

and quality of services previously provided. During the Interim Period, the Advisers would operate under the New Agreements, which would have the same terms and conditions as the respective Existing Agreements, except for the effective dates, termination dates and escrow provisions. Applicants believe that the level of service provided by the Advisers will remain the same under the New Agreements as under the existing ones.

7. Applicants believe that the best interests of shareholders of the Funds would be served by allowing for the implementation of the New Agreements during the Interim Period. Applicants state that allowing the implementation of the New Agreements will ensure that there will be no disruption to the investment program and the delivery of related services to the Funds because the personnel that provide such services to the Funds will remain substantially the same as before the Transaction.

Applicants' Conditions

Applicants agree as conditions to the issuance of the exemptive order requested by the application that:

1. The New Agreements to be implemented following the commencement of the Interim Period will have the same terms and conditions as the respective Existing Agreements, except for the effective dates, termination dates, and escrow provisions.

2. Fees payable to the Advisers by the Funds for the period covered by the order will be maintained during the Interim Period in an interest-bearing escrow account, and will be paid (1) to the Advisers after the requisite approval by shareholders is obtained, or (b) in the absence of such approval, to the relevant Fund.

3. Each Fund will promptly schedule a meeting of shareholders to vote on approval of the New Agreements to be held within 150 days after the commencement of the Interim Period, but in no event later than July 15, 1998.

4. Merrill Lynch and/or Mercury will pay the costs of preparing and filing the application and the costs relating to the solicitation of approval of the Funds' shareholders of the New Agreements.

5. The Advisers will take all appropriate steps to ensure that the scope and quality of advisory and other services provided to the Funds during the Interim Period will be at least equivalent, in the judgment of the respective Boards, including a majority of the directors who are not "interested persons" of the Funds, as defined in section 2(a)(19) of the Act (the "Disinterested Directors"), to the scope

and quality of services previously provided. In the event of any material change in the personnel providing services pursuant to the advisory agreements, the Advisers will apprise and consult with the Boards of the affected Funds in order to assure that the Boards, including a majority of the Disinterested Directors, are satisfied that the services provided will not be diminished in scope or quality.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-33595 Filed 12-23-97; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-39402A; File No. SR-Amex-97-46]

Self-Regulatory Organizations; Notice of Filing and Order Granting Immediate Effectiveness of Proposed Rule Change by American Stock Exchange, Incorporated Relating to the Listing of Commodity Indexed Preferred or Debt Securities

December 17, 1997.

Notice of Corrections

On December 4, 1997 the Securities and Exchange Commission ("SEC" or "Commission") issued a notice of filing and order granting immediate effectiveness of proposed rule change by the American Stock Exchange, Incorporated ("Amex") relating to the listing of commodity indexed preferred or debt securities¹ pursuant to section 19(b)(1) of the Securities Exchange Act of 1934, as amended ("Act"),² and paragraph (e)(6) of Rule 19b-4 under the Act.³ The following sentence should be deleted from the first paragraph of *Section A—Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change*: "[T]he Exchange also will require that the issuer have a minimum tangible net worth of \$150 million."

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

¹ Securities Exchange Act Release No. 34-39402 (December 4, 1997) 62 FR 65459 (December 12, 1997).

² 15 U.S.C. 78s(b)(1).

³ 17 CFR 240.19b-4(e)(6).

⁴ 17 CFR 200.30-3(a)(12).

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-33525 Filed 12-23-97; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-39449; File No. SR-MBSCC-97-08]

Self-Regulatory Organizations; MBS Clearing Corporation; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Electronic Pool Notification Service's Fee Schedule

December 15, 1997.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 ("Act"), notice is hereby given that on October 22, 1997, the MBS Clearing Corporation ("MBSCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which items have been prepared primarily by MBSCC. The Commission is publishing this notice to solicit comments from interested persons on the proposed rule change.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The text of the proposed rule change consists of modifications to the Electronic Pool Notification ("EPN") schedule of charges, which is attached as Exhibit A to the filing.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, MBSCC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. MBSCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.²

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

MBSCC currently assesses message processing fees as reflected in the EPN Schedule of Charges. MBSCC assesses

¹ 15 U.S.C. 78s(b)(1).

² The Commission has modified the text of the summaries prepared by MBSCC.

"On Send" fees of \$.25/million current face from 8:00 a.m. to 1:00 p.m. and \$1.25/million current face from 3:00 p.m. to 5:00 p.m. MBSCC also assesses a message processing "On Receive" fee of \$.50/million current face 8:00 a.m. to 1:00 p.m. MBSCC does not charge a message processing On Receive fee from 3:00 p.m. to 5:00.

On occasion, MBSCC may open the EPN service before 8:00 a.m. or close it after 5:00 p.m. to accommodate the processing needs of its participants.³ When this happens, MBSCC does not charge higher fees for the additional usage. The proposed rule change codifies this practice by amending the EPN Schedule of Charges to reflect that the "On Send" fee will be \$.25/million from the opening of business to 1:00 p.m. and \$1.25/million from 3:00 p.m. to the close of business. The proposed rule change also amends fees to reflect that the EPN "On Receive" fee will be \$.50/million from the opening of business to 1:00 p.m. and no charges from 3:00 p.m. to the close of business. As a result, MBSCC's schedule of charges now reflects that message processing fees will not be altered when the normal hours of operation for the EPN service are extended. MBSCC believes that the proposed rule change is consistent with the requirements of Section 17A of the Act⁴ and the rules and regulations thereunder because it will promote the prompt and accurate clearance and settlement of securities transactions.

(B) Self-Regulatory Organization's Statement on Burden on Competition

MBSCC does not believe that the proposed rule change will impact or impose a burden on competition.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others

No written comments have been solicited or received. MBSCC will notify the Commission of any written comments received by MBSCC.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(i) of the Act⁵ and pursuant to Rule 19b-4(e)(1)⁶ promulgated

thereunder because the proposal constitutes a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of existing MBSCC rules. At any time within sixty days of the filing of such rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Section, 450 Fifth Street, NW., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of MBSCC. All submissions should refer to File No. SR-MBSCC-97-08 and should be submitted by January 14, 1998.

For the Commission by the Division of Market Regulation, pursuant to delegated authority.⁷

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-33527 Filed 12-23-97; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-39458; File No. SR-NASD-97-87]

Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by the National Association of Securities Dealers, Inc. Relating to Extending the Pilot Injunctive Relief Rule

December 17, 1997.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 8, 1997, the National Association of Securities Dealers, Inc. ("NASD" or "Association") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

NASD Regulatory is herewith filing a proposed rule change to extend for six months the pilot injunctive relief rule, Rule 10335 (formerly Section 47) of the Code of Arbitration Procedure ("Code").

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item III below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

NASD Regulation's injunctive relief rule, Rule 10335 of the Code, provides a procedure for obtaining injunctive relief in arbitration and for expediting proceedings for injunctive relief in

³ Conversation between Richard Paley, Associate Counsel, MBSCC, and Jeffrey Mooney, Attorney, Division of Market Regulation, Commission (November 6, 1997).

⁴ 15 U.S.C. 78q-1.

⁵ 15 U.S.C. 78s(b)(3)(A)(i).

⁶ 17 CFR 240.19b-4(e)(1).

⁷ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.