conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

General comments regarding the estimated burden hours should be directed to the following persons: (i) Deck Officer for the Securities and Exchange Commission, Officer of Information and Regulatory Affairs, Office of Management and Budget, Room 3208, New Executive Office Building, Washington, D.C. 20503; and (ii) Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: July 10, 1998.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98–18908 Filed 7–15–98; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 23310; 812–7860]

McLaughlin, Piven, Vogel Securities, Inc.; Notice of Application

July 10, 1998.

AGENCY: Securities and Exchange Commission (''SEC'' or the ''Commission'').

ACTION: Notice of application for an exemption under the Investment Company Act of 1940 (the ''Act'').

SUMMARY OF APPLICATION: Applicant requests a conditional order under section 9(c) exempting applicant from the disqualification provisions of section 9(a) solely with respect to a securities related injunction entered against one of applicant's affiliates. The conditional order would permit applicant to act as sponsor, depositor, and principal underwriter for one or more unit investment trusts.

FILING DATES: The application was filed on January 30, 1992, and amendments to the application were filed on March 5, 1992, August 6, 1992, October 6, 1992, March 4, 1997, and January 20, 1998.

HEARING OF NOTIFICATION OF HEARING: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the SEC 5:30 p.m. on August 4, 1998, and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writers's interest, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the SEC's Secretary.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. Applicant, 30 Wall Street, New York, New York 10005.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Attorney Advisor, at (202) 942–0574, or Nadya B. Roytblat, Assistant Director, (202) 942–0564 (Division of Investment Management, Office of Investment Company Regulation).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained for a fee by writing to SEC's Public Reference Branch at 450 Fifth Street, N.W., Washington, D.C. 20549, tel. (202) 942–8090.

Applicant's Representatives

1. Applicant is a New York corporation engaged in the underwriting and securities brokerage business. Applicant is a member of the National Association of Securities Dealers, Inc. and is registered with the Commission as a broker-dealer.

2. Subject to receiving the requested exemption, applicant proposes to serve as sponsor, principal underwriter, and depositor for the Traditional Value Guaranteed Income Trust, Series 1, and subsequent series (the ''Trust''), a unit investment trust to be registered under the Act. Units of the Trust are to be registered for sale to the public under the Securities Act of 1933 (the ''1933 Act''). Applicant also may serve as sponsor, principal underwriter, and depositor for future series of the Trust and for other unit investment trusts that it may organize in the future.

3. James J. McLaughlin (''McLaughlin'') is the Senior Vice-President and a director of applicant, and owns 52.32% of applicant's shares. In 1973, the Commission brought an action alleging that McLaughlin, an assistant sales vice president of Paragon Securities Incorporated of New York (''Paragon''), acting in concert with others, violated section 17(a) of the 1933 Act and sections 10(b), 15(a), 15(b), and 15(c) of the Securities Exchange Act of 1934 (the ''1934 Act''), and various rules thereunder in connection with Paragon's activities as a broker-dealer. *Securities and Exchange Commission* v. *Paragon Securities Co.*, Civil Action No. 1120 (D.C. N.J.). On October 3, 1974, without admitting or denying wrongdoing, McLaughlin consented to the entry of a permanent injunction (the ''Injunction'') enjoining him from conduct in violation of such provisions. In addition, McLaughlin agreed to disgorge $8,450. Applicant represents that since 1974, McLaughlin has not been the subject of any proceedings, or allegations of violations of state or federal securities laws other than those discussed in the application.[1]

4. Applicant is not currently in violation of the provisions of section 9(a), as it does not serve as an investment adviser or depositor of any registered investment company, or principal underwriter for any registered open-end company, registered unit investment trust, or registered face-amount certificate company. Because McLaughlin has been permanently enjoined from engaging in certain conduct in connection with his activities at paragon, however, applicant is prohibited under section 9(a)(3) of the Act from acting as an investment adviser or depositor of any registered investment company, or principal underwriter for any registered open-end company, registered unit investment trust, or registered face-amount certificate company. Accordingly, applicant seeks the requested relief solely with respect to the Injunction so that it may engage in the proposed activities.

Applicant's Legal Analysis

1. Section 9(a)(2) of the Act, in pertinent part, prohibits any person who have been enjoined from engaging in or continuing any conduct or practice in connection with the purchase or sale of

[1] Although certain actions have been brought against applicant and McLaughlin, these actions do not trigger the disqualification provisions of section 9(a) of the Act. In December 1992, applicant and McLaughlin, without admission of liability or wrongdoing, entered into a settlement agreement in the amount of $250,000. The complaint arose out of plaintiff's purchase of bonds issued by the Washington Public Power Supply System and alleged violations by the defendants of section 10(b) of the 1934 Act and rule 10b–5 thereunder, as well as common law fraud and breach of contract. In addition, thirteen separate orders and sanctions have been imposed against applicant by state regulatory agencies during the period from 1982 to the present. The violations included acting as a broker-dealer in states where applicant was unregistered; the sale of securities by unlicensed employees of applicant; and the failure to file required documents. In addition, in November 1995, the New York Stock Exchange affirmed a hearing panel decision in which Applicant was fined $15,000 for including in its registered representative employment agreements a provision which waived arbitration. In December 1996, the SEC affirmed the hearing panel's decision.

a security from acting as an ''employee, officer, director, member of an advisory board, investment adviser, or depositor of any registered investment company, or principal underwriter for any registered open-end company, registered unit investment trust, or registered face amount certificate company.'' A company with an employee or other affiliated person ineligible to serve in any of these capacities under section 9(a)(2) is similarly ineligible under section 9(a)(3).

2. Section 9(c) provides that the Commission shall grant an application for an exemption from the disqualification provisions of section 9(a), either unconditionally or on an appropriate temporary or other conditional basis, if it is established that these provisions, as applied to the applicant, are unduly or disproportionately severe or that the conduct of the applicant has been such as not to make it against the public interest or protection of investors to grant such application.

3. As a result of the Injunction, applicant is subject to the disqualification provisions of section 9(a). Applicant asserts that the application of such provisions to applicant is unduly and disproportionately severe. Applicant notes that almost twenty years have passed since the activities which gave rise to the Injunction. Applicant states that since the entry of the Injunction in 1974, McLaughlin has not been enjoined by any court, or sanctioned by the Commission, any self-regulatory organization, or any state securities commission. Applicant also states that to the best of its knowledge, there have been no customer complaints against McLaughlin, nor any securities related administrative or legal proceedings involving McLaughlin, except as described in footnote 1.

4. Applicant further asserts that McLaughlin's conduct has been such as to not make it against the public interest or protection of investors to grant the requested relief. The conduct that give rise to the Injunction was not in any way related to investment company activities.

5. Applicant states that it will undertake every effort to ensure that McLaughlin does not and will not serve in any capacity related to applicant's role as depositor for any registered investment company or as principal underwriter for any registered unit investment trust. Applicant states that McLaughlin's role as an officer and director of applicant will not involve him in investment company activities. Applicant states that McLaughlin is semi-retired and is no longer involved in the daily management or operation of applicant. Moreover, applicant has consented to the conditions set forth below, which are intended to ensure that McLaughlin will not serve in any capacity related to applicant's role as sponsor, depositor, and principal underwriter for a unit investment trust.

6. In addition, applicant retained outside counsel to conduct an independent review of compliance by applicant with the state and federal securities laws affecting applicant's business as a broker-dealer and of the adequacy of the procedures applicant has in place to provide reasonable assurance of compliance. Based upon its review, counsel made a number of recommendations with respect to applicant's compliance and supervisory procedures, including, among other things, the revision of applicant's supervisory manual and education of applicant's personnel. In a letter dated August 4, 1992, counsel certified that applicant's revised compliance procedures and practices, if adhered to, should provide reasonable assurance that applicant will comply with the provisions of the 1934 Act, the laws of the states relating to broker-dealer and broker-dealer representative registration, and the provisions of the Act in connection with applicant's proposed role as sponsor, principal underwriter, and depositor for unit investment trusts.[2]

Applicant's Conditions

Applicant agrees that any order granted by the Commission pursuant to the application will be subject to the conditions set forth below:

1. McLaughlin will not serve in any capacity directly related to providing investment advice to, or acting as depositor for, any registered investment company, or acting as principal underwriter for any registered open-end company, registered unit investment trust, or registered face amount certificate company without making further application to the Commission. McLaughlin will not sell interests in investment companies sponsored by applicant, or for which applicant serves as principal underwriter or depositor.

2. Applicant's legal department or its counsel shall develop, and applicant shall adopt, written procedures designed to ensure that McLaughlin does not and will not serve in any capacity directly related to providing investment advice to, or acting as depositor for, any registered investment company, or acting as principal underwriter for any registered open-end company, registered unit investment trust, or registered face amount certificate company. Such procedures shall include, but shall not be limited to, the following: (a) applicant shall notify in writing its Chairman of the Board, its owners and executive officers, its Chief Compliance Officer, and all employees working under the direct supervision of McLaughlin (collectively, the ''Affected Personnel'') immediately upon the granting of any order issued pursuant to the application, with respect to the responsibilities of and restrictions on McLaughlin. Applicant shall notify in writing any new member of the Affected Personnel upon his or her employment by or affiliation with applicant, with respect to the responsibilities of and restrictions on McLaughlin. Receipt of notification will be acknowledged in writing by each recipient and returned to applicant; and (b) applicant will obtain, on an annual basis, written certification from each member of the Affected Personnel that he or she has not discussed any matters relating to the Trust with McLaughlin.

3. McLaughlin will not attend any future meetings of applicant's board of directors where the operations of any investment company for which applicant acts as depositor or principal underwriter, including the Trust, are on the agenda.

4. McLaughlin shall be excused from all meetings of applicant's board of directors where the operations of any investment company for which applicant acts as depositor or principal underwriter, including the Trust, are proposed to be discussed prior to any such discussion.

5. Applicant's general counsel or chief executive officer will certify on an annual basis that applicant and McLaughlin have complied with the procedures referred to above and the conditions set forth above.

6. The certificates, acknowledgements of notification, and procedures referred to in these conditions shall be maintained as part of the records of applicant and shall be available for inspection by the Commission staff.

7. Applicant's general counsel or its chief executive officer will certify on an annual basis that applicant has complied with the procedures and practices referred to in the Certification and that such procedures and practices continue to be sufficient to insure applicant's compliance with the state

[2] The certification is attached as an exhibit to the amendment to the application filed on August 6, 1992. An additional certification is attached as an exhibit to the amendment to the application filed on January 20, 1998. The two certifications are referred to collectively as the ''Certification.''

and federal securities laws noted in the Certification.

By the Commission.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98–18965 Filed 7–15–98; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–26894]

Filings Under the Public Utility Holding Company Act of 1935, as Amended (''Act'')

July 10, 1998.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendments is/are available for public inspection through the Commission's Office of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by August 4, 1998, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of fact or law that are disputed. A person who so requests will be notified by any hearing, if ordered, and will receive a copy of any notice or order in the matter. After August 4, 1998, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

New Century Energies, Inc., et al. (70–9199)

New Century Energies, Inc. (''New Century''), a registered holding company, Public Service Company of Colorado, a wholly owned electric and gas subsidiary of New Century (''PSC Colorado''), and, NC Enterprises, Inc. (''NC Enterprises''), a wholly owned nonutility subsidiary of New Century, all located at 1225 17th Street, Denver, Colorado 80202–5533 (''Applicants''), have filed an application-declaration under sections 6(a), 7, 9(a), 10, and 12(f) of the Act and rules 43 and 54 under the Act.

Applicants seek authority to: (1) Acquire 50% of the equity securities of WYCO Development LLC (''WYCO''), a nonutility company formed for the purpose of facilitating the transactions described herein, for an amount not to exceed $26 million; (2) purchase, through WYCO, the Front Range and Powder River Lateral Expansion (''Powder River'') pipeline projects from PSC Colorado and Wyoming Interstate Company, a non-associated company, respectively; and (3) lease the Front Range and Powder River pipelines back to PSC Colorado and Wyoming Interstate Company.

PSC Colorado provides electric and retail natural gas distribution service to the Denver and Front Range metropolitan areas. PSC Colorado is subject to regulation by the Colorado Public Utilities Commission (''Colorado PUC''). The Front Range Pipeline construction, sale and lease is subject to review and approval by the Colorado PUC. The Powder River lease is subject to review and approval by the Federal Energy Regulatory Commission.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98–18966 Filed 7–15–98; 8:45 am]

BILLING CODE 8010–01–M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–40189; File No. SR–AMEX–97–39]

Self-Regulatory Organizations; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change by the American Stock Exchange, Inc. Relating to Minimum Trading Increments (Rule 127)

July 10, 1998.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on October 22, 1997, the American Stock Exchange, Inc. (''Amex'' or ''Exchange'') filed with the Securities Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons and to grant accelerated approval to the proposed rule chage.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

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

The Amex proposes to amend Exchange Rule 127 to add Commentary .03 to permit members to trade on the Exchange in increments smaller than 1/16 in order to match bids and offers displayed in other markets for the purpose of preventing Intermarket Trading System (''ITS'') trade-throughs. The text of the proposed rule change is available at the Office of the Secretary, the Amex and at the Commission.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspect of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

Amex Rule 127 currently provides that the minimum fractional change for transactions on the Exchange is 1/16 for securities selling above 1/4, and 1/32 for securities selling below 1/4. In May 1997, the Exchange extended trading in sixteenths to all Amex equity securities selling at $10 or higher, having previously only traded securities priced under $10 in sixteenths. The Exchange took this step based on its belief that trading in increments of 1/16 promotes investor protection by enhancing price improvement opportunities on the Exchange.

Since Amex's initiative and subsequent initiatives by other markets to implement sixteenths trading, certain third market makers have disseminated quotations in a limited number of listed securities in fractions smaller than a sixteenth. In addition, ITS has been modified to permit commitments to trade to be sent through ITS in fractions as small as 1/64. This ITS modification permits Amex members to send orders