

techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to Kenneth A. Fogash, Acting Associate Executive Director/CIO, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, NW., Washington, DC 20549.

Dated: December 9, 2003.

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-26286; 811-78332]

### Bexil Corporation; Notice of Application

December 10, 2003.

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

**ACTION:** Notice of application for deregistration under section 8(f) of the Investment Company Act of 1940 (the "Act").

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

*Applicant:* Bexil Corporation.

*Filing Dates:* The application was filed on April 8, 2002, and amended on December 5, 2003.

*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 Commission's Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on January 5, 2004, and should be accompanied by proof of service on 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 who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, Commission, 450 Fifth Street, NW., Washington, DC 20549-0609. Applicant, c/o Stephanie A. Djinis, Law Offices of Stephanie A. Djinis, 1749 Old Meadow Road, Suite 310, McLean, VA 22102.

**FOR FURTHER INFORMATION CONTACT:** Jaea F. Hahn, Senior Counsel, at (202) 942-0614, or Todd F. Kuehl, Branch Chief, at (202) 942-0564 (Office of Investment Company Regulation, Division of Investment Management).

**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 Fifth Street, NW., Washington, DC 20549-0102 (tel. 202-942-8090).

#### *Applicant's Representations:*

1. From 1986 through 1996, applicant's predecessor operated as a diversified series of shares of Bull & Bear Funds II, Inc., an open-end management investment company organized in 1974 under the laws of the State of Maryland and registered under the Act. Applicant was incorporated under the laws of the State of Maryland as Bull & Bear U.S. Government Securities Fund, Inc. on August 30, 1996. On September 27, 1996, applicant registered under the Act as a closed-end management investment company. Applicant changed its name to Bexil Corporation on August 26, 1999. On November 28, 2000, applicant's stockholders approved a proposal to change the nature of applicant's business so as to cease to be an investment company and become an operating company. On June 13, 2001, applicant's board of directors (the "Board") terminated its management contract with an outside investment adviser effective July 31, 2001, and authorized applicant's officers to manage applicant's business affairs.

2. On January 18, 2002, applicant acquired 50% of the outstanding voting stock of York Insurance Services Group, Inc. ("York"), a newly formed Delaware corporation. On that same date, York purchased all of the outstanding stock of certain subsidiaries of AIG Insurance Services, Inc. ("AIGIS"), a Delaware corporation. These subsidiaries have served as independent adjustment companies and third party administrators providing claims, data, and risk related services to insurers, insureds, and intermediaries located throughout the United States. Applicant states that York is not an investment company as defined in section 3(a) of the Act.

3. Mr. Thomas MacArthur ("MacArthur"), York's chairman and chief executive officer, owns the remaining 50% of York's outstanding stock. Pursuant to a stockholder's agreement among MacArthur, York and the applicant, York's board of directors consists of five members; each of

MacArthur and the applicant has the right to nominate two members and AIGIS has the right to nominate one member.<sup>1</sup> Through a voting agreement among York, MacArthur and the applicant ("Voting Agreement"), applicant states that it has control over 50% of York's board of directors.<sup>2</sup> Two members of applicant's Board currently serve as members of York's board of directors. Applicant's president currently serves as York's vice-chairman. Applicant states that it substantially contributes to the management of York's lines of business expansion or contraction, executive compensation and human resources, internal audit, accounting and auditing, budgeting and capital expenditures, legal capitalization structure and related uses of debt and equity financing and mergers and acquisition activity. Applicant also states that it sets the compensation of all York officers, other than MacArthur, through its control over the compensation committee of York's board of directors. At June 30, 2003, applicant's interest in York represented approximately 98% of applicant's total assets on an unconsolidated basis (exclusive of Government securities and cash items).

#### *Applicant's Legal Analysis:*

1. Section 8(f) of the Act provides that whenever the Commission, upon application or its own motion, finds that a registered investment company has ceased to be an investment company, the Commission shall so declare by order and upon the taking effect of such order, the registration of such company shall cease to be in effect.

2. Section 3(a)(1)(A) of the Act defines an investment company as any issuer which "is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, or trading in securities." Section 3(a)(1)(C) of the Act defines an investment company as any issuer which "is engaged or proposes to engage in the business of investing, reinvesting, owning, holding, or trading in securities, and owns or proposes to acquire investment securities having a value exceeding 40 per centum of the

<sup>1</sup> York's bylaws provide that directors shall be nominated by a plurality of votes, except that any election of the individual nominated by AIGIS shall require a unanimous vote. All of AIGIS' rights with respect to directorships of York terminate at such time as the principal amount of a subordinated note dated January 18, 2002, of York payable to AIGIS shall be paid in full.

<sup>2</sup> The Voting Agreement requires that MacArthur vote his shares in favor of the AIGIS nominee, and that MacArthur will not vote for any individual to fill the vacancy left by an AIGIS nominee. The Voting Agreement contains no similar provision regarding the applicant's voting shares in York.