

Senior Special Counsel, at (202) 942-0564 (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 from the SEC's Public Reference Branch.

Applicants' Representations

1. The Rollover Trust will consist of a registered unit investment trust having multiple series, each of which will be similar but separate and designated by a different name and/or series number.¹ Each series for which exemptive relief is being sought will have the characteristics described below (the "Trust Series"). Each Trust Series will pursue an investment objective that is consistent with a specified investment philosophy. The Sponsor will serve as the sponsor and depositor for each such Trust Series.

2. The first Trust Series of the Rollover Trust will contain the Strategic Ten Trust—United States Portfolio, United Kingdom Portfolio and Hong Kong Portfolio. Its objective will be to provide an above-average total return derived from dividend income and capital appreciation by investing in common stocks (the "Equity Securities") of ten companies in the Dow Jones Industrial Average, the Financial Times Industrial Ordinary Share Index and the Hang Seng Index, respectively, having the highest dividend yield as of the day prior to the initial date of deposit for such Trust Series. Future series of the Rollover Trust may be similar to the first Trust Series or may consist of Trust Series with a different investment philosophy, a different number of common stocks or a different duration.

3. The Sponsor will be permitted to deposit additional Equity Securities in a Trust Series subsequent to the initial date of deposit. Any such deposit will result in a corresponding increase in the number of units of such Trust Series outstanding. Such units will be continuously offered for sale to the public by means of the prospectus. The Sponsor anticipates that any additional Equity Securities deposited in the Trust Series in connection with the sale of additional units will maintain, as nearly as is practicable, the original proportionate relationship among the Equity Securities in the Trust Series as of the original date of deposit of such

Trust Series. Although not obligated to do so, the Sponsor intends to maintain a secondary market for the units of each Trust Series.

4. Each Trust Series will terminate on a date (the "Mandatory Termination Date") which is a specified term (e.g., one, three or five years) after the initial date of deposit for such Trust Series. Commencing on the Mandatory Termination Date, Equity Securities will be sold in connection with termination of the Trust Series. The Sponsor will determine the manner, timing and execution of the sale of the Equity Securities. A specified number of days prior to the Mandatory Termination Date of the Trust, the trustee will provide notice thereof to all unitholders.

5. Absent another election, unitholders will receive a cash distribution evidencing their *pro rata* share of the proceeds from the liquidation of the Equity Securities in the Trust Series. Unitholders who own at least a specified number of units of a Trust Series (e.g., 2,500 units) may elect to receive a distribution of Equity Securities in connection with the termination of the Trust Series.

6. Alternatively, unitholders may elect to have all of their units redeemed in kind on a predetermined date which is prior to the Mandatory Termination Date, and to have the distributed Equity Securities sold by the trustee. The proceeds of such sale will be reinvested in the units of a new Trust Series (the "Reinvestment Trust Series"), if one is then being offered, at a reduced sales charge. (The option of unitholders to make such election is referred to as the "Rollover Option," and unitholders making such election are referred to as "Rollover Unitholders".) The portfolio of the Reinvestment Trust Series will contain a specified number of common stocks selected by the Sponsor pursuant to the same investment philosophy which was followed in selecting the common stocks in the terminating Trust Series. The number of common stocks in the Reinvestment Trust Series and the approximate duration of the Reinvestment Trust Series will be the same as those of the terminating Trust Series.

7. The applicable sales charge upon the initial investment in the Rollover Trust will not exceed 3.5% of the public offering price. The reduced sales charge applicable to Rollover Unitholders will be no more than 2.0% of the public offering price.

Applicants' Legal Analysis

1. Section 11(a) requires SEC approval of an offer to exchange securities between open-end investment

companies if the exchange occurs on any basis other than the relative net asset values of the securities to be exchanged. Section 11(c) makes section 11(a) applicable to any type of exchange offer of securities of registered unit investment trusts for the securities of any other investment company, irrespective of the basis of exchange. Applicants seek an order pursuant to sections 11(a) and 11(c) of the Act permitting them to offer the Rollover Option in connection with the Trust Series described above to the extent such option is deemed to be an offer of exchange under section 11 of the Act.

2. Applicants state that, in the absence of the Rollover Option, a unitholder of a terminating Trust Series would have to pay the full sales charge in connection with the investment in the Reinvestment Trust Series or in some other investment vehicle. Pursuant to the Rollover Option, however, the Sponsor will offer unitholders of a Trust Series which is currently terminating the opportunity to invest in a Reinvestment Trust Series at a reduced sales charge. Through the exercise of the Rollover Option, investors will be able to decrease their proportionate sales charge burden while remaining invested in a portfolio of common stocks selected pursuant to a particular investment philosophy, determined on a relatively current basis.

3. Applicants state that unitholders of Rollover Trusts will not be induced or encouraged to participate in the Rollover Option through an active advertising or sales campaign. The Sponsor recognizes its responsibility to its customers against generating excessive commissions through churning and claims that the sales charge collected will not be a significant economic incentive to salesmen to promote inappropriately the Rollover Option.

4. On the basis of the foregoing, and subject to the conditions set forth below, Applicants submit that the Rollover Option is 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.

Applicants' Conditions

If the requested exemption from section 11 is granted, Applicants agree to the following conditions:

1. Whenever the Rollover Option is to be terminated or its terms are to be amended materially, any holder of a security subject to that privilege will be given prominent notice of the impending termination or amendment at least 60 days prior to the date of

¹ Van Kampen Merritt Equity Opportunity Trust has been included in the Registration of Investors Corporate Income Trust, a taxable trust, on Form N-8B-2, File No. 811-2754.