

Minor non-burden impacting editorial changes which include the addition of language required by the Paperwork Reduction Act of 1995 are being proposed to all of the above forms. Completion of the forms is required to obtain a benefit. One response is required of each respondent.

**ADDITIONAL INFORMATION OR COMMENTS:**

To request more information or to obtain a copy of the information collection justification, forms, and/or supporting material, please call the RRB Clearance Officer at (312) 751-3363. Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 N. Rush Street, Chicago, Illinois 60611-2092. Written comments should be received within 60 days of this notice.

Chuck Mierzwa,  
Clearance Officer.

[FR Doc. 97-3560 Filed 2-12-97; 8:45 am]

BILLING CODE 7905-01-M

**Proposed Collection; Comment Request**

**SUMMARY:** In accordance with the requirement of Section 3506(c)(2)(A) of the Paperwork Reduction Act of 1995 which provides opportunity for public comment on new or revised data collections, the Railroad Retirement Board (RRB) will publish periodic summaries of proposed data collections.

*Comments are invited on:* (a) Whether the proposed information collection is necessary for the proper performance of the functions of the agency, including whether the information has practical utility; (b) the accuracy of the RRB's estimate of the burden of the collection of the information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden related to the collection of information on respondents, including the use of automated collection techniques or other forms of information technology.

*Title and purpose of information collection:* Employer's Deemed Service Month Questionnaire; OMB 3220-0156. Under Section 3(i) of the Railroad Retirement Act (RRA), the Railroad Retirement Board (RRB) may deem additional months of service in cases where an employee does not actually work in every month of the year. The RRB utilizes Form GL-99, Employers Deemed Services Month Questionnaire, to obtain service and compensation information from railroad employers needed to determine if an employee can be credited with additional deemed months of railroad service. Completion

is mandatory. One response is required for each RRB inquiry.

No changes are proposed to Form GL-99. The completion time for the GL-99 is estimated at 2 minutes per response. The RRB estimates that approximately 4,000 responses are received annually.

**ADDITIONAL INFORMATION OR COMMENTS:**

To request more information or to obtain a copy of the information collection justification, forms, and/or supporting material, please call the RRB Clearance Officer at (312) 751-3363. Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois 60611-2092. Written comments should be received within 60 days of this notice.

Chuck Mierzwa,  
Clearance Officer.

[FR Doc. 97-3629 Filed 2-12-97; 8:45 am]

BILLING CODE 7905-01-M

**Agency Forms Submitted for OMB Review**

**SUMMARY:** In accordance with the Paperwork Reduction Act of 1995 (44 U.S.C. Chapter 35), the Railroad Retirement Board has submitted the following proposal(s) for the collection of information to the Office of Management and Budget for review and approval.

**SUMMARY OF PROPOSAL(S):**

(1) *Collection title:* Application for Spouse Annuity Under the Railroad Retirement Act.

(2) *Form(s) submitted:* AA-3

(3) *OMB Number:* 3220-0042

(4) *Expiration date of current OMB clearance:* May 31, 1997

(5) *Type of request:* Revision of a currently approved collection.

(6) *Respondents:* Individuals or households

(7) *Estimated annual number of respondents:* 10,800

(8) *Total annual responses:* 10,800

(9) *Total annual reporting hours:* 5,982

(10) *Collection description:* The Railroad Retirement Act (RRA) provides for the payment of annuities to spouses of railroad retirement annuitants who meet the requirements under the RRA. The application obtains information supporting the claim for benefits based on being a spouse of an annuitant.

The information is used in determining entitlement to and amount of the annuity applied for.

**ADDITIONAL INFORMATION OR COMMENTS:**

Copies of the form and supporting documents can be obtained from Chuck

Mierzwa, the agency clearance officer (312-751-3363). Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois 60611-2092 and the OMB reviewer, Laura Oliven (202-395-7316), Office of Management and Budget, Room 10230, New Executive Office Building, Washington, DC 20503. Chuck Mierzwa,  
Clearance Officer.

[FR Doc. 97-3615 Filed 2-12-97; 8:45 am]

BILLING CODE 7905-01-M

**SECURITIES AND EXCHANGE COMMISSION**

[Rel No. IC-22500; International Series Release No. 1050/812-7531].

**The Emerging Germany Fund Inc.; Notice of Application**

February 7, 1997.

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

**ACTION:** Notice of application for exemption under the Investment Company Act of 1940 (the "Act").

**APPLICANTS:** The Emerging Germany Fund Inc. (the "Fund") and each other registered investment company for which RCM Capital Management, L.L.C. ("RCM"), Dresdner Bank AG ("Dresdner Bank") or any of Dresdner Bank's other subsidiaries or affiliates may in the future serve as investment adviser or manager (the "Prospective Funds").

**RELEVANT ACT SECTIONS:** Order requested under section 10(f) for an exemption from that section.

**SUMMARY OF APPLICATION:** Applicants seek an order to permit them to purchase securities in underwritten public offerings in the Federal Republic of Germany ("Germany") in which Dresdner Bank or one of its affiliates acts as a principal underwriter.

**FILING DATES:** The application was filed on June 1, 1990, and amended on January 25, 1991 and November 13, 1996.

**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 March 4, 1997, 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 5th Street, N.W., Washington, D.C. 20549. Applicants, Four Embarcadero Center, Suite 3000, San Francisco, California 94111.

**FOR FURTHER INFORMATION CONTACT:** Joseph B. McDonald, Jr., Senior Counsel, at (202) 942-0533, 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 at the SEC's Public Reference Branch.

#### Applicants' Representation

1. The Fund, organized as a Maryland Corporation, is a non-diversified, closed-end management investment company registered under the Act. The investment objective of the Fund is to seek long-term capital appreciation through investment in equity and equity-linked securities of German companies. Under normal market conditions, the Fund will invest at least 65% of its total assets in such securities. The Fund also may invest up to 35% of its total assets in equity and equity-linked securities of companies other than German companies.

2. The Fund's investment adviser and manager is RCM, a limited liability company organized under the laws of the state of Delaware. Dresdner Bank, a corporation organized under the laws of Germany, owns 100% of the outstanding voting equity securities of RCM. Dresdner Bank is a member of all eight of the German stock exchanges and frequently acts as lead manager or co-manager for underwritten public offerings of both debt and equity securities.

3. The Fund and the Prospective Funds wish to participate in underwritten public offerings of securities in Germany in which Dresdner Bank or an affiliate acts as a principal underwriter. RCM is an "affiliated person" of Dresdner Bank, and the investment adviser or manager of each Prospective Fund will be an "affiliated person" of Dresdner Bank, in each case as the term "affiliated person" is defined in section 2(a)(3) of the Act.

#### Applicants' Legal Analysis

1. Section 10(f) of the Act provides, in part, that no registered investment company shall knowingly purchase or otherwise acquire, during the existence of any underwriting or selling syndicate, any security a principal underwriter of which is an investment adviser of such registered company, or is a person of which any such investment adviser is an affiliated person. Because applicants' investment advisers and managers are affiliated with Dresdner Bank, applicants are prohibited from purchasing securities from an underwriting syndicate in which Dresdner Bank or any of its affiliates participates as a principal underwriter.

2. Notwithstanding the section 10(f) prohibition, the section provides that the SEC may exempt conditionally or unconditionally any transaction or classes of transactions from any of the provisions of section 10(f) if and to the extent that the exemption is consistent with the protection of investors. Applicants believe that the granting of the requested exemption is consistent with the protection of investors.

3. Rule 10f-3 under the Act provides that purchases of securities by a registered investment company otherwise prohibited by section 10(f) are exempt from such section if certain specified conditions are met. Subparagraph (a)(1) of rule 10f-3 requires that the securities purchased be part of an issue registered under the Securities Act of 1933 (the "Securities Act"). Applicants intend to invest in equity and equity-linked securities of German companies that are not required to be registered under the Securities Act. Accordingly, applicants cannot meet the above condition. Applicants, however, represent that they will satisfy all other conditions of rule 10f-3 with regard to purchases from public offerings in Germany. In addition, applicants submit that all securities purchased in Germany under circumstances subject to section 10(f) will be purchased in public offerings conducted in accordance with the laws of Germany and the rules and regulations of the German stock exchanges, and all subject German issuers will have available to prospective purchasers financial statements, audited in accordance with the standards of Germany, for the two years prior to purchase.

4. Public offerings in Germany take the form of public subscription, in which the underwriters invite the public or their customers to make offers to subscribe to the new securities, or of outright sale, where the underwriters

acquire and resell the securities allotted to and subscribed to by them.<sup>1</sup> With respect to subsequent issuances of equity or equity-linked securities of German stock corporations, existing shareholders generally have statutory preemptive rights to these securities. Subscription rights that are not exercised by the existing shareholders are sold on the open market.

5. The public offering price of a security is fixed at the time of initial issuance and is published in the offering prospectus. However, applicants represent that, theoretically, securities may be offered to and purchased by affiliates of issuers and underwriters as part of a public offering on terms more favorable than those available to unaffiliated offerees and subscribers in the offering. Applicants contend that this is unlikely to happen in practice because it makes the new stock less attractive to potential investors. Applicants represent that the German Stock Exchange Admission Regulation (promulgated under the German Exchange Act) and the Securities Sales Prospectuses Act require such a variance between the offering terms to affiliates and non-affiliates to be disclosed in the offering prospectus. Consequently, applicants will not purchase securities in any offering in which the offering prospectus discloses that any portion of the securities being sold in the offering may be sold to any other investor at a price more favorable than the price available to applicants.

6. Applicants state that the number of subscribers participating in a public offering in Germany will vary significantly depending on the means of distribution selected in a particular offering and the nature of the existing trading market for an issuer's securities. Accordingly, securities that are admitted for trading on the official market of a German stock exchange may have a greater number of subscribers than securities admitted for trading on the regulated unlisted market due to the comparatively greater size of the official market. Applicants assert that regardless of whether the securities are admitted for trading on the official market or the regulated unlisted market, and regardless of whether the securities are purchased by public subscription or outright sale, a public offering is not

<sup>1</sup> Beginning in 1994, many public offerings, particularly those with a foreign tranche, have been conducted in accordance with the Anglo-American system of "book-building," in which the shares are allocated among underwriters according to an order book established on the basis of a share price range announced at the commencement of the offering. The book building process may be used for both firm commitment underwritings and underwritings conducted on a "best efforts" basis.

limited to a few participants. Applicants will not participate in offerings in which the securities are not widely disseminated. Applicants state that securities purchased pursuant to the relief granted will be admitted for trading on the official market or the regulated unlisted market on one or more of the German stock exchanges, or have been approved for admission to the official or the regulated unlisted market but are not yet admitted or listed.

7. For a security to be officially listed on the German stock exchanges, the German Exchange Act requires publication of a prospectus which contains all information considered material to an evaluation of the securities to be listed. Applicants applying for official listing on the exchanges must provide complete details of the issue, including the latest audited financial statements, and have available audited financial statements for the last three consecutive years. Applications for admission to trading in the regulated unlisted market must contain essentially similar information as that required for official listing, but in a condensed form.

8. Applicants represent that German public offerings may be conducted under three principal forms: the purchase contract, the commission agreement, and the agency contract. With respect to initial public offerings conducted on a "purchase contract" basis, the underwriting banks commit to purchase all of the securities at a fixed price and hold them either individually or as joint owners. With respect to subsequent issuances of securities of existing corporations, such offerings conducted on a purchase contract basis also will commit the underwriting bank to purchase all the securities issued, including those subject to preemptive rights, at a fixed price. Accordingly, the underwriting banks fully assume the risk of not finding sufficient third party purchasers for the securities subscribed under a purchase agreement. Under a "commission agreement," the banks are commission agents and sell the issue to investors in their name, but for the account of the issuer, whereas with an "agency contract," the banks sell the securities as representatives of the issuer in the name and for the account of the issuer. In either a "commission agreement" or an "agency contract," the marketing risk generally remains with the issuer. Because clause (3) of paragraph (a) of rule 10f-3 requires the underwriters to purchase all the securities being offered (except those purchased by others pursuant to a rights offering), applicants undertake not to purchase securities in any offering in

which the offering prospectus discloses that the securities are subject to a "commission agreement" or "agency contract" rather than a "purchase contract."

9. The only condition of rule 10f-3 that applicants cannot satisfy is that the securities will be registered under the Securities Act. Applicants assert that this registration requirement is largely a by-product of the requirement that the investment company purchase the securities at the public offering price (which ordinarily would not exist absent registration). In addition, registration tends to indicate that the securities were issued more or less in the "ordinary course" of business. Applicants note that the registration requirement appears in the same subparagraph as the requirements that a registered investment company purchase the securities in a firm commitment underwriting, on the first day of the public offering, and for no more than the public offering price, indicating that registration is closely related to these requirements. Applicants believe that purchasing the securities at issue pursuant to a public offering conducted in accordance with German law, together with a requirement that audited financial statements for the previous two years be available to all prospective purchasers, provides an adequate substitute for the registration requirement. The availability of such financial statements, as well as other disclosure required of issuers under German law, provide RCM with sufficient information to make informed investment decisions. Taken together with the requirement that securities subject to section 10(f) be purchased in public offerings conducted in accordance with German law, investors can be assured that the securities are issued in the "ordinary course" of business. In light of these requirements, as well as the protection afforded by the other provisions of rule 10f-3, applicants believe that such purchases will not raise any of the concerns addressed by section 10(f) and that applicants' shareholders will be adequately protected.

10. In light of the foregoing, applicants request that an order be entered, pursuant to section 10(f), exempting applicants on the conditions set forth below to permit purchases of securities in public offerings in Germany in which Dresdner Bank or any of its affiliates participates as a principal underwriter.

#### Applicants' Conditions

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

1. With the exception of paragraph (a)(1) of rule 10f-3, all other conditions set forth in rule 10f-3 will be satisfied.
2. The foreign securities subject to section 10(f) will be purchased in a public offering conducted in accordance with the laws of Germany and the rules and regulations of the German stock exchanges.
3. All subject German issuers will have available to prospective purchasers financial statements, audited in accordance with the standards of Germany, for the two years prior to the purchase.
4. The securities purchased are admitted for trading on the official market or the regulated unlisted market on one or more of the German stock exchanges, or have been approved for admission to the official or the regulated unlisted market but are not yet admitted or listed.

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

Margaret H. McFarland,  
*Deputy Secretary.*

[FR Doc. 97-3541 Filed 2-12-97; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-22501; No. 811-8562]

#### Insurance Investments Products Trust

February 7, 1997.

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

**ACTION:** Notice of application for an order under the Investment Company Act of 1940 ("1940 Act").

**APPLICANTS:** Insurance Investments Products Trust (the "Applicant" or the "Trust").

**RELEVANT 1940 ACT SECTIONS:** Order requested under Section 8(f) of the 1940 Act and Rule 8f-1 thereunder.

**SUMMARY OF APPLICATION:** Applicant seeks an order declaring that it has ceased to be an investment company as defined by the 1940 Act.

**FILING DATE:** The application was filed on January 2, 1997.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Secretary of the Commission and serving Applicant with a copy of the request, personally or by mail. Hearing requests must be received by the Commission by 5:30 p.m. on March 4, 1997, and should be