affiliated person of such person, acting as principal, from selling to or purchasing from such investment company any security or other property, Section 2(a)(3) of the Act, in relevant part, defines ''affiliated person'' to include: (a) Any person directly or indirectly owning, controlling, or holding with the power to vote, 5% or more of the outstanding voting securities of such other person; (b) any person directly or indirectly controlling, controlled by, or under common control with, such other person; and (c) if such other person is an investment company, any investment adviser of the investment company. Applicants state that, because the Common/Collective Funds may viewed as acting as principals in the CF Conversion and because the Common/Collective Funds and the Nations Funds may be viewed as being under the common control of Bank of America within the meaning of section 2(a)(3)(C) of the Act, the CF Conversion may be subject to the prohibitions contained in section 17(a).

2. Rule 17a–7 under the Act exempts certain purchase and sale transactions otherwise prohibited by section 17(a) if an affiliation exists solely by reason of having a common investment adviser, common directors, and/or common officers, provided, among other requirements, that the transaction involves a cash payment against prompt delivery of the security. Applicants may not rely on rule 17a–7 for the CF Conversion because the ownership of more than five percent of the outstanding voting shares of the Nations Funds by the Benefit Plans may be deemed to create an affiliation ''not solely by reason of'' having a common investment adviser, directors, and/or common officers.

3. Rule 17a–8 under the Act exempts from the prohibitions of section 17(a) certain mergers, consolidations, or purchases or sales of substantially all of the assets of registered investment companies that are affiliated persons solely by reason of having a common investment adviser, common directors/trustees, and/or common officers, provided that certain conditions are satisfied. Although applicants state that the CF Conversion will be a sale of substantially all of the assets of the Common/Collective funds, applicants may not rely on rule 17a–8 for the CF Conversion because the Common/Collective Funds are not registered investment companies, and because the Common/Collective Funds and the Nations Funds have affiliations other than those covered by the rule.

4. Section 17(b) of the Act provides that the SEC shall exempt a proposed transaction from section 17(a) if evidence establishes that: (a) the terms of the proposed transaction are reasonable and fair and do not involve overreaching; (b) the proposed transaction is consistent with the policy of the registered investment company involved; and (c) the proposed transaction is consistent with the general purposes of the Act. Section 6(c) provides that the SEC may exempt any person or transaction from any provision of the Act or any rule under the Act to the extent that such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

5. Applicants seek an order under section 17(b) of the Act to permit the CF Conversion and under sections 6(c) and 17(b) to permit the Future Relief. Applicants submit that the proposed transactions satisfy the standards for relief under sections 17(b) and 6(c) of the Act. Applicants state that the securities to be acquired by the Nations Funds are consistent with the investment policies of the participating Nations Funds. With respect to the Nations Funds, the CF Conversions will be executed in accordance with procedures previously adopted by the Nations Funds' respective boards of directors/trustees (the ''Boards'') in accordance with 17a–7(e) of the Act, and the provisions of rule 17a–7(b), (c), and (d), and (f) also will be satisfied with respect to the Nations Funds. The Boards, including a majority of the directors/trustees who are not interested persons are defined in section 2(a)(19) of the Act (''Disinterested Members''), have determined that participation by each series of the Nations Funds in the CF Conversion is in the best interests of each series and that the interests of existing shareholders of each series will not be diluted as a result of the CF Conversion. These findings, and the basis upon which they were made, will be recorded in the books of the Nations Funds. With respect to the Common/Collective Funds, Bank of America will have determined in accordance with its fiduciary duty as trustee and fiduciary for the Common/Collective Funds and the Participants that the CF Conversion is in the best interest of the Participants in each of the Common/Collective Funds.

Applicants' Conditions

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

1. The CF Conversion will comply with the terms of rule 17a–7(b) through (f).

2. The CF Conversion will not occur unless and until each relevant Board, including a majority of such Board's Disinterested Members, finds that participation by each individual series of the Nations Funds in the CF Conversion is in the best interests of each such series of the Nations Funds and that the interests of existing shareholders of such series of the Nations Funds will not be diluted as a result of the CF Conversion. These findings, and the bases upon which they are made, will be recorded in the minute books of the Nations Funds.

3. The CF Conversion will not occur unless and until Bank of America, as trustee and fiduciary in accordance with its fiduciary duties as trustee and fiduciary for each of the Common/Collective Funds and the Participants thereof, has determined that the CF Conversion is in the best interests of Participants in each of the Common/Collective Funds.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 00–6366 Filed 3–14–00; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[File No. 500–1]

eConnect; Order of Suspension of Trading

March 13, 2000.

It appears to the Securities and Exchange Commission that there is a lack of current, adequate and accurate information concerning the securities of eConnect, a Nevada corporation. Questions have been raised about the adequacy and accuracy of publicly disseminated information concerning, among other things, a purported licensing agreement with Palm, Inc., a strategic alliance with a registered broker-dealer and certain Internet referrals and revenue.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above listed company is suspended for the period from 9:30 a.m. EST, March 13,

2000, through 11:59 p.m. EST, on March 24, 2000.

By the Commission.

Johnathan G. Katz,

Secretary.

[FR Doc. 00–6507 Filed 3–13–00; 12:02 pm]

BILLING CODE 8010–N–M

SECURITIES AND EXCHANGE COMMISSION

[File No. 500–1]

U.N. Dollars Corporation; Order of Suspension of Trading

March 13, 2000.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of U.N. Dollars Corporation (''UNDR'') because of questions regarding the accuracy of assertions made by UNDR, and by others, in documents sent to and statements made to market makers of the stock of UNDR, other broker dealers, and to investors concerning among other things: (1) Contracts entered into by UNDR, (2) sources of financing claimed by UNDR, and (3) possible artificial manipulation of the market for the stock of UNDR.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above listed company is suspended for the period from 9:30 a.m. EST, March 13, 2000 through 11:59 p.m. EST, on March 24, 2000.

By the Commission.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 00–6508 Filed 3–13–00; 12:02 pm]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–42503; File No. SR–CHX–99–11]

Self-Regulatory Organizations; Order Approving Proposed Rule Change by the Chicago Stock Exchange, Incorporated Relating to Specialist Retention Periods for Nasdaq National Market Securities Traded on the Exchange Pursuant to Unlisted Trading Privileges

March 8, 2000.

I. Introduction

On August 19, 1999, the Chicago Stock Exchange, Incorporated (''CHX'' or ''Exchange'') filed with the Securities and Exchange Commission (''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] a proposed rule change to modify co-specialist retention periods for securities listed on the Exchange and to eliminate co-specialist retention periods for Nasdaq National Market (''Nasdaq/NM'') securities traded on the Exchange pursuant to unlisted trading privileges.[3] The **Federal Register** published the proposed rule change for comment on October 12, 1999, and the portion related to listed securities was approved, on an accelerated basis, at that time.[4] The Commission received no comments on the proposal. This order approves the proposal.

II. Description of Proposal

The Exchange proposes eliminating retention periods for co-specialists in Nasdaq/NM securities provided that at least five calendar days notice is given to order sending firms. Because the number of Nasdaq/NM securities that the Exchange can trade pursuant to unlisted trading privileges (''UTP'') is limited,[5] stock allocation issues relating to Nasdaq/NM securities that are distinct from allocation issues relating to other securities traded on the Exchange have developed. Specifically, because the existing 1,000 security limit on the total number of Nasdaq/NM securities that can be traded UTP on an Exchange-wide basis has been largely filled, co-specialists in Nasdaq/NM securities cannot acquire a new Nasdaq/NM issue until they deregister in an issue they currently trade and that security is removed from the list of Nasdaq/NM securities traded on the Exchange. The current specialist deregistration rules, however, do not provide the flexibility to quickly complete this procedure.[6] In addition, the current rules do not provide Nasdaq/NM specialist firms sufficient flexibility to reallocate stocks awarded in competition between co-specialists within the same specialist unit when a co-specialist's stocks become active and volatile.[7]

To address these concerns, the Exchange is proposing to eliminate the retention restrictions on co-specialists for Nasdaq/NM securities governed by Interpretation and Policy .01 to Rule 1. The amended interpretation will permit co-specialists in Nasdaq/NM issues to deregister in an issue more quickly, to allow them to respond to market developments. In addition, and, subject to the continuing authority of the Exchange's Committee on Specialist Assignments and Evaluation, the proposal permits co-specialists in Nasdaq/NM securities to deregister at any time after providing at least five calendar days notice to order sending firms, and allows intra-firm transfers of Nasdaq/NM securities awarded in competition without a mandatory retention period.[8]

The Exchange will ensure that there will be no disruption to the marketplace as a result of relaxed stock retention requirements.[9] The Exchange believes

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] Securities Exchange Act Release No. 41922 (Sept. 26, 1999), 64 FR 55324 (Oct. 12, 1999).

[4] *Id.* The order permanently approved a pilot program relating to the time periods for which a co-specialist must trade a security listed on the Exchange prior to deregistering as the specialist for that security as set forth in CHX Rules, Article XXX, Rule 1, Interpretation and Policy .01.

[5] Securities Exchange Act Rel. No. 41392 (May 12, 1999), 64 FR 27839 (May 21, 1999).

[6] Interpretation and Policy .01 to Article XXX, Rule 1 of the CHX Rules requires two years to elapse before an intra-firm transfer of an issue awarded in competition (*i.e.*, transfer of the issue to another co-specialist within the same specialist unit) is permitted without posting. No time period is required before an intra-firm transfer of an issue awarded without competition is allowed. Before a co-specialist is able to deregister in a security if no other specialist would be assigned to the security after posting and deregistration, a co-specialist was required to trade the security for three months for securities awarded without competition, and one year for securities awarded in competition.

[7] In such a situation, a specialist unit might deem it to be in the best interests of customers and the Exchange to transfer the stock to another co-specialist within the same specialist unit that is assigned to a fewer number of issues or is more experienced.

[8] There is currently no minimum retention period for intra-firm transfers of securities awarded without competition. *See* Article XXX, Rule 1, Interpretation and Policy .01.

[9] The Exchange represents that the proposed rule change will have no ramifications on the UTP Plan governing the collection, consolidation and dissemination of quotation and transaction information for NASDAQ/NM securities. Telephone call between Paul O'Kelly, Executive Vice President, CHX, and Sonia Patton, Attorney, Division, Commission, on March 8, 2000.