

which has been provided to the staff of the SEC, stating that such methodology and procedures are adequate to ensure that such calculations and allocations will be made in an appropriate manner. On an ongoing basis, the Expert, or an appropriate substitute Expert, will monitor the manner in which the calculations and allocations are being made and, based upon such review, will render at least annually a report to the Portfolios that the calculations and allocations are being made properly. The reports of the Expert will be filed as part of the periodic reports filed with the SEC pursuant to sections 30(a) and 30(b)(1) of the Act. The work papers of the Expert with respect to such reports, following request by the Portfolios (which the Portfolios agree to provide), will be available for inspection by the SEC staff upon written request to the Portfolios for such work papers by a senior member of the Division of Investment Management, limited to the Director, an Associate Director, the Chief Accountant, the Chief Financial Analyst, an Assistant Director, and any Regional Administrators or Associate and Assistant Administrators. The initial report of the Expert is a "Special Purpose" report on "policies and procedures placed in operation" in accordance with Statement on Auditing Standards ("SAS") No. 70, "Reports on the Processing of Transactions by Service Organizations," of the American Institute of Certified Public Accountants ("AICPA"). Ongoing reports will be on "policies and procedures placed in operation and tests of operating effectiveness" prepared in accordance with SAS No. 70 of AICPA, as it may be amended from time to time, or similar auditing standards as may be adopted by the AICPA from time to time and any such other then applicable auditing standards as may be adopted by the AICPA.

10. Applicants have adequate facilities in place to ensure implementation of the methodology and procedures for calculating the net asset value and dividends and other distributions of the classes of shares and the proper allocation of expenses among the classes of shares and this representation has been concurred with by the Expert in the initial report referred to in the preceding condition and will be concurred with by the Expert, or an appropriate substitute Expert, on an ongoing basis at least annually in the ongoing reports referred to in the preceding condition. Applicants will take immediate corrective action if the Expert, or

appropriate substitute Expert, does not so concur in the ongoing reports.

11. The prospectuses of each class of shares will contain a statement to the effect that a salesperson and any other person entitled to receive compensation for selling or servicing shares may receive different compensation with respect to one particular class of shares over another in the Portfolios.

12. The conditions pursuant to which the exemptive order is granted and the duties and responsibilities of the board of each Portfolio with respect to the Multiple Class System will be set forth in guidelines which will be furnished to the directors.

13. Each Portfolio implementing a Multiple Class System will disclose the respective expenses, performance data, distribution arrangements, services, fees, sales charges (if any), and exchange privileges applicable to each class of its shares in every prospectus, regardless of whether all classes of its shares are offered pursuant to each prospectus. Each Portfolio will disclose the respective expenses and performance data applicable to all classes of its shares in every shareholder report. The shareholder reports will contain, in the statement of assets and liabilities and statements of operations, information related to the Portfolio as a whole generally and not on a per class basis. Each Portfolio's per share data, however, will be prepared on a per class basis with respect to all classes of shares of such Portfolio. To the extent that any advertisement or sales literature describes the expenses or performance data applicable to any class of its shares, each Portfolio will also disclose the respective expenses and/or performance data applicable to all classes of that Portfolio's shares. The information provided by an applicant or other Portfolio for publication in any newspaper or similar listing of a Portfolio's net asset value or public offering price will present each class of that Portfolio's shares separately.

14. Applicants acknowledge that the grant of the exemptive order requested by this application will not imply SEC approval of, authorization of, or acquiescence in any particular level of payments that any Portfolio may make pursuant to a Plan in reliance on the exemptive order.

15. Applicants will comply with the provisions of proposed rule 6c-10 under the Act, Investment Company Act Release No. 16619 (November 2, 1988), as such rule is currently proposed and as it may be repropounded, adopted or amended.

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

Margaret H. McFarland,

Deputy Secretary.

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BILLING CODE 8010-01-M

Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Health-Mor Inc., Common Stock, \$1 Par Value) File No. 1-6220

January 30, 1995.

Health-Mor Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the American Stock Exchange, Inc. ("Amex").

The reasons alleged in the application for withdrawing the Security from listing and registration include the following:

According to the Company, its Board of Directors ("Board") unanimously approved a resolution on October 19, 1994, to withdraw the Security from listing on the Amex and, instead, list the Security on the National Association of Securities Dealers Automated Quotation/National Market System ("NASDAQ/NMS"). According to the Company, the decision of the Board followed a lengthy study of the matter and was based upon the belief that listing of the Security on NASDAQ/NMS will be more beneficial to its stockholders than the present listing on the Amex because:

(a) There will be advantage (potential for research coverage and other financial services for example) of the support of Market Makers (currently there are an average of 11 Market Makers on the average NASDAQ company) versus the single specialist;

(b) The nature of the trading activity and pattern of the Amex specialist, in essence being the buyer and seller of last resort, will be eliminated;

(c) There is greater visibility of the NASDAQ exchange as compared to the Amex through various media;

(d) The history of NASDAQ being a successful promoter of growth companies more appropriately addresses the Company's current position;

(e) There is potentially more capital support for the Company through NASDAQ as each Market Maker is