

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁸ and subparagraph (f)(6) of Rule 19b-4 thereunder⁹ because it does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; or (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate; and the Exchange has given the Commission written notice of its intention to file the proposed rule change at least five business days prior to filing. At any time within 60 days of the filing of such proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-Amex-2005-041 on the subject line.

Paper Comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609.

All submissions should refer to File Number SR-Amex-2005-041. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Section, 450 Fifth Street, NW., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Amex. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-Amex-2005-041 and should be submitted on or before May 27, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁰

Jill M. Peterson,

Assistant Secretary.

[FR Doc. E5-2210 Filed 5-5-05; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of Top Image Systems Ltd. To Withdraw Its Ordinary Shares, .04 NIS Par Value, From Listing and Registration on the Boston Stock Exchange, Inc., File No. 1-14552

April 29, 2005

On April 4, 2005, Top Image Systems Ltd., a company organized under the laws of the State of Israel ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d)

thereunder,² to withdraw its ordinary shares, .04 NIS par value ("Security"), from listing and registration on the Boston Stock Exchange, Inc. ("BSE").

On March 10, 2005, the Board of Directors ("Board") of the Issuer approved a resolution to withdraw the Security from listing and registration on BSE. In making the decision to delist the Security from BSE, the Issuer stated that the following reason factored into its decision: (i) There has been no trading activity in the Security on BSE for a significant period of time; and (ii) remaining on BSE subjects the Issuer to the rules and regulations of the Exchange in addition to the rules and regulations of Nasdaq SmallCap Market ("Nasdaq"). In addition, the Issuer stated that the Security has been listed on both BSE and Nasdaq since 1996. However, there has been no trading activity on BSE since at least the beginning of 2002. The Issuer intends to maintain its listing of the Security on Nasdaq.

The Issuer's application relates solely to withdrawal of the Security from listing on BSE and from registration under Section 12(b) of the Act,³ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁴

Any interested person may, on or before May 24, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of BSE, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-14552 or;

Paper Comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609.

All submissions should refer to File Number 1-14552. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on

² 17 CFR 240.12d2-2(d).

³ 15 U.S.C. 78j(b).

⁴ 15 U.S.C. 78j(g).

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(6).

¹⁰ 7 CFR 200.30-3(a)(12).

¹¹ 15 U.S.C. 78j(d).

the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

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.⁵

Jonathan G. Katz,
Secretary.

[FR Doc. E5-2197 Filed 5-5-05; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-26862]

Notice of Applications for Deregistration Under Section 8(f) of the Investment Company Act of 1940

April 29, 2005.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of April, 2005. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., NW., Washington, DC 20549-0102 (tel. 202-551-5850). An order granting each application will be issued unless the SEC orders a hearing. Interested persons may request a hearing on any application by writing to the SEC's Secretary at the address below and serving the relevant 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 May 24, 2005, 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 who wish to be notified of a hearing may request notification by writing to the Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549-0609. For Further Information Contact: Diane L. Titus at (202) 551-6810, SEC,

Division of Investment Management, Office of Investment Company Regulation, 450 Fifth Street, NW., Washington, DC 20549-0504.

Series Portfolio II [File No. 811-8077]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 1, 2001, applicant transferred its assets to corresponding series of J.P. Morgan Mutual Fund Trust and J.P. Morgan Institutional Funds, based on net asset value. All expenses incurred in connection with the reorganization were paid by J.P. Morgan Chase & Co., applicant's investment adviser.

Filing Dates: The application was filed on April 5, 2005, and amended on April 13, 2005.

Applicant's Address: J.P. Morgan Investment Management Inc., 522 Fifth Ave., New York, NY 10036.

The Series Portfolio [File No. 811-9008]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 1, 2001, applicant transferred its assets to corresponding series of J.P. Morgan Mutual Fund Group and J.P. Morgan Institutional Funds, based on net asset value. All expenses incurred in connection with the reorganization were paid by J.P. Morgan Chase & Co., applicant's investment adviser.

Filing Dates: The application was filed on April 5, 2005, and amended on April 13, 2005.

Applicant's Address: J.P. Morgan Investment Management Inc., 522 Fifth Ave., New York, NY 10036.

Oppenheimer Trinity Large Cap Growth Fund [File No. 811-8613]; Oppenheimer Trinity Core Fund [File No. 811-9361]; Oppenheimer Trinity Value Fund [File No. 811-9365]

Summary: Each applicant seeks an order declaring that it has ceased to be an investment company. By September 19, 2003, applicants had transferred their assets to Oppenheimer Growth Fund, Oppenheimer Main Street Funds, Inc. and Oppenheimer Series Fund, Inc., respectively, based on net asset value. Expenses of approximately \$37,107, \$35,172 and \$26,985, respectively, incurred in connection with the reorganizations were paid by applicants.

Filing Date: The applications were filed on April 6, 2005.

Applicants' Address: 6803 S. Tucson Way, Centennial, CO 80112.

Putnam Master Income Trust [File No. 811-5375]

Summary: Applicant, a closed-end management company, seeks an order

declaring that it has ceased to be an investment company. On February 28, 2005, applicant transferred its assets to Putnam Premier Income Trust, based on net asset value. Expenses of approximately \$889,072 incurred in connection with the reorganization were paid by applicant, the acquiring fund and Putnam Investment Management LLC, applicant's investment adviser.

Filing Date: The application was filed on April 6, 2005.

Applicant's Address: One Post Office Sq., Boston, MA 02109.

CBA Money Fund [File No. 811-3703]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. November 22, 2004, applicant made a liquidating distribution to its shareholders, based on net asset value. Expenses of \$68,000 incurred in connection with the liquidation were paid by Fund Asset Management, L.P., applicant's investment adviser.

Filing Date: The application was filed on April 15, 2005.

Applicant's Address: 800 Scudders Mill Rd., Plainsboro, NJ 08543-9011.

The Maryland Tax-Exempt Trust, Series 1 [File No. 811-2880]

Summary: Applicant, a unit investment trust, seeks an order declaring that it has ceased to be an investment company. On June 8, 2004, applicant made a liquidating distribution to its unitholders, based on net asset value. The assets of 4 outstanding unitholders remain on applicant's transfer agency system. These assets will be distributed to the remaining unitholders upon presentation of their units. Any unclaimed assets will escheat to the state of the unitholder's residence. Applicant incurred no expenses in connection with the liquidation.

Filing Date: The application was filed on March 22, 2005.

Applicant's Address: 100 Light St., Baltimore, MD 21202.

Chesapeake Investors, Inc. [File No. 811-3087]

Summary: Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On or about February 7, 2005, applicant made a liquidating distribution to its shareholders, based on net asset value. Applicant's paying agent, Registrar and Transfer Company, is holding remaining assets for shareholders who have not been located. Any assets remaining after two transmittal letters have been sent to a shareholder's last address of record

⁵ 17 CFR 200.30-3(a)(1).