

Peninsula Energy Corporation ("UPEN"), an exempt public-utility holding company under section 3(a)(1) of the Act, and its utility subsidiary, Upper Peninsula Power Company ("UPPCo")

WPSR and UPEN have entered into an Agreement and Plan of Merger, dated as of July 10, 1997, which provides, among other things, for the merger of UPEN with and into WPSR (the "Merger"). Following the Merger, the separate corporate existence of UPEN will cease, and WPSR will be the surviving corporation. Each share of UPEN Common Stock will be converted into the right to receive 0.9 shares of WPSR Common Stock.

The boards of directors of WPSR and UPEN approved the Merger at meetings held on July 10, 1997. The shareholders of UPEN approved the Merger at a special meeting held on January 29, 1998. WPSR states that shareholder approval of the Merger is not required.

WPSR's principal utility subsidiary, Wisconsin Public Service Corporation ("Public Service"), serves approximately 374,000 electric and 218,000 gas retail customers in northeastern Wisconsin and the southern portion of Michigan's upper peninsula.¹ UPPCo serves approximately 48,000 electric retail customers entirely in Michigan's upper peninsula. The service territories of Public Service and UPPCo are not contiguous, being separated by the service territory of Wisconsin Electric Power Company.

Public Service is subject to the retail ratemaking jurisdiction of both the Public Service Commission of Wisconsin and the Michigan Public Service Commission. UPPCo is also subject to the retail ratemaking jurisdiction of the Public Service Commission of Wisconsin.

WPSR has three direct nonutility subsidiaries, WPS Energy Services, Inc. ("ESI"), WPS Development, Inc. ("PDI"), and WPS Visions, Inc. ("Visions"). ESI offers electric and gas marketing, energy management, project management and energy consulting services to wholesale and retail customers. PDI offers acquisition and investment analysis, project development, engineering, management, operations and maintenance services for

the power generation industry. PDI also owns a 66⅔% interest in Mid-American Power LLC, an exempt wholesale generator. Visions serves a business research and development vehicle for WPSR.

In addition, Public Service has two nonutility subsidiaries, Wisconsin Valley Improvement Company ("WV") and Public Service Leasing, Inc. ("PS Leasing"). WV operates a system of dams and water reservoirs on the Wisconsin River and tributary streams, and charges water tolls to users, primarily power plant owners. PS Leasing is engaged in the financing of specific utility projects.

UPEN has two nonutility subsidiaries, Upper Peninsula Development Company, which holds title to UPPCo's corporate headquarters, and PENVEST, Inc., which explores investment opportunities in telecommunications, engineering services, and other non-regulated businesses.

WPSR states it intends to claim an exemption under rule 2 under the Act following the Merger.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-14825 Filed 6-3-98; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-23226]

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

May 29, 1998.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of May, 1998. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., N.W., Washington, DC 20549 (tel. 202-942-8090). An order granting each application will be issued unless the SEC orders a hearing. Interested persons may request a hearing on any application by writing to the SEC's Secretary at the address below and serving the relevant applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on June 23, 1998, and should be accompanied by proof of service on the applicant, in the form of an affidavit or, for lawyers, a certificate of service.

Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested.

Persons who wish to be notified of a hearing may request notification by writing to the Secretary, SEC, 450 Fifth Street, N.W., Washington, DC 20549. For further information, contact: Diane L. Titus, at (202) 942-0564, SEC, Division of Investment Management, Office of Investment Company Regulation, Mail Stop 5-6, 450 Fifth Street, N.W., Washington, DC 20549.

Farrell Alpha Strategies [File No. 811-9048]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On December 29, 1997, applicant completed a liquidating distribution to its shareholders at net asset value. Expenses incurred in connection with the liquidation were under \$5,000 and were paid by applicant's investment adviser, Farrell-Wako Global Investment Management, Inc.

Filing Dates: The application was filed on March 16, 1998, and amended on May 5, 1998.

Applicant's Address: 780 Third Avenue, 38th Floor, New York, New York 10017.

Franklin Templeton Japan Fund [File No. 811-6664]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On March 26, 1998, applicant made a liquidating distribution to its shareholders based on the net assets of applicant. Expenses incurred in connection with the liquidation totaled approximately \$49,379, and were borne equally by applicant and Templeton Investment Counsel, Inc., applicant's investment adviser.

Filing Dates: The application was filed on March 31, 1998 and amended on May 1, 1998.

Applicant's Address: 100 Fountain Parkway, P.O. Box 33030, St. Petersburg, Florida 33733-8030.

Panther Partners, L.P. [File No. 811-6559]

Summary: Applicant, a Delaware limited partnership, seeks an order declaring that it has ceased to be an investment company. On June 30, 1997, applicant distributed 97% of the amount in each partner's capital account to each partner in cash or in kind, based on that partner's election. The remaining 3% of each account was distributed in cash to all partners on September 15 and October 1, 1997 upon completion of the fund's final audit.

¹ WPSR also owns, through Public Service, approximately a 33% interest in Wisconsin River Power Company ("WRPC"), which is an electric utility company that sells the output of its generating resources at cost to its owners. The other owners of WRPC are Consolidated Water Power Company and Wisconsin Power & Light Company. WRPC is not subject to the ratemaking jurisdiction of the Public Service Commission of Wisconsin.

Expenses incurred in connection with the liquidation were borne by Tiger Management L.L.C., an affiliate of applicant's investment adviser.

Filing Dates: The application was filed on March 25, 1998, and amended on May 11, 1998.

Applicant's Address: 101 Park Avenue, New York, New York 10178.

Merrill Lynch KECALP Growth Investments Limited Partnership 1983 [File No. 811-3389] and Merrill Lynch KECALP L.P. 1984 [File No. 811-3909]

Summary: Each applicant seeks an order declaring that it has ceased to be an investment company. On December 23, 1997, each applicant distributed its assets to its securityholders at the net asset value per share. Expenses of approximately \$30,000 are expected to be incurred in connection with each applicant's liquidation and will be borne by KECALP, Inc., the general partner of applicants.

Filing Dates: Each application was filed on February 23, 1998, and amended on April 29, 1998.

Applicants' Address: South Tower, World Financial Center, 225 Liberty Street, New York, New York 10080.

The Laidlaw Covenant Fund [811-7602]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On December 20, 1996, applicant transferred all of its assets and liabilities to Value Fund, a series of The Vintage Funds, based on the relative net asset values per share. Laidlaw Holdings Asset Management, Inc., applicant's investment adviser, incurred expenses in connection with the merger of \$25,000, with any expenses exceeding that amount borne by Vintage Advisers, Inc., The Vintage Funds' investment adviser.

Filing Dates: The application was filed on November 18, 1997 and amended on May 14, 1998.

Applicant's Address: 100 Park Avenue, New York, NY 10017.

Allmerica Funds [File No. 811-6308]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On October 31, 1997, applicant made a liquidating distribution to its sole shareholder at net asset value. No expenses were incurred in connection with the liquidation. Applicant retained \$9,201 to cover outstanding liabilities relating to advisory fees, printing fees, custody fees and tax services.

Filing Dates: The application was filed on November 12, 1997, and amended on May 19, 1998.

Applicant's Address: 440 Lincoln Street, Worcester, Massachusetts 06153.

Putnam Adjustable Rate U.S. Government Fund [File No. 81-4531]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On November 8, 1996, applicant transferred its assets and liabilities to the Putnam Intermediate U.S. Government Income Fund ("Putnam Intermediate") based on the relative net asset values per share. Applicant paid approximately \$78,604 in expenses related to the reorganization. Putnam Intermediate paid approximately \$41,620 in reorganization expenses.

Filing Dates: The application was filed on March 17, 1998 and amended on May 11, 1998.

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

Consultants Trust [811-7542]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. Applicant abandoned its intention to operate before it received any assets. Applicant never issued securities.

Filing Dates: The application was filed on April 21, 1998 and applicant has agreed to file an amendment during the notice period.

Applicant's Address: 2303 Yorktown Avenue, Lynchburg, Virginia 24501.

Midcap Growth Portfolio [811-7638]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. Applicant has never made a public offering of its securities and does not propose to make a public offering or engage in business of any kind.

Filing Dates: The application was filed on May 11, 1998 and applicant has agreed to file an amendment during the notice period.

Applicant's Address: 777 Mariners Island Blvd., P.O. Box 7777, San Mateo, CA 94403-7777.

John Hancock Sovereign Investors Fund, Inc. [File No. 811-115]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On December 2, 1996, applicant, on behalf of John Hancock Sovereign Investors Fund (the "Fund"), a series of applicant, transferred all of the Fund's assets and liabilities to John Hancock Sovereign Investors Fund, a series of John Hancock Investment Trust, based on the relative net asset values per share. Applicant bore approximately \$266,103 in reorganization expenses. John Hancock

Investment Trust bore approximately \$307,727 in reorganization expenses.

Filing Dates: The application was filed on October 6, 1997 and amended on May 22, 1998.

Applicant's Address: 101 Huntington Avenue, Boston, MA 02199-7603.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-14826 Filed 6-3-98; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-40041; File No. SR-CBOE-98-15]

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the Chicago Board Options Exchange, Inc. to Update and Reorganize Its Rules Relating to Designated Primary Market-Makers

May 28, 1998.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² is hereby given that on April 22, 1998, the Chicago Board Options Exchange, Inc. ("CBOE" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared by the CBOE. 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 CBOE proposes to update and reorganize the Exchange's rules relating to designated primary market-makers ("DPMs"). Below is the text of the proposed rule change. Proposed new language is in *italics*; proposed deletions are in *brackets*.

Chapter III—Membership

* * * * *

Rule 3.27 Membership Options Trading Permits

* * * * *

(c) DPMs. The *DPM trading system described in Section C of Chapter VIII* [Modified Trading System established in Rule 8.80] will be employed in NYSE Options. Each specialist firm to which

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.