

Name of Registrant:

SEC File Number:

801-

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PART II Eligibility for SEC Registration

The Investment Advisers Supervision Coordination Act, P.L. 104-290, authorizes the Commission to cancel the registration of any investment adviser that does not meet the criteria for SEC registration set forth in new section 203A of the Investment Advisers Act of 1940, as amended ("Advisers Act"). This legislation will become effective on July 8, 1997. This Part II requires the registrant to declare what its status under the Advisers Act will be after July 8, 1997.

Check either (a), (b), or (c):

- (a) After July 8, 1997, registrant will be eligible to maintain its SEC registration.

In order for a registrant to be eligible to maintain its registration with the Commission, registrant must respond affirmatively (by checking the appropriate box or boxes) to at least one of the items (i) through (viii) below:

Registrant:

- (i) has assets under management of \$25 million (in U.S. dollars) or more;
Complete the Assets Under Management Worksheet in Part III if "assets under management" is the sole basis of registrant's eligibility for SEC registration (i.e., this item (i) is checked, and none of items (ii) through (viii) below are checked).
- (ii) has its principal office and place of business in Colorado, Iowa, Ohio, or Wyoming (*See Instruction 3*);
- (iii) has its principal office and place of business outside the United States (*See Instruction 3*);
- (iv) is an investment adviser to an investment company registered under the Investment Company Act of 1940 (*See Instruction 4*);
- (v) is a nationally recognized statistical rating organization;
- (vi) is a pension consultant that qualifies for the exemption in rule 203A-2(b);
- (vii) is an investment adviser that controls, is controlled by, or is under common control with, an investment adviser eligible to maintain its registration with the Commission, and whose principal office and place of business is the same as the eligible adviser (*See Instruction 5(b)*);
- (viii) has received an order of the Commission exempting registrant from the prohibition on registration with the Commission. A copy of the Commission order is attached. (*See Instruction 5(c)*)

- (b) After July 8, 1997, registrant will be subject to having its SEC registration cancelled. Registrant hereby withdraws its registration. (*See Instruction 6*)

- (c) After July 8, 1997, registrant will be eligible to maintain its SEC registration, but nonetheless hereby withdraws its registration. This option is available only to certain registrants reporting between \$25 million and \$30 million (in U.S. dollars) in assets under management. (*See Instruction 7*)
If this item (c) is checked, complete the Assets Under Management Worksheet in Part III.

Registrants are reminded that it is a violation of section 207 of the Advisers Act to make any untrue statement of a material fact in any report filed with the Commission, or willfully to omit to state in any such report any material fact that is required to be stated therein.