

SECURITIES AND EXCHANGE COMMISSION

**FORM DEFS14A**

Definitive proxy statement for special meeting

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**FILER**

**TRUST FOR TRAK INVESTMENTS**

CIK: **875186** | State of Incorpor.: **MA** | Fiscal Year End: **0831**  
Type: **DEFS14A** | Act: **34** | File No.: **811-06318** | Film No.: **94501868**

Business Address  
*TWO WORLD TRADE CENTER  
NEW YORK NY 10048  
3028884104*

THE TRUST FOR TRAK INVESTMENTS  
TWO WORLD TRADE CENTER  
NEW YORK, NEW YORK 10048

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON MARCH 3, 1994  
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To the Shareholders:

Notice is hereby given that a Special Meeting of Shareholders of The Trust for TRAK Investments (the "Trust") will be held at Two World Trade Center, 100th Floor, New York, New York 10048 on March 3, 1994, commencing at 12:00 noon.

The Special Meeting is being held for the purposes of:

1. approving or disapproving a proposal to permit the Trust to replace or add investment advisers and to enter into investment advisory contracts with investment advisers for the Portfolios comprising the Trust without shareholder approval -- ALL PORTFOLIOS OF THE TRUST;
2. approving or disapproving for Large Capitalization Value Equity Investments a proposed investment advisory agreement with Parametric Portfolio Associates, Inc. -- LARGE CAPITALIZATION VALUE EQUITY INVESTMENTS ONLY;
3. approving or disapproving for Large Capitalization Value Equity Investments an amended and restated investment advisory agreement with Newbold's Asset Management, Inc. -- LARGE CAPITALIZATION VALUE EQUITY INVESTMENTS ONLY;
4. approving or disapproving for Large Capitalization Growth Investments a proposed investment advisory agreement with Boston Structured Advisors, a division of PanAgora Asset Management, Inc. -- LARGE CAPITALIZATION GROWTH INVESTMENTS ONLY;
5. approving or disapproving for Large Capitalization Growth Investments an amended and restated investment advisory agreement with Provident Investment Counsel -- LARGE CAPITALIZATION GROWTH INVESTMENTS ONLY; and
6. considering and acting upon such other business as may properly come before the Special Meeting and any adjournments thereof.

The close of business on January 4, 1994, has been fixed as the record date for the determination of shareholders of the Trust entitled to notice of and to vote at the Special Meeting and any adjournments thereof.

By Order of the Trustees,

FRANCIS J. MCNAMARA, III  
Secretary

January 18, 1994  
New York, New York

SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE SPECIAL MEETING ARE REQUESTED TO COMPLETE, SIGN, DATE AND RETURN THE PROXY CARDS IN THE ENCLOSED ENVELOPE,

WHICH  
NEEDS NO POSTAGE IF MAILED IN THE CONTINENTAL UNITED STATES. INSTRUCTIONS  
FOR  
THE PROPER EXECUTION OF THE PROXY CARDS ARE SET FORTH ON THE FOLLOWING  
PAGE. IT  
IS IMPORTANT THAT THE PROXY CARDS BE RETURNED PROMPTLY.

INSTRUCTIONS FOR SIGNING THE PROXY CARDS

The following general rules for signing the proxy card(s) may be of  
assistance to you and avoid the time and expense to the Trust involved in  
validating your vote if you fail to sign your proxy card(s) properly.

1. INDIVIDUAL ACCOUNTS: Sign your name exactly as it appears in the  
registration on the proxy card.

2. JOINT ACCOUNTS: Either party may sign, but the name of the party signing  
should conform exactly to the name shown in the registration on the proxy card.

<TABLE>

3. ALL OTHER ACCOUNTS: The capacity of the individual signing the proxy  
card should be indicated unless it is reflected in the form of registration. For  
example:

<CAPTION>

REGISTRATION	VALID SIGNATURE
-----	
<S>	<C>
CORPORATE ACCOUNTS	
(1) ABC Corp.....	ABC Corp.
(2) ABC Corp.....	John Doe, Treasurer
(3) ABC Corp. c/o John Doe, Treasurer...	John Doe
(4) ABC Corp. Profit Sharing Plan.....	John Doe, Trustee
TRUST ACCOUNTS	
(1) ABC Trust.....	Jane B. Doe, Trustee
(2) Jane B. Doe, Trustee u/t/d 12/28/78.....	Jane B. Doe
CUSTODIAL OR ESTATE ACCOUNTS	
(1) John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA.....	John B. Smith
(2) Estate of John B. Smith....	John B. Smith, Jr., Executor

</TABLE>

SPECIAL MEETING OF SHAREHOLDERS

MARCH 3, 1994

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THE TRUST FOR TRAK INVESTMENTS

TWO WORLD TRADE CENTER  
NEW YORK, NEW YORK 10048  
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PROXY STATEMENT

INTRODUCTION

This document is a proxy statement for The Trust for TRAK Investments (the  
"Trust"). This proxy statement is being furnished to the shareholders of the  
Trust in connection with the Trust's Board of Trustees' (the "Board")  
solicitation of proxies to be used at the special meeting of shareholders of the

Trust, to be held on March 3, 1994, or any adjournment or adjournments thereof (the "Meeting"). The Meeting will be held at Two World Trade Center, 100th Floor, New York, New York at 12:00 noon. This proxy statement and accompanying proxy card(s) are first being mailed on or about January 18, 1994. Proxy solicitations will be made primarily by mail, but proxy solicitations also may be made by telephone, telegraph or personal interviews conducted by officers and employees of the Trust; Smith Barney Shearson Inc. ("Smith Barney Shearson"); Smith, Barney Advisers, Inc. ("Smith Barney Advisers"), of which the Consulting Group (the "Consulting Group" or the "Manager"), the investment manager of the Trust, is a part; The Boston Company Advisors, Inc., administrator for the Trust ("Boston Advisors"); and/or The Shareholder Services Group, Inc. ("TSSG"), a subsidiary of First Data Corporation, the transfer agent for the Trust. The cost of the proxy solicitation is anticipated to be \$69,000.

The Trust has an unlimited number of shares of beneficial interest, par value \$0.001 per share, which are divided among twenty-three sub-trusts ("Portfolios") of the Trust. Shares of twelve of such Portfolios are currently offered for sale to shareholders. Proposal 1 will be submitted to a vote of the holders of each of the Portfolios of the Trust. Proposals 2 and 3 will be submitted to a vote of the holders of Large Capitalization Value Equity Investments ("Large Capitalization Value"). A vote of the shareholders of Large Capitalization Growth Investments ("Large Capitalization Growth") will be required for approval of Proposals 4 and 5. Holders of shares of each Portfolio have equal voting rights of one vote per share and any fractional share is entitled to a fractional vote.

If an enclosed proxy is properly executed and returned in time to be voted at the Meeting, the shares represented thereby will be voted in accordance with the instructions marked thereon. Unless instructions to the contrary are marked thereon, a proxy will be voted FOR the matters listed in the accompanying Notice of Special Meeting of Shareholders. For purposes of determining the presence of

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a quorum for transacting business at the Meeting, abstentions and broker "non-votes" (that is, proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owner or other persons entitled to vote shares on a particular matter with respect to which the brokers or nominees do not have discretionary power) will be treated as shares that are present but which have not been voted. For this reason, abstentions and broker non-votes will have the effect of a "no" vote for purposes of obtaining the requisite approval of each Proposal. Any shareholder who has given a proxy has the right to revoke it at any time prior to its exercise either by attending the Meeting and voting his or her shares in person or by submitting a letter of revocation or a later-dated proxy to the Trust at the above address prior to the date of the Meeting.

In the event that a quorum is not present at the Meeting, or in the event that a quorum is present but sufficient votes to approve any of the proposals are not received, the persons named as proxies may propose one or more adjournments of the Meeting to permit further solicitation of proxies. In determining whether to adjourn the Meeting, the following factors may be considered: the nature of the proposals that are the subject of the Meeting, the percentage of votes actually cast, the percentage of negative votes actually cast, the nature of any further solicitation and the information to be provided to shareholders with respect to the reasons for the solicitation. Any adjournment will require the affirmative vote of a majority of those shares represented at the Meeting in person or by proxy. A shareholder vote may be taken on one of the proposals in this proxy statement prior to any adjournment if sufficient votes have been received for approval. Under the Master Trust Agreement of the Trust, dated April 12, 1991, as amended from time to time, a quorum is constituted by the presence in person or by proxy of the holders of a majority of the outstanding shares entitled to vote on the particular matter at the Meeting.

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<TABLE>

The Board has fixed the close of business on January 4, 1994 as the record date (the "Record Date") for the determination of shareholders of the Trust entitled to notice of and to vote at the Meeting. At the close of business on the Record Date, the following numbers of shares of each Portfolio currently offered by the Trust were issued and outstanding:

<CAPTION>

NAME OF PORTFOLIO	SHARES OUTSTANDING
<S>	<C>
Government Money Investments.....	126,654,014.990
Intermediate Fixed Income Investments....	21,323,490.744
Total Return Fixed Income Investments....	9,638,369.351
Municipal Bond Investments.....	6,854,989.423
Mortgage Backed Investments.....	13,947,344.790
Large Capitalization Value Equity Investments.....	78,567,845.040
Small Capitalization Value Equity Investments.....	24,157,667.677
Large Capitalization Growth Investments.....	32,608,260.693
Small Capitalization Growth Investments.....	9,799,993.605
International Equity Investments.....	37,449,302.285
International Fixed Income Investments...	15,699,763.473
Balanced Investments.....	1,422,071.174

</TABLE>

<TABLE>

As of the Record Date, to the knowledge of the Trust and its Board, no single shareholder or "group" (as that term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), except as set forth in the table below, beneficially owned more than 5% of the outstanding shares of any Portfolio. As of the Record Date, the officers and Board members of the Trust as a group beneficially owned less than 1% of the shares of the Trust or of any Portfolio of the Trust.

<CAPTION>

NAME AND ADDRESS	PORTFOLIO	AMOUNT (AND PERCENTAGE) OF SHARES BENEFICIALLY OWNED
<S>	<C>	<C>
SBS Trust Company TTEE.....	Balanced	223,311.430
Synthes (U.S.A.) 201 North Walnut Street -- 9th Fl. Wilmington, DE 19801	Investments	15.74%
SBS Trust Company TTEE.....	Balanced	207,123.235
Odell Associates, Inc. In Care of the Barclay Group Springhouse Corporate Center I 323 Norristown Road Ambler, PA 19002	Investments	14.60%

</TABLE>

<TABLE>  
<CAPTION>

NAME AND ADDRESS	PORTFOLIO	AMOUNT (AND PERCENTAGE) OF SHARES BENEFICIALLY OWNED
<S>	<C>	<C>
SBS Trust Company TTEE..... Elhert Tool Company Inc. 201 North Walnut Street -- 9th Fl. Wilmington, DE 19801	Balanced Investments	136,776.158 9.64%
SBS Trust Company TTEE..... The Rosewood Corp. (Thrift C) 201 North Walnut Street -- 9th Fl. Wilmington, DE 19801	Balanced Investments	134,680.228 9.50%
SBS Trust Company TTEE..... Cap Rock Electric Cooperative 201 North Walnut Street -- 9th Fl. Wilmington, DE 19801	Balanced Investments	87,695.413 6.18%

Proposal 1 requires for approval, with respect to each Portfolio, the affirmative vote of a "majority of the outstanding voting securities" of the Portfolio, which, as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), means the lesser of (a) 67% of the Portfolio's shares present at a meeting of its shareholders if the owners of more than 50% of the shares of the Portfolio then outstanding are present in person or by proxy or (b) more than 50% of the Portfolio's outstanding shares ("Majority Vote"). Approval of Proposals 2 and 3 requires the Majority Vote of the outstanding shares of Large Capitalization Value Equity Investments. Approval of Proposals 4 and 5 requires the Majority Vote of the outstanding shares of Large Capitalization Growth Investments.

Separate proxy cards are enclosed for each Portfolio in which a shareholder is a record owner of shares. It is therefore essential that shareholders complete, date and sign each proxy card.

In order that a shareholder's shares may be represented at the Meeting, shareholders are required to allow sufficient time for their proxies to be received on or before 12:00 noon on March 3, 1994.

PROPOSAL 1: ALL PORTFOLIOS

TO APPROVE OR DISAPPROVE OF A PROPOSAL TO PERMIT THE TRUST TO REPLACE OR ADD INVESTMENT ADVISERS AND TO ENTER INTO INVESTMENT ADVISORY CONTRACTS WITH INVESTMENT ADVISERS FOR THE PORTFOLIOS WITHOUT SHAREHOLDER APPROVAL.

The first proposal to be considered at the Meeting is the proposal to permit the Trust to replace or add investment advisers for each Portfolio and to enter into investment advisory contracts without obtaining the approval of the relevant

Portfolio's shareholders. This proposal is being submitted to the shareholders of each Portfolio for approval as required by the terms of an exemptive

application (the "Exemptive Application") filed with the Securities and Exchange Commission ("SEC") and will not become effective with respect to a particular Portfolio unless and until (i) the SEC has granted the relief requested in the Exemptive Application and (ii) Proposal 1 has been approved by a Majority Vote of such Portfolio's shareholders. Proposals 2 through 5 have been included herein in the event that Proposal 1 is not approved by a Majority Vote of such Portfolio's shareholders or in the manner set forth below.

In the Exemptive Application, the Trust seeks an exemptive order (the "Exemption") from the SEC from the provisions of Section 15(a) of the 1940 Act that, if granted, would permit the Consulting Group to enter into investment advisory contracts with the investment advisers ("Investment Advisers") for the Portfolios upon approval of the Board but without the formal shareholder approval currently required under such Section. The requested relief is based on the conditions set forth in the Exemptive Application that, among other things: (1) the Consulting Group will select, monitor, evaluate and allocate assets to, the Investment Advisers and ensure that such Advisers comply with the relevant Portfolio's investment objective, policies and restrictions; (2) before a Portfolio may rely on the Exemption, the terms of the Exemption must be approved by the Portfolio's shareholders; (3) shares of the Portfolios relying on the Exemption will not be subject to any sales loads or redemption fees or other charges for redeeming shares; (4) the Trust will provide to shareholders certain information about a new Investment Adviser and its investment advisory contract that would normally have been included in a proxy statement within 90 days of the engagement of the new Investment Adviser; (5) the Trust will disclose in its prospectus the terms of the Exemption; and (6) the Trustees, including a majority of the "non-interested" Trustees, must approve each investment advisory contract. Shareholder approval of any changes to the investment management agreement between the Trust and Smith Barney Advisers would still require shareholder approval. There can be no assurance that the Exemption will be granted.

The Trustees believe that the authority to replace or add Investment Advisers and enter into investment advisory contracts with the Investment Advisers, subject to the conditions described above, will allow the Consulting Group to perform to the fullest extent the principal functions the Portfolios are paying it to perform -- that is, selecting Investment Advisers, monitoring their performance and making whatever changes to the roster of Investment Advisers as the Consulting Group deems appropriate, subject to Trustee approval. The Trustees further believe that requiring shareholder approval of each new Investment Adviser results in unnecessary administrative expense to the Portfolios and may result in delays in executing changes in Investment Advisers or their investment advisory contracts which may be detrimental to the Portfolios.

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Moreover, the Trustees believe that only rarely have investment company shareholders failed to approve an investment advisory contract with any investment adviser recommended to them by management. Shareholders should bear in mind that because the Portfolios assess no sales loads or redemption fees, a shareholder who is dissatisfied with an Investment Adviser selected for a Portfolio in which he or she owns shares may "vote with his or her feet" and redeem his or her assets in such Portfolio without penalty.

Shareholders should recognize that in engaging new Investment Advisers and entering into investment advisory contracts, the Consulting Group will negotiate investment advisory fees with those Investment Advisers and, because these fees are paid by the Consulting Group and not by each Portfolio, any fee reduction negotiated by the Consulting Group will inure to its benefit and any increase will inure to its

detriment. The fees paid to the Consulting Group by the Portfolios and the fees paid to Investment Advisers by the Consulting Group are considered by the Board in approving the Portfolios management and advisory arrangements and any change in the fees paid by a Portfolio to the Consulting Group would require shareholder approval.

REQUIRED VOTE

Approval of Proposal 1 with respect to each Portfolio requires a Majority Vote of that Portfolio's outstanding shares.

THE TRUSTEES, INCLUDING ALL OF THE INDEPENDENT TRUSTEES, RECOMMEND THAT THE SHAREHOLDERS VOTE "FOR" APPROVAL OF THE PROPOSAL TO PERMIT THE TRUST TO REPLACE OR ADD INVESTMENT ADVISERS AND TO ENTER INTO INVESTMENT ADVISORY CONTRACTS WITH INVESTMENT ADVISERS WITHOUT SHAREHOLDER APPROVAL.

PROPOSAL 2: LARGE CAPITALIZATION VALUE ONLY

TO APPROVE OR DISAPPROVE FOR LARGE CAPITALIZATION VALUE A PROPOSED INVESTMENT ADVISORY AGREEMENT WITH PARAMETRIC PORTFOLIO ASSOCIATES, INC.

The second proposal to be considered at the Meeting is the approval of a proposed investment advisory agreement (the "Parametric Advisory Agreement") between Smith Barney Advisers and Parametric Portfolio Associates, Inc. ("Parametric"), pursuant to which Parametric will act as a co-adviser of Large Capitalization Value. This proposal is only relevant to the shareholders of Large Capitalization Value. The Parametric Advisory Agreement is being submitted to shareholders of Large Capitalization Value as required by the 1940 Act, which provides that shareholders must grant prior approval for any new investment advisory agreement. This proposal is being presented in the event that either the Exemptive Application referred to in Proposal 1 is not approved by the SEC by the date of the Meeting or the shareholders of Large Capitalization Value fail to approve Proposal 1.

Parametric's principal offices are located at 7310 Columbia Center, 701 Fifth Avenue, Seattle, Washington 98104-7090. Parametric is wholly owned by Pacific Financial Asset Management Company, which is an indirect wholly-owned subsidiary of Pacific Mutual Life Insurance Company. Parametric is registered with the SEC as an investment adviser and, as of November 30, 1993, had assets under management of approximately \$1.3 billion. Attached to this proxy statement as Exhibit A is a copy of Parametric's audited statement of financial position for its fiscal year ended December 31, 1992 and attached hereto as Exhibit B is a copy of Parametric's unaudited balance sheet as of October 31, 1993 (the "Parametric Balance Sheet Date"). The management of Parametric has repre-

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sented to the Trust that, since the Parametric Balance Sheet Date, there has been no material change in the financial condition of Parametric. Proxies solicited for the Meeting will not be voted for Proposal 2 presented in this Proxy Statement unless in the judgment of the Board there has been no material adverse change in the financial condition of Parametric between the Parametric Balance Sheet Date and December 31, 1993. The names of the investment companies for which Parametric provides services, the amounts of their net assets and the annual rate of Parametric's fees for its services to those companies are set forth on Exhibit C attached hereto.

<TABLE>

The name, position with, principal occupation and address of directors and



principal executive officers of Parametric are set forth below:

<CAPTION>

NAME ----	POSITION WITH PARAMETRIC -----	PRINCIPAL OCCUPATIONS -----
<S>	<C>	<C>
William David Cvengros.....	Chairman and Director	Same
Mark William England-Markun.....	CEO, Director and Managing Director	Managing Director of Investments
Glenn Stanley Schafer.....	Chief Financial Officer	Same
Steven Thomas Bailey.....	Director	Same
William Eugene Cornelius, Jr.....	Director and Managing Director	Managing Director for Marketing and Client Service
Audrey Lee Milfs.....	Director and Secretary	Secretary
Khanh Thien Tran.....	Treasurer	Same
Kathleen Ann Clune.....	Assistant Secretary/ Assistant Treasurer	Same

</TABLE>

The Parametric Advisory Agreement was approved by the Trustees, including the Trustees who are not "interested persons" to any party to the Agreement ("Independent Board Members"), on December 9, 1993, and such approval was made expressly subject to subsequent shareholder approval of such agreement. A copy of the form of the Parametric Advisory Agreement is set forth as Exhibit D to this proxy statement. Under the terms of the Parametric Advisory Agreement, Parametric will manage a portion of Large Capitalization Value's assets, subject to the supervision of the Consulting Group and the Board, in accordance with the investment objective and stated investment policies of Large Capitalization Value. In addition, Parametric will make investment decisions for Large Capitalization Value, place orders to purchase and sell investments for Large Capitalization Value and employ professional portfolio managers and securities and futures analysts who will provide research services to Parametric.

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Under the terms of the Parametric Advisory Agreement, the Consulting Group will pay to Parametric a fee that is computed daily and paid monthly at the annual rate of 0.20% of the value of Large Capitalization Value's average daily net assets on the first \$300 million of assets and 0.15% of the value of Large Capitalization Value's average daily net assets thereafter, multiplied by a fraction, the numerator of which is the average daily value of the net assets of Large Capitalization Value allocated to Parametric for management and the denominator of which is the average daily net asset value of Large Capitalization Value.

REQUIRED VOTE

Approval of the Parametric Advisory Agreement requires a Majority Vote of the outstanding shares of Large Capitalization Value. Failure to obtain the requisite vote for approval of the Parametric Advisory Agreement, if the Newbold's Amended and Restated Advisory Agreement (as that term is defined below) is approved, will result in Newbold's Asset Management, Inc. continuing as the sole Investment Adviser to Large Capitalization Value. Failure to obtain the requisite vote for approval of both the Parametric Advisory Agreement and the Newbold's Amended and Restated Advisory Agreement will result in Newbold's

continuing to act as the sole Investment Adviser to Large Capitalization Value pursuant to the Newbold's current Advisory Agreement (as that term is defined below).

THE BOARD OF THE TRUST, INCLUDING A MAJORITY OF THE INDEPENDENT BOARD MEMBERS, RECOMMENDS THAT THE SHAREHOLDERS OF LARGE CAPITALIZATION VALUE VOTE "FOR" ADOPTION OF THE PARAMETRIC ADVISORY AGREEMENT.

PROPOSAL 3: LARGE CAPITALIZATION VALUE ONLY

TO APPROVE OR DISAPPROVE FOR LARGE CAPITALIZATION VALUE AN AMENDED AND RESTATED INVESTMENT ADVISORY AGREEMENT WITH NEWBOLD'S ASSET MANAGEMENT, INC.

The third proposal to be considered at the Meeting is the approval of an amended and restated investment advisory agreement ("Newbold's Amended and Restated Advisory Agreement") with Newbold's Asset Management, Inc. ("Newbold's"). This proposal is only relevant to the shareholders of Large Capitalization Value. The Newbold's Amended and Restated Advisory Agreement is being submitted to shareholders of Large Capitalization Value, as required by the 1940 Act, which provides that shareholders must grant prior approval for any amended and restated investment advisory agreement. This proposal is being presented in the event that either the Exemptive Application referred to in Proposal 1 is not approved by the SEC by the date of the Meeting or the shareholders of Large Capitalization Value fail to approve Proposal 1.

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Newbold's currently serves as investment adviser to Large Capitalization Value pursuant to an Investment Advisory Agreement dated July 30, 1993 (the "Newbold's Current Advisory Agreement"). The only material difference between the Newbold's Current Advisory Agreement and the Newbold's Amended and Restated Advisory Agreement is that the latter agreement provides for the management of Large Capitalization Value by more than one investment adviser.

Newbold's has been registered as an investment adviser under the Investment Advisers Act of 1940 (the "Advisers Act") since 1943 and is a wholly owned subsidiary of United Asset Management Corporation ("United Asset Management"), a professional services holding company listed on the New York Stock Exchange. Newbold's provides investment advisory services to individual and institutional clients. As of December 31, 1993, Newbold's had assets under management of approximately \$9.3 billion, and as of December 31, 1993, United Asset Management had assets under management of approximately \$103 billion. Newbold's principal executive offices are located at, and the business address of its directors and officers (other than Norton Reamer) is, 937 Haverford Road, Bryn Mawr, Pennsylvania 19010. The principal executive offices of United Asset Management are located at, and Mr. Reamer's business address is, One International Place, Boston, Massachusetts 02110. Attached to this Proxy Statement as Exhibit E is a copy of Newbold's audited statement of financial position for its fiscal year ended December 31, 1992 and attached hereto as Exhibit F is a copy of Newbold's unaudited balance sheet as of November 30, 1993 (the "Newbold's Balance Sheet Date"). The management of Newbold's has represented to the Trust that, since the Newbold's Balance Sheet Date, there has been no material change in the financial condition of Newbold's. Proxies solicited for the Meeting will not be voted for Proposal 3 presented in this Proxy Statement unless in the judgment of the Board there has been no material adverse change in the financial condition of Newbold's between the Newbold's Balance Sheet Date and December 31, 1993. The names of the investment companies for which Newbold's provides services, the amounts of their net assets and the annual rate of Newbold's fees for its services to those companies are set forth on Exhibit G attached hereto.

<TABLE>

The names, positions and principal occupations of the officers and directors of Newbold's are set forth below:

<CAPTION>

NAME	POSITION WITH NEWBOLD'S	PRINCIPAL OCCUPATION
<S>	<C>	<C>
Timothy M. Havens.....	Chairman, Chief Executive Officer and Director	Portfolio Manager
Otto Folin.....	Senior Vice President	Portfolio Manager

</TABLE>

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<TABLE>  
<CAPTION>

NAME	POSITION WITH NEWBOLD'S	PRINCIPAL OCCUPATION
<S>	<C>	<C>
Harry K. Hiestand.....	Senior Vice President, Assistant Secretary and Director	Portfolio Manager
Daniel J. Hopkins.....	Executive Vice President	Portfolio Manager
John H. Marchesi, Jr. ...	Executive Vice President, Chief Investment Officer and Director	Same
Stephen A. Mozur.....	Senior Vice President	Same
Samuel W. Parke, Jr. ....	Senior Vice President	Same
John W. Richards.....	President, Chief Operating Officer and Director	Same
Samuel R. Roberts.....	Senior Vice President and Treasurer	Same
John K. Schneider.....	Senior Vice President	Same
Edward T. Shadek.....	Senior Vice President	Same
Denise B. Taylor.....	Senior Vice President	Same
Madelyn Y. Wharton.....	Senior Vice President	Same
Norton H. Reamer.....	Director	President and Director of United Asset Management

</TABLE>

The Newbold's Amended and Restated Advisory Agreement was approved by the Trustees, including the Independent Board Members, on December 9, 1993, and such approval was made expressly subject to subsequent shareholder approval of such agreement. A copy of the form of the Newbold's Amended and Restated Advisory Agreement is set forth as Exhibit D to this proxy statement. Under the terms of the Newbold's Amended and Restated Advisory Agreement, Newbold's will manage a portion of Large Capitalization Value's assets, subject to the supervision of the Consulting Group and the Board, in accordance with the investment objective and stated investment policies of Large Capitalization Value. In addition, Newbold's will make investment decisions for Large Capitalization Value, place orders to purchase and sell investments for Large Capitalization Value and employ professional portfolio managers and securities and futures analysts who will provide research services to Newbold's.

Under the terms of the Newbold's Amended and Restated Advisory Agreement, the Consulting Group will pay to Newbold's a fee that is computed daily and paid monthly at the annual rate of 0.30% of the value of Large Capitalization

Value's average daily net assets multiplied by a fraction, the numerator of which is the average daily value of the net assets of Large Capitalization Value allocated to Newbold's for management and the denominator of which is the average daily net asset value of Large Capitalization Value.

#### REQUIRED VOTE

Approval of the Newbold's Amended and Restated Advisory Agreement requires a Majority Vote of the outstanding shares of Large Capitalization Value. Failure to obtain the requisite vote for approval of the Newbold's Amended and Restated Advisory Agreement, if the Parametric Advisory Agreement is approved, will result in the appointment of Parametric as the sole Investment Adviser to Large Capitalization Value. Failure to obtain the requisite vote for approval of both the Newbold's Amended and Restated Advisory Agreement and the Parametric Advisory Agreement will result in Newbold's continuing to act as the sole Investment Adviser to Large Capitalization Value under the Newbold's Current Advisory Agreement.

THE BOARD OF THE TRUST, INCLUDING A MAJORITY OF THE INDEPENDENT BOARD MEMBERS, RECOMMEND THAT THE SHAREHOLDERS OF LARGE CAPITALIZATION VALUE VOTE "FOR" THE APPROVAL OF THE NEWBOLD'S AMENDED AND RESTATED ADVISORY AGREEMENT.

#### PROPOSAL 4: LARGE CAPITALIZATION GROWTH ONLY

TO APPROVE OR DISAPPROVE FOR LARGE CAPITALIZATION GROWTH A PROPOSED INVESTMENT ADVISORY AGREEMENT WITH BOSTON STRUCTURED ADVISORS.

The fourth proposal to be considered at the Meeting is the approval of a proposed investment advisory agreement (the "Boston Structured Advisory Agreement") between Smith Barney Advisers and Boston Structured Advisors ("Boston Structured"), pursuant to which Boston Structured will act as a co-adviser of Large Capitalization Growth. This proposal is only relevant to the shareholders of Large Capitalization Growth. The Boston Structured Advisory Agreement is being submitted to shareholders of Large Capitalization Growth, as required by the 1940 Act, which provides that shareholders must grant prior approval for any new investment advisory agreement. This proposal is being presented in the event that either the Exemptive Application referred to in Proposal 1 is not approved by the SEC by the date of the Meeting or the shareholders of Large Capitalization Growth fail to approve Proposal 1.

Boston Structured's principal offices are located at 260 Franklin Street, Boston, Massachusetts 02110. Boston Structured is a division of PanAgora Asset Management, Inc. ("PanAgora Boston"), which is an investment adviser registered under the Advisers Act, and is both a commodity trading adviser and a commodity pool operator registered under the Commodity Exchange Act.

PanAgora Boston was formed on September 22, 1989 as a wholly-owned subsidiary of The Boston Company Inc. ("TBC") and was incorporated in Delaware. PanAgora Boston is presently owned 50% by Nippon Life Insurance Company ("Nippon Life") and 50% by Lehman Brothers Holdings, Inc.

As of December 31, 1993, PanAgora Boston had assets under management of approximately \$13 billion. Attached to this proxy statement as Exhibit H is a copy of PanAgora Boston's audited statement of financial position for its fiscal years ended December 31, 1992 and 1991 and attached hereto as Exhibit I is a copy of PanAgora Boston's unaudited balance sheet as of September 30, 1993 (the "PanAgora Boston Balance Sheet Date"). The management of PanAgora Boston has represented to the Trust that, since the PanAgora Boston Balance Sheet Date, there has been no material change in the financial condition of PanAgora Boston. Proxies solicited for the Meeting will not be voted for Proposal 4 presented in this Proxy Statement unless in the judgment of the Board there has been no material adverse change in the financial condition of PanAgora Boston between the PanAgora Boston Balance Sheet Date and December 31, 1993. The names of the investment companies for which PanAgora Boston provides services, the amounts of their net assets and the annual rate of PanAgora Boston's fees for its services to those companies are set forth on Exhibit J attached hereto.

<TABLE>

The name, position with PanAgora Boston and principal occupation of each director and principal executive officer of PanAgora Boston are set forth in the following table:

<CAPTION>

NAME	POSITION WITH PANAGORA	PRINCIPAL OCCUPATION
<S> Tamao Kobayashi...	<C> Director and Chairman of the Board	<C> Executive Vice President, Nippon Life
Richard A. Crowell.....	Managing Director and President	Managing Director and President, PanAgora Boston
Alan Brown.....	Managing Director	Chief Investment Officer, PanAgora Asset Management Limited
Katsumi Funaki....	Director	General Manager, Nippon Life
Tomohiro Kawase...	Director	General Manager, Nippon Life
Yutaka Hashimoto.....	Director	Director and Deputy Chief, International Investment Headquarters, Nippon Life
Fumio Masada.....	Director	Senior Managing Director, Nippon Life
Kiyonobu Shimazu.....	Director	Branch Manager, Lehman Brothers, Inc., Asia

</TABLE>

<TABLE>

<CAPTION>

NAME	POSITION WITH PANAGORA	PRINCIPAL OCCUPATION
<S> John Snow.....	<C> Director, Chairman of Managing Directors	<C> Chief Executive Officer, PanAgora Asset Management Limited
Tsutou Furuta.....	Director	Managing Director, PanAgora Asset Management

		Limited
Takashi		
Minagawa.....	Director	General Manager, NLI International Inc.
Tadao Nishioka....	Director	Director, Nippon Life
John R. Laird.....	Director	President and Chief Executive Officer, Lehman Brothers Inc.
Kathleen I.		
DeVivo.....	Secretary	Senior Manager and Compliance Officer, PanAgora Boston
Michael H.		
Turpin.....	Treasurer	Senior Manager and Treasurer, PanAgora Boston

</TABLE>

The principal business address of Mr. Laird is American Express Tower, World Financial Center, New York, New York 10285; the principal business address of Messrs. T. Kobayashi, F. Masada, T. Nishioka and Y. Hashimoto is 5-12 Imabashi 3-Chome, Chuo Ku, Osaka 541-01 Japan; the business address of Mr. K. Funaki is 780 Third Street, New York, New York 10017; the business address of Messrs. Crowell and Turpin and Ms. DeVivo is 260 Franklin Street, Boston, Massachusetts 02110; the principal business address of Messrs. Brown, Snow, T. Kawase, T. Furuta and T. Minagawa is 3 Finsbury Avenue, London, England EC2M 2PA; and the principal business address of Mr. Shimazu is Ark Mori Building, 12-32 Akasaka, 1-Chome, 35th Floor, Minato Ku, Tokyo, 107, Japan.

The Boston Structured Advisory Agreement was approved by the Trustees, including Independent Board Members, on December 9, 1993, and such approval was made expressly subject to subsequent shareholder approval of such agreement. A copy of the form of the Boston Structured Advisory Agreement is set forth as Exhibit D to this proxy statement. Under the terms of the PanAgora Advisory Agreement, Boston Structured will manage a portion of Large Capitalization Growth's assets, subject to the supervision of the Consulting Group and the Board, in accordance with the investment objective and stated investment policies of Large Capitalization Growth. In addition, Boston Structured will make investment decisions for Large Capitalization Growth, place orders to purchase and sell investments for Large Capitalization Growth and employ professional portfolio managers and investment managers who will provide services to Boston Structured.

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Under the terms of the Boston Structured Advisory Agreement, the Consulting Group will pay to Boston Structured a fee that is computed daily and paid monthly at the annual rate of 0.20% of the value of Large Capitalization Growth's average daily net assets on the first \$300 million of assets and 0.15% of the value of Large Capitalization Growth's average daily net assets thereafter, multiplied by a fraction, the numerator of which is the average daily value of the net assets of Large Capitalization Growth allocated to Boston Structured for management and the denominator of which is the average daily net asset value of Large Capitalization Growth.

#### REQUIRED VOTE

Approval of the Boston Structured Advisory Agreement requires a Majority Vote of the outstanding shares of Large Capitalization Growth. Failure to obtain the requisite vote for approval of the Boston Structured Advisory Agreement, if the Provident Amended and Restated Investment Advisory Agreement (as that term is defined below) is approved, will result in the continuation of Provident Investment Counsel as the sole Investment Adviser of Large Capitalization Growth. Failure to obtain the requisite vote for approval of both the Boston Structured Advisory Agreement and the Provident Amended and Restated Advisory

Agreement will result in Provident Investment Counsel continuing to act as the sole Investment Adviser to Large Capitalization Growth under the Provident Current Advisory Agreement (as that term is defined below).

THE BOARD OF THE TRUST, INCLUDING A MAJORITY OF THE INDEPENDENT BOARD MEMBERS, RECOMMEND THAT THE SHAREHOLDERS OF LARGE CAPITALIZATION GROWTH VOTE "FOR" THE APPROVAL OF THE PANAGORA ADVISORY AGREEMENT.

PROPOSAL 5: LARGE CAPITALIZATION GROWTH ONLY

TO APPROVE OR DISAPPROVE FOR LARGE CAPITALIZATION GROWTH AN AMENDED AND RESTATED INVESTMENT ADVISORY AGREEMENT WITH PROVIDENT INVESTMENT COUNSEL.

The fifth proposal to be considered at the Meeting is the approval of an amended and restated investment advisory agreement (the "Provident Amended and Restated Advisory Agreement") between Smith Barney Advisers and Provident Investment Counsel ("Provident"). This proposal is only relevant to the shareholders of Large Capitalization Growth. The Provident Amended and Restated Advisory Agreement is being submitted to shareholders of Large Capitalization Growth, as required by the 1940 Act, which provides that shareholders must grant prior approval for any amended and restated investment advisory agreement. This proposal is being presented in the event that either the Exemptive Application referred to in Proposal 1 is not approved by the SEC by

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the date of the Meeting or the shareholders of Large Capitalization Growth fail to approve Proposal 1.

Provident currently serves as investment adviser to Large Capitalization Growth pursuant to an Investment Advisory Agreement dated July 30, 1993 (the "Provident Current Advisory Agreement"). The only material difference between the Provident Current Advisory Agreement and the Provident Amended and Restated Advisory Agreement is that the latter agreement provides for the management of Large Capitalization Value by more than one investment adviser.

Provident has been registered as an investment adviser under the Advisers Act since 1951 and is controlled by Robert M. Kommerstad, the Chairman of its Board of Directors. Provident provides investment advisory services to individual and institutional clients. As of December 31, 1993, Provident had assets under management of approximately \$13.1 billion. Attached to this proxy statement as Exhibit K is a copy of Provident's audited statement of financial position for its fiscal years ended December 31, 1992 and 1991 and attached hereto as Exhibit L is Provident's unaudited balance sheet as of November 30, 1993 (the "Provident Balance Sheet Date"). The management of Provident has represented to the Trust that, since the Provident Balance Sheet Date, there has been no material change in the financial condition of Provident. Proxies solicited for the Meeting will not be voted for Proposal 5 presented in this Proxy Statement unless in the judgment of the Board there has been no material adverse change in the financial condition of Provident between the Provident Balance Sheet Date and December 31, 1993. Provident's principal executive offices are located at, and the business address of its officers and directors is, 300 North Lake Avenue, Pasadena, California 91101. The names of the investment companies for which Provident provides services, the amounts of their net assets and the annual rate of Provident's fees for its services to those companies are set forth on Exhibit M attached hereto.

<TABLE>

The names, positions and principal occupations of the officers and directors of Provident are set forth below.

<CAPTION>

POSITION WITH

PRINCIPAL

NAME	PROVIDENT	OCCUPATION
<S>	<C>	<C>
Bernard J. Johnson.....	Chairman Emeritus	Portfolio Manager
Robert M. Kommerstad....	President and Chairman	Portfolio Manager
Jeffrey J. Miller.....	Managing Director	Portfolio Manager
Thomas J. Condon.....	Managing Director	Portfolio Manager
Larry D. Tashjian.....	Managing Director	Portfolio Manager
George E. Handtmann, III.....	Managing Director	Portfolio Manager
Thomas M. Mitchell.....	Executive Vice President	Portfolio Manager

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<TABLE>  
<CAPTION>

NAME	POSITION WITH PROVIDENT	PRINCIPAL OCCUPATION
<S>	<C>	<C>
F. Brown Windle.....	Executive Vice President	Marketing
G. Berkeley Andrews.....	Senior Vice President	Marketing
John M. Baray.....	Vice President	Trading
Thad M. Brown.....	Senior Vice President	Chief Financial Officer
John M. Corby.....	Senior Vice President	Portfolio Manager
Laura F. Guerra.....	Executive Vice President	Portfolio Manager

</TABLE>

A copy of the form of the Provident Amended and Restated Advisory Agreement is set forth as Exhibit D to this proxy statement. Under the terms of the Provident Amended and Restated Advisory Agreement, Provident will manage a portion of Large Capitalization Growth's assets, subject to the supervision of the Consulting Group and the Board, in accordance with the investment objective and stated investment policies of Large Capitalization Growth. In addition, Provident will make investment decisions for Large Capitalization Growth, place orders to purchase and sell investments for Large Capitalization Growth and employ professional portfolio managers and securities and futures analysts who will provide research services to Providents.

Under the terms of the Provident Amended and Restated Advisory Agreement, the Consulting Group will pay to Provident a fee that is computed daily and paid monthly at the annual rate of 0.30% of the value of Large Capitalization Growth's average daily net assets multiplied by a fraction, the numerator of which is the average daily value of net assets of Large Capitalization Growth allocated to Provident for management and the denominator of which is the average daily net asset value of Large Capitalization Growth.

The Provident Amended and Restated Advisory Agreement was approved by the Trustees, including the Independent Board Members, on December 9, 1993, and such approval was made expressly subject to subsequent shareholder approval of such agreement.

#### REQUIRED VOTE

Approval of the Provident Amended and Restated Advisory Agreement requires a Majority Vote of the outstanding shares of Large Capitalization Growth.



Failure to obtain the requisite vote for approval of the Provident Amended and Restated Advisory Agreement, if the Boston Structured Advisory Agreement has been approved, will result in the appointment of Boston Structured as the sole Investment Adviser to Large Capitalization Growth. Failure to obtain the requisite vote for approval of both the Provident Amended and Restated Advisory Agreement and the Boston Structured Advisory Agreement will result in Provident

Investment Counsel continuing to act as the sole Investment Adviser to Large Capitalization Growth under the Provident Current Advisory Agreement.

THE BOARD OF THE TRUST, INCLUDING A MAJORITY OF THE INDEPENDENT BOARD MEMBERS, RECOMMENDS THAT THE SHAREHOLDERS OF LARGE CAPITALIZATION GROWTH VOTE "FOR" ADOPTION OF THE AMENDED AND RESTATED PROVIDENT ADVISORY AGREEMENT.

DESCRIPTION OF THE ADVISERS AND PROPOSED ADVISORY AGREEMENTS

<TABLE>

Large Capitalization Value and Large Capitalization Growth each pay the Manager a fee for its services that is computed daily and paid monthly at an annual rate of 0.60% of the value of the average daily net assets of the respective Portfolio. The fees of each Advisor are paid by the Manager. The fees paid to Newbold's with respect to Large Capitalization Value and to Provident with respect to Large Capitalization Growth for the fiscal year ended August 31, 1993 were \$1,064,096 and \$458,138, respectively. The Board, in the event that Proposals 2 through 5 contained herein have been approved, has approved an allocation of 80% of Large Capitalization Value's assets to Parametric for management and 20% of such assets to Newbold's and an allocation of 80% of Large Capitalization Growth's current and future assets to Boston Structured for management and 20% of such assets to Provident. In the event that Proposals 2 through 5 contained herein are approved, the fees paid by the Manager to the Advisors for services will be less. However, there will be no change in the fees paid by the Fund to the Manager. The following table shows the advisory fees actually paid for the fiscal year ended August 31, 1993 and the advisory fees that would have been paid during such fiscal year to the appropriate investment adviser if the Parametric Advisory Agreement, the Boston Structured Advisory Agreement, the Newbold's Amended and Restated Advisory Agreement and the Provident Amended and Restated Advisory Agreement (collectively, the "Advisory Agreements") had been in effect (Hypothetical).

<CAPTION>

PORTFOLIO -----		ADVISORY FEE PAID FOR FISCAL YEAR ENDED 8/31/93	
		ACTUAL -----	HYPOTHETICAL -----
<S>	<C>		<C>
Large Capitalization Value Equity Investments....	\$1,064,096 (Paid to Newbold's*)	\$212,819 (Paid to Newbold's*)	\$567,518 (Paid to Parametric+)
Large Capitalization Growth Investments	\$458,138 (Paid to Provident*)	\$ 91,628 (Paid to Provident*)	\$244,341 (Paid to Boston Structured+)
		\$780,337 (Total)	\$335,969 (Total)

\*The Manager will pay or has paid to the investment adviser a fee at the annual rate of the value of 0.30% of the average daily net assets of the Portfolio

multiplied by a fraction, the numerator of which is the average daily value of

</TABLE>

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Allocated Assets and the denominator of which is the average daily net asset value of the Portfolio.

+The Manager will pay or has paid to the investment adviser a fee at the annual rate of the value of 0.20% of the first \$300 million of the average daily net assets of the Portfolio and 0.15% thereafter multiplied by a fraction, the numerator of which is the average daily value of Allocated Assets and the denominator of which is the average daily net asset value of the Portfolio.

Selection and retention criteria on which the Manager based its approval of Parametric, Newbold's, Boston Structured and Provident (collectively, the "Advisers") include: level of expertise, relative performance and consistency of performance, personnel, facilities and financial strength and quality of service and client communications.

Each Adviser has personnel who significantly contribute to the investment advice relied on to manage the assets of Large Capitalization Value or Large Capitalization Growth, as the case may be. The death, disability or departure of such key personnel could adversely affect an Adviser's ability to manage the assets of the relevant Portfolio and there can be no assurance that suitable replacements may be retained. The Consulting Group will evaluate any such death, disability or departure of key personnel in making retention and asset allocation decisions.

Each of the Parametric Advisory Agreement, the Boston Structured Advisory Agreement, the Newbold's Amended and Restated Advisory Agreement and the Provident Amended and Restated Advisory Agreement provides that the Adviser named therein will exercise its best judgment in rendering services under the Agreement and that the relevant Adviser will not be liable for any error of judgment or mistake of law or for any loss suffered by Smith Barney Shearson or the Trust in connection with the matter to which the Agreement relates, provided that nothing in any Advisory Agreement shall be deemed to protect or purport to protect the Adviser named therein against any liability to the relevant Portfolio or its shareholders to which that party would otherwise be subject by reason of willful misfeasance, bad faith or gross negligence on its part in the performance of its duties or by reason of the party's reckless disregard of its obligations and duties under the relevant Agreement.

Pursuant to the Advisory Agreements, the relevant Adviser agrees to keep the Trust and the Consulting Group informed of material developments affecting the relevant Portfolio, to comply with the provisions of the 1940 Act, and to refrain during the one-year period following termination of the advisory agreement, from acting as an investment adviser, manager or other similar service provider to or for the benefit of any registered investment company that seeks as its primary market for its shares programs similar to the TRAK Personalized Investment Advisory Service. Each Advisory Agreement will become effective on the date on which it is approved by the relevant Portfolio's shareholders. Each

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Advisory Agreement shall continue for an initial two-year term and shall continue automatically for successive annual periods, provided that such

continuance is approved at least annually by the Board or the vote of the holders of a majority of the relevant Portfolio's outstanding voting securities with the approval of the Independent Board Members. Each Advisory Agreement may be terminated by (a) Smith Barney Advisers upon written notice; (b) vote of a majority of the Trustees or the holders of a majority of the relevant Portfolio's outstanding voting securities, as the case may be, upon written notice; or (c) the Adviser named therein, upon 60 days' prior written notice.

#### PORTFOLIO TRANSACTIONS

Decisions to buy and sell securities for the Portfolios are made by the Investment Advisers, subject to the overall review of the Board and the Consulting Group. Although investment decisions for each Portfolio are made independently from those of the other accounts managed by the Investment Advisers, investments of the type the Trust may make also may be made by those other accounts. When a Portfolio and one or more other accounts managed by the Investment Advisers are prepared to invest in, or desire to dispose of, the same security, available investments or opportunities for sales will be allocated in a manner believed by the advisers to be equitable to each. In some cases, this procedure may adversely affect the price paid or received by a Portfolio or the size of the position obtained or disposed of by a Portfolio.

Transactions on U.S. stock exchanges and many foreign stock exchanges, involve the payment of negotiated brokerage commissions. On exchanges on which commissions are negotiated, the cost of transactions may vary among different brokers. No stated commission is generally applicable to securities traded in U.S. over-the-counter markets, but the prices of those securities include undisclosed commissions or mark-ups. The cost of securities purchased from underwriters includes an underwriting commission or concession and the prices at which securities are repurchased from and sold to dealers include a dealer's mark-up or mark-down. U.S. government securities are generally purchased from underwriters or dealers, although certain newly-issued U.S. government securities may be purchased directly from the United States Treasury or from the issuing agency or instrumentality.

In selecting brokers or dealers to execute portfolio transactions on behalf of each of the Portfolios, the Investment Advisers seek the best overall terms available. In assessing the best overall terms available for any transaction, the Investment Advisers will consider the factors they deem relevant, including the breadth of the market in the security, the price of the security, the financial condition and execution capability of the broker or dealer and the reasonableness of the commission, if any, for the specific transaction and on a continuing basis. In addition, the Investment Advisers are authorized, in selecting brokers or dealers to execute a particular transaction and in evaluating the best overall terms

available, to consider the brokerage and research services (as those terms are defined in Section 28(e) of the Exchange Act) provided to each of the Portfolios, and/or other accounts over which the Investment Advisers, or their affiliates, exercise investment discretion. The fees under the Trust's investment management agreement are not reduced by reason of the Trust's, or the Investment Advisers' receiving brokerage and research services. Research and investment services are those which brokerage houses customarily provide to institutional investors and include statistical and economic data and research reports on particular issues and industries. These services are used by the Investment Advisers in connection with all of their investment activities, and some of the services obtained in connection with the execution of transactions for a Portfolio may be used in managing other investment accounts. Conversely, brokers furnishing these services may be selected for the execution of transactions for these other accounts, whose aggregate assets may exceed those of a Portfolio, and the services furnished by the brokers may be used by the Consulting Group and/or the Investment Advisers in providing investment management for the Portfolios. During the last fiscal year of the Trust, neither the Trust nor the Investment Advisers, pursuant to any agreement or understanding with a broker or otherwise through an internal allocation procedure, directed any of the Portfolios' brokerage transactions to a broker or brokers because of research services provided. Over-the-counter purchases and

sales by the Portfolios are transacted directly with principal market makers except in those cases in which better prices and executions may be obtained elsewhere.

To the extent consistent with applicable provisions of the 1940 Act and the rules and exemptions adopted by the SEC under the 1940 Act, the Board has determined that transactions for each of the Portfolios may be executed through Smith Barney Shearson and other affiliated broker-dealers if, in the judgment of the Investment Advisers, the use of an affiliated broker-dealer is likely to result in price and execution at least as favorable as those of other qualified broker-dealers.

None of the Portfolios will purchase any security, including U.S. government securities, during the existence of any underwriting or selling group relating to the security of which Smith Barney Shearson is a member, except to the extent permitted by the SEC.

The Board periodically reviews the commissions paid by the Trust to determine if the commissions paid over representative periods of time were reasonable in relation to the benefits inuring to the Trust. During the fiscal year ended August 31, 1993, the Trust incurred total brokerage commissions on portfolio transactions of \$2,530,473, of which \$451,068, or 17.8% of the aggregate, was paid to Smith Barney Shearson, including commissions paid to Shearson Lehman Brothers, Inc. ("Shearson"), the distributor of the Trust's shares until July 31, 1993, when Smith Barney Shearson acquired certain assets

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of Shearson, 33.6% of the Trust's aggregate dollar amount of transactions involving the payment of commissions were effected through Smith Barney Shearson and Shearson during the Trust's last fiscal year.

<TABLE>

Such brokerage commissions were incurred with respect to each of the equity Portfolios as follows:

<CAPTION>

PORTFOLIO	TOTAL COMMISSIONS	COMMISSIONS PAID TO SMITH BARNEY SHEARSON AND SHEARSON		
		% OF TOTAL COMMISSIONS PAID TO SMITH BARNEY SHEARSON AND SHEARSON	% OF TOTAL TRANSACTIONS INVOLVING COMMISSIONS PAID TO SMITH BARNEY SHEARSON AND	
SHEARSON				
<S>	<C>	<C>	<C>	<C>
Balanced Investments...	\$ 6,568	\$ 156	1.1%	0.1%
Large Capitalization Value Equity Investments...	872,806	412,000	47.2	56.5
Large Capitalization Growth Investments...	255,077	11,694	4.6	3.9
Small Capitalization Value Equity Investments...	519,311	0	0	0
Small Capitalization Growth Investments...	79,998	13,782	17.9	17.8
International				

Equity				
Investments...	799,713	13,436	1.7	1.8

SUBMISSION OF SHAREHOLDER PROPOSALS

As a Massachusetts business trust, the Trust does not hold annual shareholder's meetings. Shareholders wishing to submit proposals for inclusion in a proxy statement for a subsequent meeting of shareholders must submit their proposals for inclusion in the proxy materials in writing to the Secretary of the Trust, c/o The Boston Company Advisors, Inc., Exchange Place, Mail Zone 025-004B, Boston, MA 02109.

SHAREHOLDERS' REQUEST FOR SPECIAL MEETING

Shareholders holding at least 10% of the Trust's outstanding voting securities (as defined in the 1940 Act) may require the calling of a meeting of shareholders for the purpose of voting on the removal of any Board member of the Trust. Meetings of shareholders for any other purpose also shall be called by the Board members when requested in writing by shareholders holding at least 10% of the shares then outstanding or, if the Board members shall fail to call or

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give notice of any meeting of shareholders for a period of 30 days after such application, shareholders holding at least 10% of the shares then outstanding may call and give notice of such meeting.

OTHER MATTERS TO COME BEFORE THE MEETING

The Trustees do not intend to present any other business at the Meeting, nor are they aware that any shareholder intends to do so. If, however, any other matters are properly brought before the Meeting, the persons named in the accompanying proxy card(s) will vote thereon in accordance with their judgment.

January 18, 1994

-----  
IT IS IMPORTANT THAT THE PROXIES BE RETURNED PROMPTLY. SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING ARE THEREFORE URGED TO COMPLETE, SIGN, DATE AND RETURN THE PROXIES AS SOON AS POSSIBLE IN THE ENCLOSED POSTAGE-PAID ENVELOPE.  
-----

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<TABLE>

EXHIBIT LIST

- |           |  |
|-----------|--|
| <S>       | <C>  |
| EXHIBIT A | Audited Statement of Financial Position of Parametric for its Fiscal Year Ended December 31, 1992. |
| EXHIBIT B | Unaudited Statement of Financial Position of Parametric for October 31, 1993.                      |
| EXHIBIT C | Investment Companies Serviced by Parametric.   |
| EXHIBIT D | Proposed Form of Investment Advisory Agreement.  |
| EXHIBIT E | Audited Statement of Financial Position of Newbold's for its Fiscal Year Ended December 31, 1992.  |
| EXHIBIT F | Unaudited Statement of Financial Position of Newbold's for November 30, 1993.                      |
| EXHIBIT G | Investment Companies Serviced by Newbold's.  |

EXHIBIT H Audited Statement of Financial Position of PanAgora  
 Boston for its Fiscal Years Ended December 31, 1992  
 and 1991.

EXHIBIT I Unaudited Statement of Financial Position of PanAgora  
 Boston for September 30, 1993.

EXHIBIT J Investment Companies Serviced by PanAgora Boston.

EXHIBIT K Audited Statement of Financial Position of Provident  
 for its Fiscal Year Ended December 31, 1992.

EXHIBIT L Unaudited Statement of Financial Position of  
 Provident for November 30, 1993.

EXHIBIT M Investment Companies Serviced by Provident.

</TABLE>

EXHIBIT A

[DELOITTE & TOUCHE LETTERHEAD]

INDEPENDENT AUDITORS' REPORT

Parametric Portfolio Associates, Inc.:

We have audited the accompanying statement of financial position of Parametric Portfolio Associates, Inc. as of December 31, 1992. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial position is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial position. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial position presentation. We believe that our audit of the statement of financial position provides a reasonable basis for our opinion.

In our opinion, such statement of financial position presents fairly, in all material respects, the financial position of Parametric Portfolio Associates, Inc. as of December 31, 1992 in conformity with generally accepted accounting principles.

DELOITTE & TOUCHE

February 23, 1993

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<TABLE>

PARAMETRIC PORTFOLIO ASSOCIATES, INC.

STATEMENT OF FINANCIAL POSITION  
 DECEMBER 31, 1992

<S>	ASSETS	<C>
Current Assets:		
Cash.....		\$ 362,678
Accounts receivable.....		829,320
Prepaid expenses.....		7,695
		-----
Total Current Assets.....		1,199,693
Property, net.....		128,148
Other assets.....		1,472,027
		-----
TOTAL ASSETS.....		\$2,799,868
		=====

LIABILITIES AND STOCKHOLDER'S EQUITY

Current Liabilities:	
Accrued liabilities.....	\$ 66,365
Payable to affiliates.....	238,419
	-----
Total Current Liabilities.....	304,784
Other liabilities.....	1,753,371
	-----
Total Liabilities.....	2,058,155
	-----
Stockholder's Equity:	
Common stock -- \$1 par value; 1,000,000 shares authorized; 1,000 shares issued and outstanding.....	1,000
Paid-in capital.....	1,199,000
Accumulated deficit.....	(458,287)
	-----
Total Stockholder's Equity.....	741,713
	-----
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY.....	\$2,799,868 =====

</TABLE>

See Notes to Statement of Financial Position

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PARAMETRIC PORTFOLIO ASSOCIATES, INC.

NOTES TO STATEMENT OF FINANCIAL POSITION

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Parametric Portfolio Associates, Inc. ("Parametric") is a wholly-owned, third-tier subsidiary of Pacific Mutual Life Insurance Company ("PM"). The intermediate companies are Pacific Financial Holding Company and Pacific Financial Asset Management Corporation. Parametric provides investment management services to its clients using quantitative analysis techniques.

Property

Property is recorded at cost and is depreciated using the straight-line method over the estimated useful lives of the individual items.

<TABLE>

2. PROPERTY

The components of property as of December 31, 1992 are as follows:

<S>	<C>
Furniture and equipment.....	\$ 206,253
Computer equipment.....	108,120
	-----
Total property.....	314,373
Less accumulated depreciation.....	(186,225)
	-----
Property, net.....	\$ 128,148
	=====

</TABLE>

3. INCOME TAXES

Parametric's operations are included in the consolidated Federal income tax

return of PM. Parametric files a separate Washington state excise tax return. Parametric is allocated an expense based principally on the effect of including its operations in the consolidated provision. Such expense, which is primarily current taxes, includes an allocation for deferred taxes resulting principally from differences between book and tax accounting for depreciation and state excise tax. Included in payable to affiliates on the accompanying statement of financial position are net tax receivables of \$5,837 as of December 31, 1992.

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PARAMETRIC PORTFOLIO ASSOCIATES, INC.

NOTES TO STATEMENT OF FINANCIAL POSITION -- (CONTINUED)

4. LEASES

<TABLE>

Parametric leases office space and certain office equipment under operating lease agreements expiring at various dates through 1994. Future aggregate minimum rent payments on noncancelable leases are as follows:

<CAPTION>

YEAR ENDED	
-----	
<S>	<C>
1993.....	\$ 146,275
1994.....	99,986
	-----
Total.....	\$ 246,261
	=====

</TABLE>

5. RELATED PARTY TRANSACTIONS

PM provides certain support services to Parametric. Services provided include employee participation in a pension plan maintained by PM.

6. PROFIT-SHARING AND COMPENSATION PLANS

Parametric has a nonqualified profit-sharing plan (the "Profit-Sharing Plan") covering certain key employees. The Profit-Sharing Plan provides for awards based on the profitability of Parametric, as defined in the employment agreements. All profit-sharing awards fully vest at the end of each year, and are payable by March 15 of the following year.

Parametric has a long-term compensation plan granted to certain key employees in connection with programs designed to retain their employment. Compensation under this plan is based upon profitability. Upon certain criteria being met, as defined in the agreement, eligible employees will be paid out over a seven year period. Eligible employees may leave Parametric's employment and collect such amounts over the period subject to not-to-compete terms. Other assets and other liabilities included on the accompanying statement of financial position primarily relate to deferred compensation expense and accrued compensation. No payments have been made under this plan.

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EXHIBIT B

<TABLE>

PARAMETRIC PORTFOLIO ASSOCIATES, INC.

UNAUDITED BALANCE SHEET  
OCTOBER 31, 1993



ASSETS

<S>	<C>
Current Assets	
Cash.....	\$ 942,944
Petty cash.....	5,000
Accounts receivable.....	1,501,423
Prepaid expenses.....	121,615
	-----
Total current assets.....	2,570,982
Other assets	
Net fixed assets.....	134,867
Other.....	2,648,292
	-----
Total other assets.....	2,783,159
	-----
Total assets.....	\$5,354,141
	=====

LIABILITIES & STOCKHOLDERS' EQUITY

Current liabilities	
Accounts payable -- PM.....	\$ 66,415
Accounts payable -- other.....	257,201
Taxes payable.....	103,966
	-----
Total current liabilities.....	427,582
Other liabilities	
Deferred compensation liability.....	185,698
Accounts payable -- long term.....	3,624,297
Deferred income taxes.....	33,897
	-----
Total other liabilities.....	3,843,892
	-----
Total liabilities.....	4,271,474
Stockholders' equity	
Common stock.....	1,000
Paid in capital.....	1,199,000
	-----
Total capital.....	1,200,000
Retained earnings	
Opening retained earnings.....	458,288
YTD profit.....	541,956
Accumulated dividends to parent.....	201,000
	-----
Total retained earnings.....	117,332
	-----
Total stockholders' equity.....	1,082,668
	-----
Total liabilities & equity.....	\$5,354,142
	=====

</TABLE>

B-1

EXHIBIT C

<TABLE>

INVESTMENT COMPANIES SERVICED BY PARAMETRIC

<CAPTION>

	NET ASSETS	ANNUAL RATE OF FEE
	AT 10/30/93	EXPRESSED AS A PERCENTAGE
		OF AVERAGE DAILY NET
COMPANY		ASSETS
-----	-----	-----
<S>	<C>	<C>

Enhanced Equity		
Portfolios	\$53 million	0.45%
International Equity		
Portfolio	\$66 million	0.45%

C-1

EXHIBIT D

THE TRUST FOR TRAK INVESTMENTS  
FORM OF INVESTMENT ADVISORY AGREEMENT

[Date]

[Name and address of Adviser]

Dear Sirs:

Under an agreement (the "Management Agreement") between The Trust for TRAK Investments, a Massachusetts business trust (the "Trust"), and Smith, Barney Advisers Inc. (the "Manager"), the Manager serves as the Trust's investment manager and has the responsibility of evaluating, recommending, supervising and compensating investment advisers to each series of the Trust.

The Manager hereby confirms its agreement with [Name of Adviser] (the "Advisor") with respect to the Advisor's serving as an investment advisor of [Name of Portfolio] (the "Portfolio"), a series of the Trust, as follows:

SECTION 1. INVESTMENT DESCRIPTION; APPOINTMENT

(a) The Trust desires to employ the Portfolio's capital by investing and reinvesting in investments of the kind and in accordance with the investment objectives, policies and limitations specified in its Master Trust Agreement dated April 12, 1991, as amended from time to time (the "Trust Agreement"), in the prospectus (the "Prospectus") and in the statement of additional information (the "Statement of Additional Information") filed with the Securities and Exchange Commission (the "SEC") as part of the Trust's Registration Statement on Form N-1A, as amended from time to time (the "Registration Statement"), and in the manner and to the extent as may from time to time be approved in the manner set forth in the Trust Agreement. Copies of the Trust's Prospectus, the Statement of Additional Information and the Trust Agreement have been or will be submitted to the Advisor.

(b) The Manager, with the approval of the Trust, hereby appoints the Advisor to act as an investment advisor to the Portfolio for the periods and on the terms set forth in this Agreement. The Advisor accepts such appointment and agrees to furnish the services herein set forth for the compensation herein provided.

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SECTION 2. PORTFOLIO MANAGEMENT DUTIES

(a) Subject to the supervision of the Manager and the Trust's Board of Trustees, the Advisor will (i) manage the portion of the Portfolio's assets allocated to the Advisor upon the recommendation of the Manager and the approval of the Board of Trustees ("Allocated Assets") in accordance with the Portfolio's investment objectives, policies and limitations as stated in the Trust's Prospectus and Statement of Additional Information; (ii) make investment decisions with respect to Allocated Assets; and (iii) place orders to purchase and sell securities and, where appropriate, commodity futures contracts with respect to Allocated Assets.

(b) The Advisor will keep the Trust and the Manager informed of developments materially affecting the Portfolio and shall, on the Advisor's own initiative, furnish to the Trust and the Manager from time to time whatever information the Advisor believes appropriate for this purpose.

(c) The Advisor agrees that it will comply with the Investment Company Act of 1940, as amended (the "Act"), and all rules and regulations thereunder, all applicable federal and state laws and regulations and with any applicable procedures adopted by the Trust's Board of Trustees.

### SECTION 3. BROKERAGE

(a) The Advisor agrees that it will place orders pursuant to its investment determinations with respect to Allocated Assets either directly with the issuer or with brokers or dealers selected by it in accordance with the standards specified in paragraphs (b) and (c) of this Section 3. The Advisor may place orders with respect to Allocated Assets with Smith Barney Shearson Inc. or its affiliates in accordance with Section 11(a) of the Securities Exchange Act of 1934 and Rule 11a2-2(T) thereunder, Section 17(e) of the Act and Rule 17e-1 thereunder and other applicable laws and regulations.

(b) In placing orders with brokers and dealers, the Advisor will use its best efforts to seek the best overall terms available. In assessing the best overall terms available for any portfolio transaction, the Advisor will consider all factors it deems relevant including, but not limited to, the breadth of the market in the security, the price of the security, the financial condition and execution capability of the broker or dealer and the reasonableness of any commission for the specific transaction and on a continuing basis.

(c) In selecting brokers or dealers to execute a particular transaction and in evaluating the best overall terms available, the Advisor may consider the brokerage and research services (as those terms are defined in Section 28(e) of the Securities Exchange Act of 1934) provided to the Trust and/or other accounts over which the Advisor or an affiliate exercise investment discretion.

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### SECTION 4. INFORMATION PROVIDED TO THE MANAGER AND THE TRUST

(a) The Advisor agrees that it will make available to the Manager and the Trust promptly upon their request copies of all of its investment records and ledgers with respect to the Portfolio to assist the Manager and the Trust in monitoring compliance with the Act and the Investment Advisers Act of 1940, as amended (the "Advisers Act"), as well as other applicable laws. The Advisor will furnish the Trust's Board of Trustees with respect to the Portfolio such periodic and special reports as the Manager and the Board of Trustees may reasonably request.

(b) The Advisor agrees that it will immediately notify the Manager and the Trust in the event that the Advisor or any of its affiliates: (i) becomes subject to a statutory disqualification that prevents the Advisor from serving as investment advisor pursuant to this Agreement; or (ii) is or expects to become the subject of an administrative proceeding or enforcement action by the SEC or other regulatory authority. The Advisor has provided the information about itself set forth in the Registration Statement and has reviewed the description of its operations, duties and responsibilities as stated therein and acknowledges that they are true and correct and contain no material misstatement or omission, and it further agrees to notify the Manager and the Trust's Administrator immediately of any material fact known to the Advisor respecting or relating to the Advisor that is not contained in the Prospectus or Statement of Additional Information of the Trust, or any amendment or supplement thereto, or any statement contained therein that becomes untrue in any material respect.

(c) The Advisor represents that it is an investment adviser registered under the Advisers Act and other applicable laws and that the statements contained in the Advisor's registration under the Advisers Act on Form ADV, as of the date hereof, are true and correct and do not omit to state any material fact required to be stated therein or necessary in order to make the statement therein not misleading. The Advisor agrees to maintain the completeness and

accuracy of its registration on Form ADV in accordance with all legal requirements relating to that Form. The Advisor acknowledges that it is an "investment adviser" to the Portfolio within the meaning of the Act and the Advisers Act.

#### SECTION 5. BOOKS AND RECORDS

In compliance with the requirements of Rule 31a-3 under the Act, the Advisor hereby agrees that all records that it maintains for the Trust are the property of the Trust and further agrees to surrender promptly to the Trust copies of any such records upon the Trust's request. The Advisor further agrees to preserve for the periods prescribed by Rule 31a-2 under the Act the records required to be maintained by Rule 31a-1 under the Act and to preserve the records required by Rule 204-2 under the Advisers Act for the period specified in that Rule.

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#### SECTION 6. COMPENSATION

(a) In consideration of services rendered pursuant to this Agreement, the Manager will pay the Advisor a fee that is computed daily and paid monthly at the annual rate of the value of \* of the average daily net assets of the Portfolio, multiplied by a fraction, the numerator of which is the average daily value of Allocated Assets and the denominator of which is the average daily net asset value of the Portfolio (the "Portfolio Advisory Fee"). The Portfolio Advisory Fee payable to the Advisor shall be reduced in the same proportion as the Portfolio Advisory Fee bears to the Manager's fee from the Portfolio to the extent, in any fiscal year of the Portfolio, the aggregate expenses of the Portfolio (including fees pursuant to this Agreement and the Trust's Administration Agreement with the Administrator, but excluding interest, taxes, brokerage fees, and, if permitted by state securities commissions, extraordinary expenses) exceed the expense limitation of any state having jurisdiction over the Portfolio.

(b) The Portfolio Advisory Fee for the period from the date of this Agreement becomes effective to the end of the month during which this Agreement becomes effective shall be prorated according to the proportion that such period bears to the full monthly period. Upon any termination of this Agreement before the end of a month, the fee for such part of that month shall be prorated according to the proportion that such period bears to the full monthly period and shall be payable upon the date of termination of this Agreement.

(c) For the purpose of determining fees payable to the Advisor, the value of the Portfolio's net assets shall be computed at the time and in the manner specified in the Trust's Prospectus and/or the Statement of Additional Information.

#### SECTION 7. COSTS AND EXPENSES

<TABLE>

During the term of this Agreement, the Advisor will pay all expenses incurred by it and its staff in connection with the performance of its services under this Agreement, including the payment of salaries of all officers and employees who are employed by it and the Trust.

- - - - -

<S>	<C>	<C>
*	Newbold's Asset Management, Inc.	0.30%
	Provident Investment Counsel	0.30%
	Boston Structured Advisors	0.20% of the first \$300 million; 0.15% thereafter
	Parametric Portfolio Associates, Inc.	0.20% of the first \$300 million; 0.15% thereafter

</TABLE>

## SECTION 8. STANDARD OF CARE

The Advisor shall exercise its best judgment in rendering the services provided by it under this Agreement. The Advisor shall not be liable for any error of judgment or mistake of law or for any loss suffered by the Manager or the Trust in connection with the matter to which this Agreement relates, provided that nothing in this Agreement shall be deemed to protect or purport to protect the Advisor against any liability to the Manager or the Trust or to holders of the Trust's shares representing interests in the Portfolio to which the Advisor would otherwise be subject by reason of willful misfeasance, bad faith or gross negligence on its part in the performance of its duties or by reason of the Advisor's reckless disregard of its obligations and duties under this Agreement.

## SECTION 9. SERVICES TO OTHER COMPANIES OR ACCOUNTS

(a) It is understood that the services of the Advisor are not exclusive, and nothing in this Agreement shall prevent the Advisor from providing similar services to other investment companies (whether or not their investment objectives and policies are similar to those of the Trust) or from engaging in other activities; provided, however, that the Advisor agrees that neither it nor any of its affiliated persons (as defined in the Act) shall accept retention as investment adviser, investment manager or similar service provider during the pendency of this Agreement and for the period of one (1) year after the termination of this Agreement with or for the benefit of any investment company registered under the Act that seeks as a primary market for its shares asset allocation programs similar in nature or market to TRAK Personalized Investment Advisory Service.

(b) The proviso set forth in paragraph (a) of this Section 9 shall not apply to the continuation of any contractual relationship to which the Advisor is a party that is in effect on the date of this Agreement.

(c) When the Advisor recommends the purchase or sale of a security for other investment companies and other clients, and at the same time the Advisor recommends the purchase or sale of the same security for the Trust, it is understood that in light of its fiduciary duty to the Trust such transactions will be executed on a basis that is fair and equitable to the Trust.

(d) The Trust and the Manager understand and acknowledge that the persons employed by the Advisor to assist in the performance of its duties under this Agreement will not devote their full time to that service; nothing contained in this Agreement will be deemed to limit or restrict the right of the Advisor or any affiliate of the Advisor to engage in and devote time and attention to other businesses or to render services of whatever kind or nature, subject to the proviso set forth in paragraph (a) of this Section 9.

## SECTION 10. DURATION AND TERMINATION

(a) This Agreement shall become effective on the date on which it is approved by shareholders of the Portfolio and shall continue for two years from that date, and thereafter shall continue automatically for successive annual periods, provided such continuance is specifically approved at least annually by (i) the Trust's Board of Trustees or (ii) a vote of a majority of the Portfolio's outstanding voting securities (as defined in the Act), provided that the continuance is also approved by a majority of the Trustees who are not "interested persons" (as defined in the Act) of the Trust, by vote cast in person at a meeting called for the purpose of voting on such approval.

(b) Notwithstanding the foregoing, this Agreement may be terminated (i) by the Manager at any time without penalty, upon notice to the Advisor and the Trust, (ii) at any time without penalty by the Trust, upon the vote of a majority of the Trust's Trustees or by vote of the majority of the Trust's

outstanding voting securities, upon notice to the Manager and the Trust or (iii) by the Advisor at any time without penalty, upon sixty (60) days' written notice to the Manager and the Trust.

(c) This Agreement will terminate automatically in the event of its assignment (as defined in the Act and in rules adopted under the Act).

#### SECTION 11. AMENDMENTS

No provision of this Agreement may be changed, waived, discharged or terminated orally, but only by an instrument in writing signed by the party against whom enforcement of the change, waiver, discharge or termination is sought, and no amendment of this Agreement shall be effective until approved in accordance with applicable law.

#### SECTION 12. MISCELLANEOUS

(a) This Agreement shall be governed by the laws of the State of New York, provided that nothing herein shall be construed in a manner inconsistent with the Act, the Advisers Act, or rules or orders of the SEC thereunder.

(b) The captions of this Agreement are included for convenience only and in no way define or limit any of the provisions thereof or otherwise affect their construction or effect.

(c) If any provision of this Agreement shall be held or made invalid by a court decision, statute, rule or otherwise, the remainder of this Agreement shall not be affected thereby and, to this extent, the provisions of this Agreement shall be deemed to be severable.

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(d) Nothing herein shall be construed as constituting the Advisor as an agent of the Trust or the Manager.

If the terms and conditions described above are in accordance with your understanding, kindly indicate your acceptance of this Agreement by signing and returning to us the enclosed copy of this Agreement.

SMITH, BARNEY ADVISERS, INC.

By: \_\_\_\_\_  
Name:  
Title:

Accepted:

[NAME OF ADVISER]

By: \_\_\_\_\_  
Name:  
Title:

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EXHIBIT E

#### REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholder  
of Newbold's Asset Management, Inc.

In our opinion, the accompanying statement of financial condition presents

fairly, in all material respects, the financial position of Newbold's Asset Management, Inc. (a wholly-owned subsidiary of United Asset Management Corporation) at December 31, 1992, in conformity with generally accepted accounting principles. This financial statement is the responsibility of the Company's management; our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether this financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for the opinion expressed above.

Price Waterhouse

February 15, 1993

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NEWBOLD'S ASSET MANAGEMENT, INC.  
 (A WHOLLY-OWNED SUBSIDIARY OF  
 UNITED ASSET MANAGEMENT CORPORATION)

<TABLE>

STATEMENT OF FINANCIAL CONDITION  
 DECEMBER 31, 1992

<S>	ASSETS	<C>
CURRENT ASSETS		
Cash and cash equivalents.....		\$ 890,848
Net cash surrender value of company owned life insurance.....		778,476
Investment advisory fees receivable.....		8,672,694
Prepaid expenses.....		125,999
		-----
Total current assets.....		10,468,017
Furniture, equipment, and improvements at cost, net of accumulated depreciation and amortization of \$227,543.....		118,065
Cost assigned to employment agreements, net of accumulated amortization of \$2,820,000.....		9,180,680
Goodwill, net of accumulated amortization of \$2,572,767.....		3,537,997
		-----
Total assets.....		\$23,304,759 =====

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES		
Current compensation payable.....		\$ 290,514
Due to affiliates.....		301,675
Other liabilities.....		806,904
		-----
Total current liabilities.....		1,399,093
Deferred compensation payable.....		978,392
		-----
Total liabilities.....		2,377,485 -----
Commitments and contingencies		
STOCKHOLDER'S EQUITY		
Common stock, par value \$.01 per share, authorized 1,000 shares; issued and outstanding 100 shares...		1
Additional paid-in capital.....		29,886,008
Accumulated deficit.....		(96,114)
		-----
		29,789,895

Less advances to parent.....	(8,862,621)
	-----
Total stockholder's equity.....	20,927,274
	-----
Total liabilities and stockholder's equity.....	\$23,304,759
	=====

</TABLE>

The accompanying notes are an integral part of this financial statement.

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NEWBOLD'S ASSET MANAGEMENT, INC.  
(A WHOLLY-OWNED SUBSIDIARY OF  
UNITED ASSET MANAGEMENT CORPORATION)

NOTES TO FINANCIAL STATEMENT

1. OWNERSHIP AND FORMATION OF THE COMPANY

Newbold's Asset Management, Inc. (the Company), a registered investment advisor, is a wholly-owned subsidiary of United Asset Management Corporation (UAM).

On September 11, 1990 the stock of the Company was acquired by UAM. Because the stock of the Company was purchased and the Company was not liquidated, UAM's cost basis in the Company was not recorded on the books and records of the Company. As part of this transaction, capital contributed to the Company by UAM was used to pay off a deferred compensation plan whose vesting and bonus provisions were triggered by the acquisition. As provided in the plan, the participants in the plan elected to take payment upon change of control. Additional capital contributed was used to induce key executives to enter into long-term employment and non-competition agreements. During 1992, \$1,091,154 was distributed to key executives pursuant to these agreements and has been recorded as an increase to cost assigned to employment agreements in the accompanying statement of financial condition.

2. SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with an original maturity of three months or less.

Cost Assigned to Employment Agreements

The cost assigned to employment and non-competition agreements is amortized using the straight-line method over the service and non-competition period, with lives ranging from five to ten years.

Goodwill

Goodwill from a transaction prior to the UAM acquisition is being amortized on a straight-line basis over nine and one-half years.

Depreciation and Amortization

Depreciation on furniture and equipment is provided on a straight-line basis over their estimated useful lives, which range from two to five years.  
Leasehold

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NEWBOLD'S ASSET MANAGEMENT, INC.  
(A WHOLLY-OWNED SUBSIDIARY OF



## NOTES TO FINANCIAL STATEMENT -- (CONTINUED)

improvements are amortized over the lesser of the economic useful life of the improvements or the term of the lease.

## Income Taxes

The taxable income of the Company is included in the consolidated tax returns of UAM. For financial reporting purposes, a charge in lieu of income taxes is imputed to the Company. The amount so charged is determined by applying a rate that approximates the combined federal and state (net of federal benefit) rates to income before charge in lieu of income taxes.

## 3. DEFERRED COMPENSATION PLAN

The Company has a supplemental income plan for certain employees that provides for payments over 15 years upon retirement or death. At December 31, 1992 the Company has recorded a liability of \$978,392 for this plan. The Company has purchased life insurance contracts which may be used to fund the retirement benefits.

## 4. RELATED PARTY TRANSACTIONS

Under the terms of an agreement between the Company, its principal officers, and UAM, the Company remits a defined portion of its revenues to UAM. Cash so remitted is used to satisfy obligations accrued for management fees and imputed income taxes charged by UAM and licensing fees charged by an affiliate with the balance accounted for as "Advances to Parent." Upon formal declaration of dividends in amounts representing "Advances to Parent," dividends are charged to retained earnings to the extent of cumulative net income that has been distributed and remaining dividends are accounted for as a return of capital.

In connection with this agreement, the Company remitted to UAM \$9,886,000 during 1992 which consisted of \$293,000 owed to affiliates at December 31, 1991, management fees of \$3,578,000 charged by UAM during 1992, local taxes of \$55,000 charged by UAM during 1992, license fees of \$750,000 charged by an affiliate in 1992, charge in lieu of income taxes of \$3,326,000 charged by UAM during 1992 and Advances to Parent of \$1,884,000. In addition, included in "Due to affiliates" on the statement of financial condition is \$261,000 for licensing fees charged to the Company by an affiliate during 1992.

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NEWBOLD'S ASSET MANAGEMENT, INC.  
(A WHOLLY-OWNED SUBSIDIARY OF  
UNITED ASSET MANAGEMENT CORPORATION)

## NOTES TO FINANCIAL STATEMENT -- (CONTINUED)

Amounts to be remitted to UAM in excess of actual advances to UAM are considered to be stockholder's equity unless dividends in excess of Advances to Parent have been formally declared. At December 31, 1992, amounts to be remitted in excess of Advances to Parent, included in stockholder's equity, were \$4,406,000.

## 5. COMMITMENTS AND CONTINGENCIES

&lt;TABLE&gt;

The Company leases its office and certain office and computer equipment under noncancellable operating leases with terms ranging from three to five years. At December 31, 1992 rental commitments under these leases were as follows:

&lt;CAPTION&gt;

TWELVE MONTHS  
ENDED DECEMBER  
-----

<S>	<C>
1993.....	\$267,937
1994.....	127,248
1995.....	127,248
1996.....	94,772
1997.....	4,476

</TABLE>

All of the outstanding common stock of the Company is pledged as security for certain borrowings of UAM.

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EXHIBIT F

NEWBOLD'S ASSET MANAGEMENT, INC.  
(A WHOLLY-OWNED SUBSIDIARY OF UNITED ASSET MANAGEMENT CORPORATION)

<TABLE>

STATEMENT OF FINANCIAL CONDITION  
(UNAUDITED)

NOVEMBER 30, 1993

<S>	ASSETS	<C>
Current assets:		
Cash and cash equivalents.....		\$ 3,241,662
Net cash surrender value of company owned life insurance.....		788,476
Investment advisory fees receivable.....		9,348,255
Prepaid expenses.....		155,053
		-----
Total current assets.....		13,533,446
Furniture, equipment, and improvements at cost, net of accumulated depreciation and amortization of \$276,690.....		142,307
Cost assigned to employment agreements, net of accumulated amortization of \$3,942,000.....		8,058,680
Goodwill, net of accumulated amortization of \$3,162,367.....		2,948,397
		-----
Total assets.....		\$24,682,830
		=====
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Current compensation payable.....		\$ 3,703,518
Due to affiliates.....		174,348
Other liabilities.....		291,867
		-----
Total current liabilities.....		4,169,733
Deferred compensation payable.....		1,022,925
		-----
Total liabilities.....		5,190,658
		-----
Commitments and Contingencies		
Stockholder's equity:		
Common stock, par value \$.01 per share, authorized 1,000 shares; issued and outstanding 100 shares.....		1
Additional paid-in capital.....		29,886,008
Retained earnings.....		12,209,792
		-----
		42,095,801
Less advances to parent.....		(22,603,629)
		-----
Total stockholder's equity.....		19,492,172

Total liabilities and stockholder's equity... \$24,682,830

</TABLE>

F-1

EXHIBIT G

<TABLE>

INVESTMENT COMPANIES SERVICED BY  
NEWBOLD'S ASSET MANAGEMENT, INC.

<CAPTION>

INVESTMENT COMPANY	NET ASSETS AT 11/30/93	ANNUAL RATE OF FEE EXPRESSED AS A PERCENTAGE OF AVERAGE DAILY NET ASSETS
TRUST FOR TRAK INVESTMENTS: Large Capitalization Value Equity Investments	\$660 million	0.30%
USLICO Equity Fund	\$ 12 million	0.25%
USLICO Asset Allocation	\$ 3 million	0.25%
Fourm Funds, Inc.	\$ 9 million	0.40%
Allmerica Growth and Income Fund	\$ 10 million	0.36% of first \$100 million* 0.34% of next \$100 million 0.32% of next \$200 million 0.30% over \$400 million

<FN>

\* Aggregated with assets of the Select Growth and Income Fund of Allmerica Investment Trust, whose assets were \$53 million as of November 30, 1993.

</TABLE>

G-1

EXHIBIT H

REPORT OF INDEPENDENT ACCOUNTANTS

To the Stockholders and Directors of  
PanAgora Asset Management, Inc.:

We have audited the accompanying balance sheets of PanAgora Asset Management, Inc. as of December 31, 1992 and 1991 and the related statements of operations, changes in stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by

management, as well as evaluating the overall financial statement presentation. We believe that our audits of the financial statements provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PanAgora Asset Management, Inc. at December 31, 1992 and 1991, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

COOPERS & LYBRAND

Boston, Massachusetts  
February 10, 1993

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PANAGORA ASSET MANAGEMENT, INC.

<TABLE>

BALANCE SHEETS  
DECEMBER 31, 1992 AND 1991

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents.....	\$5,189,388	\$4,891,718
Fees receivable.....	2,161,597	1,395,451
Due from affiliates (Note F).....	499,887	815,034
Prepaid expenses and other assets.....	214,871	179,102
	-----	-----
Total current assets.....	8,065,743	7,281,305
Investments (Note E).....	228,530	187,999
Equipment, fixtures, and improvements:		
Computer equipment.....	1,127,070	1,045,936
Furniture and fixtures.....	731,382	725,365
Leasehold improvements.....	45,702	44,378
Other assets.....	93,260	61,795
	-----	-----
	1,997,414	1,877,474
Less accumulated depreciation and amortization.....	(714,647)	(396,291)
	-----	-----
Net equipment, fixtures and improvements...	1,282,767	1,481,183
	-----	-----
Total assets.....	\$9,577,040	\$8,950,487
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable and accrued expenses.....	380,013	330,790
Accrued compensation.....	75,606	779,611
Accrued income taxes (Note C).....	91,543	252,893
Due to affiliates (Note F).....	1,864,146	1,291,162
Deferred revenue.....	110,787	118,061
	-----	-----
Total current liabilities.....	2,522,095	2,772,517
Deferred income taxes (Note C).....	50,838	24,179

STOCKHOLDERS' EQUITY

Common stock, \$5 par value; authorized 3,000 shares; issued and outstanding, 400 shares...	2,000	2,000
Additional paid-in capital.....	4,498,005	4,498,005
Retained earnings.....	2,504,102	1,653,786
	-----	-----
Total stockholders' equity.....	7,004,107	6,153,791

Total liabilities and stockholders' equity.....	\$9,577,040	\$8,950,487
	=====	=====

</TABLE>

The accompanying notes are an integral part of the financial statements.

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PANAGORA ASSET MANAGEMENT, INC.

<TABLE>

STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 1992 AND 1991

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Revenue:		
Advisory fees.....	\$ 11,945,557	\$ 10,768,502
Expenses:		
Salaries and benefits.....	5,301,011	4,970,017
Expense reimbursements to affiliates (Note F).....	1,097,921	1,216,050
Selling, general and administrative.....	1,815,060	1,653,007
Occupancy.....	456,331	450,427
Depreciation and amortization.....	318,356	279,016
Other.....	337,646	239,804
	-----	-----
Total expenses.....	9,326,325	8,808,321
	-----	-----
Income from operations.....	2,619,232	1,960,181
Investment income.....	182,537	242,242
	-----	-----
Income before income taxes.....	2,801,769	2,202,423
Provision for income taxes (Note C)...	1,124,561	871,454
	-----	-----
Net income.....	\$ 1,677,208	\$ 1,330,969
	=====	=====

</TABLE>

The accompanying notes are an integral part of the financial statements.

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PANAGORA ASSET MANAGEMENT, INC.

<TABLE>

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 1992 AND 1991

<CAPTION>

	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	TOTAL STOCKHOLDERS' EQUITY
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
December 31, 1990.....	\$2,000	\$4,498,005	\$ 322,817	\$ 4,822,822
Net income.....			1,330,969	1,330,969
	-----	-----	-----	-----
December 31, 1991.....	2,000	4,498,005	1,653,786	6,153,791

Net income.....			1,677,208	1,677,208
Dividends paid.....			(826,892)	(826,892)
December 31, 1992.....	\$2,000	\$4,498,005	\$2,504,102	\$ 7,004,107
	=====	=====	=====	=====

</TABLE>

The accompanying notes are an integral part of the financial statements.

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PANAGORA ASSET MANAGEMENT, INC.

<TABLE>

STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 1992 AND 1991

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Cash flow from operating activities:		
Net income.....	\$1,677,208	\$ 1,330,969
Adjustments to reconcile net income to net cash provided from operating activities:		
Depreciation and amortization.....	318,356	279,016
Loss on disposal of assets.....	--	22,240
Deferred income taxes.....	26,659	(15,821)
Change in assets and liabilities:		
Fees receivable.....	(766,146)	(32,279)
Due from affiliates.....	315,147	444,315
Prepaid expenses and other assets....	(35,769)	(160,784)
Accounts payable and accrued expenses.....	49,223	132,800
Accrued compensation.....	(704,005)	61,611
Accrued income taxes.....	(161,350)	46,893
Due to affiliates.....	572,984	(1,496,022)
Deferred revenue.....	(7,274)	118,061
	-----	-----
Net cash provided from operating activities.....	1,285,033	730,999
Cash flow from investing activities:		
Capital expenditures.....	(119,940)	(266,473)
Proceeds from sale of investments.....	154,820	--
Purchases of investments.....	(195,351)	(187,999)
	-----	-----
Net cash used for investing activities.....	(160,471)	(454,472)
	-----	-----
Cash flow from financing activities:		
Dividends paid.....	(826,892)	--
	-----	-----
Net cash provided from financing activities.....	(826,892)	--
	-----	-----
Net increase in cash and cash equivalents.....	297,670	276,527
Cash and cash equivalents at beginning of year.....	4,891,718	4,615,191
	-----	-----
Cash and cash equivalents at end of year.....	\$5,189,388	\$ 4,891,718
	=====	=====
Supplemental disclosure of cash flow information:		
Cash paid during the year:		
Income taxes.....	\$1,259,253	\$ 840,082

&lt;/TABLE&gt;

The accompanying notes are an integral part of the financial statements.

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## PANAGORA ASSET MANAGEMENT, INC.

## NOTES TO FINANCIAL STATEMENTS

## A. ORGANIZATION

PanAgora Asset Management, Inc. ("PanAgora" or "the Company"), a Delaware corporation, is both an investment advisor registered under the Investment Advisers Act of 1940 and a commodity trading advisor registered with the Commodity Futures Trading Commission. PanAgora structures securities and commodities portfolios, through computer programs, to match a particular index or predetermined investment characteristics to meet client objectives of risk and return. The Company was incorporated on September 22, 1989 and commenced operations on April 27, 1990. A sister company, PanAgora Asset Management, Ltd. (PanAgora-L) was organized in the U.K. at approximately the same time and under a similar ownership structure to that of the Company.

PanAgora was previously operated as a division of The Boston Company ("TBC"). TBC is indirectly a wholly-owned subsidiary of Shearson Lehman Brothers Holdings Inc. ("Shearson") which, in turn, is indirectly a majority-owned subsidiary of the American Express Company.

On April 5, 1990, PanAgora sold 199 shares of its common stock to Shearson for \$4,435,000 and one share of its common stock to Nippon Life Insurance Company ("NLI") for \$65,000. In addition, TBC exchanged client investment advisory contracts of its Structured Investment Products ("SIP") division, customer approved, for 199 shares of PanAgora common stock. NLI subsequently purchased 99 shares and 100 shares of the common stock from Shearson and TBC, respectively. As a result of these transactions, NLI owns 200 shares of PanAgora's common stock and Shearson and TBC each own 100 shares.

In March 1992, PanAgora declared and paid a total dividend of \$826,892 (\$2,067 per share) to its owners based on their outstanding ownership shares of the Company.

On September 14, 1992, Shearson entered into an agreement for the sale of TBC to Mellon Bank Corporation. The transaction, which is subject to certain conditions and approvals is intended to be consummated during the first quarter of 1993. The shares owned by TBC will be distributed to Shearson.

## B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## Revenue Recognition

PanAgora earns fees for both investment advisory and commodity trading advisory services provided primarily to pension trusts and investment companies. At December 31, 1992, such pension trusts and investment companies to

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## PANAGORA ASSET MANAGEMENT, INC.

## NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

whom PanAgora provides services have aggregate net assets of approximately \$11.0 billion.

Investment advisory and subinvestment advisory fees are based on both the nature of services performed and on a percentage of the net asset values of the investments managed. The Company accounts for advisory fees received in advance by deferring such amounts until the related services are performed. Performance fees, if any, are recorded at the conclusion of the specified measurement period. In addition, services that are completed according to contractual agreements and not yet billed at December 31, 1992 and 1991 are included in fees receivable.

#### Affiliated Entity Allocations

Management believes the cost allocation methods used by TBC in determining the charges applied to PanAgora for services described in Note F below are reasonable and appropriate in the circumstances; however, PanAgora's financial position and results of operations may not necessarily be indicative of the financial condition and results that would have existed if PanAgora had been operated as an unaffiliated entity.

#### Cash and Cash Equivalents

Cash and cash equivalents consist primarily of highly liquid investments in money market accounts on deposit at Boston Safe Deposit and Trust Company, which is a wholly-owned subsidiary of TBC. In addition, cash and cash equivalents include an investment in a tax-exempt municipal money market fund that has investments with original maturities of three months or less. The carrying amount approximates fair value because of the short maturity of those instruments.

#### Investments

Investments are recorded at the lower of cost or market.

#### Equipment, Fixtures and Improvements

Computer equipment, furniture and fixtures, and leasehold improvements are recorded at cost. Computer equipment, and furniture and fixtures are depreciated using the straight-line method over their estimated useful lives of three to ten years.

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### PANAGORA ASSET MANAGEMENT, INC.

#### NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

Leasehold improvements are amortized using the straight-line method over the lease term or estimated useful life, whichever is shorter. Expenditures for maintenance and repairs are charged to operations as incurred.

#### Basis of Presentation

Certain items in the financial statements for the period ended December 31, 1991 have been reclassified to conform with the presentation for the year ended December 31, 1992.

<TABLE>

#### C. INCOME TAXES

Components of the provision for taxes on income are as follows:

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Current provision:		
Federal.....	\$ 825,137	\$672,527
State.....	272,765	214,748
	-----	-----
	1,097,902	887,275



Deferred provision:		
Federal.....	20,369	(12,525)
State.....	6,290	(3,296)
	-----	-----
	26,659	(15,821)
	-----	-----
	\$ 1,124,561	\$871,454
	=====	=====

</TABLE>

Income reported for federal tax purposes differs from pretax accounting income due to variations between requirements of tax regulations and financial accounting practices. Timing differences arise primarily from accelerated depreciation, deferred revenue and other noncash accounting activity.

<TABLE>

The following table summarizes the differences between the statutory tax rate and the Company's effective tax rate for financial statement purposes at December 31, 1992 and 1991:

<CAPTION>

	1992	1991
	----	----
<S>	<C>	<C>
Statutory tax rate.....	34.0%	34.0%
State taxes, net.....	6.6	6.4
Other.....	(0.5)	(0.8)
	----	----
Effective tax rate.....	40.1%	39.6%
	====	====

</TABLE>

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PANAGORA ASSET MANAGEMENT, INC.

NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

D. LEASES

<TABLE>

The Company has entered into certain noncancelable operating lease agreements, principally for occupancy and equipment. Total lease expense under operating leases for the periods ended December 31, 1992 and 1991 amounted to \$509,211 and \$506,823. Future minimum lease payments, as of December 31, 1992 under noncancelable operating leases are as follows:

<S>	<C>
1993.....	\$ 509,211
1994.....	499,955
1995.....	236,966
	-----
	\$ 1,246,132
	=====

</TABLE>

E. INVESTMENTS

PanAgora, serving as subinvestment advisor, has made an initial investment to establish the TBC Asset Manager's Equity Fund (the Fund). The market value of the Company's investment in the Fund was \$235,855 and \$224,173 at December 31, 1992 and 1991, respectively. Market value was determined based upon the quoted market price for the Fund. PanAgora realized \$23,505 of gains on redemptions for the year ended December 31, 1992. The cost of the securities sold was based on the identified cost method. There were no sales of investments during 1991.

## F. RELATED PARTY TRANSACTIONS

The balance sheet caption "Due to Affiliates" represents the aggregate unsettled balance relating principally to operational expenses or reimbursements, paid on behalf of PanAgora by TBC and/or affiliates. "Due from Affiliates" consists primarily of sub-investment advisory fees for those clients where PanAgora serves as subadvisor and TBC acts as investment advisor and other fee and commission arrangements with PanAgora-L.

The net amount due to PanAgora (to)/from PanAgora-L included in PanAgora's intercompany accounts was (\$85,166) and \$97,330 at December 31, 1992 and 1991, respectively. In addition, PanAgora is due \$4,720 and \$86,685 from PanAgora-L, which is due to TBC and included in PanAgora's intercompany accounts at December 31, 1992 and 1991, respectively.

On April 27, 1990 TBC and PanAgora entered into a three-year general services agreement under which TBC and its subsidiaries agreed to perform substantially all of the business support services previously provided to

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PANAGORA ASSET MANAGEMENT, INC.

NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

PanAgora when it was operating as the SIP group including: securities processing and custody, payroll servicing and employee benefits. Most of PanAgora's employees are covered under the TBC pension plan and TBC is reimbursed for these costs under the general services agreement. Total expenses incurred by PanAgora under this agreement were \$160,836 and \$205,958 for 1992 and 1991, respectively.

The net amount due to TBC for general services and other payroll and benefit expenses processed was \$1,572,657 and \$950,345 at December 31, 1992 and 1991, respectively. Effective January 1, 1993, PanAgora will be providing its own payroll servicing and benefits administration. PanAgora has elected to continue to utilize TBC for securities processing and custody.

TBC remains the contractual advisor to its Pooled Employee Funds ("Pooled Funds"), and PanAgora continued to act as a subadvisor to these funds during the year ended December 31, 1992. In fulfilling its role, PanAgora provides investment advisory and/or related administrative and accounting services to TBC in connection with the Pooled Funds. For its role as subadvisor PanAgora earns 95% of the advisory fees charged by TBC to the Pooled Funds' participants, which totaled \$3,329,985 and \$2,957,548 for the years ended December 31, 1992 and 1991, respectively. Expenses related to these services were \$937,086 and \$1,010,092 for 1992 and 1991, respectively. The net amount due from TBC for subadvisory fees was \$318,629 and \$527,494 at December 31, 1992 and 1991, respectively.

PanAgora has certain other arrangements with TBC and Shearson affiliates as investment advisor and sub-investment advisor. For these services PanAgora earned approximately \$1,719,000 and \$1,855,000 in fees and incurred \$59,000 and \$106,500 of expenses for 1992 and 1991, respectively. The net amount due from TBC and Shearson affiliates to PanAgora under these arrangements was \$30,500 and \$12,750 at December 31, 1992 and 1991, respectively.

PanAgora has certain arrangements with NLI affiliates as investment advisor and sub-investment advisor. For these services PanAgora earned \$227,437 and \$224,391 during 1992 and 1991, respectively. No advisory service fees are due to NLI affiliates from PanAgora at either December 31, 1992 or at December 31, 1991.

NLI has employees working at PanAgora whose salaries were paid by PanAgora in 1992 and 1991 and partially subsidized by NLI. PanAgora agreed to reimburse NLI for these and other expenses totalling \$116,390 and \$102,598 for 1992 and 1991, respectively. The net amount due to NLI under this agreement was \$50,845 and \$51,642 at December 31, 1992 and 1991, respectively.

PANAGORA ASSET MANAGEMENT, INC.  
BALANCE SHEET

&lt;TABLE&gt;

SEPTEMBER 30, 1993  
(UNAUDITED)

&lt;CAPTION&gt;

	9/30/93
	-----
<S>	<C>
	ASSETS
CURRENT ASSETS:	
Cash and cash equivalents.....	\$3,103,865
Fees receivable.....	2,461,597
Due from affiliates.....	812,106
Prepaid expenses and other assets.....	179,252
	-----
Total current assets.....	6,558,820
Investments.....	1,029,160
Equipment, fixtures and improvements:	
Computer equipment.....	1,287,758
Furniture and fixtures.....	717,385
Leasehold improvements.....	49,622
Other assets.....	333,247
	-----
Less accumulated depreciation and amortization.....	2,388,012
	(980,662)
	-----
Net equipment, fixtures and improvements.....	1,407,350
	-----
Total assets.....	\$8,995,330
	=====
	LIABILITIES AND STOCKHOLDERS' EQUITY
CURRENT LIABILITIES:	
Accounts payable and accrued expenses.....	404,077
Accrued compensation.....	1,072,167
Accrued income taxes.....	-0-
Due to affiliates.....	277,238
Deferred revenues.....	110,787
Total current liabilities.....	1,862,269
	-----
Deferred income taxes.....	50,838
Commitments.....	
Stockholders' equity:	
Common stock, \$5 par value; authorized 3,000	
shares, issued and outstanding, 400 shares.....	2,000
Additional paid-in capital.....	4,498,005
Retained earnings.....	2,580,218
	-----
Total stockholders' equity.....	7,080,223
Total liabilities and stockholders'	
equity.....	\$8,995,330
	=====

&lt;/TABLE&gt;

&lt;TABLE&gt;

PANAGORA ASSET MANAGEMENT

&lt;CAPTION&gt;

NAME ----	NET ASSETS AS OF 10/31/93 -----	ANNUAL RATE OF COMPENSATION AS A PERCENTAGE OF AVERAGE DAILY NET ASSETS -----
<S>	<C>	<C>
THE BOSTON COMPANY		
TBC Asset Allocation.....	\$ 33,400,000	0.50%
TBC International.....	\$ 4,000,000	0.75%
Asset Managers Equity Fund.....	\$ 13,400,000	0.50%
SMITH BARNEY SHEARSON		
Sector Analysis		
Portfolio.....	\$ 145,100,000	0.20%
Shearson Series Fund.....	\$ 7,900,000	0.04%
OTHER		
S&P 100 Plus Portfolio (Principal Preservation Portfolios, Inc.....	\$ 33,300,000	0.375%
Preferred Asset Allocation Fund (Caterpillar).....	\$ 26,700,000	0.50% of first \$10 million in net assets; 0.40% of the next \$40 million in net assets; 0.20% of the next \$50 million in net assets; and 0.10% of net assets thereafter
OFFSHORE		
TBC Enhanced Asset Allocation, N.V.....	\$ 33,800,000	0.50%
U.S. Tactical Asset Allocation, N.V.....	\$ 43,700,000	0.50%
Short-Term World Income Fund (Cayman).....	\$ 29,700,000	0.75%
Garzarelli Sector Analysis Portfolio NV.....	\$ 31,900,000	0.20%
BT Landmark North American Tactical Asset Allocation RSP Fund.....	\$ 26,500,000	0.30%
BT Landmark World Tactical Asset Allocation Fund.....	\$ 37,000,000	0.40%
PANAGORA		
PanAgora International Equity Fund.....	\$ 13,300,000	0.80%
PanAgora Asset Allocation Fund.....	\$ 2,400,000	0.60%
PanAgora Global Fund.....	\$ 38,500,000	0.70%

&lt;/TABLE&gt;

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EXHIBIT K

## INDEPENDENT AUDITORS' REPORT

Board of Directors  
Provident Investment Counsel  
Pasadena, California

We have audited the accompanying balance sheets of Provident Investment Counsel (an S corporation) as of December 31, 1992 and 1991 and the related statements of operations, stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain

reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Provident Investment Counsel as of December 31, 1992 and 1991 and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

MAGINNIS, KNECHTEL & MCINTYRE

Pasadena, California  
March 5, 1993

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PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

<TABLE>

BALANCE SHEETS  
DECEMBER 31, 1992 AND 1991

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents.....	\$ 2,735,092	\$ 1,779,338
Accounts receivable.....	9,349,345	7,586,902
Prepaid expenses.....	147,404	82,638
	-----	-----
Total current assets.....	12,231,841	9,448,878
Advances to mutual funds for start-up costs...	100,000	100,000
Investments (Note 2).....	462,861	316,195
Notes receivable (Note 3).....	265,099	395,146
Property and equipment		
Office furniture and equipment.....	1,764,359	1,034,567
Leasehold improvements.....	798,279	390,366
Fine arts.....	89,874	84,208
	-----	-----
	2,652,512	1,509,141
Less accumulated depreciation and amortization.....	(1,006,166)	(651,562)
	-----	-----
	1,646,346	857,579
Deposits and other assets.....	1,921	1,921
	-----	-----
	\$14,708,068	\$11,119,719
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
Accounts payable.....	\$ 528,416	\$ 482,545
Accrued bonuses.....	2,700,875	2,077,411
Profit sharing and 401(k) savings plan (Note 5).....	438,336	411,738
Dividends payable.....	1,501,000	--
Notes payable -- stockholders (Note 4).....	3,139,000	3,000,000
	-----	-----
Total current liabilities.....	8,307,627	5,971,694
Accrued rent (Note 8).....	746,959	799,893
	-----	-----
Total liabilities.....	9,054,586	6,771,587

Commitments (Note 8)

STOCKHOLDERS' EQUITY

Capital stock (Note 8)

Authorized 1,000,000 shares par value \$.01, 161,041 and 187,385 shares issued and outstanding, 1992 and 1991, respectively.....	1,610	1,874
Paid in capital.....	30,605	35,611
Retained earnings.....	5,621,267	4,310,647
	-----	-----
Total stockholders' equity.....	5,653,482	4,348,132
	-----	-----
	\$14,708,068	\$11,119,719
	=====	=====

</TABLE>

See accompanying notes to financial statements.

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PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

<TABLE>

STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 1992 AND 1991

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Revenues		
Fee income.....	\$59,871,610	\$40,018,717
Interest income.....	759,670	541,872
Other.....	54,366	1,697
	-----	-----
	60,685,646	40,562,286
Costs and expenses		
Salaries and benefits.....	53,177,077	34,528,815
General and administrative expenses.....	3,603,688	3,307,192
Depreciation and amortization.....	420,598	246,738
	-----	-----
	57,201,363	38,082,745
	-----	-----
Income before income taxes.....	3,484,283	2,479,541
Provision for income taxes (Note 6)...	66,750	85,040
	-----	-----
Net income.....	\$ 3,417,533	\$ 2,394,501
	=====	=====

</TABLE>

See accompanying notes to financial statements.

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PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

<TABLE>

STATEMENTS OF STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 1992 AND 1991

<CAPTION>

ACCUMULATED OTHER

	CAPITAL STOCK	PAID IN CAPITAL	ADJUSTMENTS ACCOUNT	ADJUSTMENTS ACCOUNT	RETAINED EARNINGS	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance, December 31, 1990... \$2,480,583	\$2,460	\$46,748	\$ 236,025	\$ (843,055)	\$3,038,405	
Reclassification.....			(680,949)	627,696	53,253	--
Stock redemption (Note 7)....	(586)	(11,137)			(515,229)	(526,952)
Net income:						
Taxable income.....			2,301,706			2,301,706
Nontaxable interest income.....				321,875		321,875
Nondeductible expenses.....			(13,580)	(271,607)		(285,187)
Book and tax timing differences.....				56,107		56,107
Total net income.....			2,288,126	106,375		2,394,501
Balance, December 31, 1991... Stock redemption (Note 7)....	1,674 (264)	35,611 (5,006)	1,843,202	(108,984)	2,576,429 (605,913)	4,348,132 (611,183)
Net income:						
Taxable income.....			3,526,383			3,526,383
Nontaxable interest income.....				559,389		559,389
Nondeductible expenses.....			(14,317)	(397,675)		(411,992)
Book and tax timing differences.....				(256,247)		(256,247)
Total net income.....			3,512,066	(94,533)		3,417,533
Dividends declared.....				(1,501,000)		(1,501,000)
Balance, December 31, 1992... \$5,653,482	\$1,610	\$30,605	\$5,355,268	\$ (1,704,517)	\$1,970,516	
=====	=====	=====	=====	=====	=====	

</TABLE>

See accompanying notes to financial statements.

K-4

PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

<TABLE>

STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 1992 AND 1991

<CAPTION>

	1992	1991
<S>	<C>	<C>
Cash flows from operating activities:		
Net income.....	\$ 3,417,533	\$ 2,394,501
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss on disposal of property and equipment.....	2,909	2,179
Loss on investments.....	38,192	20,655
Depreciation and amortization.....	420,598	246,738
(Increase) decrease in:		
Accounts receivable.....	(1,762,443)	(2,645,977)
Prepaid expenses.....	(64,766)	(78,559)
Increase (decrease) in:		
Accounts payable.....	45,871	(90,077)
Accrued bonuses.....	623,464	1,004,129
Profit sharing.....	26,598	20,353
Accrued rent.....	(52,934)	46,409

Total adjustments.....	(722,511)	(1,474,150)
Net cash provided by operating activities.....	2,695,022	920,351
Cash flows from investing activities:		
Proceeds from notes receivable -- stockholders.....	--	369,767
Proceeds from notes receivable.....	130,047	69,215
Distributions from limited partnerships....	15,142	18,429
Receipt of advances to mutual funds for start-up costs.....	100,000	--
Advances to mutual funds for start-up costs.....	(100,000)	(100,000)
Purchase of mutual funds.....	(200,000)	--
Purchase of property and equipment.....	(1,212,274)	(327,875)
Advances on notes receivable.....	--	(412,767)
Net cash used in investing activities.....	(1,267,085)	(383,231)
Cash flows from financing activities:		
Proceeds from notes payable -- stockholders.....	3,139,000	3,000,000
Stock redemption.....	(611,183)	(526,952)
Payments on bank note payable.....	--	(2,000,000)
Payments on notes payable -- stockholders.....	(3,000,000)	--
Net cash provided (used) in financing activities.....	(472,183)	473,048
Net increase in cash.....	955,754	1,010,168
Cash and cash equivalents at beginning of year.....	1,779,338	769,170
Cash and cash equivalents at end of year.....	\$ 2,735,092	\$ 1,779,338
Supplemental disclosures.....		
Taxes paid.....	\$ 93,750	\$ 11,000
Interest paid.....	29,524	34,926

</TABLE>

See accompanying notes to financial statements.

K-5

PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 1992 AND 1991

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of the business

Provident Investment Counsel (the Company) acts as a discretionary investment manager and is registered under the Investment Advisers Act of 1940.

Revenue recognition

Fee income is recognized in the period for which the Company provides advisory services. Fees generally are based on a percentage of the market values of the portfolios under management. Accounts receivable are considered fully collectable as of December 31, 1992.

Investments

Investments are carried at the lower of cost or market.



Property and equipment

Property and equipment are stated at cost. Depreciation and amortization of property and equipment are computed on the straight-line and declining balance methods over the useful lives of the assets, or in the case of leasehold improvements the life of the lease. These lives range from five to ten years.

Income tax

The Company, with the consent of its stockholders, has elected under the Internal Revenue Code to be an S corporation. In lieu of corporation income taxes, the stockholders of an S corporation are taxed on their proportionate share of the Company's taxable income. Under those provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the stockholders are liable for individual federal income taxes on the Company's taxable income.

The Company has also elected by consent of its stockholders to be taxed under the California S corporation provisions. Under such regulations the state corporate tax rate is 2 1/2%.

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PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

Amounts provided for state income taxes are based on earnings reported for financial statement purposes, adjusted for differences between reported financial and taxable income.

Cash and cash equivalents

For the purpose of the statement of cash flows, the Company considers all short-term highly liquid investments with original maturities of three months or less to be cash equivalents.

The Company had uninsured cash balances of \$3,107,537 and \$1,633,318 at December 31, 1992 and 1991, respectively.

2. INVESTMENTS

<TABLE>

Investments at December 31 consist of:

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Limited partnerships.....	\$ 216,672	\$ 232,340
PIC Pinnacle Growth Fund....	100,000	--
PIC Pinnacle Balanced Fund.....	100,000	--
Common stocks.....	46,189	83,855
	-----	-----
	\$ 462,861	\$ 316,195
	=====	=====

</TABLE>

The Company uses the equity method of accounting for investments in limited partnerships. Under this method, investments are stated at cost, adjusted for the equity in taxable earnings or losses and distributions as reported by the general partners. These limited partnerships are for a specified term at which time any cash or stock held by the partnerships will be distributed to the partners. Management believes the recorded value is not materially different from the fair market value of these investments.

At December 31, 1992 the aggregate cost of the PIC Pinnacle Funds and common stocks approximated market.

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PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

3. NOTES RECEIVABLE

<TABLE>

Notes receivable are due from:

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Automobile leasing agent....	\$ 265,099	\$ 357,642
Other.....	--	37,504
	-----	-----
	\$ 265,099	\$ 395,146
	=====	=====

</TABLE>

During 1991 the Company established a program to fund the purchase of automobiles leased by the Company. Amounts advanced to the leasing agent are in the form of notes to be repaid over the life of the lease.

4. NOTES PAYABLE -- STOCKHOLDERS

In December 1992 and 1991, certain stockholders made loans to the Company. The 1992 notes required interest at prime plus 1% while the 1991 notes required interest at 8% per annum. Principal and interest are due on demand. The Company repaid these notes in the first quarter of each subsequent year.

5. PROFIT SHARING AND 401(K) SAVINGS PLAN

All employees are eligible for the Company's qualified profit sharing and 401(k) plan after meeting certain age requirements and one year of service. Employee contributions to the 401(k) plan are fully vested and made through a payroll deduction plan. Company contributions to this plan are made at the discretion of management, and are allocated on the basis of employee plan participation and ERISA regulations. All Company contributions are 100% vested after three years of service. The Company's expense was \$516,392 and \$482,479 for 1992 and 1991, respectively.

6. PROVISION FOR TAXES

<TABLE>

Tax expense consists of the following:

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Current		
State.....	\$ 66,750	\$ 85,040
	=====	=====

</TABLE>

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(AN S CORPORATION)

NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

7. STOCK REDEMPTION

<TABLE>

In January 1992 and 1991, the Company redeemed shares of its common stock from certain stockholders as follows:

<CAPTION>

	1992	1991
	-----	-----
<S>	<C>	<C>
Shares redeemed.....	26,344	58,615
Purchase price.....	\$611,183	\$526,952

</TABLE>

8. COMMITMENTS

<TABLE>

The Company leases its facilities in Pasadena, California under long-term operating lease agreements. The leases expire in 1999 with two five-year options to renew and in 1996. Rental payments on the first lease were not required for several months. The Company recognizes rent expense ratably over the period of the leases. Accrued rent amounted to \$746,959 at December 31, 1992, which is being amortized over the period in which rental payments are made. Additionally, the Company leases automobiles for certain officers and stockholders. Rent expense was \$633,363 and \$515,395 for the year ended December 31, 1992 and 1991, respectively. Future minimum rental payments required are as follows:

<S>	<C>
1993.....	\$ 777,219
1994.....	812,116
1995.....	818,614
1996.....	690,990
1997.....	662,370
Thereafter.....	993,555
	-----
	\$4,754,864
	=====

</TABLE>

Stockholder agreements

An officer of the Company has an employment contract that requires a fixed salary plus discretionary bonuses, and other benefits. This agreement requires the officer not to compete with the Company for a period of five years after

PROVIDENT INVESTMENT COUNSEL  
(AN S CORPORATION)

NOTES TO FINANCIAL STATEMENTS -- (CONTINUED)

<TABLE>

retirement. Future minimum payments required under this contract are as follows:

<S>	<C>
1993.....	\$ 840,000
1994.....	840,000
1995.....	840,000
1996.....	840,000
1997.....	495,600
	-----

</TABLE>

Other stockholders and officers of the Company have agreements which provide for payments by the Company in the event of involuntary severance, death or disability. The Company agrees to pay a percentage of annual revenues or three years salary, beginning in the period subsequent to the involuntary severance, death or disability. The Company is self insured for these benefits.

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EXHIBIT L

PROVIDENT INVESTMENT COUNSEL  
BALANCE SHEET

<TABLE>

NOVEMBER 30, 1993  
(UNAUDITED)

<CAPTION>

	11/30/93
	-----
<S>	<C>
ASSETS	
CURRENT ASSETS:	
Cash.....	\$16,829,163
Accounts receivable.....	12,710,043
Other current assets.....	424,248
	-----
Total current assets.....	29,963,454
Long-term assets and equipment.....	2,346,127
	-----
Total assets.....	\$32,309,581
	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:	
Payables.....	367,044
Deferred income.....	5,983,812
Accrued rent.....	769,015
Other current liabilities.....	102,554
	-----
Total current liabilities.....	7,222,424
	-----
Shareholders' equity.....	25,087,157
	-----
Total liabilities and equity.....	\$32,309,581
	=====

</TABLE>

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EXHIBIT M

<TABLE>

INVESTMENT COMPANIES SERVICED BY PROVIDENT INVESTMENT COUNSEL

<CAPTION>

	NET ASSETS	
	AT 11/30/93	ANNUAL RATE OF FEE+
	-----	-----
<S>	<C>	<C>
The Managers Sp. Eq.....	\$27,023,629	0.500%*

Mastodont.....	\$28,715,434	1.000%**
Enterprise.....	\$100,775,514	0.750%***
Liberty.....	\$147,702,668	0.400%***
Lincoln.....	\$184,165,850	0.700% -- First \$10 million 0.525% -- Next \$10 million 0.375% -- On Balance
Flex Growth Equity.....	\$89,864,454	0.500% -- First \$25 million 0.400% -- Next \$25 million 0.300% -- On Balance
Flex Growth Balance.....	\$141,882,800	0.500% -- First \$25 million 0.400% -- Next \$25 million 0.300% -- On Balance
The Trust for TRAK Investments.....	\$285,939,047	0.300%
Large Capitalization Growth Investments....		
PIC Growth Portfolio....	\$155,879,774	0.800%***
PIC Balance Portfolio...	\$ 6,482,193	0.600%***
Allmerica.....	\$47,433,032	0.500% -- First \$50 million 0.450% -- Next \$100 million 0.350% -- Next \$100 million 0.300% -- Next \$100 million 0.250% -- On Balance
Blanchard Group.....	\$21,125,638	0.500% -- First \$150 million 0.450% -- Next \$100 million 0.400% -- Next \$150 million 0.350% -- On Balance
Broad Inc. -- SunAmerica.....	\$42,708,953	0.500% -- First \$50 million 0.450% -- Next \$100 million 0.350% -- Next \$100 million 0.300% -- Next \$100 million 0.250% -- On Balance
PIC Small Cap/DowFund...	\$78,291,993	0.800%***

<FN>

- - - - -

\* Based on quarterly average market value on balance

\*\* Based on quarter end market value on balance

\*\*\* Based on daily market value, paid monthly

+ Based on fee as a percentage of average daily net assets, unless otherwise specified

</TABLE>