

ADDRESSES: Secretary, SEC, 450 5th Street, NW, Washington, DC 20549. Applicant, 4900 Sears Tower, Chicago, Illinois 60606.

FOR FURTHER INFORMATION CONTACT: James M. Curtis, Senior Counsel, at (202) 942-0563, or Robert A. Robertson, Branch Chief, (202) 942-0564 (Office of Investment Company Regulation, Division of Investment Management).

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.

Applicant's Representations

1. Applicant is an open-end management investment company that was organized as a Massachusetts business trust. On October 17, 1989, applicant filed a notice of registration on Form N-8A pursuant to section 8(a) of the Act. Also on October 17, 1989, applicant filed a registration statement under section 8(b) of the Act and under the Securities Act of 1933 on Form N-1A to register an indefinite number of shares. Applicant's registration statement was declared effective on February 28, 1990, and applicant commenced its initial public offering shortly thereafter.

2. On October 25, 1994, the board of trustees of applicant and the board of trustees of Goldman Sachs Money Market Trust (the "Acquiring Fund"), respectively, approved an Agreement and Plan of Reorganization (the "Reorganization") providing for the transfer of all the assets of each series of the applicant, the Prime Obligations Fund, the Government Fund, the Treasury Obligations Fund, the Money Market Fund, and the Tax-Free Money Market Fund, to newly-created corresponding series of the Acquiring Fund in exchange for units of beneficial interest of each such series of the Acquiring Fund. In accordance with rule 17a-8 under the Act, the board of trustees of applicant, including the trustees who are not interested persons, and the board of trustees of the Acquiring Fund, including the trustees who are not interested persons, concluded that the Reorganization would be in the best interests of their respective investment companies and that the interests of their respective shareholders or unitholders would not be diluted as a result.

3. The proxy statement was filed with the SEC, and such proxy statement was distributed to applicant's shareholders on November 17, 1994. At a special meeting of shareholders held on December 16, 1994, the shareholders of applicant approved the Reorganization.

4. As of December 28, 1994, applicant had outstanding 5,976,415,234 shares having an aggregate net asset value of \$5,976,415,234. On December 28, 1994, pursuant to the Reorganization, applicant transferred all the assets of each of its series to the corresponding series of the Acquiring Fund. Immediately thereafter, applicant liquidated and distributed *pro rata* to the shareholders of each of its series the units of beneficial interest that it received of each corresponding series of the Acquiring Fund. Each shareholder of each series of applicant received units of the corresponding series of the Acquiring Fund having an aggregate net asset value equal to the aggregate net asset value of his or her investment in applicant. No brokerage commissions were incurred in connection with the Reorganization.

5. Goldman Sachs Asset Management, the adviser of both applicant and the Acquiring Fund, assumed all expenses relating to Reorganization.

6. Applicant has no security holders, assets, debts, or other liabilities. Applicant is not a party to any litigation or administrative proceeding. Applicant is not engaged and does not propose to engage in any business activity other than those necessary for the winding up of its affairs.

7. Applicant intends to file a document on or about August 1, 1995 with the Office of the Secretary of State of the Commonwealth of Massachusetts to effect the termination of applicant as a Massachusetts business trust.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95-17858 Filed 7-19-95; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-21203; 812-9118]

SunAmerica Series Trust, et al.; Notice of Application

July 14, 1995.

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

ACTION: Notice of Application for Exemption under the Investment Company Act of 1940 (the "Act").

APPLICANTS: SunAmerica Series Trust, Anchor Series Trust, SunAmerica Equity Funds, SunAmerica Income Funds, and SunAmerica Money Market Funds, Inc.

RELEVANT ACT SECTIONS: Conditional order requested under section 6(c) granting an exemption from section 17(e) and rule 17e-1.

SUMMARY OF APPLICATION: Applicants seek an exemption to permit each "Fund," as defined below, to use certain affiliated persons of affiliated persons ("second-tier affiliates") of the Fund as brokers in connection with certain principal transactions, and to pay commission, fees, or other remuneration to such brokers without complying with the monitoring and recordkeeping requirements set forth in rule 17e-1. Each broker would be a second-tier affiliate of the Fund solely by reason of subadvisory relationships with other Funds.

FILING DATES: The application was filed on July 13, 1994, and amended on February 8, 1995, April 24, 1995, and July 12, 1995.

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 August 8, 1995, 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 who wish to be notified of a hearing may request notification by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicants, 733 Third Avenue, New York, New York 10017.

FOR FURTHER INFORMATION CONTACT: James J. Dwyer, Staff Attorney, at (202) 942-0581, or C. David Messman, Branch Chief, at (202) 942-0564 (Office of Investment Company Regulation, Division of Investment Management).

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' Representations

1. Applicants are Massachusetts business trusts or Maryland corporations and are registered under the Act as open-end management investment companies. Applicants offer securities in one or more series. A "Fund" is a present or future portfolio of applicants or of any other registered investment company that in the future (a) is in the same "group of investment companies," as defined in rule 11a-3, and (b) either (i) is advised by SunAmerica Asset Management Corp.