

Moreover, applicants will comply with section 15(f)(1)(B) of the Act for at least two years following consummation of the Transaction, and applicants agree that all Interested Directors will continue to be treated as interested persons of the Companies and the Advisers for all purposes other than section 15(f)(1)(A) for so long as such directors are "interested persons" as defined in section 2 (a) (19) of the Act and are not exempted from such definition by any applicable rules or orders of the SEC. Applicants are not seeking any assurances from the SEC regarding the future status of any such director. Accordingly, applicants argue that no unfair burdens will be placed on the Companies as a result of the Transaction. In addition, because the Transaction will result in the automatic termination of the existing advisory or subadvisory agreement between one of the Advisers and each Company, the Board and shareholders of each Company will have the opportunity to consider and approve the new contract with each Adviser. Such arrangements will continue only if it is determined that they continue to be in the best interests of such Company's shareholders.

Applicants' Condition

Applicants agree that any order of the SEC granting the requested relief will be subject to the following condition:

If, within three years of the completion of the Transaction, it becomes necessary to replace any director, that director will be replaced by a director who is not an "interested person" of any Adviser within the meaning of section 2(a)(19)(B) of the Act, unless at least 75% of the directors at that time are not interested persons of any Adviser, provided that this condition will not preclude replacements with or additions of directors who are interested persons of an Adviser solely by reason of being affiliated persons of broker or dealers who are affiliated persons of another investment adviser to a Company, provided that such brokers or dealers are not affiliated persons of any Adviser.

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

Jonathan G. Katz,
Secretary.

[FR Doc. 97-20049 Filed 7-29-97; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

Agency Meetings; Sunshine Act Meeting

Federal Register Citation of Previous Announcement: (62 FR 40127, July 25, 1997)

STATUS: Closed Meeting.

PLACE: 450 Fifth Street, N.W., Washington, D.C.

DATE PREVIOUSLY ANNOUNCED: July 25, 1997.

CHANGE IN THE MEETING: Additional Items.

The following items will be added to the closed meeting scheduled for Tuesday, July 29, 1997, following the 10:00 a.m. open meeting:

Institution of administrative proceedings of an enforcement nature. Institution of injunctive actions.

The following item will be added to the closed meeting scheduled for Thursday, July 31, 1997, following the 10:00 a.m. open meeting: Opinion.

Commissioner Hunt, as duty officer, determined that Commission business required the above changes and that no earlier notice thereof was possible.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary (202) 942-7070.

Dated: July 28, 1997.

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 97-20168 Filed 7-28-97; 12:24 pm]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release 34-38869; File No. 600-24]

Self-Regulatory Organizations; Delta Clearing Corp.; Notice of Filing and Order Approving a Request for Extension of Temporary Registration as a Clearing Agency

July 24, 1997.

Notice is hereby given that on June 25, 1997, Delta Clearing Corp. ("DCC") filed with the Securities and Exchange Commission ("Commission") an application pursuant to Section 19(a) of the Securities Exchange Act of 1934 ("Act")¹ to extend DCC's temporary registration as a clearing agency.² The

¹ 15 U.S.C. 78s(a).

² Letter from Stephen K. Lynner, Delta Clearing Corp. (June 12, 1997).

Commission is publishing this notice and order to solicit comments from interested persons and to extend DCC's temporary registration as a clearing agency through July 31, 1998.

On January 12, 1990, pursuant to Sections 17A and 19(a) of the Act³ and Rule 17Ab2-1(c) thereunder,⁴ the Commission granted DCC's application for registration as a clearing agency on a temporary basis for a period of thirty-six months.⁵ Since that time, the Commission has extended DCC's temporary registration through July 31, 1997.⁶ DCC now requests that the Commission grant an extension of its original order granting DCC temporary registration as a clearing agency, subject to the same terms and conditions, for a period of twelve months or for such longer period as the Commission deems appropriate.

One of the primary reasons for DCC's registration as a clearing agency was to enable it to provide for the safe and efficient clearance and settlement of transactions involving the over-the-counter trading of options of U.S. Treasury securities. Since that time, the Commission has approved DCC's request to begin clearance and settlement of repurchase agreement transactions involving U.S. Treasury securities as the underlying instrument.⁷ Currently, repurchase agreement transactions constitute the majority of the transactions cleared by DCC.

As a part of its temporary registration, DCC was granted a temporary exemption from the requirements of Section 17A(b)(3)(C),⁸ which requires that the rules of a clearing agency assure the fair representation of its shareholders or members and participants in the selection of its directors and administration of its affairs. While Commission staff and DCC staff have conducted discussions on DCC's proposed method of complying with Section 17A(b)(3)(C), the Commission believes that the issue of DCC's compliance with the fair representation requirements should be completely resolved before DCC

³ 15 U.S.C. 78q-1 and 78s(a).

⁴ 17 CFR 240.17Ab2-1(c).

⁵ Securities Exchange Act Release No. 27611 (January 12, 1990), 55 FR 1890. Prior to a 1996 name change, DCC was named Delta Government Options Corp.

⁶ Securities Exchange Act Release Nos. 31856 (February 11, 1993), 58 FR 9005 (extension until January 12, 1995); 35198 (January 6, 1995), 60 FR 3286 (extension until January 31, 1997); and 38224 (January 31, 1997), 62 FR 5869 (extension until July 31, 1997).

⁷ Securities Exchange Act Release No. 36367 (October 13, 1995), 60 FR 54095.

⁸ 15 U.S.C. 78q-1(b)(3)(C).