

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained for a fee from the SEC's Public Reference Branch.

#### Applicant's Representations

1. Applicant is an open-end diversified management investment company that is organized as a limited partnership under the laws of Delaware. On June 12, 1987, applicant registered under the Act and filed a registration statement under the Securities Act of 1933. Applicant's registration statement was not declared effective, and applicant made no public offering of its securities.

2. Applicant has no assets, liabilities, or securityholders. Applicant is not a party to any litigation or administrative proceeding.

3. Applicant is not now engaged in, nor does it intend to engage in, any business activities other than those necessary for the winding up of its affairs.

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

Margaret H. McFarland,

*Deputy Secretary.*

[FR Doc. 96-9342 Filed 4-15-96; 8:45 am]

BILLING CODE 8010-01-M

#### [Investment Company Act Release No. 21882; 811-5203]

#### Delaware Group Foreign Investors High-Yield Fund, L.P.; Notice of Application

April 10, 1996.

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

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

**APPLICANT:** Delaware Group Foreign Investors High-Yield Fund, L.P.

**RELEVANT ACT SECTION:** Section 8(f).

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

**FILING DATES:** The application was filed on March 14, 1996.

**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 application 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 6, 1996, and should be accompanied by proof of service on the

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, 2005 Market Street, Philadelphia, Pennsylvania 19103.

**FOR FURTHER INFORMATION CONTACT:** Diane L. Titus, Paralegal Specialist, at (202) 942-0584, or David M. Goldenberg, 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 from the SEC's Public Reference Branch.

#### Applicant's Representations

1. Applicant is an open-end diversified management investment company that is organized as a limited partnership under the laws of Delaware. On June 12, 1987, applicant registered under the Act and filed a registration statement under the Securities Act of 1933. Applicant's registration statement was not declared effective, and applicant made no public offering of its securities.

2. Applicant has no assets, liabilities, or securityholders. Applicant is not a party to any litigation or administrative proceeding.

3. Applicant is not now engaged in, nor does it intend to engage in, any business activities other than those necessary for the winding up of its affairs.

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

Margaret H. McFarland,

*Deputy Secretary.*

[FR Doc. 96-9343 Filed 4-15-96; 8:45 am]

BILLING CODE 8010-01-M

#### [Investment Company Act Rel. No. 21881; 812-9910]

#### EAI Select Managers Equity Fund, et al.; Notice of Application

April 10, 1996.

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

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

**APPLICANTS:** EAI Select Managers Equity Fund ("Fund"), and Evaluation

Associates Capital Markets, Incorporated ("Manager").

**RELEVANT ACT SECTIONS:** Order requested under section 6(c) of the Act for an exemption from section 15(a).

**SUMMARY OF APPLICATION:** The Fund is a registered investment company advised by the Manager. The Manager oversees the selection of other investment advisers ("Subadvisers") for the Fund, monitors their performance, and allocates assets among them. The order would permit the Subadvisers to serve as investment advisers to the Fund without receiving prior shareholder approval.

**FILING DATES:** The application was filed on December 18, 1995, and amended on February 23, 1996.

**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 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 May 6, 1996, 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 such notification by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicants, 200 Connecticut Avenue, Suite 700, Norwalk, Connecticut 06854-1958.

**FOR FURTHER INFORMATION CONTACT:** Courtney S. Thornton, Senior Counsel, at (202) 942-0583, or Alison E. Baur, 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 from the SEC's Public Reference Branch.

#### Applicants' Representations

1. The Fund is a registered open-end management investment company organized as a Massachusetts business trust.

2. The Manager, an investment adviser registered under the Investment Advisers Act of 1940, serves as the principal investment adviser for the Fund. Under the "multi-manager" approach employed by the Fund and the

Manager, the Manager selects Subadvisers to manage the assets of the Fund and allocates the assets among those Subadvisers in order to achieve a diversity in expertise and investment style that would not be possible if the Fund had only one investment adviser. Under this approach, the Manager (a) sets the Fund's overall investment strategies, (b) makes recommendations to the Trustees regarding the Subadvisers based on its continuing qualitative and quantitative assessment of each Subadviser's skills in managing assets and other factors that could affect the Fund's performance, (c) allocates and, when appropriate, reallocates the Fund's assets among Subadvisers, (d) monitors and evaluates the performance of each Subadviser, (e) ensures that the Subadvisers comply with the Fund's investment objectives, policies, and restrictions, and (f) consults regularly with the Subadvisers. Pursuant to the agreement between the Manager and the Fund ("Management Agreement"), the Fund pays the Manager a management fee of .92% of the net asset value of the Fund for its services, and a certain portion of that management fee is forwarded to the Subadvisers to pay their fees in accordance with contractual provisions negotiated between the Manager and each Subadviser.

3. Each Subadviser has discretion, subject to oversight by the Fund's board of trustees ("Trustees") and the Manager, to purchase and sell portfolio assets consistent with the investment objectives and policies set forth in its particular sub-advisory agreement (each a "Subadvisory Agreement") and established for it by the Manager and the Trustees. The duties and responsibilities of each Subadviser under its Subadvisory Agreement are limited to the management of the portion of the Fund's assets allocated to it by the Manager in accordance with the investment policies and objectives of the Fund. None of the Subadvisers provide any services to the Fund other than pursuant to their Subadvisory Agreements, except that a Subadviser or its affiliated broker-dealer may execute transactions for the Fund and receive a brokerage commission for such transactions in accordance with section 17(e)(2) of the Act and rule 17e-1 thereunder. No Subadviser has responsibility for the ongoing administration and corporate maintenance of the Fund or for the servicing of its shareholders.

4. No Subadviser will be an affiliated person, as defined in section 2(a)(3) of the Act, of the Manager or the Fund, or of an affiliated person of the Manager or

the Fund (an "Affiliated Subadviser") unless the Subadvisory Agreement with that Affiliated Subadviser, including the compensation to be paid thereunder, is approved by the shareholders of the Fund, and unless the Trustees, including a majority of the Trustees who are not "interested persons" (as defined in section 2(a)(19) of the Act) of the appropriate Subadviser ("Independent Trustees"), make a separate finding reflected in the board minutes of the Fund that any subsequently proposed change of Subadviser is in the best interests of the Fund and does not involve a conflict of interest from which the Manager or such Affiliated Subadviser derives an inappropriate benefit.

5. Applicants propose that each Subadvisory Agreement be exempt from section 15(a) of the Act so that the Subadvisers may serve as investment advisers to the Fund under a written contract that has not been approved by a vote of a majority of the outstanding shares of the Fund. Instead, each Subadvisory Agreement and any extensions thereto would be subject to the approval of the Manager, the Trustees, and a majority of the Independent Trustees. In addition, each Subadvisory Agreement would have a one-year term, with successive one-year extensions if approved by the Manager, the Trustees, and a majority of the Independent Trustees. Any amendment to a Subadvisory Agreement would require the approval of the Manager and the Trustees. Each Subadvisory Agreement would terminate automatically if it is assigned unless the Manager and the Trustees agree to continue such agreement, and the Manager would be able to terminate any Subadvisory Agreement without penalty at any time, subject to the approval of the Trustees. The Management Agreement would remain subject to all of the shareholder approval requirements set forth in the Act.

6. Applicants state that the Fund has disclosed in its prospectus that it is seeking an order from the SEC to exempt the Fund from the requirement that Each Subadvisory Agreement be approved by a vote of a majority of its shareholders, and will disclose in all future prospectuses the existence, substance, and effect of any such order. In addition, applicants represent that the prospectus and any sales materials or other shareholder communications relating to the Fund will prominently disclose the identities of the Subadvisers and the fact that the Manager has ultimate responsibility for the investment performance of the Fund due to its responsibility to oversee the

Subadvisers and recommend their hiring, termination, and replacement.

#### Applicants' Legal Analysis

1. Section 15(a) of the Act makes it unlawful for any person to act as investment adviser to a registered investment company except pursuant to a written contract that has been approved by a majority of the investment company's outstanding securities. Section 15(a) therefore requires the Subadvisory Agreement to be approved by the Fund's shareholders.

2. Applicants assert that the requested exemption will benefit the Fund's shareholders by permitting the Manager to perform its duties in selecting and monitoring Subadvisers more quickly and efficiently and by avoiding the unnecessary expenses associated with convening special shareholders' meetings each time a change is made in the Subadvisers for the Fund.

Applicants point out that the Manager will retain ultimate responsibility for the management of the Fund under the Management Agreement (subject to the oversight of the Board of Trustees). Applicants also note that because no exemptive relief is sought with respect to the relationship between the Fund and the Manager, that relationship will continue to be subject to the shareholder approval requirements of section 15(a). Finally, applicants argue that, because no Affiliated Subadviser can be retained without shareholder approval, the relationship between the Fund and the Manager on the one hand and Subadvisers not approved by shareholders on the other will be entirely at arm's length.

3. Applicants also state that the Fund's shareholders will have all of the information they will need to decide whether to continue to invest in the Fund. Potential investors will know, through the disclosure required in the prospectus, the identity of each Subadviser and the fee paid under each Subadvisory Agreement, and all shareholders will be advised, through annual and other reports and through the written information that will be sent to them, of changes in the Subadvisers or in any Subadvisory Agreement. In addition, applicants assert that, if the exemptive relief is not granted, all shareholders would bear the higher costs of formal proxy solicitations and special shareholder meetings without any more meaningful disclosure.

4. Section 6(c) of the Act provides that the SEC may exempt any person, security, or transaction from any provision of the Act, if and to the extent that such exemption is necessary or appropriate in the public interest and

consistent with the protection of investors and the policies and purposes fairly intended by the policies and provisions of the Act. Applicants believe that the requested relief meets this standard.

#### Applicants' Conditions

Applicants agree that any other granting the requested relief will be subject to the following conditions:

1. At all times, a majority of the Trustees will be Independent Trustees, and the nomination of new or additional Independent Trustees will be placed within the discretion of the then-existing Independent Trustees.

2. The Manager will provide general management and administrative services to the Fund, and, subject to the oversight of the Trustees, will (a) set the Fund's overall investment strategies, (b) select the Subadvisers, (c) allocate and, when appropriate, reallocate the Fund's assets among Subadvisers, (d) monitor and evaluate the performance of Subadvisers, and (e) ensure that the Subadvisers company with the Fund's investment objectives, policies, and restrictions.

3. Within 60 days of the hiring of any new Subadviser or the implementation of any proposed material change in a Subadvisory Agreement, the Manager will furnish the Fund's shareholders all of the information about the new Subadviser or the Subadvisory Agreement that would be included in a proxy statement. Such information will include any change in such information caused by the addition of a new Subadviser or any proposed material change in a Subadvisory Agreement. The Manager will meet this condition by providing shareholders of the Fund, within 60 days of the hiring of a new Subadviser or the implementation of any material change to the terms of a Subadvisory Agreement, with an information statement meeting the requirements of Regulation 14C and Schedule 14C under the Securities Exchange Act of 1934 ("Exchange Act"). The information statement will also meet the requirements of Schedule 14A under the Exchange Act.

4. No Trustee, director, or officer of the Fund or the Manager will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by any such Trustee, director, or officer) any interest in a Subadviser except for ownership of less than 1% of the outstanding securities of any class of equity or debt of a publicly traded company that is either a Subadviser or an entity that controls, is controlled by, or is under common control with, a Subadviser.

5. The prospectus for the Fund will disclose the existence, substance, and effect of any order granted pursuant to the application. In addition, the Fund will hold itself out to the public as employing the "multi-manager" structure described in the application. The prospectus and any sales materials or other shareholder communications relating to the Fund will prominently disclose that the Manager has ultimate responsibility for the investment performance of the Fund due to its responsibility to oversee the Subadvisers and recommend their hiring, termination, and replacement.

6. The Manager will not enter into a Subadvisory Agreement with any Affiliated Subadviser without such agreement, including the compensation to be paid thereunder, being approved by the shareholders of the Fund.

7. If the Manager retains an Affiliated Subadviser for the Fund, the Trustees of the Fund, including a majority of the Independent Trustees, will make a separate finding, reflected in the board minutes of the Fund, that any subsequently proposed change of the Subadviser is in the best interest of the Fund and its shareholders, and does not involve a conflict of interest from which the Manager or the Affiliated Subadviser derives an inappropriate advantage.

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

Margaret H. McFarland,

*Deputy Secretary.*

[FR Doc. 96-9344 Filed 4-15-96; 8:45 am]

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#### SMALL BUSINESS ADMINISTRATION

[Declaration of Disaster Loan Area #2837; Amendment #3]

#### Washington; Declaration of Disaster Loan Area

The above-numbered declaration is hereby amended to include Spokane County in the State of Washington as a disaster area due to damages caused by high winds, severe storms, and flooding beginning on January 26, 1996 and continuing through February 23, 1996.

In addition, applications for economic injury loans from small businesses located in the contiguous county of Pend Oreille in the State of Washington may be filed until the specified date at the previously designated location.

Any counties contiguous to the above-named primary county and not listed here-in have been declared under a separate declaration for the same occurrence.

All other information remains the same, i.e., the termination date for filing applications for physical damage is April 11, 1996, and for loans for economic injury the deadline is November 12, 1996.

(Catalog of Federal Domestic Assistance Program Nos. 59002 and 59008)

Dated: April 8, 1996.

Bernard Kulik,

*Associate Administrator for Disaster Assistance.*

[FR Doc. 96-9333 Filed 4-15-96; 8:45 am]

BILLING CODE 8025-01-P

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[Declaration of Disaster Loan Area #2830; Amendment #1]

#### Virginia; Declaration of Disaster Loan Area

The above numbered Declaration is hereby amended to expand the incident type to include damage resulting from severe storms, including high winds and wind driven rain, as well as flooding which occurred January 19 through February 1, 1996.

All other information remains the same; i.e., the deadline for filing applications for physical damages closed on March 27, 1996, and for economic injury the deadline is October 28, 1996.

(Catalog of Federal Domestic Assistance Program Nos. 59002 and 59008)

Dated: April 8, 1996.

Bernard Kulik,

*Associate Administrator for Disaster Assistance.*

[FR Doc. 96-9334 Filed 4-15-96; 8:45 am]

BILLING CODE 8025-01-P

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#### DEPARTMENT OF TRANSPORTATION

#### Surface Transportation Board <sup>1</sup>

[STB Docket No. AB-402 (Sub-No. 4X)]

#### Fox Valley & Western Ltd.— Abandonment Exemption—in Manitowoc and Brown Counties, WI

Fox Valley & Western Ltd. (FVW) <sup>2</sup> filed a notice of exemption under 49 CFR 1152 Subpart F—*Exempt Abandonments* to abandon approximately 14.0 miles of its line of

<sup>1</sup> The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803, which was enacted on December 29, 1995, and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred certain functions to the Surface Transportation Board (Board). This notice relates to functions that are subject to the Board's jurisdiction pursuant to 49 U.S.C. 10903.

<sup>2</sup> FVW is a subsidiary of Wisconsin Central Transportation Corporation.