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ARIZONA CORPORATION COMMISSION

JAMES MATTHEWS
EXECUTIVE SECRETARY

SECURITIES DIVISION
1300 West Washington
Third Floor
TELEPHONE: (602) 542-4242
FAX: (602) 542-3583

November 16, 1994

Ms. Patricia Lapan
Genes Capital Management Co.
6363 Christie Avenue, #2925
Emeryville, CA 94608

RE: Genes Capital Management Co.
A.R.S. § 44-3152(A)(2)

Dear Ms. Lapan:

The Securities Division (the "Division") is in receipt of your letter of October 4, 1994, requesting a no-action position for Genes Capital Management Co. ("Genes"). We are unable to concur with your conclusion that Genes should be exempt from the licensing requirements of the Arizona Investment Management Act (the "Act"). It is the Division's position that the exemption under A.R.S. § 44-3152(A)(2) is unavailable to Genes as Genes does have a place of business in Arizona. Therefore, it is the Division's position that Genes is required to license as an investment adviser under the Act.

For the foregoing reason, the Division declines to take a no-action position with respect to the proposed activities of Genes. We have attached a photocopy of your letter. By doing this we are able to avoid having to recite or summarize the facts set forth therein.

Very truly yours,

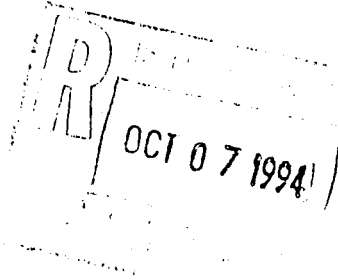
A handwritten signature in black ink, appearing to read "Dee Ridell Harris".

DEE RIDDELL HARRIS
Director of Securities

DRH/phg

Genes Capital Management Co.
6363 Christie Ave. #2925
Emeryville, CA 94608
(510) 658-5588

10-7-94
S-0011957-0001A
Rec'd 11/9/94
df



October 4, 1994

Ms Leslie Block
Arizona Corporation Commission
Securities Division
1300 West Washington
Phoenix, AZ 85007

Re: NO ACTION REQUEST
Pending Investment Adviser Application
File # S-016-1A

Dear Ms Block and Commissioners:

Genes Capital Management Company is an Arizona corporation with an office in Tucson, Arizona. The corporation is the General Partner of a partnership known as Mavin Income Fund, Ltd.. Upon being notified that Arizona was requiring a license for investment advisers and representatives, I called your office to determine if our company qualified for an exclusion and was advised to send in the requested paperwork. The original documentation together with my check and the letter marked number one was sent to you and thereafter, there has been a frequent exchange of telephone calls and letters concerning our application. It was only today that Sharon Hartogs told me to address a letter to you accompanied by a check in the amount of Two Hundred Dollars (\$200.00) in order to get this matter resolved.

Prior to the organization of Genes Capital Management Company, the "Income Fund" had been in existence since 1964 and, as a general partner, I was a Registered Investment Adviser with the S.E.C.. Upon incorporation, I resubmitted the application to the S.E.C. so that Genes Capital Management Company became a Registered Investment Adviser. The reason that it was necessary to be a Registered Investment Adviser is to satisfy ERISA requirements for persons with pension fund investments. Approximately 15% of the investment funds in Mavin Income Fund is from Keogh, IRA and corporate pension plans. But for this, the "Income Fund" most likely resembles an investment club whose participants are family members and good friends of long standing. There has never been any public solicitation; no strangers or new partners have ever been admitted as investors; there have never been any losses for the year; there have never been any brochures; and reports have been limited to annual investor K-1 forms together with a copy of the U.S. income tax return and an informal letter to the investors about what has transpired. I do not personally receive any compensation. I have retired and serve as a stock analyst and I have the sole authority to order purchases and sales.

October 4, 1994
Page 2 (continued)

On the basis of these facts, we should be exempt from the licensing requirement, however, I would like to refer you to: Section 44-3152. Although the corporation has an office in the State of Arizona as required by law, I personally do not conduct business in the State of Arizona.

During the total time of its existence, three Arizona residents are investors and they are all members of my family.

There is no public interest to be protected and we do not hold ourselves out to the public as Investment Advisers.

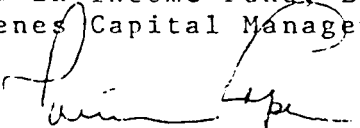
Technically, under the definitions proscribed, I do have control over securities and funds because I am the only person authorized to buy and sell securities for the partnership. In fact, all of the securities are held by the various brokerage houses with whom we do business. We do not now have nor have we ever had a Certified Public Accountant prepare any audited statements. Our books are open at all times to our investors. Upon occasion, and at the end of the year the participants receive copies of the transactions and of the brokerage house statements showing the various stocks and bonds owned by the partnership.

Again, I would like to emphasize that federal ERISA provisions dictate the necessity for the General Managing Partner to be a Registered Investment Adviser. I would like to point out that with regard to Keogh, IRA and Pension Plans, the participants funds are sent directly to their individual account at Smith Barney, a national brokerage firm, and the participants then direct Smith Barney to invest funds in Mavin Income Fund, Ltd. . I have neither control nor possession of any of these funds and Smith Barney holds all of the securities.

I hope the foregoing will be adequate to grant us an exclusion from the licensing requirement. Please advise me if you need any additional information.

Respectfully submitted,

Mavin Income Fund, Ltd.
Genes Capital Management Co G/p



Patricia Lapan, President

PL/mm
enclosures;

OCT 07 1994