to the plan within the first five plan years beginning after the sale.

Additionally, section 4204(b)(1) provides that if a sale of assets is covered by section 4204, the purchaser assumes by operation of law the contribution record of the seller for the plan year in which the sale occurred and the preceding four plan years.

Section 4204(c) of ERISA authorizes the Pension Benefit Guaranty Corporation (''PBGC'') to grant individual or class variances or exemptions from the purchaser's bond/escrow requirement of section 4204(a)(1)(B) when warranted. The legislative history of section 4204 indicates a Congressional intent that the sales rules be administered in a manner that assures protection of the plan with the least practicable intrusion into normal business transactions. Senate Committee on Labor and Human Resources, 96th Cong., 2nd Sess., S.1076, The Multiemployer Pension Plan Amendments Act of 1980: Summary and Analysis of Considerations 16 (Comm. Print, April 1980); 128 Cong. Rec. S10117 (July 29, 1980). The granting of an exemption or variance from the bond/escrow requirement does not constitute a finding by the PBGC that a particular transaction satisfies the other requirements of section 4204(a)(1).

Under the PBGC's regulation on variances for sales of assets (29 CFR part 4204), a request for a variance or waiver of the bond/escrow requirement under any of the tests established in the regulation (§§ 4204.12–4204.13) is to be made to the plan in question. The PBGC will consider waiver requests only when the request is not based on satisfaction of one of the four regulatory tests or when the parties assert that the financial information necessary to show satisfaction of one of the regulatory tests is privileged or confidential financial information within the meaning of 5 U.S.C. 552(b)(4) (the Freedom of Information Act).

Under § 4204.22 of the regulation, the PBGC shall approve a request for a variance or exemption if it determines that approval of the request is warranted, in that it—

(1) Would more effectively or equitably carry out the purposes of Title IV of the Act; and

(2) Would not significantly increase the risk of financial loss to the plan.

Section 4204(c) of ERISA and § 4204.22(b) of the regulation require the PBGC to publish a notice of the pendency of a request for a variance or exemption in the **Federal Register**, and to provide interested parties with an opportunity to comment on the proposed variance or exemption.

The Request

The PBGC has received a request from Brylane, L.P. (the ''Buyer'') for an exemption from the bond/escrow requirement of section 4204(a)(1)(B) with respect to the ILGWU National Retirement Fund (the ''Fund'') in connection with its purchase of certain of the assets of Chadwick's, Inc. and CDM Corp., a wholly-owned subsidiary of Chadwick's, Inc. (collectively the ''Seller'') on December 2, 1996. In the request, the Buyer represents among other things that:

1. Under the terms of the asset purchase agreement, the Buyer will pay the Seller $222.8 million in cash, and will issue to Seller a Convertible Subordinated Note in the principal amount of $20 million, which will mature in the year 2006, and which will be convertible at the Seller's option into partnership units of the Buyer.

2. The Buyer is obligated to contribute to the Fund for the purchased operations for substantially the same number of contribution base units as the Seller.

3. The Seller has agreed to be secondarily liable for any withdrawal liability it would have had with respect to the sold operations (if not for section 4204) should the Buyer withdraw from the Fund within the five plan years following the sale and fail to pay withdrawal liability.

4. The estimated amount of the unfunded vested benefits allocable to the Seller with respect to the operations sold is about $800,000.

5. The amount of the bond/escrow required under section 4204(a)(1)(B) is $1,550,000.

6. The Buyer's average net income for the three fiscal years preceding the sale is $25.3 million, and the average net income for the purchased operations over that period is $7.4 million. The interest expense incurred by the Buyer in connection with the sale is $44.1 million per year. Thus, the average net income of the Buyer, reduced by the interest expense incurred in connection with the sale, would not exceed 150% of the amount of the bond/escrow, as required under 29 CFR 4204.13(a)(1). However, according to the request, if the interest expense were adjusted by the income tax deduction to which the Buyer is entitled per year, the net interest expense would be approximately $28.7 million per year. Therefore, the average net income for the Buyer (including the purchased operations) for the three years preceding the sale ($32.7 million), reduced by the net interest expense ($28.7 million), would be about $4 million ($32.7 million minus $28.7 million), which is more than 150% of the bond/escrow amount.

7. A complete copy of the request was sent to the Fund and to the collective bargaining representative of the Seller's employees.

Comments

All interested persons are invited to submit written comments on the pending exemption request to the above address. All comments will be made a part of the record. Comments received, as well as the relevant non-confidential information submitted in support of the request, will be available for public inspection at the address set forth above.

Issued at Washington, DC, on this 21st day of April 1997.

John Seal,

Acting Executive Director.

[FR Doc. 97–10709 Filed 4–24–97; 8:45 am]

BILLING CODE 7708–01–P

POSTAL SERVICE

Sunshine Act Meeting; Board of Governors

TIMES AND DATES: 10:30 a.m., Monday, May 5, 1997; 8:30 a.m., Tuesday, May 6, 1997.

PLACE: Washington, D.C., at the U.S. Postal Service Headquarters, 475 L'Enfant Plaza, S.W., in the Benjamin Franklin Room.

STATUS: May 5 (Closed); May 6 (Open).

MATTERS TO BE CONSIDERED:

Monday, May 5—10:30 a.m. (Closed)

1. Consideration of Postal Rate Commission Opinion and Recommended Decision in Docket No. MC96–3, Special Services.
2. Consideration of Postal Rate Commission Opinion and Recommended Decision in Docket No. MC97–1, Experimental Fees for Nonletter-Size Business Reply Mail, 1996.
3. Rate Case Planning Process (Part 2 of 3).
4. Capital Investments.
   a. Mail Transport Equipment Service Center (MTESC) Network.
   b. Modification Request for Church Street Station, New York.

Tuesday, May 6—8:30 a.m. (Open)

1. Minutes of the Previous Meeting, April 7–8, 1997.
2. Remarks of the Postmaster General/Chief Executive Officer.

3. Quarterly Report on Service Performance.
4. Quarterly Report on Financial Performance.
5. Briefing on Total Factor Productivity.
6. Capital Investments.
   a. Flat Mail Optical Character Reader.
   b. Integrated Buffer System R&D, Phase 3.
   c. Delivery Confirmation Infrastructure Acquisition.
   d. International/Military Service Centers.
7. Tentative Agenda for the June 2–3, 1997, meeting in San Juan, Puerto Rico.

CONTACT PERSON FOR MORE INFORMATION: Thomas J. Koerber, Secretary of the Board, U.S. Postal Service, 475 L'Enfant Plaza, S.W., Washington, D.C. 20260–1000. Telephone (202) 268–4800.

Thomas J. Koerber,

Secretary.

[FR Doc. 97–10921 Filed 4–23–97; 2:49 pm]

BILLING CODE 7710–12–M

RAILROAD RETIREMENT BOARD

Agency Forms Submitted for OMB Review

SUMMARY: In accordance with the Paperwork Reduction Act of 1995 (44 U.S.C. Chapter 35), the Railroad Retirement Board has submitted the following proposal(s) for the collection of information to the Office of Management and Budget for review and approval.

Summary of Proposal(s)

(1) *Collection title:* Employer's Deemed Service Month Questionnaire.

(2) *Form(s) submitted:* GL–99.

(3) *OMB Number:* 3220–0156.

(4) *Expiration date of current OMB clearance:* 6/30/97.

(5) *Type of request:* Extension of a currently approved collection.

(6) *Respondents:* Business or other for-profit.

(7) *Estimated annual number of respondents:* 150.

(8) *Total annual responses:* 4,000.

(9) *Total annual reporting hours):* 133.

(10) *Collection description:* Under Section 3(i) of the Railroad Retirement Act, the Railroad Retirement Board may deem months of service in cases where an employee does not actually work in every month of the year. The collection obtains service and compensation information from railroad employers needed to determine if an employee may be credited with additional months of railroad service.

ADDITIONAL INFORMATION OR COMMENTS: Copies of the form and supporting documents can be obtained from Chuck Mierzwa, the agency clearance officer (312–751–3363). Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois 60611–2092 and the OMB reviewer, Laura Oliven (202–395–7316), Office of Management and Budget, Room 10230, New Executive Office Building, Washington, DC 20503.

Chuck Mierzwa,

Clearance Officer.

[FR Doc. 97–10681 Filed 4–24–97; 8:45 am]

BILLING CODE 7905–01–M

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 22624; 811–6662]

Dracena Funds, Inc.; Notice of Application for Deregistration

April 18, 1997.

AGENCY: Securities and Exchange Commission (''SEC'').

ACTION: Notice of Application for Deregistration under the Investment Company Act of 1940 (the ''Act'').

APPLICANT: Dracena Funds, Inc. (formerly, Ultra Funds, Inc.).

RELEVANT ACT SECTION: Section 8(f).

SUMMARY OF APPLICATION: Applicant seeks an order declaring that it has ceased to be an investment company.

FILING DATES: The application was filed on August 2, 1996, and amended on November 25, 1996 and January 6, 1997.

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 applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on May 13, 1997, and should be accompanied by proof of service on applicant, 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 may request notification of a hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicant, 400 Haber Road, Suite 201, Chicago, Illinois 60013.

FOR FURTHER INFORMATION CONTACT: H.R. Hallock, Jr., Special Counsel, at (202) 942–0564, or Mercer E. Bullard, Branch Chief, (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 at the SEC's Public Reference Branch.

Applicant's Representations

1. Applicant, a Maryland corporation incorporated in 1994, is registered under the act as an open-end non-diversified investment company. According to SEC records, applicant initially registered under the Act by filing a Form N–8A on May 6, 1992.[1] On April 14, 1994, applicant filed an amended Form N–8A under the name The Havens Funds, Inc.[2] On April 8, 1994, applicant filed a registration statement on Form N–1A to register an indefinite number of shares of a single series, FX Currency Value Fund (the ''Fund''). Such registration statement became effective on June 13, 1995, and applicant commenced an initial public offering of shares on July 27, 1995.

2. From July 1995 until March 12, 1996, applicant's expenses as a percentage of assets exceeded estimates because it was unable to attract investments to the extent anticipated. On March 12, 1996, to stem further erosion in shareholder value, applicant's board of directors approved a plan of liquidation and dissolution under Maryland law (the ''Plan''). Applicant's shareholders approved the Plan at a meeting of shareholders on June 12, 1996.

3. When liquidation discussions began, applicant ceased accruing deferred organizational expenses. Such deferred expenses, totaling $482,892, were amortizable over a five year period. Dracena Funds Group, Inc., applicant's adviser, authorized accrued organizational expenses to be used to pay for applicant's ongoing expenses, rather than to be paid to the adviser. Once applicant's liquidation had been approved, the adviser waived all rights to any further payment of organizational expenses. In addition, the Fund's initial shareholder agreed to forfeit his entire investment because unamortized organizational expenses exceeded the

[1] Applicant initially registered as a closed-end investment company under the name FX Value & Government Income Fund, Inc., a Colorado corporation organized in February 1992.

[2] According to SEC records, applicant was known as Havens Funds, Inc. until December, 1994. Between that date and May, 1995, applicant was named Ultra Funds, Inc., after which its name was changed to Dracena Funds, Inc.