

conditions as the Existing Agreements, except for the effective date.

2. Fees earned by the Adviser in respect of the New Agreement during the Interim Period will be maintained in an interest-bearing escrow account, and amounts in the account (including interest earned on such paid fees) will be paid (a) to the Adviser in accordance with the New Agreement, after the requisite approvals are obtained, or (b) to the respective Portfolio, in the absence of such approvals.

3. The Portfolios will hold a meeting of their shareholders to vote on approval of New Agreement on or before the 120th day following the termination of the Existing Agreements (but in no event later than August 28, 1997).

4. Jefferson-Pilot and/or Chubb will bear the costs of preparing and filing the application and the costs relating to the solicitation of the shareholders approval necessitated by the Transaction.

5. The Adviser will take all appropriate steps so that the scope and quality of advisory and other services provided to the Portfolios during the Interim Period will be at least equivalent, in the judgment of the Board, including a majority of the Independent Directors, to the scope and quality of services previously provided. If personnel providing material services during the Interim Period change materially, the Adviser will apprise and consult with the Board to assure that the directors, including a majority of the Independent Directors of the Fund, are satisfied that the services provided will not be diminished in scope or quality.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-38467; International Series No. 1069; File No. SR-OPRA-97-2]

Options Price Reporting Authority; Notice of Filing and Immediate Effectiveness of Amendment to OPRA Plan Revising the Allocation of Expenses Between the Basic, Index Option and Foreign Currency Option Accounting Centers

April 2, 1997.

Pursuant to Rule 11Aa3-2 under the Securities Exchange Act of 1934 ("Exchange Act"), notice is hereby given

that on March 27, 1997,¹ the Options Price Reporting Authority ("OPRA")² submitted to the Securities and Exchange Commission ("SEC" or "Commission") an amendment to the Plan for Reporting of Consolidated Options Last Sale Reports and Quotation Information ("Plan"). The amendment revises the allocation of expenses between the basic, index option, and foreign currency option ("FCO") accounting centers. Moreover, OPRA is proposing to eliminate a few out-of-date provisions from the Plan. OPRA has designated this proposal as concerned solely with the administration of the Plan, permitting the proposal to become effective upon filing pursuant to Rule 11Aa3-2(c)(3) (ii) and (iii) under the Exchange Act. The Commission is publishing this notice to solicit comments from interested persons on the amendment.

I. Description and Purpose of the Amendment

The purpose of the amendment is to revise the Plan to provide greater flexibility in the allocation of various costs and expenses among OPRA's three internal accounting centers: the basic accounting center, the index option accounting center, and the FCO accounting center. OPRA's accounting centers were created when the Plan was amended effective January 1, 1996, to provide for the unbundling of OPRA's FCO service and to provide a framework for the then contemplated unbundling of its index option service.

The Plan currently provides for the allocation of operating costs applicable to more than one accounting center in proportion to each accounting center's share of OPRA's total output capacity. However, because OPRA has not yet unbundled the index option service and has no current plans to do so, there is no specific portion of the system's output capacity dedicated to the index option service. As a result, output capacity is not a meaningful measure for the allocation of costs to the index accounting center. Therefore, in order to

provide a fair and workable method of allocation, the amendment provides for the allocation of operating costs and expenses to the index option accounting center in the same proportion as revenues are allocated to that center.³

The proposed amendment also addresses the allocation of administrative and general overhead costs and expenses between OPRA's bundled basic and index accounting centers on the one hand, and its unbundled FCO accounting center on the other hand. Currently, a share of these expenses is allocated to the FCO accounting center in proportion to the relative number of accounts maintained by OPRA in respect of these two categories. However, since revenues from the FCO accounting center have remained relatively small compared to revenues from the bundled index and basic accounting centers, OPRA has concluded that this does not provide for a fair allocation of costs to the FCO accounting center. OPRA believes that a more flexible approach to the allocation of this category of costs and expenses to the FCO accounting center is appropriate. Therefore, the amendment eliminates any fixed formula for the allocation of administrative and general overhead costs and expenses to the FCO accounting center, and instead provides for the allocation of these costs and expenses to the FCO accounting center in a fair and reasonable manner as determined by OPRA. This flexible approach will enable OPRA to adjust the allocation of such costs and expenses to the FCO accounting center in a manner that fairly reflects circumstances from time to time.⁴

OPRA also proposes to amend the Plan to add comparable flexibility to the allocation among accounting centers of costs and expenses associated with

³ The Plan provides that so long as the basic service and the index service are not unbundled, revenues are allocated between these two accounting centers on the basis of a 75% allocation to the basic accounting center and 25% to the index option accounting center.

⁴ Pursuant to a resolution adopted at a meeting held in November 1996, OPRA determined that effective retroactively as of July 1, 1996 and continuing through December 31, 1996, administrative and general overhead costs and expenses will be allocated 88% to the basic/index accounting centers and 12% to the FCO accounting center. It also was determined that the 88% allocated to the basic/index accounting center will be further allocated (75% to the basic accounting center and 25% to the index accounting center).

This same allocation was adopted as the tentative allocation for these costs and expenses during 1997, subject to adjustment in the fourth quarter to reflect the final allocation agreed upon by OPRA for that year. The final allocation then will be used as the tentative allocation for 1998, and this same pattern of tentative and final allocations will apply in succeeding years.

¹ The amendment was originally submitted on March 4, 1997, but was subsequently amended on March 27, 1997.

² OPRA is a National Market System Plan approved by the Commission pursuant to Section 11A of the Exchange Act and Rule 11Aa3-2 thereunder. Securities Exchange Act Release No. 17638 (Mar. 18, 1981).

The Plan provides for the collection and dissemination of last sale and quotation information on options that are traded on the five member exchanges. The five exchanges which agreed to the OPRA Plan are the American Stock Exchange ("AMEX"); the Chicago Board Options Exchange ("CBOE"); the New York Stock Exchange ("NYSE"); the Pacific Stock Exchange ("PSE"); and the Philadelphia Stock Exchange ("PHLX").

facilities development. Currently, this category of costs is allocated equally among OPRA's accounting centers. Based on experience to date, OPRA determined that, depending on the nature of the facility in question, this allocation may result in too large a share of development costs being allocated to the relatively small FCO accounting center. OPRA believes that greater flexibility is called for so that the allocation of facilities development costs may bear a closer relationship to the nature and functionality of the particular facility being developed. Accordingly, the amendment provides that facilities development expenses shall be allocated among the accounting centers as OPRA may determine for the particular facility in question, and only if no specific allocation is determined for a particular facility will the allocation be made equally among the accounting centers that are expected to make use of the facility. OPRA will determine the allocation of facilities development costs and expenses prior to the commencement of each facilities development project.⁵

Moreover, OPRA proposes to simplify and make more flexible the provision of the Plan governing the allocation of facilities development costs to an accounting center based on that center's use of a facility that was not contemplated at the time the facility's development costs were first allocated. Therefore, OPRA proposes to eliminate the fixed allocation formula that depends upon whether the use of the facility commences in the first or second year after the facility becomes operational. Instead, OPRA will provide that the allocation of a share of facilities development costs to such an accounting center will be as determined by OPRA where such use commences within 24 months of the time the facility first became operational. Further, OPRA believes that all categories of cost allocations will be specifically provided for and, therefore, proposes to eliminate the "catch-all" provision in the Plan.

Finally, OPRA proposes to make several non-substantive amendments.

⁵ At its November 1996 meeting, OPRA determined that the development costs associated with the implementation of the Common Software and Internet Protocol projects, which are the only pending facilities development projects applicable to the FCO accounting center, will be allocated between the basic/index and the FCO accounting centers on the basis of the output line capacity availability to those accounting centers. This results in 2/3 of such costs being allocated to the basic/index accounting centers and 1/3 to the FCO accounting center. OPRA also determined that the share of these costs allocated to the basic/index accounting centers shall be further allocated (75% to the basic accounting center and 25% to the index accounting center).

OPRA intends to remove the references to January 1, 1996, as such date no longer has any relevance in the Plan.

II. Solicitation of Comments

Pursuant to Rule 11Aa3-2(c)(3), the amendment is effective upon filing with the Commission. The Commission may summarily abrogate the amendment within 60 days of its filing and require refiling and approval of the amendment by Commission order pursuant to Rule 11Aa3-2(c)(2), if it appears to the Commission that such action is necessary or appropriate in the public interest; for the protection of investors and the maintenance of fair and orderly markets; to remove impediments to, and perfect the mechanisms of, a National Market System; or otherwise in furtherance of the purposes of the Exchange Act.

Interested persons are invited to submit written data, views, and arguments concerning the foregoing. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street NW., Washington, DC 20549. Copies of the submission, all subsequent amendments, and all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of the filing also will be available at the principal offices of OPRA. All submissions should refer to file number SR-OPRA-97-2 and should be submitted by April 30, 1997.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-9174 Filed 4-9-97; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 33-7413, File No. S7-15-97]

Securities Uniformity; Annual Conference on Uniformity of Securities Laws

AGENCY: Securities and Exchange Commission.

⁶ 17 CFR 200.30-3(a)(29).

ACTION: Publication of release announcing issues to be considered at a conference on uniformity of securities laws and requesting written comments.

SUMMARY: In conjunction with a conference to be held on April 28, 1997, the Commission and the North American Securities Administrators Association, Inc. today announced a request for comments on the proposed agenda for the conference. This meeting is intended to carry out the policies and purposes of section 19(c) of the Securities Act of 1933, adopted as part of the Small Business Investment Incentive Act of 1980, to increase uniformity in matters concerning state and federal regulation of securities, to maximize the effectiveness of securities regulation in promoting investor protection, and to reduce burdens on capital formation through increased cooperation between the Commission and the state securities regulatory authorities.

DATES: The conference will be held on April 28, 1997. Written comments must be received on or before April 23, 1997 in order to be considered by the conference participants.

ADDRESSES: Written comments should be submitted in triplicate by April 23, 1997 to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 5th Street, N.W., Washington, D.C. 20549. Comments also may be submitted electronically at the following E-mail address: rule-comments@sec.gov. Comments should refer to File No. S7-15-97; this file number should be included on the subject line if E-mail is used. Comment letters will be available for public inspection at the Commission's Public Reference Room, 450 5th Street, N.W., Washington, D.C. 20549. Electronically submitted comment letters will be posted on the Commission's internet web site (<http://www.sec.gov>).

FOR FURTHER INFORMATION CONTACT: John D. Reynolds or Richard K. Wulff, Office of Small Business Review, Division of Corporation Finance, Securities and Exchange Commission, 450 5th Street, N.W., Washington, D.C. 20549, (202) 942-2950.

SUPPLEMENTARY INFORMATION:

I. Discussion

A dual system of federal-state securities regulation has existed since the adoption of the federal regulatory structure in the Securities Act of 1933 (the "Securities Act").¹ Issuers attempting to raise capital through

¹ 15 U.S.C. 77a et seq.