

Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street NW., Washington, DC 20549. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. § 552, will be available for inspection and copying at the Commission's Public Reference Section, 450 Fifth Street NW., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Philadelphia Stock Exchange. All submissions should refer to File No. SR-Phlx-95-51 and should be submitted by September 8, 1995.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95-20478 Filed 8-17-95; 8:45 am]

BILLING CODE 8010-01-M

[Rel. No. IC-21280; File No. 811-3437]

Jefferson-Pilot Money Market Fund, Inc, et al.

August 11, 1995.

AGENCY: U.S. Securities and Exchange Commission ("SEC").

ACTION: Notice of application for an order under the Investment Company Act of 1940 (the "1940 Act").

APPLICANT: Jefferson-Pilot Money Market Fund, Inc. ("JP Money Market").

RELEVANT 1940 ACT SECTION: Order requested under Section 8(f) of the 1940 Act.

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

FILING DATE: The application was filed on December 16, 1994, and amended on August 7, 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 Secretary of the SEC 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 September 5, 1995, 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 who wish to be notified of a hearing may request notification by writing to the Secretary of the SEC.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, DC 20549; Applicant, c/o J. Gregory Poole, Esq., Jefferson-Pilot Life Insurance Company 100 North Greene Street, Greensboro, North Carolina 27401.

FOR FURTHER INFORMATION CONTACT: Edward P. Macdonald, Staff Attorney, or Patrice M. Pitts, Special Counsel, Division of Investment Management (Office of Insurance Products), at (202) 942-0670.

SUPPLEMENTARY INFORMATION: Following is a summary of the application. The complete application is available for a fee from the Public Reference Branch of the SEC.

Applicant's Representations

1. JP Money Market is organized as a North Carolina corporation, and is registered under the 1940 Act as an open-end diversified management investment company. On April 1, 1982, JP Money Market filed an initial registration statement on Form N-1 to register shares under the Securities Act of 1933 (File No. 2-76802), and notified the SEC of its registration as an investment company by filing a Notice of Registration on Form N-8A (File No. 811-3437). Applicant's registration statement was declared effective by the SEC on October 26, 1982.

2. The SEC granted an order on October 21, 1994 (Rel. No. IC-20643) permitting the substitution of shares of the Variable Insurance Products Funds' Money Market Portfolio for shares of JP Money Market. On October 27, 1994, the Applicant redeemed for cash all outstanding shares of the fund it held on behalf of Jefferson-Pilot Separate Account A, a separate account organized by Jefferson-Pilot Life Insurance Company ("JP Life") and registered under the 1940 Act as a unit investment trust for the purpose of funding individual variable annuity contracts. Commencing October 27, 1994, and continuing through November 7, 1994, JP Life redeemed its shares of JP Money Market at net asset value. This redemption of shares by JP Life, which represented its "seed" money in JP Money Market, took place over a twelve day period as the shares were redeemed

coincident with the maturity of short-term securities held by JP Money Market. The shares redeemed for Jefferson-Pilot Separate Account A and those redeemed for JP Life constituted all the outstanding shares of Applicant.

3. On December 12, 1994, Applicant's Board of Directors adopted a resolution directing that JP Money Market be deregistered under the 1940 Act.

4. Applicant is not a party to any litigation or administrative proceeding and is not now engaged, nor does it intend to engage, in any business activities other than those necessary for the winding-up of its affairs.

5. Applicant has no debts. There were no expenses, including brokerage commissions, incurred in connection with the liquidation. Any expenses involved in the dissolution of Applicant as a North Carolina corporation will be borne by JP Management, Applicant's investment adviser.

6. JP Money Market is current with all of its filings under the Act, including all Form N-SAR filings.

7. Applicant currently has no assets, has no security holders or shares outstanding, and is in the process of winding up its affairs. Applicant has not sold its assets or securities to another investment company, nor transferred its assets to any other trust, nor has it or will it merge into or consolidate with another registered investment company. Applicant has no reason for continuing to be registered as an investment company. Applicant has no reason for continuing to be registered as an investment company.

8. Applicant intends to file with the North Carolina Secretary of State the documents necessary to dissolve itself as a North Carolina corporation, thereby ceasing to exist as a legal entity.

Conclusion

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95-20479 Filed 8-17-95; 8:45 am]

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[Rel. No. IC-21279; No. 812-9406]

Security Life of Denver Insurance Company, et al.

August 11, 1995.

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

ACTION: Notice of application for an order under the Investment Company Act of 1940 ("1940 Act").

⁶ 17 C.F.R. 200.30-3(a)(12).