

Office of Personnel Management.

Janice R. Lachance,

Director.

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SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extension:

Rule 206(3)-2

SEC File No. 270-216

OMB Control No. 3235-0243.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is publishing the following summary of collections for public comment.

Rule 206(3)-2 permits investment advisers to comply with section 206(3) of the Investment Advisers Act of 1940 by obtaining a blanket consent from a client to enter into agency cross transactions, provided that certain disclosures are made to the client. The information requirements of the rule consist of the following: (1) Prior to obtaining the client's consent appropriate disclosure must be made to the client as to the practice of, and the conflicts of interest involved in, agency cross transactions; (2) at or before the completion of any such transaction the client must be furnished with a written confirmation containing specified information and offering to furnish upon request certain additional information; and (3) at least annually, the client must be furnished with a written statement or summary as to the total number of transactions during the period covered by the consent and the total amount of commissions received by the adviser or its affiliated broker-dealer attributable to such transactions.

The information required by rule 206(3)-2 is used by the Commission in connection with its investment adviser inspection program to ensure that advisers are in compliance with rule 206(3)-2. The information is also used by clients. Without the information collected under the rule, the Commission would be less efficient and effective in its inspection program and clients would not have information valuable for monitoring the adviser's handling of their accounts.

The Commission estimates that approximately 233 respondents utilize the rule annually, necessitating about 122 responses per respondent each year, for a total of 28,426 responses. Each response requires about .5 hours, for a total of 14,213 hours.

The estimated average burden hours are made solely for the purposes of the Paperwork Reduction Act and are not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information shall have practical utility; (b) the accuracy of the agency's estimate of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Direct your written comments to Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, N.W., Washington, DC 20549.

Dated: December 23, 1997.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-160 Filed 1-5-98; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission Office of Filings and Information Services Washington, DC 20549.

Rule 11Aa3-2

OMB Control No. 3235-new

SEC File No. 270-439

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for approval.

- Rule 11Aa3-2 Filing and Amendment of National Market System Plans

Rule 11Aa3-2 provides that self-regulatory organizations ("SROs") may, acting jointly, file a national market system plan or may propose an amendment to an effective national market system plan by submitting the text of the plan or amendment to the Secretary of the Commission, together with a statement of the purpose of such plan or amendment and, to the extent applicable, the documents and information required by Rule 11Aa3-2(b)(4) and (5). These record keeping requirements assist the Commission with monitoring SROs, national market system plans, and ensuring compliance with the rule.

There are nine SROs which are members of the Intermarket Trading System ("ITS"), the Consolidated Tape Association ("CTA"), the Consolidated Quote System ("CQS"), the Nasdaq Stock Market, Inc., ("Nasdaq"), or the Options Price Reporting Association ("OPRA"). Only ITS, CTA, CQS, Nasdaq, or OPRA submit filings pursuant to Rule 11Aa3-2 and only after an agreement is reached among member SROs. The staff estimates that there will be approximately six filings pursuant to Rule 11Aa3-2 each year. The staff also estimates that the average number of hours necessary for compliance with the Rule 11Aa3-2 is 33 annually. The total burden is approximately 200 hours annually, based upon past submissions. The average cost per hour is approximately \$50. Therefore, the total cost of compliance for SROs is \$10,000.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information shall have practical utility; (b) the accuracy of the agency's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

Please direct your written comments to Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, N.W., Washington, DC 20549.

Dated: December 7, 1997.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-233 Filed 1-5-98; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26805]

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

December 29, 1997.

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 thereunder. 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 thereto 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 January 22, 1998, to the Secretary, Securities and Exchange Commission, Washington, DC 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 shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After said date, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

National Fuel Gas Company (70-9149)

Notice of Proposal to Issue Common and Preferred Stock; Order Authorizing Solicitation of Proxies

National Fuel Gas Company ("NFG"), 10 Lafayette Square, Buffalo, New York 14201, a gas registered holding company, has filed a declaration under sections 6(a), 7 and 12(e) of the Public Utility Holding Company Act of 1935, as amended ("Act"), and rules 62 and 65 under the Act relating to proposed changes to its certificate of incorporation.

On December 11, 1997, the Board of Directors of NFG adopted resolutions to amend Article Fourth of NFG's Restated Certificate of Incorporation, as amended ("Certificate of Incorporation"), to: increase the number of authorized shares of common stock, \$1 par value ("Common Stock"), from 100,000,000 shares to 200,000,000 shares of Common Stock, eliminate NFG's existing 3,200,000 shares of authorized but unissued preferred stock, \$25 par value, and all related provisions in the Certificate of Incorporation¹ and authorize 10,000,000 shares, \$1 par value, of a new class of preferred stock ("New Preferred Stock"). NFG states that it has no present plans to issue New Preferred Stock or any material amount of additional shares of Common Stock.

NFG states that the New Preferred Stock will be issued in one or more series and with certain powers, designations, preferences and relative, participating, optional or other special rights and qualifications as the Board of Directors determines, in its discretion, without further action by the shareholders unless shareholder action is required by applicable law or stock exchange requirements. Issuances of New Preferred Stock will also be subject to then existing and applicable provisions of the Certificate of Incorporation.

NFG proposes to solicit proxies from its shareholders to approve amendments to NFG's Certificate of Incorporation required to effect these changes at the next annual shareholders meeting, scheduled for February 26, 1998. Accordingly, NFG requests that an order authorizing the solicitation of proxies be issued as soon as practicable under rule 62(d).

It appears to the Commission that NFG's declaration regarding the proposed solicitation of proxies should be permitted to become effective immediately.

It is ordered, under rule 62 under the Act, that the declaration regarding the proposed solicitation of proxies can become effective immediately, subject to the terms and conditions contained in rule 24 under the Act.

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

Margaret H. McFarland,

Deputy Secretary.

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¹ NFG represents that currently there are no outstanding shares of preferred stock.

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-22980]

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

December 30, 1997.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of December, 1997. A copy of each application may be obtained for a fee at the SEC's Public Reference Branch, 450 Fifth St., N.W., Washington, D.C. 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 January 26, 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, D.C. 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, D.C. 20549.

Lexington Tax Free Money Fund, Inc. [File No. 811-2714]

Summary: Applicant seeks an order declaring that it has ceased to be an investment company. On September 8, 1997, applicant made a liquidating distribution to its shareholders at net asset value. Approximately \$4,900 in expenses incurred in connection with the liquidation were borne by applicant. In addition, applicant has retained \$10,791 to cover outstanding liabilities relating to accounting, printing and mailing expenses, and tax costs associated with the liquidation. Costs in excess of this amount will be borne by applicant's investment adviser.

Filing Dates: The application was filed on November 4, 1997.

Applicant's Address: Park 80 West Plaza Two, Saddle Brook, New Jersey 07663.