

Pursuant to 10 CFR 2.202(c)(2)(i), Mr. Guzman or any other person adversely affected by this Order may, in addition to demanding a hearing, at the time the answer is filed or sooner, move the presiding officer to set aside the immediate effectiveness of the Order on the ground that the Order, including the need for immediate effectiveness, is not based on adequate evidence but on mere suspicion, unfounded allegations, or error.

In the absence of any request for hearing, or written approval of an extension of time in which to request a hearing, the provisions specified in Section IV above shall be final 20 days from the date of this Order without further order or proceedings. An answer or a request for hearing shall not stay the immediate effectiveness of this order.

Dated at Rockville, Maryland this day of April 1996.

For the Nuclear Regulatory Commission.  
James L. Milhoan,  
*Deputy Executive Director for Nuclear Reactor Regulation, Regional Operations, and Research.*

[FR Doc. 96-10349 Filed 4-25-96; 8:45 am]

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## POSTAL RATE COMMISSION

[Docket No. A96-14; Order No. 1109]

### Forest Grove, Montana 59441: (May A. Charbonneau, Petitioner); Notice and Order Accepting Appeal and Establishing Procedural Schedule Under 39 U.S.C. 404(b)(5)

Issued April 22, 1996.

Before Commissioners: Edward J. Gleiman, Chairman; W.H. "Trey" LeBlanc III, Vice-Chairman; George W. Haley; H. Edward Quick, Jr.

*Docket Number:* A96-14.

*Name of Affected Post Office:* Forest Grove, Montana 59441.

*Name(s) of Petitioner(s):* May A. Charbonneau.

*Type of Determination:* Consolidate.

*Date of Filing of Appeal Papers:* April 15, 1996.

*Categories of Issues Apparently Raised:*

1. Effect on postal services [39 U.S.C. 404(b)(2)(C)].
2. Effect on the community [39 U.S.C. 404(b)(2)(A)].

After the Postal Service files the administrative record and the Commission reviews it, the Commission may find that there are more legal issues than those set forth above. Or, the Commission may find that the Postal Service's determination disposes of one or more of those issues.

The Postal Reorganization Act requires that the Commission issue its decision within 120 days from the date this appeal was filed (39 U.S.C. 404(b)(5)). In the interest of expedition, in light of the 120-day decision schedule, the Commission may request the Postal Service to submit memoranda of law on any appropriate issue. If requested, such memoranda will be due 20 days from the issuance of the request and the Postal Service shall serve a copy of its memoranda on the petitioners. The Postal Service may incorporate by reference in its briefs or motions, any arguments presented in memoranda it previously filed in this docket. If necessary, the Commission also may ask petitioners or the Postal Service for more information.

### The Commission Orders

(a) The Postal Service shall file the record in this appeal by April 30, 1996.

(b) The Secretary of the Postal Rate Commission shall publish this Notice and Order and Procedural Schedule in the Federal Register.

By the Commission.  
Margaret P. Crenshaw,  
*Secretary.*

### Appendix

April 15, 1996: Filing of Appeal letter

April 22, 1996: Commission Notice and Order of Filing of Appeal

May 10, 1996: Last day of filing of petitions to intervene [see 39 CFR 3001.111(b)]

May 20, 1996: Petitioner's Participant Statement or Initial Brief [see 39 CFR 3001.115 (a) and (b)]

June 10, 1996: Postal Service's Answering Brief [see 39 CFR 3001.115(c)]

June 24, 1996: Petitioner's Reply Brief should Petitioner choose to file one [see 39 CFR 3001.115(d)]

July 1, 1996: Deadline for motions by any party requesting oral argument. The Commission will schedule oral argument only when it is a necessary addition to the written filings [see 39 CFR 3001.116]

August 20, 1996: Expiration of the Commission's 120-day decisional schedule [see 39 U.S.C. 404(b)(5)]

[FR Doc. 96-10340 Filed 4-25-96; 8:45 am]

BILLING CODE 7710-FW-P

## SECURITIES AND EXCHANGE COMMISSION

[File No. 1-10589]

### Issuer Delisting; Notice of Application To Withdraw From Listing and Registration; (CII Financial, Inc., 7½% Convertible Subordinated Debentures Due 2001)

April 22, 1996.

CII Financial, Inc. ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the American Stock Exchange, Inc. ("Amex").

The reasons alleged in the application for withdrawing the Security from listing and registration include the following:

Pursuant to an Indenture dated September 15, 1991 (the "indenture"), the Company issued the Security. The Security was originally convertible into the Company's common stock, and both the Security and the common stock were listed on the Amex.

On October 31, 1995, Sierra Health Services, Inc., a Nevada corporation ("Sierra"), acting through a wholly-owned subsidiary, acquired the Company by a subsidiary merger (the "Merger") in which the Company became a wholly-owned subsidiary of Sierra. Sierra is a public company whose common stock is listed for trading on the New York Stock Exchange, Inc. and which is required to file reports under the Act. In connection with the Merger, each outstanding share of the Company's common stock was converted into 0.37 of a share of Sierra's common stock (the "Exchange Ratio"). In November 1995, the Amex filed a Form 25 notifying the SEC that the Amex had removed the Company's common stock from listing and registration on the Amex.

At the effective time of the Merger, the Security ceased being convertible into the Company's common stock and became convertible into Sierra's common stock. Sierra has not otherwise assumed the Company's obligations under the Security and has not guaranteed the payment of principal, interest or premium, if any, thereon.

On March 22, 1996, Securities in the aggregate principal amount of \$58,600,000 were outstanding and were held of record by fewer than 50 persons.

In making the decision to withdraw the Security from listing on the Amex,

the Company has informed the Commission that it considered the direct and indirect costs and expenses associated with maintaining the listing of the Securities on the Amex and complying with the reporting requirements of the Act. The Company also considered the limited number of recordholders of the Security, the availability of a market maker<sup>1</sup> for the Security and the fact that the Company no longer has other publicly traded equity securities. In addition, the Company considered that holders of the Security will benefit to the extent that any cost savings realized by delisting improves the credit worthiness of the Company.

The Company has complied with Rule 18 of the Amex by filing with the Amex a certified copy of preambles and resolutions adopted by the Company's Board of Directors authorizing the withdrawal of the Security from listing on the Amex, and by setting forth in detail to the Amex the reasons for such proposed withdrawal and the facts in support thereof. The Amex has informed the Company that it has no objection to the withdrawal of the Security from listing on the Amex. Pursuant to Amex's request and Amex Rule 18(2)(b), the Company mailed notice of its intention to file this application to the registered holders of the Security on or about March 5, 1996.

In response, the Company received three comment letters written by two holders of the Security concerning the Company's application to delist the Security.<sup>2</sup>

The first commentator objected to the proposed delisting of the Security on the basis that it destroys an open market for the Security, thereby allowing the Company to set the value of the Security. In a second letter, this commentator also requested information regarding the nature of the cost savings due to the delisting of the Security, the name of the news service that will publish the quotation for the Security and asked why Sierra would not be liable to the holders of the Security. In response to the commentator's first letter, the Company stated that Bear, Stearns & Co., Inc. has confirmed that it intends to

act as a market-maker for the Security and, moreover, the value of the Security will be set by the market place and not by the Company. In response to the commentator's second letter, the Company stated that delisting the Security would alleviate accounting fees, legal fees, listing fees, and filing fees associated with the maintenance of a listing on the Amex. The Company also stated that brokers should be able to ascertain the quotation for the Security by contacting Bear, Stearns & Co., Inc. Lastly, the Company stated that the Securities are a debt obligation of the Company and are not automatically assumed or guaranteed by anyone, in this case Sierra, who becomes a shareholder of the Company after the issuance of the Security.

The second commentator objected to the proposed delisting of the Security on the basis that there are more than 50 holders of the Security. The Company responded that the indenture trustee has confirmed that there are fewer than 50 record holders of the Security.

Any interested person may, on or before May 13, 1996, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchange 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. 96-10316 Filed 4-25-96; 8:45 am]

BILLING CODE 8010-01-M

[Investment Company Act Release No. 21908; 811-3702]

#### Prudential Strategist Fund, Inc.; Notice of Application for Deregistration

April 22, 1996.

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

**ACTION:** Notice of Application for Deregistration under the Investment Company Act of 1940 (the "Act").

**APPLICANT:** Prudential Strategist Fund, Inc.

**RELEVANT ACT SECTION:** Section 8(f).

**SUMMARY OF APPLICATION:** Applicant seeks an order declaring that it has ceased to be an investment company.

**FILING DATES:** The application was filed on January 26, 1996 and amended on April 15, 1996.

**HEARING OR 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 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 May 17, 1996, and should be accompanied by proof of service on 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 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, One Seaport Plaza, New York, New York 10292, Attention: S. Jane Rose, Esq.

**FOR FURTHER INFORMATION CONTACT:** Mercer E. Bullard, Staff Attorney, (202) 942-0565, or Alison E. Baur, Branch Chief, (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 at the SEC's Public Reference Branch.

#### Applicant's Representations

1. Applicant is an open-end, diversified management investment company incorporated under Maryland law. On March 31, 1983, applicant registered under the Act and filed a registration statement pursuant to Section 8(b) of the Act and the Securities Act of 1933. The registration statement was declared effective on June 6, 1983. Applicant commenced an initial public offering of its shares on June 13, 1983. Applicant initially registered under the name Prudential-Bache Research Fund, Inc., changed its name to Prudential Growth Fund, Inc. on October 24, 1991, and again changed its name to Prudential Strategist Fund, Inc. on June 23, 1994. Applicant offers three classes of shares: Class A, Class B and Class C.

2. On March 7, 1995, applicant's Board of Directors (the "Board") authorized the execution of an Agreement and Plan of Reorganization and Liquidation (the "Agreement")

<sup>1</sup> Bear, Stearns & Co. Inc. has indicated that it will act as a market maker for the Security upon the delisting of such Security from the Amex. See letter from Stephen M. Parish, Managing Director, Bear, Stearns & Co. Inc. to James L. Starr, Chief Financial Officer, Sierra Health Services, Inc. dated Feb. 15, 1995. Bear, Stearns & Co. Inc. also indicated, however, that it reserves the right to cease acting as a market maker for the Security at any time and for any reason. *Id.*

<sup>2</sup> The Company provided the Commission with copies of the three comment letters as well as the Company's responses thereto.