on its initial Form ADV filed in December 1999.

6. Applicants state that they did not seek an order under section 9(c) around the time of the 1989 Injunction because TD Bank did not begin to engage in any fund-related activities until 1996 following the acquisition of Waterhouse. Applicants also state that they did not become aware of the section 9(a) violation until late December 1999.

7. Since the 1989 Injunction, several of TD Bank's subsidiaries—but not TD Bank, WAM or TDIM—have been involved in several administrative proceedings with state securities law administrators and self-regulatory organizations. Applicants state that none of these administrative proceedings, all of which are listed in the application, involved investment advisory or fund-related activities.

Applicants' Legal Analysis

1. Section 9(a) of the Act, in relevant part, prohibits a person who has been enjoined from engaging in or continuing any conduct or practice in connection with the purchase or sale of a security from acting, among other things, as a principal underwriter or investment adviser for a registered investment company. Applicants state that, as a result of the 1989 Injunction, TD Bank and its affiliates may be prohibited by section 9(a) from serving as an investment adviser to funds.

2. Section 9(c) of the Act provides that the Commission shall grant an application for an exemption from the disqualification provisions of section 9(a) if it is established that these provisions, as applied to the applicant, are unduly or disproportionately severe or that the conduct of applicant has been such as not to make it against the public interest or the protection of investors to grant the application.

3. Applicants seek temporary and permanent orders under section 9(c) with respect to the 1989 Injunction to permit TD Bank and its affiliates to serve an investment advisers to funds, including the WAM Funds, and in the future to provide other services to funds that might be prohibited by section 9(a). As noted above, applicants state that they did not seek an order under section 9(c) around the time of the 1989 Injunction because TD Bank did not begin to engage in any fund-related activities until 1996. Applicants also state that they did not become aware of the section 9(a) violation until late December 1999.

4. TD Bank has undertaken to develop procedures designed to prevent violations of section 9(a) by it and its affiliated persons. TD Bank's general counsel also has attested that he has reviewed TD Bank's compliance policies and procedures relating to compliance with section 9(a); that he reasonably believes that the policies and procedures have been fully implemented; and that the policies and procedures are designed reasonably to prevent violations of section 9(a) by TD bank and its affiliated persons.

5. Applicants state that the prohibitions of section 9(a) as applied to them would be unduly and disproportionately severe. Applicants assert that WAM's inability to act as an investment adviser to the WAM Funds would result in the WAM Funds and their shareholders facing potentially severe hardships. Applicants state that, at a special meeting of the boards of directors of the WAM Funds on February 10, 2000, the directors were apprised, among other things, of the circumstances surrounding the 1989 Injunction and the directors' fiduciary responsibilities in these circumstances. The boards found that the alleged misconduct underlying the 1989 Injunction does not adversely affect WAM's continuing ability to provide investment advisory services to the Funds or diminish the value of the services already provided. The boards unanimously voted to continue the Funds' current investment advisory contracts with WAM.

6. Applicants assert that if WAM were prohibited from providing services to the WAM Funds, the effect on WAM's business and employees would be severe. Applicants state that WAM has committed substantial resources over the past five years to establishing expertise in advising registered investment companies.

7. Applicants also assert that their conduct has been such as not to make it against the public interest or the protection of investors to grant the exemption from section 9(a). Applicants note that over 10 years have passed since the 1989 Injunction. Applicants also note that the 1989 Injunction did not in any way involve fund-related activities. Applicants state that all of the employees, including senior management, involved in the matters underlying the 1989 Injunction are no longer employed at TB Bank or any of its affiliates. Applicants further state that since the 1989 Injunction, neither TD Bank nor any affiliated person of TD Bank has engaged in conduct that would result in disqualification under section 9(a) of the Act.

Applicants' Condition

Applicants agree that the requested order is subject to the following condition:

Any temporary exemption granted pursuant to the application shall be without prejudice to, and shall not limit the Commission's rights in any manner with respect to, any Commission investigation of, or administrative proceedings involving or against, applicants, including without limitation, the consideration by the Commission of a permanent exemption from section 9(a) of the Act requested pursuant to the application or the revocation or removal of any temporary exemptions granted under the Act in connection with the application.

Temporary Order

The Division has considered the matter and, without necessarily agreeing with all of the facts represented or all of the arguments asserted by applicants, finds, in accordance with 17 CFR 200.30–5(a)(7), that it appears that: (i) The prohibitions of section 9(a), as applied to applicants, may be unduly or disproportionately severe; (ii) applicants' conduct has been such as not make it against the public interest or the protection of investors to grant the temporary exemption; and (iii) granting the temporary exemption would protect the interests of the investment companies served by applicants by allowing time for the orderly consideration of the application for permanent relief.

Accordingly, *It is hereby ordered,* under section 9(c), that applicants are granted a temporary exemption from the provisions of section 9(a), effective forthwith, solely with respect to the 1989 Injunction, subject to the condition in the application, until the Commission takes final action on the application for a permanent order or, if earlier, July 31, 2000.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 00–14246 Filed 6–6–00 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 24487; 812–12024]

Strategist Growth Fund, Inc., et al.; Notice of Application

June 1, 2000.

AGENCY: Securities and Exchange Commission (''Commission'').

ACTION: Notice of an application under section 17(b) of the Investment Company Act of 1940 (the ''Act'') for an exemption from section 17(a) of the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit certain series of a registered open-end management investment company to acquire all of the assets and stated liabilities of certain series of another registered open-end management investment company. Because of certain affiliations, applicants may not rely on rule 17a–8 under the Act.

Applicants: Strategist Growth Fund, Inc. on behalf of its underlying series: Strategist Growth Fund, Strategist Growth Trends Fund and Strategist Special Growth Fund; Strategist Growth and Income Fund, Inc. on behalf of its underlying series: Strategist Balanced Fund, Strategist Equity Fund, Strategist Equity Income Fund and Strategist Total Return Fund; Strategist Income Fund, Inc. on behalf of its underlying series: Strategist Government Income Fund, Strategist High Yield Fund and Strategist Quality Income Fund; Strategist Tax-Fee Income Fund, Inc. on behalf of its underlying series, Strategist Tax-Free High Yield Fund; Strategist World Fund, Inc. on behalf of its underlying series; Strategist Emerging Markets Fund, Strategist World Growth Fund, Strategist World Income Fund, and Strategist World Technologies Fund (Each series individually an ''Acquired Fund'' and collectively, the ''Acquired Funds''); AXP Extra Income Fund, Inc.; AXP Federal Income Fund, Inc.; AXP Global Series, Inc. on behalf of its underlying series: AXP Emerging Markets Fund, AXP Global Bond Fund, AXP Global Growth Fund, and AXP Innovations Fund; AXP Growth Series, Inc. on behalf of its underlying series; AXP Growth Fund and AXP Research Opportunities Fund; AXP High Yield Tax-Exempt Fund, Inc.; AXP Investment Series, Inc. on behalf of its underlying series; AXP Diversified Equity Income Fund and AXP Mutual; AXP Managed Series, Inc. on behalf of its underlying series, AXP Managed Allocation Fund; AXP New Dimensions Fund, Inc.; AXP Stock Fund, Inc.; AXP Selective Fund, Inc. (each series individually an ''Acquiring Fund'' and collectively, the ''Acquiring Funds'') (the Acquired Funds and the Acquiring Funds collectively, the ''Funds''); and American Express Financial Corporation (''AEFC'').

Filing Dates: The application was filed on March 14, 2000 and amended on May 5, 2000. Applicants have agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

Hearing or Notification of Hearing: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commissions's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing request should be received by the Commission by 5:30 p.m. on June 26, 2000 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 may request notification of a hearing by writing to the Commission's Secretary.

ADDRESSES:

Secretary, Commission, 450 5th Street NW, Washington, DC 20549–0609

Acquired Funds and AEFC, c/o Eileen J. Newhouse, American Express Financial Corporation, IDS Tower 10, T27/52, Minneapolis, MN 55440–0010

Acquiring Funds, c/o Leslie L. Ogg, American Express Funds, 901 Marquette Avenue South, Suite 2810, Minneapolis, MN 55402–3268.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Senior Counsel, at (202) 942–0574; or Nadya B. Roytblat, Assistant Director, 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 at the Commission's Public Reference Branch, 450 5th Street NW, Washington, DC 20549–0102 (tel. 202–942–8090).

Applicants' Representations

1. The Funds are registered under the Act as open-end management investment companies. Each of the Funds is a feeder fund in a master/feeder structure. Each Acquired Fund and its corresponding Acquiring Fund invest in the same master fund (the ''Master Funds''). Each Master Fund is registered under the Act as an open-end management investment company.

2. AEFC, a Delaware corporation, is registered under the Investment Advisers Act of 1940 and serves as the investment for each Master Fund and as the administrator for each Fund. AEFC is a wholly-owned subsidiary of the American Express Company. Currently, AEFC or American Express Company owns, for its own account, more than 25% of the outstanding shares of each Acquired Fund and one of the Acquiring Funds.

3. On March 8, and 9, 2000 and March 10, 2000, the boards of directors of the Acquiring Funds and the Acquired Funds (the ''Boards''), respectively, including all of the directors who are not interested persons of the Funds, as defined in section 2(a)(19) of the Act (''Independent Directors'') approved an Agreement and Plan or Reorganization (the ''Agreement''). Under the Agreement, each Acquiring Fund will acquire all of the assets and assume the stated liabilities of its corresponding Acquired Fund in exchange for class A shares of the Acquiring Fund (the ''Reorganiation''). Pursuant to the Agreement, each shareholder of an Acquired Fund will receive class A Shares of the corresponding Acquiring Fund having an aggregate net asset value equal to the aggregate net asset value of the Acquired Fund shares held by that shareholder, determined as of the close of regular trading on the New York Stock Exchange on the day of the closing, which is expected to be on or about July 14, 2000 (''Closing Date''). The valuation will be made in accordance with the procedure set forth in the then-current prospectus and statement of additional information for the Funds. Or or as soon as practicable after the Closing Date, the class A shares of the Acquiring Fund received by the Acquired Fund will be distributed *pro rata* to the shareholders of the Acquired Fund and the Acquired Fund will be liquidated.

4. Each of the Acquired Funds has investment objectives, policies, and restrictions that are identical to those of its corresponding Acquiring Fund and to those of its Master Fund. The Acquired Funds have only one class of shares and are sold without a sales charge.[1] Class A shares of the Acquiring Funds are sold with a 5% front-end sales charge and a .25% 12b–1 fee. No sales charge will be assessed in connection with the Reorganization.

[1] Each of the Acquired Funds ceased offering shares to new investors and terminated its .25% 12b–1 plan on October 4, 1999.

AEFC will pay the expenses of the Reorganization.

5. The Boards, including a majority of the Independent Directors, determined that participation in the Reorganization is in the best interests of each Fund, and that the interests of existing shareholders of each Fund will not be diluted as a result of the Reorganization. In assessing the Reorganization, the Boards considered a number of factors, including: (a) The terms and conditions of the Reorganization; (b) the tax-free nature of the Reorganization; (c) the identical investment objectives, policies, and restrictions of the Acquired Funds and the Acquiring Funds; (d) that the shareholders of the Acquired Funds will be able to make future purchases of shares of the Acquiring Funds on a no-load basis; (e) that the expense ratio for each Acquiring Fund will be lower than the expense ratio of each Acquired Fund; and (f) the costs of the Reorganization will be borne by AEFC.

6. The Reorganization is subject to a number of conditions precedent, including that: (a) The shareholders of the Acquired Funds will have approved the Agreement; (b) the Funds will have received an opinion of tax counsel that the proposed Reorganization will be tax-free for the Funds and their shareholders; (c) applicants will have received from the Commission any exemption necessary to carry out the Reorganization; and (d) a registration statement on Form N–14 will have been filed with the Commission and declared effective for each of the Acquired Funds. The Agreement and the Reorganization may be terminated and abandoned by resolutions of the Boards at any time prior to the Closing Date. The Agreement may be terminated in the event that a material condition is not fulfilled, a material covenant is not fulfilled, or there is a material breach of the Agreement. Applicants agree not to make any material changes to the Agreement without prior Commission approval.

7. A prospectus/proxy statement was filed with the Commission on March 13, 2000 and was mailed to the Acquired Funds shareholders the week of April 17, 2000. The shareholders of the Acquired Funds considered and approved the Agreement on May 9, 2000.

Applicants' Legal Analysis

1. Section 17(a) of the Act generally prohibits an affiliated person of a registered investment company, or an affiliated person of such a person, acting as principal, from selling any security to, or purchasing any security from, the company. Section 2(a)(3) of the Act defines an ''affiliated person'' of another person to include: (a) Any person directly or indirectly owning, controlling, or holding with power to vote 5% or more of the other person; (b) any person 5% or more of whose securities are directly or indirectly or indirectly owned, controlled, or held with power to vote by the other person; (c) any person directly or indirectly controlling, controlled by, or under common control with the other person; and (d) if the other person is an investment company, any investment adviser of that company. Applicants state that the Funds may be deemed affiliated persons and thus the Reorganization may be prohibited by section 17(a).

2. Rule 17a–8 under the Act exempts from the prohibitions of section 17(a) mergers, considations, purchases or sales of substantially all of the assets of registered investment companies that are affiliated persons, or affiliated persons of an affiliated person, solely by reason of having a common investment adviser, common directors, and/or common officers, provided that certain conditions set forth in the rule are satisfied. Applicants state that they may not rely on rule 17a–8 because the Funds may be deemed to be affiliated for reasons other than those set forth in the rule. Applicants state that AEFC or American Express Company owns more than 25% of the outstanding shares of each of the Acquired Funds and one of the Acquiring Funds and each of these Funds is an affiliated person of AEFC. AEFC is an affiliated person of the Funds because of its role as investment adviser to the Master Funds. Thus, each of the Acquired funds might be deemed to be an affiliated person of an affiliated person of an Acquiring Fund, other than by virtue of a common investment adviser.

3. Section 17(b) of the Act provides, in relevant part, that the Commission may exempt a transaction from the provisions of section 17(a) if the evidence establishes that the terms of the proposed transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, and that the proposed transaction is consistent with the policy of each registered investment company concerned and with the general purposes of the Act.

4. Applicants request an order under section 17(b) of the Act exemption them from section 17(a) of the Act to the extent necessary to permit applicants to complete the proposed Reorganization. Applicants submit that the Reorganization satisfies the standards of section 17(b) of the Act. Applicants state that the terms of the proposed Reorganization are fair and reasonable and do not involve overreaching and that the Funds have identical investment objectives and policies. Applicants also state that the Boards, including a majority of the Independent Directors, have found that participation in the Reorganization is in the best interests of each Fund, and that the interests of the existing shareholders will not be diluted as a result of the Reorganization. In addition, applicants state the Reorganization will be based on the Funds' relative net asset values.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 00–14279 Filed 6–6–00; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC–24485; File 812–11666]

Nationwide Life Insurance Company, et al.

May 31, 2000.

AGENCY: The Securities and Exchange Commission (the ''Commission'').

ACTION: Notice of Application for an Order of Approval pursuant to Section 26(b) of the Investment Company Act of 1940 (the ''1940 Act'').

Summary of the Applicant: Applicants seek an Order approving the proposed substitution of the American Century VP Balanced Portfolio (''VP Balanced''), a series fund of American Century Variable Portfolios, Inc. (''ACVP, Inc.''), for another fund of ACVP, Inc., the American Century VP Advantage Portfolio (''VP Advantage''), currently held in the separate accounts.

Applicants: Nationwide Life Insurance Company (''NWL'') and Nationwide Life and Annuity Insurance Company (''NWLAIC'') (collectively the ''Companies''); Nationwide Multi-Flex Variable Account, Nationwide VA Separate Account-A, Nationwide Variable Account-5, Nationwide VL Separate Account-A, Nationwide VLI Separate Account-3 (collectively the ''Separate Accounts''); and Nationwide Advisory Services, Inc. (NAS) (all collectively the ''Applicants'').

Filing Date: The application was filed on June 18, 1999, and was amended on March 30, 2000.

Hearing or Notification of Hearing: An Order granting the Application will be