

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

The Security has been listed for trading on the Amex and, pursuant to a Registration Statement of Form 8-A which became effective on May 27, 1998, on the New York Stock Exchange, Inc. ("NYSE"). Trading in the Company's Security under the name "M&T Bank Corporation" commenced on the NYSE at the opening of business on June 1, 1998, and concurrently therewith such Security was suspended from trading on the Amex.

The Company complied with Amex Rule 18 by filing with the Exchange a certified copy of resolutions adopted by the Company's Board of Directors authorizing the withdrawal of the Security from listing and registration on the Amex and by setting forth in detail to the Exchange the reasons and facts supporting the withdrawal.

In deciding to withdraw its Security from listing and registration on the Amex, the Company considered the direct and indirect costs and the division of the market resulting from a dual listing on the NYSE and the Amex.

By letter dated May 22, 1998, the Amex informed the Company that it has no objection to the withdrawal of the Company's Security from listing and registration on the Amex.

By reason of Section 12(b) of the Act and the rules and regulations thereunder, the Company shall continue to be obligated to file reports with the Commission and the NYSE under Section 13 of the Act.

Any interested person may, on or before July 16, 1998, 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 Exchange 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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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (Oak Industries Inc., Common Stock, \$.01 Par Value, Together With Junior Preferred Stock Purchase Rights Expiring December 7, 2005) File No. 1-4474

June 24, 1998.

Oak Industries 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 Securities ("Securities") from listing and registration on the Pacific Exchange, Inc. ("PCX" or "Exchange").

The reasons cited in the application for withdrawing the Securities from listing and registration include the following:

The Securities currently are listed for trading on both the PCX and New York Stock Exchange, Inc. ("NYSE").

The Company complied with PCX Rule 3.4(b) by filing with the Exchange a certified copy of resolutions adopted by the Company's Board of Directors authorizing the withdrawal of the Securities from listing and registration on the PCX and by setting forth in detail to the Exchange the reasons and facts supporting the withdrawal.

In deciding to withdraw its Securities from listing and registration on the PCX, the Company considered the administrative burden of complying with the listing requirements and rules of governance of both the PCX and the NYSE and the direct and indirect costs and expenses attendant in maintaining the dual listing of the Securities.

By letter dated June 3, 1998, the PCX informed the Company that it had approved the Company's request to withdraw the Securities from listing and registration on the PCX.

By reason of Section 12(b) of the Act and the rules and regulations thereunder, the Company shall continue to be obligated to file reports with the Commission and the NYSE under Section 13 of the Act.

Any interested person may, on or before July 16, 1998, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549, facts bearing upon whether the application has been made in accordance with the rules of the Exchange 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.

[FR Doc. 98-17433 Filed 6-30-98; 8:45 am]
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SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-23284; 812-10620]

PaineWebber America Fund et al.; Notice of Application

June 24, 1998.

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

ACTION: Notice of application for an order under sections 6(c) and 17(b) of the Investment Company Act of 1940 (the "Act") for an exemption from sections 17(a) and (e) of the Act, and under section 17(d) of the Act and rule 17d-1 under the Act to permit certain joint transactions.

SUMMARY OF APPLICATION: Applicants request an order to permit certain registered investment companies to use cash collateral from securities lending transactions and uninvested cash to purchase shares ("Shares") of a private investment company ("New Fund") advised by Mitchell Hutchins Asset Management Inc. ("Mitchell Hutchins"); PaineWebber Incorporated ("PaineWebber") and Mitchell Hutchins to accept fees from certain other registered investment companies that are affiliated persons solely because they hold 5% or more of the Shares of the New Fund (the "Other Funds"); and PaineWebber and certain affiliated broker-dealers to borrow portfolio securities from certain affiliated registered investment companies and to receive brokerage commissions from, and to engage in principal securities transactions with, the Other Funds.

APPLICANTS: PaineWebber; Mitchell Hutchins; PaineWebber America Fund, PaineWebber Cashfund, Inc., PaineWebber Investment Series, PaineWebber Managed Assets Trust, PaineWebber Managed Investments Trust, PaineWebber Managed Municipal Trust, PaineWebber Master Series, Inc., PaineWebber Municipal Series, PaineWebber Mutual Fund Trust, PaineWebber Olympus Fund,