

maintaining dual listings on both the NASDAQ SmallCap and the BSE.

The Exchange has informed the Company by letter dated June 24, 1997, that it has no objection to the withdrawal of the Security from listing on the BSE.

Any interested person may, on or before July 31, 1997, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges and what terms, if any, should be imposed by the Commission for the protection of investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

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

**Jonathan G. Katz,**  
*Secretary.*

[FR Doc. 97-18693 Filed 7-15-97; 8:45 am]  
BILLING CODE 8010-01-M

## SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-22743; No 811-8744]

### Variable Account Three

July 9, 1997.

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

**ACTION:** Notice of application for an order under the Investment Company Act of 1940 ("1940 Act").

**APPLICANT:** Variable Annuity Account Three.

**RELEVANT 1940 ACT SECTION:** Order requested under Section 8(f) of the 1940 Act.

**SUMMARY OF APPLICATION:** Applicant seeks an order declaring that it has ceased to be an investment company as defined by the 1940 Act.

**FILING DATE:** The application was filed on November 8, 1996 and amended on June 9, 1997.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Secretary of the SEC and serving the Applicant with a copy of the request, in person or by mail. Hearing requests must be received by the SEC by 5:30 p.m., on August 4, 1997, and should be accompanied by proof of service on the Applicant in the

form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Any person may request notification of a hearing by writing to the Secretary of the SEC.

**ADDRESSES:** Secretary, Securities and Exchange Commission, 450 5th Street, N.W., Washington, D.C. 20549.  
Applicant, C/O Anchor National Life Insurance Company, 1 SunAmerica Center, Los Angeles, California 90067-6022.

**FOR FURTHER INFORMATION CONTACT:** Joyce Merrick Pickholz, Senior Counsel, or Kevin M. Kirchoff, Branch Chief, Office of Insurance Products (Division of Investment Management), at (202) 942-0670.

**SUPPLEMENTARY INFORMATION:** Following is a summary of the application. The complete application is available for a fee from the Public Reference Branch of the Commission.

### Applicant's Representations

1. The Applicant, a unit investment trust, is a segregated asset account of Anchor National Life Insurance Company ("Anchor National"). On August 31, 1994, the Applicant filed a notification of registration as an investment company on Form N-8A, and a registration statement on Form N-4 (File No. 33-83476) to register under the Securities Act of 1933 interests in certain variable annuity contracts (the "Pacific Contrasts") issued by Anchor National through the Applicant. The registration statement was declared effective on April 28, 1995.

2. The Applicant filed post-effective amendments to its registration statement on Form N-4 in December 1995 and, on January 2, 1996, the Applicant began offering the Pacifica Contracts to the public under a selling agreement between Anchor National and First Interstate Bancorp ("First Interstate"). First Interstate also served as the advisor to the mutual fund portfolios offered as investment options under the Contracts.

3. In April 1996, First Interstate merged with and into Wells Fargo and Company ("Wells Fargo"). Wells Fargo did not wish to offer its mutual funds as investment options for the Contracts and Contract sales were discontinued. No Contracts were sold after May 13, 1996 and, by September 27, 1996, all of the owners of Pacifica Contracts had voluntarily redeemed their Contracts or transferred the value of their Contracts to another annuity or investment product.

4. The Board of Directors of Anchor National authorized the dissolution of

Applicant, pursuant to Arizona Insurance Law, on September 30, 1996.

5. Applicant has not, within the last 18 months, transferred any of its assets to a separate trust, the beneficiaries of which were or are securityholders of Applicant. No distributions were made to securityholders of Applicant in connection with Applicant's dissolution and all securityholders of Applicant redeemed or transferred their Contract values prior to the Applicant's dissolution.

6. No assets have been retained by the Applicant, no debts of the Applicant remain outstanding, the Applicant is not a party to any litigation or administrative proceeding and there were no securityholders of Applicant as of the date of the filing of this application.

7. Applicant is not engaged in, and does not propose to engage in, any business activities other than those necessary for the winding-up of its affairs. 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

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of July 14, 1997.

A closed meeting will be held on Tuesday, July 15, 1997, at 10:00 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c) (4), (8), (9)(A) and (10) and 17 CFR 200.402(a)(4), (8), (9)(i) and (10), permit consideration of the scheduled matters at the closed meeting.

Commissioner Johnson, as duty officer, voted to consider the items listed for the closed meeting in a closed session.

The subject matter of the closed meeting scheduled for Tuesday, July 15, 1997, at 10:00 a.m., will be:

Institution and settlement of administrative proceedings of an enforcement nature.

Report of investigation.

Formal order of investigation.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 942-7070.

Dated: July 14, 1997.

**Jonathan G. Katz,**

Secretary.

[FR Doc. 97-18923 Filed 7-14-97; 3:55 pm]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-38822; File No. SR-NASD-97-38]

### Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the National Association of Securities Dealers, Inc. ("NASD" or "Association") Relating to the Application of the NASD Corporate Financing Requirements To Exchange Offers, Mergers/Acquisitions, and Other Similar Transactions

July 8, 1997.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> notice is hereby given that on May 23, 1997, the National Association of Securities Dealers, Inc. ("NASD" or "Association") filed with the Securities and Exchange Commission ("Commission" or "SEC") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. On June 19, 1997, the NASD filed Amendment No. 1 to its proposal.<sup>2</sup> The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The NASD is proposing to amend Rules 2710 and 2720 of the Conduct Rules of the Association to clarify their applicability to exchange offers, merger

and acquisition transactions, and other similar transactions. Below is the text of the proposed rule change. Proposed new language is italicized; proposed deletions are in brackets.

#### Rule 2710. Corporate Financing Rule—Underwriting Terms and Arrangements

##### (a) Definitions

\* \* \* \* \*

##### (b) Filing Requirements

\* \* \* \* \*

##### (7) Offerings Exempt from Filing.

Notwithstanding the provisions of subparagraph (1) above, documents and information related to the following public offerings need not be filed with the Association for review, unless subject to the provisions of Rule 2720. However, it shall be deemed a violation of this Rule or Rule 2810, for a member to participate in any way in such public offerings if the underwriting or other arrangements in connection with the offering are not in compliance with this Rule or Rule 2810, as applicable:

\* \* \* \* \*

##### (A)–(C)—No change.

(D) securities offered pursuant to a redemption standby "firm commitment" underwriting arrangement registered with the Securities and Exchange Commission on Forms S-3, F-3 or F-10 (only with respect to Canadian issuers); [and]

(E) financing instrument-backed securities which are rated by a nationally recognized statistical rating organization in one of its four (4) highest generic rating categories; and  
(F) exchange offers of securities where:

(i) the securities to be issued or the securities of the company being acquired are designated as a Nasdaq National Market security or listed on the New York Stock Exchange or American Stock Exchange; or

(ii) the company issuing securities qualifies to register securities with the Commission on registration statement Forms S-3, F-3, or F-10, pursuant to the standards for those Forms as set forth in subparagraphs (c) (i) and (ii) of this paragraph.

##### (8) Exempt Offerings.

Notwithstanding the provisions of subparagraph (1) above, the following offerings are exempt from this Rule, Rule 2720, and Rule 2810. Documents and information relating to the following offerings need not be filed for review:

##### (A)–(F)—No change.

(G) tender offers made pursuant to Regulation 14D adopted under the Securities Exchange Act of 1934, as amended; [and]

(H) securities issued pursuant to a competitively bid underwriting arrangement meeting the requirements of the Public Utility Holding Company Act of 1935, as amended[.];

(I) securities of a subsidiary or other affiliate distributed by a company in a spin-off or reverse spin-off or similar transaction to its existing securityholders exclusively as a dividend or other distribution; and

(J) securities registered with the Commission in connection with a merger or acquisition transaction or other similar business combination, expect for offerings required to be filed pursuant to subparagraph (9)(I) below.

##### (9) Offerings Required to be Filed.

Documents and information relating to all other public offerings including, but not limited to, the following must be filed with the NASD for review:

##### (A)–(F)—No change.

(G) securities offered pursuant to Regulation A or Regulation B adopted under the Securities Act of 1933, as amended; [and]

(H) exchange offers that are exempt from registration with the Commission under Sections 3(a)(4), 3(a)(9), 3(a)(11) of the Securities Act of 1933 (if a member's participation involves active solicitation activities) or registered with the Commission (if a member is acting as dealer-manager) (collectively "exchange offers"), except for exchange offers exempt from filing pursuant to subparagraph (7)(F) above that are not subject to filing by subparagraph (9)(I) below;

(I) any change offer, merger and acquisition transaction, or other similar corporate reorganization involving an issuance of securities that results in the direct or indirect public ownership of the member; and

(J) any offerings of a similar nature that are not exempt under paragraphs (7) or (8) above.

\* \* \* \* \*

#### (c) Underwriting Compensation and Arrangements

\* \* \* \* \*

#### (6) Unreasonable Terms and Arrangements.

(A) No member or person associated with a member shall participate in any manner in a public offering of securities after any arrangement proposed in connection with the public offering, or the terms and conditions relating thereto, has been determined to be unfair or unreasonable pursuant to this Rule or inconsistent with any By-Law or any Rule or regulation of the NASD.

(B) Without limiting the foregoing, the following terms and arrangements, when proposed in connection with the

<sup>1</sup> 15 U.S.C. § 78s(b)(1).

<sup>2</sup> In Amendment No. 1, the NASD amended Rule 2710(b)(7)(F)(i) to replace the phrase "listed on The Nasdaq National Market, the New York Stock Exchange, or American Stock Exchange" with "designated as a Nasdaq National Market security or listed on the New York Stock Exchange or American Stock Exchange."