

a period of not less than six years from the end of the fiscal year in which any transactions with Affiliated Banks occurred, the first two years in an easily accessible place—a written record of each transaction in Qualified Securities setting forth a description of the security purchased or sold, the identify of the person on the other side of the transaction, the terms of the purchase or sale transaction and the information or materials upon which the determinations described below were made.

4. The Qualified Securities to be purchased or sold by a Fund will be consistent with the investment objectives and policies of that Fund as recited in the Fund's registration statement, and will be consistent with the interests of that Fund and its shareholders.

5. The terms of the transactions must be reasonable and fair to the shareholders of that Fund and cannot involve overreaching of that Fund or its shareholders on the part of any person concerned. In considering whether the price to be paid or received for a Qualified Security is reasonable and fair, the price of the security will be analyzed with respect to comparable transactions involving similar securities being purchased or sold during a comparable period of time. A Qualified Security to be purchased or sold by that Fund must be comparable in terms of quality, yield and maturity to other similar securities that are appropriate for that Fund and that are being purchased or sold during a comparable period of time. In making this analysis, the Board of Trustees/Directors may rely on a matrix pricing system which they believe properly assists them in determining the value of securities pursuant to section 2(a)(41) of the 1940 Act.

6. The Board of Trustees/Directors of each of the Funds (including at least a majority of the disinterested members) will (a) adopt procedures, pursuant to which transactions in Qualified Securities may be effected for the Funds, which are reasonably designated to provide that all the requirements of Conditions 1 through 5 above and the requirements of Investment Company Act Release No. 13005 (Feb. 2, 1983) have been complied with, (b) review no less frequently than annually such procedures for their continuing appropriateness, and (c) determine no less frequently than quarterly that such transactions in Qualified Securities made during the preceding quarter were effected in compliance with such procedures. The investment adviser (or sub-adviser if Goldman Sachs is the sub-

adviser) of each Fund will implement these procedures and make decisions necessary to meet these conditions, subject to the direction and control of the Board of Trustees/Directors of each Fund.

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

**Margaret H. McFarland,**  
*Deputy Secretary.*

[FR Doc. 95-22803 Filed 9-13-95; 8:45 am]  
BILLING CODE 8010-01-M

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**Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Handleman Company, Common Stock \$(0.01 Par Value) No. 1-7923**

September 8, 1995.

Handleman Company ("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 securities ("Securities") from listing and registration on the Chicago Stock Exchange, Incorporated ("CHX") and the Pacific Stock Exchange Incorporated ("PSE").

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

According to the Company, the Executive Committee of the Board of Directors of the Company ("Committee"), pursuant to lawfully delegated authority, unanimously approved a resolution on April 26, 1995 to withdraw the Security's listing on the CHX and the PSE and to maintain its listing and registration on the New York Stock Exchange, Inc. ("NYSE"). The decision of the Committee followed a study of the matter, and was based upon the belief that the listings on the CHX and the PSE were no longer beneficial to the Company because: (1) Listing the Security on the CHX, the PSE, and the NYSE was no longer cost effective in light of the low annual trading volume of the Security on the CHX and the PSE; (2) the presence of a substantial national and liquid market for the Security on the NYSE; and (3) the continuing need for the Company to reduce the costs of doing business in the current competitive environment in which the Company operates.

Any interested person may, on or before September 29, 1995 submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth

Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

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

**Jonathan G. Katz,**  
*Secretary.*

[FR Doc. 95-22845 Filed 9-13-95; 8:45 am]  
BILLING CODE 8010-01-M

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[Rel. No. IC-21343; No. 812-9594]

**Hartford Life Insurance Company, et al.**

September 8, 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").

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**APPLICANTS:** Hartford Life Insurance Company ("Hartford"), Hartford Life Insurance Company-ICMG Secular Trust Separate Account ("Separate Account"), and Hartford Equity Sales Company, Inc. ("HESCO").

**RELEVANT 1940 ACT SECTIONS:** Order requested under Section 6(c) of the 1940 Act granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the 1940 Act.

**SUMMARY OF APPLICATION:** Applicants seek an order to permit the deduction of a mortality and expense risk charge from the assets of the Separate Account or any other separate account ("Other Accounts") established by Hartford to support certain group flexible premium deferred annuity contracts and individual certificates thereunder ("Contracts") as well as other variable annuity contracts that are substantially similar in all material respects to the Contracts ("Future Contracts"). In addition, Applicants propose that the order extend the same exemptions granted to HESCO to any other broker-dealer that may in the future serve as principal underwriter for the Contracts or Future Contracts. Any such broker-dealer will be registered under the Securities Exchange Act of 1934 as a broker-dealer and will be a member of the National Association of Securities Dealers, Inc. ("NASD").

**FILING DATE:** The application was filed on May 11, 1995, and amended on August 10, 1995 and September 5, 1995.

**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 SEC's Secretary and serving Applicants 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 27, 1995, 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 requester's interest, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Secretary of the SEC.

**ADDRESSES:** Secretary, Securities and Exchange Commission, 450 5th Street NW., Washington, DC 20549. Applicants, Scott K. Richardson, Esq., ITT Hartford Life Insurance Companies, 200 Hopmeadow Street, Simsbury, CT 06070.

**FOR FURTHER INFORMATION CONTACT:** Pamela K. Ellis, Senior Counsel, or Wendy Finck Friedlander, Deputy Chief, both at (202) 942-0670, Office of Insurance Products (Division of Investment Management).

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

### Applicants' Representations

1. Hartford, a stock life insurance company, is organized in Connecticut and licensed to do business in all states of the United States and in the District of Columbia.

2. The Separate Account is a separate account established by Hartford to fund the Contracts. The Separate Account is registered with the Commission as a unit investment trust under the 1940 Act, and interests in the Contracts are registered as securities under the Securities Act of 1933.

3. Hartford has established for each investment option offered under the Contract a Separate Account subaccount ("Subaccount"), which will invest solely in a specific corresponding portfolio of certain designated investment companies ("Funds"). The Funds will be registered under the 1940 Act as open-end management investment companies. Each portfolio of the Funds will have separate investment objectives and policies.

4. HESCO will serve as the principal underwriter of the Contracts. HESCO, a wholly-owned subsidiary of Hartford, is registered under the 1934 Act as a broker-dealer and is a member of the NASD.

5. The Contracts are tax-deferred individually allocated group flexible premium deferred annuity contracts, and are offered to employee-participants of nonqualified deferred compensation and supplemental executive retirement plans. The Contracts may be purchased with an initial premium payment of \$1,000. The minimum subsequent premium payment for the Contracts is \$1,000 (certain plans may permit smaller initial and subsequent periodic premium payments). Net premium payments may be allocated to one or more of the Separate Account Subaccounts that have been established to support the Contracts.

6. The Contracts provide for a series of annuity payments beginning on the annuity date. The Contract owner may select from several annuity payout options.

7. The Contracts provide for a death benefit if the annuitant dies during the accumulation period or prior to the annuitant or Contract owner attaining age 85. The death benefit is the greater of: (1) the Contract value as determined on the date of receipt of due proof of death by Hartford; or (2) 100% of all premium payments made by the Contract owner under the Contract reduced by the amount of any partial withdrawals.

8. Certain charges and fees are assessed under the Contracts. Hartford will deduct an administration charge from a Contract owner's account value to reimburse it for expenses relating to the administration and maintenance of the Contract and for administration of the Separate Account. The Contract provides for an administrative expense charge of \$2.50 to be deducted from account value on the commencement date of the Contract and monthly thereafter. The deduction will be made pro rata according to the value in each Subaccount under a Contract.

9. Applicants represent that the administration charge will not increase during the life of the Contracts. In addition, Applicants represent that these charges are at cost with no anticipation of profit.

10. A maximum front-end sales charge of 4.6% of premium payments, will be imposed for expenses related to the sales and distribution of the Contracts. Applicants state that the front-end sales charge will not increase during the life of the Contracts.

11. Hartford proposes to deduct a daily mortality and expense risk charge. Hartford represents that this charge is equal to an effective annual rate of .65% of the net asset value of the Separate Account, and that it will not increase. Of this amount, approximately .45% is for mortality risks and .20% is for expense risks.

12. Hartford assumes the mortality risk that the life expectancy of the annuitant will be greater than that assumed in the guaranteed annuity purchase rates, thus requiring Hartford to pay out more in annuity income than it had planned. In addition, Hartford is contractually obligated to provide a death benefit prior to the annuity date. Thus, Hartford assumes the risk that the owner may die at a time when the amount of the death benefit payable exceeds the then net surrender value of the Contracts. The expense risk assumed by Hartford is that the contract administration charge will be insufficient to cover the cost of administering the Contracts.

13. In the event the mortality and expense risk charges are more than sufficient to cover Hartford's costs and expenses, any excess will be a profit to Hartford.

14. Should the owner live in a jurisdiction that levies a premium tax, Hartford will pay the taxes when due. Hartford represents that state premium taxes may range up to 4.0% of premium payments and are subject to change. Hartford will deduct premium taxes when they are paid.

15. In addition Hartford will deduct a current charge of .43% of each premium payment for the federal tax cost resulting from Section 848 of the Internal Revenue Code. This charge may be increased or decreased to reflect changes in federal tax laws.

### Applicants' Legal Analysis

1. Section 6(c) of the 1940 Act authorizes the Commission, by order upon application, to conditionally or unconditionally grant an exemption from any provision, rule or regulation of the 1940 Act to the extent that 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 1940 Act.

2. Sections 26(a)(2)(C) and 27(c)(2) of the 1940 Act, in relevant part, prohibit a registered unit investment trust, its depositor or principal underwriter, from selling periodic payment plan certificates unless the proceeds of all payments, other than sales loads, are deposited with a qualified bank and held under arrangements which prohibit

any payment to the depositor or principal underwriter except a reasonable fee, as the Commission may prescribe, for performing bookkeeping and other administrative duties normally performed by the bank itself.

3. Applicants request exemptions from Sections 26(a)(2)(C) and 27(c)(2) of the 1940 Act to the extent necessary to permit the deduction from the net assets of the Separate Account and the Other Accounts in connection with the Contracts and Future Contracts of the .65% charge for the assumption of mortality and expense risks. In addition, Applicants request that the order extend the same exemptions granted to HESCO to any other broker-dealer that may in the future serve as principal underwriter for the Contracts or Future Contracts.

4. Applicants assert that the terms of the relief requested with respect to any Future Contracts funded by the Separate Account or Other Accounts are consistent with the standards enumerated in Section 6(c) of the 1940 Act. Without the requested relief, Applicants would have to request and obtain exemptive relief for each new Other Account it establishes to fund any Future Contract, as well as for each Future Broker-Dealer that distributes the Contract or Future Contracts. Applicants submit that any such additional request for exemption would present no issues under the 1940 Act that have not already been addressed in this application, and that investors would not receive any benefit or additional protections thereby.

Applicants submit that the requested relief is appropriate in the public interest because it would promote competitiveness in the variable annuity contract market by eliminating the need for Applicants to file redundant exemptive applications, thereby reducing their administrative expenses and maximizing the efficient use of their resources. The delay and expense involved in having repeatedly to seek exemptive relief would reduce Applicants' ability effectively to take advantage of business opportunities as they arise.

Applicants further submit that the requested relief is consistent with the purposes of the 1940 Act and the protection of investors for the same reasons. Applicants thus assert that the requested exemptions are appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.

5. Applicants represent that the .65% per annum mortality and expense risk charge is within the range of industry practice for comparable annuity

contracts. This representation is based upon an analysis of publicly available information about similar industry products, taking into consideration such factors as the current charge levels and benefits provided, the existence of expense charge guarantees, and guaranteed annuity rates. Hartford will maintain at its principal offices, available to the Commission, a memorandum setting forth in detail the products analyzed in the course of, and the methodology and results of, Applicants' comparative review. In addition, Applicants will keep, and make available to the Commission, a memorandum setting forth the basis for the same representations with respect to the Future Contracts offered by the Separate Account or Other Accounts.

6. Hartford has concluded that there is a reasonable likelihood that the Separate Accounts and Other Accounts' proposed distribution financing arrangements will benefit the Separate Accounts and their investors. Hartford represents that it will maintain and make available to the Commission upon request a memorandum setting forth the basis of such conclusion.

7. The Separate Accounts and Other Account will be invested only in management investment companies that undertake, in the event the company should adopt a plan for financing distribution expenses pursuant to Rule 12b-1 under the 1940 Act, to have such plan formulated and approved by the company's board members, the majority of whom are not "interested persons" of the management investment company within the meaning of Section 2(a)(19) of the 1940 Act.

#### Conclusion

For the reasons set forth above, Applicants represent that the exemptions requested are necessary and appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the 1940 Act.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 95-22849 Filed 9-12-95; 8:45 am]

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#### Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Larson-Davis Incorporated, Common Stock, \$0.001 Par Value) File No. 1-10013

September 8, 1995.

Larson-Davis Incorporated ("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 Boston Stock Exchange, Inc. ("BSE").

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

According to the Company, the Security is currently listed on the Small Cap Market of Nasdaq under the symbol "LDII", and the principal trading activity in the Security occurs in the over-the-counter market of Nasdaq. The Company wishes to withdraw the Security from listing on the BSE in order to consolidate the trading in the Security in a single trading market.

Any interested person may, on or before September 29, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the BSE and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

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

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 95-22847 Filed 9-13-95; 8:45 am]

BILLING CODE 8010-01-M

#### Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Package Machinery Company, Common Stock, \$1.00 Par Value) File No. 1-9675

September 8, 1995.

Package Machinery Company ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant