

*Filing Dates:* The applications were filed on November 12, 2004, and amended on January 14, 2005.

*Applicants' Address:* 113 King St., Armonk, NY 10504.

**Minnesota Municipal Term Trust Inc. II [File No. 811-6517]**

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On April 10, 2003, applicant made a liquidating distribution to its shareholders, based on net asset value. Prior to the liquidation date, applicant's preferred stock was redeemed at its liquidation preference, plus accumulated but unpaid dividends through the redemption date. Expenses of \$5,392 incurred in connection with the liquidation were paid by applicant and U.S. Bancorp Asset Management, Inc., applicant's investment adviser.

*Filing Date:* The application was filed on December 29, 2004.

*Applicant's Address:* U.S. Bancorp Asset Management, Inc., 800 Nicollet Mall, Minneapolis, MN 55402.

**Amstar Investment Trust [File No. 811-9405]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On September 30, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$2,743 incurred in connection with the liquidation were paid by Amstar Investment Management Company, LLC, applicant's investment adviser.

*Filing Date:* The application was filed on January 5, 2005.

*Applicant's Address:* 14 Penn Plaza, 225 West 34th St., Suite 718, New York, NY 10122.

**First American Insurance Portfolios, Inc. [File No. 811-9765]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On September 3, 2004, applicant made a final liquidating distribution to its shareholders, based on net asset value. Expenses of \$34,274 incurred in connection with the liquidation were paid by U.S. Bancorp Investment Management, Inc., applicant's investment adviser.

*Filing Date:* The application was filed on December 29, 2004.

*Applicant's Address:* U.S. Bancorp Asset Management, Inc., 800 Nicollet Mall, Minneapolis, MN 55402.

**The Scott James Fund, Inc. [File No. 811-9809]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an

investment company. Applicant has 39 shareholders and presently is not making a public offering and does not propose to make a public offering. Applicant will continue to operate as a private investment fund in reliance on section 3(c)(1) of the Act.

*Filing Dates:* The application was filed on June 18, 2004 and amended on September 27, 2004, December 1, 2004, and January 11, 2005.

*Applicant's Address:* 6700 Arlington Blvd., Falls Church, VA 22042.

**Credit Suisse Select Funds [File No. 811-9531]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. On April 26, 2002, applicant's last remaining series transferred its assets to Credit Suisse Global Technology Fund Inc., based on net asset value. All expenses incurred in connection with the reorganization were born by Credit Suisse Asset Management, LLC, applicant's investment adviser, and/or its affiliates.

*Filing Dates:* The application was filed on April 29, 2003, and amended on November 25, 2003.

*Applicant's Address:* 466 Lexington Ave., New York, NY 10017.

**CML/OFFITBANK Separate Account [File No. 811-7361]**

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. Applicant requests deregistration based on abandonment of registration. At the time of filing, Applicant had no shareholders or contractholders.

*Filing Dates:* The application was filed on December 8, 2003 and amended and restated on November 16, 2004.

*Applicant's Address:* 1295 State Street, Springfield, Massachusetts 01111-001

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. E5-403 Filed 2-2-05; 8:45 am]

BILLING CODE 8010-01-P

**SECURITIES AND EXCHANGE COMMISSION**

**Sunshine Act Meeting**

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of February 7, 2005:

A Closed Meeting will be held on Wednesday, February 9, 2005 at 10 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552(b)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Atkins, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matter of the Closed Meeting scheduled for Wednesday, February 9, 2005, will be:

Formal orders of investigations;

Institution and settlement of injunctive actions; and

Institution and settlement of administrative proceedings of an enforcement nature;

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 942-7070.

Dated: February 1, 2005.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 05-2155 Filed 2-1-05; 11:20 am]

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-51093; File No. SR-FICC-2004-24]

**Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Fee Structure of the Government Securities Division of the Fixed Income Clearing Corporation**

January 28, 2005.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> notice is hereby given that on December 30, 2004, the Fixed Income Clearing Corporation ("FICC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change described in Items I, II, and III below, which items have been prepared primarily by FICC. The Commission is publishing this notice to

<sup>1</sup> 15 U.S.C. 78s(b)(1).