

are structured to assure that neither the Fund nor DFAITC will participate therein on a basis that is different from or less advantageous than any other participant.

Applicants' Conditions

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

1. The Fund and each Underlying Series will be part of the same "group of investment companies," as defined in rule 11a-3 under the Act.

2. No Underlying Series shall acquire securities of any other investment company in excess of the limits contained in section 12(d)(1)(A) of the Act.

3. A majority of the directors of the Fund will not be "interested persons" of the Fund, as defined in section 2(a)(19) of the Act.

4. Before approving any advisory contract under section 15, the board of directors of the Fund, including a majority of the directors who are not "interested persons" of the Fund, as defined in section 2(a)(19), shall find that advisory fees charged under such contract are based on services provided that are in addition to, rather than duplicative of, services provided pursuant to any Underlying Portfolio's advisory contract. Such finding, and the basis upon which the finding was made, will be recorded fully in the minute books of the Fund.

5. Any sales charges or service fees charged with respect to the securities of the Fund, when aggregated with any sales charges or service fees paid by the Fund with respect to shares of the acquired Underlying Portfolios, shall not exceed the limits set forth in Article III, section 26, of the Rules of Fair Practice of the National Association of Securities Dealers, Inc.

6. Applicants agree to provide the following information, in electronic format, to the Chief Financial Analyst of the SEC's Division of Investment Management: Monthly average total assets for each Fund portfolio and each of its Underlying Series; monthly purchases and redemptions (other than by exchange) for each Fund portfolio and each of its Underlying Series; monthly exchanges into and out of each Fund portfolio and each of its Underlying Series; month-end allocations of each Fund portfolio's assets among its Underlying Series; annual expense ratios for each Fund portfolio and each of its Underlying Series; and a description of any vote taken by the shareholders of any Underlying Series, including a statement of the percentage of votes cast

for and against the proposal by the Fund and by the other shareholders of the Underlying Series. Such information will be provided as soon as reasonably practicable following each fiscal year-end of the Fund (unless the Chief Financial Analyst shall notify applicants in writing that such information need no longer be submitted).

For the SEC, by the Division of Investment Management, under delegated authority.
Margaret H. McFarland,
Deputy Secretary.

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Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Marcum Natural Gas Services, Inc., Common Stock, \$.01 Par Value) File No. 1-12014

December 29, 1995.

Marcum Natural Gas Services, Inc. ("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 Pacific Stock Exchange, Incorporated. ("PSE").

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

According to the Company, since May 23, 1994, the Security has been listed and traded on the Nasdaq National Market. The Company believes that, in light of the trading of the Security on the Nasdaq National Market, the listing of the Security on the PSE imposed costs on the Company in excess of the benefits to the Company and its stockholders.

Any interested person may, on or before January 23, 1996 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.

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Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (NDE Environmental Corporation, Common Stock, \$.0001 Par Value) File No. 1-10361

December 29, 1995.

NDE Environmental Corporation ("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 reason alleged in the application for withdrawing the Security from listing and registration is that the Company has chosen to voluntarily delist rather than rectify its failure to maintain compliance with the listing requirements of the BSE. Specifically, the BSE has informed the Company that it has fallen below BSE requirements for continued listing based upon the company's most recent 10-Q. More specifically, the Company is below the following requirements: the market value of float shares, \$140,981, is below the requirement of \$500,000; and the shareholder's equity, \$319,034, is below the requirement of \$500,000. Additionally, the BSE has informed the Company that it also must list the Additional Shares issued as a result of the agreement with Proactive Partners, L.P., regarding a refinancing arrangement (4,815,586 shares of common stock).

Any interested person may, on or before January 23, 1996 submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street NW., Washington, DC 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.