imposed by the Commission for the protection of