SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 23633; 812–11184]

Franklin Gold Fund, et al.; Notice of Application

January 5, 1999.

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

ACTION: Notice of application for an order under sections 6(c), 12(d)(1)(J), and 17(b) of the Investment Company Act of 1940 (the ''Act'') for exemptions from sections 12(d)(1)(A) and (B) and 17(a) of the Act, and under section 17(d) of the Act and rule 17d-1 to permit certain joint transactions.

SUMMARY OF APPLICATION: The requested order would permit certain registered management investment companies and private accounts to use uninvested cash and cash collateral to purchase shares of one or more affiliated money market funds, and engage in certain transactions with each other. The order would supersede a prior order.[1] The order also would amend a prior order permitting a fund of funds to purchase shares of certain registered investment companies in the same group of investment companies in excess of the limits of section 12(d)(1)(A).[2]

APPLICANTS: Franklin Gold Fund, Franklin Asset Allocation Fund, Franklin Equity Fund, Franklin High Income Trust, Franklin Custodian Funds, Inc., Franklin California Tax-Free Income Fund, Inc., Franklin New York Tax-Free Income Fund, Franklin Federal Tax-Free Income Fund, Franklin Tax-Free Trust, Franklin California Tax-Free Trust, Franklin New York Tax-Free Trust, Franklin Investors Securities Trust, Institutional Fiduciary Trust, Franklin Value Investors Trust, Franklin Strategic Mortgage Portfolio, Franklin Municipal Securities Trust, Franklin Managed Trust, Franklin Strategic Series, Adjustable Rate Securities Portfolios, Franklin Templeton International Trust, Franklin Real Estate Securities Trust, Franklin Templeton Global Trust, Franklin Valuemark Funds, Franklin Universal Trust, Franklin Multi-Income Trust, Franklin Templeton Fund Allocator Series, Franklin Money Fund, Franklin Templeton Money Fund Trust, Franklin Federal Money Fund, Franklin Tax-Exempt Money Fund, Franklin Mutual Series Fund Inc., Franklin Floating Rate Trust, The Money Market Portfolios (collectively, the ''Franklin Funds''), Templeton Growth Fund, Inc., Templeton Funds, Inc., Templeton Global Smaller Companies Fund, Inc., Templeton Income Trust, Templeton Global Real Estate Fund, Templeton Capital Accumulator Fund, Inc., Templeton Globe Opportunities Trust, Templeton American Trust, Inc., Templeton Institutional Funds, Inc., Templeton Developing Markets Trust, Templeton Global Investment Trust, Templeton Emerging Markets Fund, Inc., Templeton Global Income Fund, Inc., Templeton Global Governments Income Trust, Templeton Emerging Markets Income Fund, Inc., Templeton China World Fund, Inc., Templeton Emerging Markets Appreciation Fund, Inc., Templeton Dragon Fund, Inc., Templeton Vietnam and Southeast Asia Fund, Inc., Templeton Russia Fund, Inc., Templeton Variable Products Series Fund (collectively, the ''Templeton Funds,'' together with the Franklin Funds, the ''Franklin Templeton Funds''),[3] Franklin Adviser, Inc., Franklin Advisory Services, Inc., Franklin Investment Advisory Services, Inc., Templeton Asset Management, Ltd., Templeton Global Advisors Limited, Franklin Mutual Advisers, Inc., Templeton Investment Counsel, Inc., (collectively, ''Franklin Templeton Advisers''), and institutional and individual managed accounts advised by the Franklin Templeton Advisers or an entity controlling, controlled by, or under common control with the Franklin Templeton Advisers (''Managed Accounts'').

FILING DATE: The application was filed on June 22, 1998, and amended on November 12, 1998. Applicants have agreed to file an amendment during the notice period, the substance of which is incorporated in this notice.

HEARING OR NOTIFICATION OF HEARING: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 1, 1999, 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 Commission's Secretary.

ADDRESSES: Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549. Applicants, 777 Mariners Island Boulevard, San Mateo, CA 94404.

FOR FURTHER INFORMATION CONTACT: Kathleen L. Knisely, Staff Attorney, at (202) 942–0517, or Edward P. Macdonald, Branch Chief, 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 at the Commission's Public Reference Branch, 450 Fifth Street, NW., Washington, DC 20549 (tel. 202–942–8090).

Applicants' Representations

1. Each of the Franklin Templeton Funds is a management investment company registered under the Act. Certain of the Franklin Templeton Funds are money market funds subject to the requirements of rule 2a–7 under the Act (''Money Market Funds''). The Franklin Templeton Funds are advised by the Franklin Templeton Advisers, each of which is, or will be, registered under the Investment Advisers Act of 1940. The Franklin Templeton Advisers also serve as investment advisers to the Managed Account. The accountholders of the Managed Accounts are individual institutions and natural persons. The Managed Accounts are not pooled investment vehicles.

2. Applicants state that each of the Franklin Templeton Funds has, or may be expected to have, uninvested cash held by its custodian bank. Such cash may result from a variety of sources, including dividends or interested received on portfolio securities, unsettled securities transactions, reserves held for investment strategy purposes, scheduled maturity of investments, liquidation of securities to meet anticipated redemptions, and new monies received from investors (''Uninvested Cash''). Some of the Franklin Templeton Funds also may loan their portfolio securities to registered broker-dealers or other institutional investors (''Securities Lending Program''). The loans are secured by cash collateral equal at all times to the market value of the

[1] *Franklin Investors Securities Trust, et al.*, Investment Company Act Release Nos. 18363 (Oct. 10, 1991) (notice) and 18401 (Nov. 7, 1991) (order) (''Cash Sweep Order'').

[2] *Franklin Templeton Fund Manager, et al.*, Investment Company Act Release Nos. 21964 (May 20, 1996) (notice) and 22022 (June 17, 1996) (order) (''Fund of Funds Order'').

[3] All existing Franklin Templeton Funds that currently intend to rely on the order are named as applicants. Any other existing Franklin Templeton Fund and any future Franklin Templeton Fund will rely on the order only in accordance with the terms and conditions of the application.

securities loaned (''Cash Collateral,'' together with Uninvested Cash, ''Cash Balances''). The Managed Accounts also may have Cash Balances.

3. Applicants request an order to permit (i) a Franklin Templeton Fund or Managed Account to use its Cash Balances to purchase shares of one or more of the Money Market Funds; and (ii) the Money Market Funds to sell their shares to, and redeem their shares from, the Franklin Templeton Funds and Managed Accounts. The order also would amend the Fund of Funds Order to permit certain funds in which the Franklin Templeton Allocator Series may invest pursuant to the Fund of Funds Order to invest in shares of the Money Market Funds to the extent permitted by this order.

4. Applicants also state that certain of the Franklin Templeton Funds and Managed Accounts currently engage in purchase and sale transactions involving short-term money market instruments in reliance on rule 17a–7 under the Act (''Interfund Transactions''). Applicants request relief to permit these transactions when the Franklin Templeton Funds and Managed Accounts become affiliated persons by reason of owning more than 5% of a Money Market Fund.

Applicants' Legal Analysis

Section 12(d)(1)

1. Section 12(d)(1)(A) of the Act provides that no registered investment company may acquire securities of another investment company if such securities represent more than 3% of the acquired company's outstanding voting stock, more than 5% of the acquiring company's total assets, or if such securities, together with the securities of other acquired investment companies, represent more than 10% of the acquiring company's outstanding total assets. Section 12(d)(1)(B) of the Act provides that no registered open-end investment company may sell its securities to another investment company if the sale will cause the acquiring company to own more than 3% of the acquired company's voting stock, or if the sale will cause more than 10% of the acquired company's voting stock to be owned by the investment company.

2. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction from any provision of section 12(d)(1) if and to the extent that such exemption is consistent with the public interest and the protection of investors.

3. Applicants request relief under section 12(d)(1)(J) to permit the Franklin Templeton Funds to use their Cash Balances to acquire shares of the Money Market Funds in excess of the percentage limitations in section 12(d)(1)(A), provided however, that in all cases a Franklin Templeton Fund's aggregate investment of Uninvested Cash in shares of the Money Market Funds will not exceed 25% of the Franklin Templeton Fund's total assets at any time. Applicants also request relief to permit the Money Market Funds to sell their securities to a Franklin Templeton Fund in excess of the percentage limitations in section 12(d)(1)(B). The Money Market Funds will not acquire securities of any other investment company in excess of the limitations contained in section 12(d)(1)(A) of the Act.

4. Applicants state that the proposed arrangement will not result in the abuses that sections 12(d)(1)(A) and (B) were intended to prevent. Applicants state that the proposed arrangement will not result in inappropriate layering of either sales charges or investment advisory fees. Shares of the Money Market Funds sold to the Franklin Templeton Funds will not be subject to a sales load, redemption fee, asset-based distribution fee or service fee. In connection with approving any advisory contract for a Franklin Templeton Group Fund, the board of directors or trustees of each Fund (''Board''), including a majority of the directors or trustees who are not ''interested persons,'' as defined in section 2(a)(19) of the Act (''Independent Directors''), shall consider to what extent, if any, the advisory fees charged to the Franklin Templeton Fund by the Franklin Templeton Adviser should be reduced to account for reduced services provided to the Fund by the Adviser as a result of Cash Balances being invested in the Money Market Funds.

5. Applicants also state that there is no threat of redemption to gain undue influence over the Money Market Funds. The Franklin Templeton Advisers and entities controlling, controlled by, and under common control with the Franklin Templeton Advisers will serve as investment advisers to the Franklin Templeton Funds and the Money Market Funds. Applicants also state that due to the highly liquid nature of each of the Money Market Fund's portfolios, there will be no need to maintain any special reserve or balances to meet redemptions by the Franklin Templeton Funds.

Section 17(a)

6. Section 17(a) of the Act makes it unlawful for any affiliated person of a registered investment company, acting as principal, to sell or purchase any security to or from the company. Section 2(a)(3) of the Act defines an affiliated person of an investment company to include any investment adviser to the investment company and any person directly or indirectly controlling, controlled by, or under common control with the investment adviser. The Franklin Templeton Funds, the Managed Accounts, and Money Market Funds share a common investment adviser and thus may be deemed to be under common control. As a result, section 17(a) would prohibit the sale of the shares of Money Market Funds to the Franklin Templeton Funds and the Managed Accounts, and the redemption of the shares by Money Market Funds.

7. Rule 17a–7 under the Act excepts from the prohibitions of section 17(a) the purchase or sale of certain securities between registered investment companies which are affiliated persons, or affiliated persons of affiliated persons, of each other or between a registered investment company and a person which is an affiliated person of such company (or an affiliated person of an affiliated person) solely by reason of having a common investment adviser, common officers, and/or common directors. Applicants state that the Franklin Templeton Funds and the Managed Accounts could be deemed to be affiliated persons of each other, and of the Money Market Funds, by virtue of the Franklin Templeton Funds and the Managed Accounts owning 5% or more of the outstanding voting securities of a Money Market Fund. Thus, applicants believe they would be unable to rely on rule 17a–7 to effect Interfund Transactions.

8. Section 17(b) of the Act authorizes the Commission to exempt a transaction from section 17(a) of the act if the terms of the proposed transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, the proposed transaction is consistent with the policy of each investment company concerned, and with the general purposes of the Act. Section 6(c) of the Act permits the Commission to exempt persons or transactions from any provision of the Act, if the exemption is necessary or 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.

9. Applicants submit that their request for relief to permit the purchase and redemption of shares of the Money Market Funds by the Franklin Templeton Funds and the Managed Accounts satisfies the standards in sections 6(c) and 17(b). Applicants state that the Franklin Templeton Funds will retain their ability to invest Uninvested Cash directly in money market instruments as authorized by their respective investment objectives and policies, if they believe they can obtain a higher rate of return, or for any other reason. Similarly, the Money Market Funds have the right to discontinue selling shares to any of the Franklin Templeton Funds or the Managed Accounts if the Money Market Fund's Board determines that such sale would adversely affect its portfolio management and operations. In addition, applicants note that shares of Money Market Funds will be purchased and redeemed at their net asset value, the same consideration paid and received for these shares by any other shareholder.

10. Applicants also request relief under sections 6(c) and 17(b) to permit the Interfund Transactions. Applicants submit that the Franklin Templeton Funds, the Managed Accounts, and Money Market Funds will comply with rule 17a–7 under the Act in all respects, other than the requirement that the participants be affiliated solely by reason of having a common investment adviser or affiliated investment advisers, common officers or common directors, solely because the Franklin Templeton Funds and the Managed Accounts might become affiliated person within the meaning of section 2(a)(3)(A) and (B) of the Act. Applicants state that the Interfund Transactions do not raise the types of concerns that section was designed to address. Applicants also state that the Interfund Transactions will be reasonable and fair, will not involve overreaching, and will be consistent with the purposes of the Act and the policy of each registered investment company concerned.

Section 17(d) and Rule 17d–1

11. Section 17(d) of the Act and rule 17d–1 under the Act prohibit an affiliated person of an investment company, acting as principal, from participating or effecting any transaction in connection with any joint enterprise or joint arrangement in which the investment company participates. Applicants believe that each Franklin Templeton Fund and each Managed Account, by participating in the proposed transactions, and each Franklin Templeton Adviser of a Franklin Templeton Fund or of a Managed Account, by managing the assets of the Franklin Templeton Funds, the Managed Accounts, and the Money Market Funds, could be deemed to be participating in a joint arrangement within the meaning of section 17(d) and rule 17d–1 under the Act.

12. In considering whether to grant an exemption under rule 17d–1, the Commission considers whether the investment company's participation in such joint enterprise is consistent with the provisions, policies, and purposes of the Act, and the extent to which such participation is on a basis different from or less advantageous than that of other participants. Applicants submit that the investments by the Franklin Templeton Funds and the Managed Accounts in the Money Market Funds will be on the same basis and will be indistinguishable from that of any other participant or shareholder and that the transactions will be consistent with the Act.

Applicants' Conditions

Applications agree that the order granting the requested relief shall be subject to the following conditions:

1. Shares of the Money Market Funds sold to and redeemed by the Franklin Templeton Funds and the Managed Accounts will not be subject to a sales load, redemption fee, distribution fee under a plan adopted in accordance with rule 12b–1 under the Act, or service fee (as defined in rule 2830(b)(9) of the NASD's Conduct Rules).

2. No Money Market Fund will acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act.

3. Each Franklin Templeton Fund will invest Uninvested Cash in a Money Market Fund only to the extent that the Franklin Templeton Fund's aggregate investment of Uninvested Cash in all the Money Market Funds does not exceed 25% of the Franklin Templeton Fund's total assets. For purposes of this limitation, each Franklin Templeton Fund or series thereof will be treated as a separate investment company.

4. Each Franklin Templeton Fund, each Managed Account, each Money Market Fund, and any future fund relying on the order will be advised by a Franklin Templeton Adviser or a person controlling, controlled by, or under common control with a Franklin Templeton Adviser.

5. Investment by a Franklin Templeton Fund in shares of a Money Market Fund will be consistent with each Franklin Templeton Fund's respective investment restrictions and policies as set forth in its prospectus and statement of additional information.

6. Before the next meeting of the Board of a Franklin Templeton Fund is held for the purpose of voting on an advisory contract under section 15 of the Act, the Franklin Templeton Adviser to the Franklin Templeton Fund will provide the Board with specific information regarding the approximate cost to the Franklin Templeton Adviser of, or portion of the advisory fee under the existing advisory fee attributable to, managing the Cash Balances of the Franklin Templeton Fund that can be expected to be invested in the Money Market Funds. In connection with approving any advisory contract for a Franklin Templeton Fund, the Board, including a majority of Independent Directors, shall consider to what extent, if any, the advisory fees charged to the Franklin Templeton Fund by the Franklin Templeton Adviser should be reduced to account for reduced services provided to the Fund by the Adviser as a result of Cash Balances being invested in the Money Market Funds. The minute books of the Franklin Templeton Fund will record fully the Board's consideration in approving the investment advisory contract, including the considerations referred to above.

7. Before a Franklin Templeton Fund may participate in the Securities Lending Program, a majority of the directors or trustees (including a majority of the Independent Directors) of the Franklin Templeton Fund will approve the Fund's participation in the Securities Lending Program. Such directors or trustees also will evaluate the securities lending arrangement no less frequently than annually and determine that any investment of Cash Collateral in the Money Market Funds is in the best interests of the shareholders of the Franklin Templeton Fund.

8. To engage in Interfund Transactions, the Franklin Templeton Funds, the Managed Accounts, and Money Market Funds will comply with rule 17a–7 under the Act in all respects other than the requirement that the parties to the transactions be affiliated persons (or affiliated persons of affiliated persons) of each other solely by reason of having a common investment adviser or investment advisers which are affiliated persons of each other, common officers, and/or common directors, solely because the Franklin Templeton Funds and the Managed Accounts might become affiliated persons within the meaning of section 2(a)(3)(A) and (B) of the Act.

Condition 2 to the Fund of Funds order is amended to read as follows: ''No Underlying Portfolio will acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act, except to the extent that the Underlying Portfolio other than a Money Market Fund acquires securities of another investment company pursuant to exemptive relief from the Commission permitting the Underlying Portfolio to purchase securities of an affiliated money market fund for short-term cash management purposes.''

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 99–591 Filed 1–11–99; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–40869; File No. S7–24–89]

Joint Industry Plan; Solicitation of Comments and Order Approving Request to Extend Temporary Effectiveness of Reporting Plan for Nasdaq/National Market Securities Traded on an Exchange on an Unlisted or Listed Basis, Submitted by the National Association of Securities Dealers, Inc., the Boston Stock Exchange, Inc., the Chicago Stock Exchange, Inc. and the Philadelphia Stock Exchange, Inc.

December 31, 1998.

I. Introduction

On December 30, 1998, the National Association of Securities Dealers, Inc. (''NASD''), on behalf of itself and the Boston Stock Exchange, Inc. (''BSE''), the Chicago Stock Exchange, Inc. (''CHX''), and the Philadelphia Stock Exchange, Inc. (''Phlx'') submitted to the Securities and Exchange Commission (''Commission'' or ''SEC'') a proposal to extend the operation of a joint transaction reporting plan (''Plan'') [1] for Nasdaq/National Market (''Nasdaq/NM'') (previously referred to as Nasdaq/NMS) securities traded on an exchange on an unlisted or listed basis.[2] The proposal would extend the effectiveness of the Plan, as amended by Revised Amendment No. 9, as defined in footnote 3, through September 30, 1999.[3] The Commission also is extending certain exemptive relief as described below. The December 1998 Extension Request also requests that the Commission approve the Plan, as amended, on a permanent basis on or before September 30, 1999. During the nine-month extension of the Plan, the Commission will consider whether to approve the proposed Plan, as amended, on a permanent basis.

II. Background

The Plan governs the collection, consolidation and dissemination of quotation and transaction information for Nasdaq/NM securities listed on an exchange or traded on an exchange pursuant to a grant of UTP.[4] The Commission approved trading pursuant to the Plan on a one-year pilot basis, with the pilot period to commence when transaction reporting pursuant to the Plan commenced. The Commission originally approved the Plan on June 26, 1990.[5] Accordingly, the pilot period commenced on July 12, 1993 and was scheduled to expire on July 12, 1994.[6] The Plan has since been in operation on an extended pilot basis.[7]

III. Description of the Plan

The Plan provides for the collection from Plan Participants and the consolidation and dissemination to vendors, subscribers and others of quotation and transaction information in ''eligible securities.''[8] The Plan contains various provisions concerning its operation, including: Implementation of the Plan; Manner of Collecting, Processing, Sequencing, Making Available and Disseminating Last Sale Information; Reporting Requirements (including hours of operation); Standards and Methods of Ensuring Promptness, Accuracy and Completeness of Transaction Reports; Terms and Conditions of access; Description of Operation of Facility Contemplated by the Plan; Method and Frequency of Processor Evaluation; Written Understandings of Agreements Relating to Interpretation of, or Participation in, the Plan; Calculation of the Best Bid and Offer (''BBO''), Dispute Resolution; and Method of Determination and Imposition, and Amount of Fees and Charges.[9]

IV. Exemptive Relief

In conjunction with the Plan, on a temporary basis scheduled to expire on December 31, 1998, the Commission granted an exemption to vendors from

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[1] *See* Letter from Robert E. Aber, Vice President and General Counsel, Nasdaq, to Jonathan G. Katz, Secretary, Commission, dated December 30, 1998 (''December 1998 Extension Request''). The December 1998 Extension Request also requests that the Commission continue to provide exemptive relief, previously granted in connection with the Plan on a temporary basis, from Rules 11Ac1–2 and 11Aa3–1 under the Securities Exchange Act of 1934, as amended (''Act''). 15 U.S.C. 78a *et seq.* The signatories to the Plan are the Participants for purposes of this release, however, the BSE joined the Plan as a ''limited participant'' and reports quotation information and transaction reports only in Nasdaq/NM securities listed on the BSE. Originally, the American Stock Exchange, Inc. (''Amex'') was a Participant but withdrew its participation from the Plan in August 1994.

[2] Section 12 of the Act generally requires an exchange to trade only those securities that the exchange lists, except that Section 12(f) of the Act permits unlisted trading privileges (''UTP'') under certain circumstances. For example, Section 12(f) among other things, permits exchanges to trade certain securities that are traded over-the-counter (''OTC/UTP''), but only pursuant to a Commission order or rule. The present order fulfills this Section 12(f) requirement. For a more complete discussion of the Section 12(f) requirement, *see* November 1995 Extension Order, infra note 7.

[3] On March 18, 1996, the Commission solicited comment on a revenue sharing agreement among the Participants. *See* March 1996 Extension Order, infra note 7. Thereafter the Participants submitted certain technical revisions to the revenue sharing agreement (''Revised Amendment No. 9''). *See* Letter from Robert E. Aber, Vice President and General Counsel, Nasdaq, to Jonathan G. Katz, Secretary, Commission, dated September 13, 1996. *See also* September 1996 Extension Order, infra note 7.

[4] *See* Section 12(f)(2) of the Act.

[5] *See* Securities Exchange Act Release No. 28146 (June 26, 1990), 55 FR 27917 (July 6, 1990) (''1990 Plan Approval Order'').

[6] *See* letter from David T. Rusoff, Roley & Lardner, to Betsy Prout, Division of Market Regulation (''Division''), SEC, dated May 9, 1994.

[7] *See* Securities Exchange Act Release No. 34371 (July 13, 1994), 59 FR 37103 (July 20, 1994); Securities Exchange Act Release No. 35221 (January 11, 1995), 60 FR 3886 (January 19, 1995); Securities Exchange Act Release No. 36102 (August 14, 1995), 60 FR 43626 (August 22, 1995) (''August 1995 Approval Order''); Securities Exchange Act Release No. 36226 (September 13, 1995), 60 FR 49029 (September 21, 1995); Securities Exchange Act Release No. 36368 (October 13, 1995), 60 FR 54091 (October 19, 1995); Securities Exchange Act Release No. 36481 (November 13, 1995), 60 FR 58119 (November 24, 1995) (''November 1995 Extension Order''); Securities Exchange Act Release No. 36589 (December 13, 1995), 60 FR 65696 (December 20, 1995); Securities Exchange Act Release No. 36650 (December 28, 1995), 61 FR 358 (January 4, 1996); Securities Exchange Act Release No. 36934 (March 6, 1996), 61 FR 10408 (March 13, 1996); Securities Exchange Act Release No. 36985 (March 18, 1996), 61 FR 12122 (March 25, 1996) (''March 1996 Extension Order''); Securities Exchange Act Release No. 37689 (September 16, 1996), 61 FR 50058 (September 24, 1996) (''September 1996 Extension Order''); Securities Exchange Act Release No. 37772 (October 1, 1996), 61 FR 52980 (October 9, 1996); Securities Exchange Act Release No. 38457 (March 31, 1997), 62 FR 16880 (April 8, 1997); Securities Exchange Act Release No. 38794 (June 30, 1997) 62 FR 36586 (July 8, 1997); Securities Exchange Act Release No. 39505 (December 31, 1997) 63 FR 1515 (January 9, 1998); and Securities Exchange Act Release No. 40151 (July 1, 1998) 63 FR 36979 (July 8, 1998) (''July 1998 Extension Order'').

[8] The Plan defines ''*eligible security*'' as any Nasdaq/NM security as to which unlisted trading privileges have been granted to a national securities exchange pursuant to Section 12(f) of the Act or that is listed on a national securities exchange.

[9] The full text of the Plan, as well as a ''Concept Paper'' describing the requirements of the Plan, are contained in the original filing which is available for inspection and copying in the Commission's public reference room.