

by contacting the Cognizant ACRS staff prior to the meeting. In view of the possibility that the schedule for ACRS meetings may be adjusted by the Chairman as necessary to facilitate the conduct of the meeting, persons planning to attend should check with the Cognizant ACRS staff if such rescheduling would result in major inconvenience.

Further information regarding topics to be discussed, whether the meeting has been canceled or rescheduled, as well as the Chairman's ruling on requests for the opportunity to present oral statements and the time allotted therefor can be obtained by contacting Mr. Sam Duraiswamy, Cognizant ACRS staff (301-415-7364), between 7:30 a.m. and 4:15 p.m., e.t.

ACRS meeting agenda, meeting transcripts, and letter reports are available through the NRC Public Document Room at [pdr@nrc.gov](mailto:pdr@nrc.gov), or by calling the PDR at 1-800-397-4209, or from the Publicly Available Records System (PARS) component of NRC's document system (ADAMS) which is accessible from the NRC Web site at <http://www.nrc.gov/reading-rm/adams.html> or <http://www.nrc.gov/reading-rm/doc-collections/> (ACRS & ACNW Mtg schedules/agendas).

Videoteleconferencing service is available for observing open sessions of ACRS meetings. Those wishing to use this service for observing ACRS meetings should contact Mr. Theron Brown, ACRS Audio Visual Technician (301-415-8066), between 7:30 a.m. and 3:45 p.m., e.t., at least 10 days before the meeting to ensure the availability of this service. Individuals or organizations requesting this service will be responsible for telephone line charges and for providing the equipment and facilities that they use to establish the videoteleconferencing link. The availability of videoteleconferencing services is not guaranteed.

Dated: August 11, 2005

**Andrew L. Bates,**

*Advisory Committee Management Officer.*

[FR Doc. E5-4486 Filed 8-16-05; 8:45 am]

BILLING CODE 7590-01-P

## OVERSEAS PRIVATE INVESTMENT CORPORATION

### September 8, 2005 Public Hearing

*Time and Date:* 2 p.m., Thursday, September 8, 2005.

*Place:* Offices of the Corporation, Twelfth Floor Board Room, 1100 New York Avenue, NW., Washington, DC.

*Status:* Hearing Open to the Public at 2 p.m.

*Purpose:* Public Hearing in conjunction with each meeting of OPIC's Board of Directors, to afford an opportunity for any person to present views regarding the activities of the Corporation.

#### *Procedures:*

Individuals wishing to address the hearing orally must provide advance notice to OPIC's Corporate Secretary no later than 5 p.m., Wednesday, August 31, 2005. The notice must include the individual's name, title, organization, address, and telephone number, and a concise summary of the subject matter to be presented.

Oral presentations may not exceed ten (10) minutes. The time for individual presentations may be reduced proportionately, if necessary, to afford all participants who have submitted a timely request to participate in an opportunity to be heard.

Participants wishing to submit a written statement for the record must submit a copy of such statement to OPIC's Corporate Secretary no later than 5 p.m. Wednesday, August 31, 2005. Such statements must be typewritten, double-spaced, and may not exceed twenty-five (25) pages.

Upon receipt of the required notice, OPIC will prepare an agenda for the hearing identifying speakers, setting forth the subject on which each participant will speak, and the time allotted for each presentation. The agenda will be available at the hearing.

A written summary of the hearing will be compiled, and such summary will be made available, upon written request to OPIC's Corporate Secretary, at the cost of reproduction.

#### *Contact Person For Information:*

Information on the hearing may be obtained from Connie M. Downs at (202) 336-8438, via facsimile at (202) 218-0136, or via e-mail at [cdown@opic.gov](mailto:cdown@opic.gov).

Dated: August 15, 2005.

**Connie M. Downs,**

*OPIC Corporate Secretary.*

[FR Doc. 05-16380 Filed 8-15-05; 12:07 pm]

BILLING CODE 3210-01-M

## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 27027; 812-13026]

### AXP California Tax-Exempt Trust, et al.; Notice of Application

August 11, 2005.

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

**ACTION:** Notice of application for an order under section 12(d)(1)(J) of the

Investment Company Act of 1940 ("Act") for an exemption from sections 12(d)(1)(A) and (B) of the Act, under sections 6(c) and 17(b) of the Act for an exemption from section 17(a) of the Act, and under section 17(d) of the Act and rule 17d-1 under the Act to permit certain joint transactions.

*Applicants:* AXP California Tax-Exempt Trust, AXP Dimensions Series, Inc., AXP Discovery Series, Inc., AXP Equity Series, Inc., AXP Fixed Income Series, Inc., AXP Global Series, Inc., AXP Government Income Series, Inc., AXP Growth Series, Inc., AXP High Yield Income Series, Inc., AXP High Yield Tax-Exempt Series, Inc., AXP Income Series, Inc., AXP International Series, Inc., AXP Investment Series, Inc., AXP Managed Series, Inc., AXP Market Advantage Series, Inc., AXP Money Market Series, Inc., AXP Partners International Series, Inc., AXP Partners Series, Inc., AXP Sector Series, Inc., AXP Selected Series, Inc., AXP Special Tax-Exempt Series Trust, AXP Stock Series, Inc., AXP Strategy Series, Inc., AXP Tax-Exempt Series, Inc., AXP Tax-Free Money Series, Inc. (together, the "AXP Funds"), AXP Variable Portfolio-Income Series, Inc., AXP Variable Portfolio-Investment Series, Inc., AXP Variable Portfolio-Managed Series, Inc., AXP Variable Portfolio-Money Market Series, Inc., AXP Variable Portfolio-Partners Series, Inc., AXP Variable Portfolio-Select Series, Inc. (these six entities together, the "Variable Portfolio Funds"), Growth Trust, Growth and Income Trust, Income Trust, Tax-Free Income Trust, World Trust (these five entities together, the "Master Trusts") and Ameriprise Financial, Inc., formerly known as American Express Financial Corporation ("AFI", and together with the AXP Funds, the Variable Portfolio Funds and the Master Trusts, the "Applicants").<sup>1</sup>

<sup>1</sup> Applicants request that any relief granted also apply to (i) any existing or future registered management investment companies and their series that are part of the same "group of investment companies" as defined in section 12(d)(1)(G) of the Act and for which AFI or a person controlling, controlled by or under common control (within the meaning of section 2(a)(9) of the Act) with AFI (each, an "Adviser") serves as investment adviser ("Registered Funds") and (ii) any existing or future unregistered entities for which an Adviser serves as investment adviser, trustee, managing member or general partner exercising investment discretion, and which are excepted from the definition of investment company pursuant to section 3(c)(1) or section 3(c)(7) of the Act ("Unregistered Funds"), qualified employee benefit plans, trusts, institutional accounts, bank common funds and bank collective trusts (within the meaning of section 3(c)(11) of the Act) that are not investment companies as defined in the Act ("Other Institutional Clients", and together with the

*Summary of Application:* Applicants request an order to permit certain registered management investment companies and unregistered entities to invest uninvested cash and cash collateral in affiliated registered money market funds.

*Filing Dates:* The application was filed on September 30, 2003 and amended on May 20, 2005 and August 8, 2005.

*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 Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on September 1, 2005, and should be accompanied by proof of service on the 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 Commission's Secretary.

**ADDRESSES:** Secretary, Commission, 100 F Street, NE., Washington, DC, 20549-9303; Applicants, c/o Arthur C. Delibert, Esq. and Fatima Sulaiman, Esq., Kirkpatrick & Lockhart Nicholson Graham LLP, 1800 Massachusetts Avenue, NW, Washington, DC, 20036-1221.

**FOR FURTHER INFORMATION CONTACT:** Shannon Conaty, Senior Counsel, at (202) 551-6827 or Janet M. Grossnickle, Branch Chief, at (202) 551-6821 (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 Commission's Public Reference Branch, 100 F Street, NE., Washington, DC 20549-0102 (telephone (202) 551-5850).

### Applicants' Representations

1. Each of the Registered Funds is registered under the Act as an open-end management investment company. Except for AXP California Tax-Exempt Trust, AXP Special Tax-Exempt Series Trust and the Master Trusts, each

Registered Funds and the Unregistered Funds, the "Clients"). All existing Advisers, Registered Funds and Unregistered Funds that currently intend to rely on the requested relief have been named as applicants. All entities that rely on the requested order in the future will do so only in accordance with the terms and conditions of the application.

Registered Fund is a corporation organized under the laws of the State of Minnesota. AXP California Tax-Exempt Trust, AXP Special Tax-Exempt Series Trust and the Master Trusts are organized as Massachusetts business trusts. AFI serves as the investment adviser to the Registered Funds. Each of AFI and any other Adviser serving as investment adviser to a Registered Fund is registered under the Investment Advisers Act of 1940.

2. Certain of the Registered Funds are "feeder funds" ("Feeder Funds") that seek to achieve their respective investment objectives by investing all their net investable assets, in reliance on section 12(d)(1)(E) of the Act, in corresponding series of the Registered Funds which are "master funds" ("Master Funds").<sup>2</sup> Shares of the Variable Portfolio Funds are sold exclusively to insurance company separate accounts that fund variable annuity and/or variable life contracts.

3. Certain of the Clients ("Participating Clients") have, or may be expected to have, cash reserves that have not been invested in portfolio securities ("Uninvested Cash").<sup>3</sup> Uninvested Cash may result from a variety of sources, including dividends or interest received on portfolio securities, unsettled securities transactions, reserves held for investment strategy purposes, scheduled maturity of investments, proceeds from liquidation of investment securities to meet anticipated redemptions and dividend payments, and new monies received from investors. Certain of the Participating Clients also may participate in a securities lending program under which a Participating Client may lend its portfolio securities to registered broker-dealers or other institutional investors deemed by the Adviser to be in good standing ("Securities Lending Program"). The loans will be continuously secured by collateral which may include cash ("Cash Collateral", and together with Uninvested Cash, "Cash Balances")

<sup>2</sup> Applicants also wish to have the flexibility to allow the Feeder Funds to engage directly in the transactions described in the application if, in the future, the Feeder Funds were to terminate their master-feeder structure and instead invest directly in investment securities as single-tier funds. To have this flexibility, Applicants request relief to engage in the transactions described in the application on behalf of each Feeder Fund as well as each Master Fund. Applicants further acknowledge that if the Feeder Funds terminate their master-feeder structure, the Feeder Funds will rely on the requested relief only in accordance with all of the terms and conditions of the application.

<sup>3</sup> The Participating Clients that are Registered Funds are the "Participating Funds."

equal at all times to at least the market value of the securities loaned.

4. Applicants request relief to the extent necessary to permit: (i) The Participating Clients to utilize Uninvested Cash to purchase shares of one or more Registered Funds that comply with rule 2a-7 under the Act ("Money Market Funds") and to redeem such shares; (ii) each of the Participating Clients to utilize Cash Collateral received from the borrowers of its portfolio securities in connection with the Participating Client's Securities Lending Program to purchase shares of one or more of the Money Market Funds and to redeem such shares; (iii) the Money Market Funds to sell shares to, and purchase such shares from, the Participating Clients; and (iv) an Adviser to effect such purchases and sales. The Money Market Funds will seek current income, liquidity and capital preservation by investing exclusively in short-term money market instruments that are valued at their amortized cost pursuant to rule 2a-7 under the Act. Investment of Cash Balances in shares of the Money Market Funds will be in accordance with each Participating Fund's investment restrictions, if any, and will be consistent with its objectives and policies as set forth in its registration statement and reports filed under the Act. Applicants submit that investing Cash Balances in shares of the Money Market Funds is in the best interests of the Participating Funds and their shareholders because the Participating Funds expect to benefit from economies of scale that maximize investment opportunities, minimize credit and interest rate risks, facilitate management of liquidity and minimize administrative costs.

### Applicants' Legal Analysis

1. Section 12(d)(1)(A) of the Act provides that no registered investment company may acquire securities of another investment company if such securities represent more than 3% of the acquired company's outstanding voting stock, more than 5% of the acquiring company's total assets, or if such securities, together with the securities of other acquired investment companies, represent more than 10% of the acquiring company's total assets. Section 12(d)(1)(B) of the Act provides that no registered open-end investment company, its principal underwriter or any broker or dealer may sell any security of the company to another investment company if the sale will cause the acquiring company to own more than 3% of the acquired company's voting stock, or if the sale

will cause more than 10% of the acquired company's voting stock to be owned by investment companies. Any entity that is excluded from the definition of "investment company" under section 3(c)(1) or 3(c)(7) of the Act is deemed to be an investment company for the purposes of the 3% limitation specified in sections 12(d)(1)(A) and (B) with respect to purchases by and sales to such entity of securities of a registered investment company.

2. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction (or any classes thereof) from any provision of section 12(d)(1) if, and to the extent that, such exemption is consistent with the public interest and the protection of investors. Applicants request an exemption from the provisions of sections 12(d)(1)(A) and (B) to the extent necessary to permit each Participating Fund and Unregistered Fund to invest Cash Balances in the Money Market Funds. Applicants also request relief to the extent necessary to permit a Money Market Fund, its principal underwriter and any broker or dealer to sell shares of the Money Market Fund to the Participating Funds and Unregistered Funds in excess of the percentage limitations in section 12(d)(1)(B).

3. Applicants state that the proposed arrangement will not result in the abuses that sections 12(d)(1)(A) and (B) were intended to prevent. Applicants state that because each Money Market Fund will maintain a highly liquid portfolio, a Participating Fund or Unregistered Fund will not be in a position to gain undue influence over a Money Market Fund through threat of redemption. Applicants also submit that the proposed arrangement will not result in the inappropriate layering of fees because shares of the Money Market Funds sold to the Participating Funds will not be subject to a sales load, redemption fee, asset-based distribution fee adopted in accordance with rule 12b-1 under the Act or service fee (as defined in rule 2830(b)(9) of the Conduct Rules of the National Association of Securities Dealers, Inc. ("NASD")), or, if such shares are subject to any such fees, the Adviser for each Participating Fund will waive its advisory fee for each Participating Fund in an amount that offsets the amount of such fees incurred by the Participating Fund. If a Money Market Fund offers more than one class of shares, a Participating Fund will invest its Cash Balances only in the class with the lowest expense ratio (taking into account the expected impact of the

Participating Fund's investment) at the time of the investment. In connection with approving any advisory contract between an Adviser and the Participating Funds, the boards of directors, trustees or managers of the Participating Funds (each, a "Board" and together the "Boards"), including a majority who are not "interested persons" within the meaning of section 2(a)(19) of the Act ("Independent Board Members"), will consider to what extent, if any, the advisory fees charged to each Participating Fund by the Adviser should be reduced to account for reduced services provided to the Participating Fund by the Adviser as a result of Uninvested Cash being invested in the Money Market Funds. Applicants represent that no Money Market Fund will acquire securities of any other investment company or company relying on section 3(c)(1) or 3(c)(7) of the Act in excess of the limits contained in section 12(d)(1)(A) of the Act, except securities of a registered open-end investment company in the same group of investment companies as the Money Market Fund to the extent permitted by section 12(d)(1)(E) of the Act.

4. Section 17(a) of the Act makes it unlawful for any affiliated person of a registered investment company, or an affiliated person of such person, acting as principal, to sell or purchase any security to or from the investment company. Section 2(a)(3) of the Act defines an "affiliated person" of an investment company to include any investment adviser to the company, any person directly or indirectly owning, controlling, or holding with power to vote 5% or more of the outstanding voting securities of such other person, or any person 5% or more of whose outstanding securities are directly or indirectly owned, controlled, or held with power to vote, by such other person, and any person directly or indirectly controlling, controlled by, or under common control with such other person. Because the Adviser serves, or will serve, as investment adviser to the Participating Funds, it may be deemed to be an affiliated person of each Participating Fund under section 2(a)(3) of the Act. In addition, Applicants state that because the Participating Funds share a common investment adviser and the Participating Funds share common officers and Boards, the Participating Funds may be deemed to be under common control and thus considered affiliated persons of each other under section 2(a)(3). Furthermore, a Participating Fund may own more than 5% of the outstanding shares of

beneficial interests of one or more of the Money Market Funds and thus the Participating Fund and the Money Market Funds may be deemed to be affiliated persons of each other. Accordingly, the sale of the shares of the Money Market Funds to the Participating Funds, and the redemption of the shares by the Participating Funds, may be prohibited under section 17(a) of the Act.

5. Section 17(b) of the Act authorizes the Commission to exempt a proposed transaction from section 17(a) of the Act 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 each registered investment company concerned and with the general purposes of the Act. Section 6(c) of the Act permits the Commission, by order upon application, to exempt any person, security or transaction, or any class or classes of persons, securities or transactions, from any provision of the Act if the 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.

6. Applicants submit that their request for relief to permit the purchase and redemption of shares of the Money Market Funds by the Participating Funds satisfies the standards in sections 6(c) and 17(b) of the Act. Applicants note that the consideration paid and received on the sale and redemption of shares of the Money Market Funds will be based on the net asset value per share of the Money Market Funds. In addition, Applicants state that the Participating Funds will retain their ability to invest Cash Balances directly in money market instruments as authorized by their respective investment objectives and policies if they believe they can obtain a higher rate of return without incurring additional risk or for any other reason. Applicants represent that a Money Market Fund reserves the right to discontinue selling shares to any of the Participating Clients if the Money Market Fund's Board determines that such sale would adversely affect the Money Market Fund's portfolio management and operations.

7. Section 17(d) of the Act and rule 17d-1 under the Act prohibit an affiliated person of a registered investment company, acting as principal, from participating in or effecting any transaction in connection with any joint enterprise or joint arrangement in which the investment

company participates, unless the Commission has approved the joint arrangement. Applicants state that the Participating Clients, by purchasing and redeeming shares of the Money Market Funds, the Money Market Funds, by selling shares to and redeeming shares from Participating Clients, and the Advisers, by managing the assets of the Participating Clients invested in the Money Market Funds, could be deemed to be participating in a joint enterprise or joint arrangement within the meaning of section 17(d) and rule 17d-1.

8. In considering whether to approve a joint transaction under rule 17d-1, the Commission considers whether the registered investment company's participation in the joint transaction is consistent with the provisions, policies and purposes of the Act, and the extent to which the participation is on a basis different from or less advantageous than that of other participants. Applicants submit that the proposed transactions meet the standards for an order under rule 17d-1.

9. Applicants state that the investment by the Participating Funds in shares of Money Market Funds will be on the same basis and will be indistinguishable from any other shareholder account maintained by the Money Market Funds. Applicants also maintain that, to the extent that the Money Market Funds participate on a basis that is different from the other participants, the relative advantages and disadvantages will vary randomly over time and are not expected to be material.

#### Applicants' Conditions

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

1. Investment of Cash Balances in shares of a Money Market Fund will be in accordance with each Participating Fund's investment restrictions, if any, and will be consistent with its objectives and policies as set forth in such Participating Fund's registration statement.

2. The shares of the Money Market Funds sold to and redeemed by the Participating Funds will not be subject to a sales load, redemption fee, distribution fee adopted in accordance with rule 12b-1 under the Act, or service fees (as defined in rule 2830(b)(9) of the NASD's Conduct Rules), or, if such shares are subject to any such fee, the Adviser for each Participating Fund will waive its advisory fee for each Participating Fund in an amount that offsets the amount of such fees that are incurred by the Participating Fund.

3. Prior to reliance on the order by a Participating Fund, the Board of the Participating Fund will hold a meeting for the purpose of voting on an advisory contract under section 15 of the Act. Before approving any advisory contract for a Participating Fund, the Board, including a majority of the Independent Board Members, taking into account all relevant factors, shall consider to what extent, if any, the advisory fees charged to the Participating Fund by the Adviser should be reduced to account for reduced services provided to the Participating Fund by the Adviser as a result of Uninvested Cash being invested in the Money Market Funds. In connection with this consideration, the Adviser to the Participating Fund will provide the Board with specific information regarding the approximate cost to the Adviser of, or portion of the advisory fee under the existing advisory fee attributable to, managing the Uninvested Cash of the Participating Fund that can be expected to be invested in the Money Market Funds. The minute books of the Participating Fund will record fully the Board's consideration in approving the advisory contract, including the considerations relating to fees referred to above.

4. Each Participating Fund will invest Uninvested Cash in, and hold shares of, the Money Market Funds only to the extent that the Participating Fund's aggregate investment of Uninvested Cash in the Money Market Funds does not exceed 25% of the Participating Fund's total assets.

5. Each Participating Fund and each Money Market Fund that relies on the order will be part of the same group of investment companies as defined in section 12(d)(1)(G) of the Act, and will be advised, or provided the Adviser manages the Cash Balances, sub-advised by an Adviser. Each Unregistered Fund and Other Institutional Client that relies on the order will have an Adviser as its investment adviser, trustee, managing member or general partner exercising investment discretion.

6. No Money Market Fund in which a Participating Fund invests shall acquire securities of any investment company or company relying on section 3(c)(1) or 3(c)(7) of the Act in excess of the limits contained in section 12(d)(1)(A) of the Act, except securities of a registered open-end investment company in the same group of investment companies as the Money Market Fund to the extent permitted by section 12(d)(1)(E) of the Act.

7. Before a Participating Fund that participates in the Securities Lending Program is permitted to invest Cash

Collateral in the Money Market Funds, a majority of the Board (including a majority of the Independent Board Members) will approve such investment. No less frequently than annually, the Board of each Participating Fund (including a majority of the Independent Board Members) will evaluate the Securities Lending Program and its results and determine that investing Cash Collateral in the Money Market Funds is in the best interests of the Participating Fund.

8. The Board of any Participating Fund will satisfy the fund governance standards as defined in rule 0-1(a)(7) under the Act by the compliance date for the rule.

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

**Margaret H. McFarland,**  
Deputy Secretary.

[FR Doc. E5-4463 Filed 8-16-05; 8:45 am]

BILLING CODE 8010-01-P

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## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 27028; 812-13142]

### MetLife Investors USA Insurance Company, et al.; Notice of Application

August 11, 2005.

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

**ACTION:** Notice of application for an order under section 12(d)(1)(j) of the Investment Company Act of 1940 ("Act") for an exemption from sections 12(d)(1)(A) and (B) of the Act, and under sections 6(c) and 17(b) of the Act for an exemption from section 17(a) of the Act.

*Summary of the Application:* The order would permit certain registered open-end management investment companies to acquire shares of other registered open-end management investment companies and unit investment trusts ("UITs") that are within and outside the same group of investment companies.

*Applicants:* (a) MetLife Investors USA Insurance Company (including any insurance company controlling, controlled by or under common control with MetLife Investors USA Insurance Company, including, without limitation, Metropolitan Life Insurance Company) ("MLI USA"); (b) Met Investors Series Trust ("MIST") and Metropolitan Series Fund, Inc. ("Met Series Fund," and together with MIST, the "Investment Companies"), including the currently