

minimum purchase price for the Property. The commenter believes that a reappraisal of the Property should be required before the exemption is granted.

The Trustee responds that the Property will be reappraised prior to final determination of the purchase price, as described in the Summary. The Trustee and the representatives of WANC Leasing Company (WANC) have agreed that as part of the sale transaction the Property is to be reappraised by both C. David Matthews and William R. Bartlett II, and if the mean of the two reappraisals is higher than \$8,555,000 the purchase price will be increased to such higher mean. As part of the application for the proposed exemption, the Trustee explained that the agreement with respect to the purchase price for the Property resulted from arm's-length negotiations between the Trustee and WANC over a two-month period.

(2) The commenter states that a recently-approved casino river boat project will affect values of real estate in downtown Evansville in ways which should be taken into consideration in establishing the purchase price of the Property.

The Trustee again notes that the Property will be reappraised by Matthews and Bartlett prior to final determination of the purchase price. The Trustee states that any increase in the Property's value attributable to the casino river boat project will be reflected in the reappraisals. The Trustee further maintains, however, that its own investigation into the matter indicates that the site of the river boat development, in the southwest corner of downtown, is too far from the Property's location, in the northeast section of downtown, to affect the value of the Property.

(3) The commenter, referring to the Summary's description of WANC as a partnership with 65 general partners, states that the actual number of general partners is in excess of 65.

The Trustee responds that the comment is correct and that the actual number of general partners is 80.

After careful consideration of the entire record, the Department has determined to grant the exemption.

FOR FURTHER INFORMATION CONTACT: Ronald Willett of the Department, telephone (202) 219-8881. (This is not a toll-free number.)

**The Neiman Marcus Group, Inc.,
Employee Savings Plan (the Plan),
Located in Chestnut Hill,
Massachusetts; Exemption**

[Prohibited Transaction Exemption 95-44;
Exemption Application No. D-09917]

The restrictions of sections 406(a), 406 (b)(1) and (b)(2) of the Act and the sanctions resulting from the application of section 4975 of the Code, by reason of sections 4975(c)(1) (A) through (E) of the Code, shall not apply to (1) Loans to the Plan (the Loans) by The Neiman Marcus Group, Inc., the sponsor of the Plan, with respect to guaranteed investment contract number 62638 (the GIC) issued by Confederation Life Insurance Company (Confederation Life); and (2) the Plan's potential repayment of the Loans (the Repayments); provided that the following conditions are satisfied:

(A) No interest and/or expenses are paid by the Plan;

(B) The Loans are made in lieu of amounts due the Plan under the terms of the GIC;

(C) The Repayments are restricted to cash proceeds paid to the Plan by Confederation Life and/or any state guaranty association or other responsible third party making payment with respect to the GIC (the GIC Proceeds), and no other Plan assets are used to make the Repayments; and
(D) The Repayments will be waived to the extent the Loans exceed the GIC Proceeds.

For a more complete statement of the facts and representations supporting this exemption, refer to the notice of proposed exemption published on April 14, 1995 at 60 FR 1909.

WRITTEN COMMENTS: The Department received one written comment and no requests for a hearing. The comment was submitted by a Plan participant who expressed support for the proposed exemption. After consideration of the entire record, the Department has determined to grant the exemption.

FOR FURTHER INFORMATION CONTACT: Ronald Willett of the Department, telephone (202) 219-8881. (This is not a toll-free number.)

General Information

The attention of interested persons is directed to the following:

(1) The fact that a transaction is the subject of an exemption under section 408(a) of the Act and/or section 4975(c)(2) of the Code does not relieve a fiduciary or other party in interest or disqualified person from certain other provisions to which the exemptions does not apply and the general fiduciary responsibility provisions of section 404

of the Act, which among other things require a fiduciary to discharge his duties respecting the plan solely in the interest of the participants and beneficiaries of the plan and in a prudent fashion in accordance with section 404(a)(1)(B) of the Act; nor does it affect the requirement of section 401(a) of the Code that the plan must operate for the exclusive benefit of the employees of the employer maintaining the plan and their beneficiaries;

(2) These exemptions are supplemental to and not in derogation of, any other provisions of the Act and/or the Code, including statutory or administrative exemptions and transactional rules. Furthermore, the fact that a transaction is subject to an administrative or statutory exemption is not dispositive of whether the transaction is in fact a prohibited transaction; and

(3) The availability of these exemptions is subject to the express condition that the material facts and representations contained in each application accurately describes all material terms of the transaction which is the subject of the exemption.

Signed at Washington, DC, this 2nd day of June, 1995.

Ivan Strasfeld,

*Director of Exemption Determinations,
Pension and Welfare Benefits Administration,
U.S. Department of Labor.*

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[Application No. D-09909, et al.]

**Proposed Exemptions; Phillips
Petroleum Company**

AGENCY: Pension and Welfare Benefits Administration, Labor.

ACTION: Notice of proposed exemptions.

SUMMARY: This document contains notices of pendency before the Department of Labor (the Department) of proposed exemptions from certain of the prohibited transaction restriction of the Employee Retirement Income Security Act of 1974 (the Act) and/or the Internal Revenue Code of 1986 (the Code).

**Written Comments and Hearing
Requests**

All interested persons are invited to submit written comments or request for a hearing on the pending exemptions, unless otherwise stated in the Notice of Proposed Exemption, within 45 days from the date of publication of this **Federal Register** Notice. Comments and request for a hearing should state: (1) The name, address, and telephone