

amounts of accrued interest, in the period between May 16 and June 19, 1995.

4. All expenses incurred in connection with the liquidation were assumed by applicant's investment adviser, Benchmark Capital Management, Inc., including all unamortized organization expenses. No brokerage commissions were incurred in connection with the liquidation.

5. Applicant has no debts or other liabilities that remain outstanding. Applicant is not a party to any litigation or administrative proceeding.

6. Applicant intends to file articles of dissolution with Maryland authorities.

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

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

Margaret H. McFarland,  
*Deputy Secretary.*

[FR Doc. 96-1883 Filed 1-30-96; 8:45 am]

BILLING CODE 8010-01-M

**[Investment Company Act Release No. 21704; 811-7764]**

**MuniVest California Fund, Inc.; Notice of Application**

January 24, 1996.

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

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

**APPLICANT:** MuniVest California Fund, Inc.

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

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

**FILING DATE:** The application was filed on December 7, 1995, and an amendment thereto on January 17, 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 applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on February 20, 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, 800 Scudders Mill Road, Plainsboro, New Jersey 08536-9011.

**FOR FURTHER INFORMATION CONTACT:** Diane L. Titus, Paralegal Specialist, at (202) 942-0584, 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.

**Applicant's Representations**

1. Applicant is a non-diversified, closed-end management investment company organized as a corporation under the laws of Maryland. On June 2, 1993, applicant filed a notification of registration on Form N-8A and a registration statement on Form N-2. Applicant's registration statement has not been declared effective and was withdrawn on February 10, 1994.

2. Applicant has not issued or sold any securities. Applicant has no shareholders, liabilities or assets. Applicant is not a party to any litigation or administrative proceeding.

3. Applicant intends to terminate its existence under Maryland law as soon as practicable after its deregistration.

4. Applicant is not now engaged, nor does it propose to engage, in any business activities other than those necessary to wind up its affairs.

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

Margaret H. McFarland,  
*Deputy Secretary.*

[FR Doc. 96-1782 Filed 1-30-96; 8:45 am]

BILLING CODE 8010-01-M

**[Investment Company Act Release No. 21703; 811-7748]**

**MuniVest New Jersey Fund II, Inc.; Notice of Application**

January 24, 1996.

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

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

**APPLICANT:** MuniVest New Jersey Fund II, Inc.

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

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

**FILING DATE:** The application was filed on December 7, 1995, and an amendment thereto on January 17, 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 applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on February 20, 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, 800 Scudders Mill Road, Plainsboro, New Jersey 08536-9011.

**FOR FURTHER INFORMATION CONTACT:** Diane L. Titus, Paralegal Specialist, at (202) 942-0584, 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.

**Applicant's Representations**

1. Applicant is a non-diversified, close-end management investment company organized as a corporation under the laws of Maryland. On May 25, 1993, applicant registered under the Act by filing a notification of registration on Form N-8A and a registration statement on Form N-2. Applicant's registration statement has not been declared effective and was withdrawn on February 10, 1994.

2. Applicant has not issued or sold any securities. Applicant has no shareholders, liabilities or assets. Applicant is not party to any litigation or administrative proceeding.

3. Applicant intends to terminate its existence under Maryland law as soon as practicable after its deregistration.

4. Applicant is not now engaged, nor does it propose to engage, in any business activities other than those necessary to wind up its affairs.

For the SEC, by the Division of Investment Management, under delegated authority.  
Margaret H. McFarland,  
*Deputy Secretary.*  
[FR Doc. 96-1783 Filed 1-30-96; 8:45 am]  
BILLING CODE 8010-01-M

**[Investment Company Act Release No. 21702; 811-7746]**

**MuniVest Florida Fund II; Notice of Application**

January 24, 1996.

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

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

**APPLICANT:** MuniVest Florida Fund II.

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

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

**FILING DATE:** The application was filed on December 7, 1995, and an amendment thereto on January 17, 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 applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on February 20, 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, N.W., Washington, D.C. 20549. Applicant, 800 Scudders Mill Road, Plainsboro, New Jersey 08536-9011.

**FOR FURTHER INFORMATION CONTACT:** Diane L. Titus, Paralegal Specialist, at (202) 942-0584, 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.

**Applicant's Representations**

1. Applicant is a non-diversified, closed-end management investment

company organized as a corporation under the laws of Maryland. On May 25, 1993, applicant filed a notification of registration on Form N-8A and a registration statement on Form N-2. Applicant's registration statement has not been declared effective and was withdrawn on February 10, 1994.

2. Applicant has not issued or sold any securities. Applicant has no shareholders, liabilities or assets. Applicant is not a party to any litigation or administrative proceeding.

3. Applicant intends to terminate its existence under Maryland law as soon as practicable after its deregistration.

4. Applicant is not now engaged, nor does it propose to engage, in any business activities other than those necessary to wind up its affairs.

For the SEC, by the Division of Investment Management, under delegated authority.  
Margaret H. McFarland,  
*Deputy Secretary.*

[FR Doc. 96-12785 Filed 1-30-96; 8:45 am]  
BILLING CODE 8010-01-M

**[Investment Company Act Release No. 21706; 811-4575]**

**Total Growth Trust**

January 24, 1996.

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

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

**APPLICANT:** Total Growth Trust.

**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 October 3, 1995 and amended on January 22, 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 applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on February 20, 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 5th Street, N.W., Washington, D.C. 20549.

Applicant, c/o Dain Bosworth Incorporated, Dain Bosworth Plaza, 60 South 6th Street, Minneapolis, Minnesota 55402.

**FOR FURTHER INFORMATION CONTACT:** Sarah A. Buescher, Staff Attorney, at (202) 942-0573, 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.

**Applicant's Representations**

1. Applicant is a unit investment trust registered under the Act that offers shares in two series, Treasuries and Growth Stocks Series 2 ("Series 2") and Treasuries and Growth Stocks Series 3 ("Series 3").<sup>1</sup> Applicant was created under the laws of Minnesota pursuant to a Trust Indenture and Agreement dated December 18, 1985.

2. On January 31, 1986, applicant filed a Notification of Registration on Form N-8A pursuant to section 8(a) of the Act, and a registration statement on Form N-8B-2 pursuant to section 8(b) of the Act. To register its Series 2 shares, applicant filed a registration statement on Form S-6 under the Securities Act of 1933 on January 31, 1986. The registration statement became effective, and the initial public offering of Series 2 shares commenced, on February 27, 1986. To register its Series 3 shares, applicant filed a registration statement on Form S-6 on March 17, 1986. This registration statement became effective, and the initial public offering of Series 3 shares commenced, on April 15, 1986.

3. Series 2 had a mandatory termination date of March 2, 1994 and on that date it distributed \$11,566,246 to unitholders. Series 3 had a mandatory termination date of November 30, 1994, and it distributed \$7,419,976 to unitholders on November 20, 1994. The distribution to unitholders was based on net asset value.

4. U.S. Treasury obligations held by both Series matured, and all equity securities held by the Series were sold, prior to the Series' termination dates. No brokerage commissions were paid in connection with such transactions.

5. Applicant retained \$12,737 and \$11,021.18 to pay expenses in

<sup>1</sup> Total Growth Trust, Treasuries and Growth Stocks Series 1, a separate unit investment trust, previously received an order under section 8(f) of the Act declaring that it has ceased to be an investment company. See Investment Company Act Release Nos. 19721 (Sept. 17, 1993) (notice) and 19781 (Oct. 13, 1993) (order).