

- Product name/ID
- Type and number of containers
- Piece weight
- Weight of mailing
- Postage payment method.

Other information to be included for each mailing reported as a line item entry includes:

- Permit holder
- Postage statement sequence number
- Number of pieces in the mailing.

#### Elimination of Form 2866-IP

Some mailers who pay postage through the CPP program still use Form 2866-IP, In-Plant Verification for Second- and Fourth-Class Matter, for Periodicals mailings that are verified at a central location and deposited at destination entry offices. Because the information on Form 2866-IP is duplicated on Form 8125, there is no longer any need for a separate Form 2866-IP. CPP customers have already been notified that Form 2866-IP will be eliminated when the revised Forms 8125 and 8125-C are available.

**Stanley F. Mires,**

*Chief Counsel, Legislative.*

[FR Doc. 98-11045 Filed 4-28-98; 8:45 am]

BILLING CODE 7710-12-P

#### SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-23126; 812-10892]

#### The Americas Growth Fund, Inc., et al.; Notice of Application

April 23, 1998.

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

**ACTION:** Notice of application for exemption under section 57(c) of the Investment Company Act of 1940 (the "Act") from section 57(a) of the Act.

**SUMMARY OF APPLICATION:** The order would permit The Americas Growth Fund, Inc. ("AGRO"), a business development company ("BDC"), to complete a merger with an affiliated person.

**APPLICANTS:** AGRO and JW Charles Financial Services, Inc. ("JWCFS").

**FILING DATE:** The application was filed on December 9, 1997. Applicants have agreed to file an 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 19, 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 who wish to be notified of a hearing may request notification by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 5th Street, N.W., Washington, D.C. 20549. Applicants: AGRO, 701 Brickell Avenue, Suite 2000, Miami, Florida 33131 and JWCFS, 980 North Federal Highway, Suite 310, Boca Raton, Florida 33432.

**FOR FURTHER INFORMATION CONTACT:** Elaine M. Boggs, Senior Counsel, at (202) 942-0572 (Office of Investment Company Regulation, Division of Investment Management).

**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 5th Street, N.W., Washington, D.C. 20549 (telephone (202) 942-8090).

#### Applicants' Representations

1. AGRO is a Maryland corporation that is a closed-end non-diversified management investment company and that has elected to be regulated as a BDC under the Act. AGRO's common stock was listed on Nasdaq until delisted on March 17, 1998. JWCFS is a Florida corporation and a financial services holding company. JWCFS, through wholly-owned subsidiaries, engages primarily in securities brokerage, investment banking, and clearing and execution of securities transactions. JWCFS's common stock trades on the American Stock Exchange ("AMEX").

2. On August 13, 1997, JWCFS commenced an exchange offer (the "Exchange Offer") to AGRO's shareholders to acquire each share of AGRO common stock for .431 shares of JWCFS common stock (the "Exchange Ratio"). The Exchange Ratio was calculated based upon the net asset value ("NAV") per share of AGRO common stock on March 31, 1997 and the average of the last reported sales prices of JWCFS common stock on AMEX for the ten trading days immediately preceding the public announcement of the Exchange Offer on June 9, 1997. In connection with its consideration of the Exchange Offer, the board of directors of AGRO ("Board") engaged an independent appraiser to provide an opinion concerning the

fairness of the transaction from a financial point of view to the shareholders of AGRO. Based upon the value of the offer using the traded market price of the common stock of both AGRO and JWCFS and applying the Exchange Ratio and its comparison to: (a) the traded market price of AGRO's common stock; (b) the NAV per share of AGRO's common stock; and (c) the liquidation value per share of AGRO's common stock, the appraiser delivered an opinion to the Board on August 22, 1997 concluding that the JWCFS common stock to be received as consideration for the sale of AGRO common stock to JWCFS, if the JWCFS common stock had a value of \$3.40 per share or higher, was fair from a financial point of view to the shareholders of AGRO. The price of JWCFS common stock on August 14, 1997 (the date the Exchange Offer began) and September 22, 1997 (the date of the Exchange Offer ended) was \$3.66 and \$3.50, respectively. The JWCFS common stock to be received per share of AGRO common stock represented a premium to AGRO shareholders of 23.2% and 12.5% in August 14 and September 22, 1997, respectively. A prospectus and related letter of transmittal relating to the Exchange Offer were mailed to AGRO's shareholders on August 14, 1997. The prospectus stated that the Exchange Offer would be followed by a consolidating merger. As a result of the Exchange Offer, JWCFS now owns approximately 91 percent of the issued and outstanding common stock of AGRO.

3. Applicants propose to merge AGRO into JWCFS at the earliest practicable date following receipt of the requested order (the "Merger"). Because JWCFS now owns more than 90 percent of the outstanding AGRO common stock, JWCFS may carry out the Merger as a "short-form" merger under the relevant provisions of Florida and Maryland corporate law. The short-form merger would permit the Merger to be accomplished without a vote of the shareholders of either corporation.

4. Under the proposed terms of the Merger, each share of AGRO common stock not owned by JWCFS would be canceled and those AGRO shareholders would be entitled to receive .431 share of JWCFS common stock for each share of AGRO common stock owned by them (which is the same as the Exchange Ratio used for the Exchange Offer). In the Merger, JWCFS would become the owner of all of the issued and outstanding common stock of AGRO and, as the sole shareholder of AGRO, intends to approve the withdrawal of AGRO's status as a BDC under the Act.

JWCFS would be the surviving corporation in the Merger.

5. Prior to the Merger, AGRO's minority shareholders will receive a prospectus with respect to the shares of JWCFS common stock being offered in connection with the Merger (the "Prospectus") which discloses the terms and the effective date of the Merger and the consideration to be paid by JWCFS. In addition, the Prospectus will inform AGRO's minority shareholders of their appraisal rights under Maryland law. The appraisal rights would entitle the shareholders to dissent from the Merger and receive the fair value of their shares of AGRO in cash.

6. The Merger will constitute a reorganization pursuant to section 368(a) of the Internal Revenue Code of 1986, as amended. Any AGRO minority shareholder receiving solely shares of JWCFS in the Merger will not recognize any gain or loss for federal income tax purposes. In addition, the Merger will have no material tax consequences for AGRO or JWCFS.

#### Applicants' Legal Analysis

1. Section 57(a) generally prohibits, with certain exceptions, sales or purchases of securities or other property between a BDC and certain of its affiliated persons as described in section 57(b) of the Act, including a person controlling the BDC. JWCFS owns approximately 91 per cent of AGRO's shares and, thus, controls AGRO under section 2(a)(9) of the Act. Because the Merger may involve the purchase of the property of AGRO by JWCFS, applicants are requesting relief from section 57(a) to complete the Merger.

2. Section 57(c) of the Act provides that the SEC will exempt a proposed transaction from section 57(a) if 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; and the proposed transaction is consistent with the policy of the BDC concerned and with the general purposes of the Act. Applicants believe that the requested relief from section 57(a) meets these standards for the reasons discussed below.

3. Applicants state that the Board has determined that the Exchange Ratio is fair consideration for the minority shareholders of AGRO to receive in the Merger. Applicants state that a comparison of the closing sales price of JWCFS common stock on April 13, 1998 (\$11<sup>15/16</sup>) to AGRO's NAV of \$3.46 on December 31, 1997 (the most recent date on which AGRO's Board determined AGRO's NAV) indicates that the

Exchange Ratio would represent a premium to AGRO's minority shareholders of approximately 48.7%.

4. Applicants state that the Board also considered, in addition to other factors: that AGRO has never paid dividends on its common stock and has no plans to pay any dividends in the future; that there are no possible alternative transactions similar to the Merger with unaffiliated third parties; that, if the Merger is not consummated, it is unlikely that the minority shareholders of AGRO will realize any return on their holdings in the foreseeable future; that the Merger would provide AGRO's minority shareholders with a way of disposing of their shares and obtaining a return on their investment that would not otherwise be available; that following the Merger, AGRO's assets could be redirected into the existing business of JWCFS for the benefit of JWCFS shareholders (which would include all of AGRO's minority shareholders who do not choose to exercise appraisal rights under Maryland law to receive cash); and that the AGRO minority shareholders have available appraisal rights under Maryland law. In addition, the boards of directors of both AGRO and JWCFS have reserved the right to abandon the Merger at any time if the boards determine that it would not be in the best interests of the respective company to consummate the Merger.

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

[FR Doc. 98-11394 Filed 4-28-98; 8:45 am]

BILLING CODE 8010-01-M

#### SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-23125; 812-11080]

#### Freedom Mutual Fund, et al.; Notice of Application

April 23, 1998.

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

**ACTION:** Notice of application under section 6(c) of the Investment Company Act of 1940 (the "Act") for an exemption from section 15(a) of the Act.

**SUMMARY OF APPLICATION:** The requested order would permit the implementation, without prior shareholder approval, of new investment advisory agreements, for a period of up to 150 days following the later of: (i) the date the assignment of the existing investment advisory agreements is deemed to have occurred, or (ii) the date the requested order is issued (but in no event later than

October 31, 1998), and to permit the investment adviser to certain registered management investment companies to receive all fees earned under the new agreements during this interim period.

**APPLICANTS:** Freedom Mutual Fund ("Freedom Mutual"), on behalf of Freedom Cash Management Fund and Freedom Government Securities Fund ("Freedom Funds"), Freedom Group of Tax Exempt Funds ("Freedom Group"), on behalf of Freedom Tax Exempt Money Fund and Freedom California Tax Exempt Money Fund ("Group Funds"), FundManager Portfolios (together with Freedom Mutual and Freedom Group, "Trusts"), on behalf of FundManager Aggressive Growth Portfolio, FundManager Growth Portfolio, FundManager Growth with Income Portfolio, FundManager Bond Portfolio, FundManager Managed Total Return Portfolio, FundManager International Portfolio (together with the Freedom Funds and the Group Funds, "Funds"), and Freedom Capital Management Corporation (the "Adviser").

**FILING DATES:** The application was filed on March 20, 1998, and amended on April 14, 1998. Applicants have agreed to file an amendment during the notice period, the substance of which is included in this notice.

**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 14, 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 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, Freedom Capital Management Corporation, One Beacon Street, Boston, MA 02108.

**FOR FURTHER INFORMATION CONTACT:** Lisa McCrea, Attorney Adviser (202) 942-0562, or Edward P. Macdonald, Branch Chief, at (202) 942-0564 (Office of Investment Company Regulation, Division of Investment Management).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application