

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26822]

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

February 2, 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 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 February 20, 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 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.

Ameren Corporation, et al. (70-9133)

Ameren Corporation ("Ameren"), a recently formed public utility holding company that will register under the Act, its service company, Ameren Services Company ("AMS"), a public utility subsidiary, Union Electric Company ("UE"), and its subsidiary, Union Electric Development Company ("UEDC"), each of which is located at 1901 Chouteau Avenue, St. Louis, Missouri 63103; a second public utility company, Central Illinois Public Service Company ("CIPS") and CIPSCO Investment Company ("CIC"), each located at 607 East Adams, Springfield, Illinois 62739; and a third public utility company, Electric Energy Incorporated ("EEI"), 2100 Portland Road, Joppa, Illinois 62953, ("Applicants") have filed an application-declaration under sections 6(a), 7, 9(a), 10, 12(b) and 12(c)

of the Act and rules 42, 43, 45 and 54 thereunder.

By order dated December 30, 1997 (HCAR No. 26809), the Commission authorized Ameren, under section 9(a)(2) of the Act to acquire all of the outstanding securities of CIPS and UE, and related transactions. ("Merger Order"). After consummation of the merger transactions, Ameren will register as a holding company under the Act. UE, CIPS and EEI are hereafter referred to collectively as "Utility Subsidiaries." AMS, UEDC and CIC are hereafter referred to collectively as "Non-Utility Subsidiaries." Non-Utility Subsidiaries together with Utility Subsidiaries are "Subsidiaries."

As described more fully below, the Applicants seek authority, through January 31, 2003 ("Authorization Period"), for: (1) Ameren to issue common stock, debt, and other securities; (2) the Utility Subsidiaries to issue capital stock and debt securities, including short-term debt, and interest rate swaps; (3) intrasystem financing among Ameren and its Non-Utility Subsidiaries, including the ability to issue guarantees; and (4) the Subsidiaries to alter their capital stock.

The following general terms will be applicable to the financing transactions for which authority is sought: (1) The effective cost of money on short-term debt financings and credit lines may not exceed 300 basis points over the six-month London Interbank Offered Rate; (2) the effective cost of money on preferred stock and other fixed income oriented securities, when issued, may not exceed 500 basis points over the interest rate on 30-year U.S. Treasury securities; and (3) issuance expenses in connection with any non-competitive offerings of securities, including any underwriting fees, commission or other similar compensation, will not exceed 5% of the principal or total amount of the securities being issued. Ameren represents that at all times during the Authorization Period its common equity will be at least 30% of its consolidated capitalization.

The proceeds from the financings will be used for general and corporate purposes, including: (1) Capital expenditures of Ameren or its Subsidiaries; (2) the repayment, redemption, refunding or purchase of debt and capital stock of Ameren or its Subsidiaries without the need for prior Commission approval; (3) working capital requirements and capital spending of the Ameren system; and (4) other lawful general purposes.

1. Ameren External Financings

Ameren may obtain funds externally through sales of common stock and/or debt financing, including commercial paper sales.

a. Common Stock

In the Merger Order, the Commission authorized Ameren to issue 137,215,462 shares of common stock in exchange for all outstanding shares of UE and CIPSCO. In addition, Ameren was authorized to issue and/or acquire up to 15 million shares of Ameren common stock in open market transactions over the period ending December 30, 2003, for purposes of Ameren's proposed benefit and dividend reinvestment plan and certain employee benefit plans of UE, CIPS and Ameren Services that will use Ameren common stock.

Ameren requests authority to issue up to 15 million additional shares of Ameren common stock for general corporate purposes other than for use in the DRIP or the benefit plans described in the Merger Order.

Common stock financing may be issued and sold pursuant to underwriting agreements of a type generally standard in the industry. Public distributions may be made pursuant to private negotiation with underwriters, dealers or agents or effected through competitive bidding among underwriters. In addition, sales may be made through private placements or other nonpublic offerings to one or more persons. Securities may be sold through underwriters or dealers, through agents, directly to a limited number of purchasers (or to trusts established for their benefit) and other shareholders through Ameren Stock Plans.

b. Indebtedness

Ameren proposes, through the Authorization Period, to issue commercial paper and/or other short-term debt aggregating not more than \$300 million outstanding at any one time to be used for general corporate purposes.

Ameren may sell commercial paper, from time to time, in established domestic paper markets. Such commercial paper would be sold to dealers at the discount rate per annum prevailing at the date of issuance from commercial paper of comparable quality and maturities sold to commercial paper dealers generally. It is expected that the dealers acquiring commercial paper from Ameren will reoffer such paper at a discount to corporate, institutional investors such as commercial banks, insurance companies, pension funds,

investment trusts foundations, colleges and universities, finance companies and nonfinancial corporations.

Ameren proposes to establish back-up bank lines in an aggregate principal amount not to exceed the amount of authorized commercial paper. In addition, Ameren may enter into credit agreements or other borrowing facilities with commercial banks, trust companies or other lenders providing for revolving credit or term loans during commitment periods not longer than the Authorization Period. The proceeds of such borrowings will be used for general corporate purposes.

2. Utility Subsidiary External Financings

The Utility Subsidiaries request authorization to engage in certain external financings which are outside the scope of the rule 52 exemption for financings of utility companies and for interest rate swaps.

a. Commercial Paper

The Utility Subsidiaries propose to issue commercial paper, through the Authorization Period, up to the following aggregate amounts: UE—\$575 million; CIPS—\$125 million; and EEI—\$60 million.

The Utility Subsidiaries may maintain back-up lines of credit in an aggregate principal amount not to exceed the amount of authorized commercial paper. Borrowings pursuant to commercial paper and related credit lines will not exceed \$575 million for UE, \$125 million for CIPS or \$60 million for EEI to be outstanding at any one time.

b. Credit Lines

The Utility Subsidiaries propose to establish credit lines and issue notes, through the Authorization Period, up to the aggregate amounts of \$425 million for UE, \$125 million for CIPS, and \$35 million for EEI. Proceeds from these borrowings will be used for general corporate purposes in addition to credit lines to support commercial paper as described in subsection (a) above.

c. Interest Rate Swaps

The Utility Subsidiaries propose to enter into, perform, purchase and sell financial instruments intended to manage the volatility of interest rates, including but not limited to interest rate swaps, caps, floors, collars and forward agreements or any other similar agreements to the extent the same are not exempt under rule 52. Each Utility Subsidiary may employ interest rate swaps as a means of managing risk

associated with any of its issued outstanding debt.

The Utility Subsidiaries request authorization to make and continue use of financial hedging instruments in connection with natural gas procurement and other utility operations. The Utility Subsidiaries will not engage in speculative transactions.

3. Intrasystem Financings for Non-Utility Subsidiaries

a. Guarantees

Ameren proposes to obtain letters of credits, enter into expense agreements or otherwise provide credit support with respect to the obligations of its Non-Utility Subsidiaries as may be appropriate to enable such system companies to carry on in the ordinary course of their respective businesses, in an aggregate principal amount not to exceed \$300 million outstanding at any one time. Such credit support may be in the form of committed bank lines of credit.

In addition, authority is requested for the Non-Utility Subsidiaries to enter into arrangements with each other similar to that described with respect to Ameren above, in an aggregate principal amount not to exceed \$50 million outstanding at any one time, except to the extent that the same are exempt pursuant to rule 45.

4. Changes in Capital Stock of Subsidiaries

The portion of an individual Subsidiary's aggregate financing to be affected through the sale of stock to Ameren or other immediate parent company during the Authorization Period cannot be ascertained at this time. It may happen that the proposed sale of capital stock may in some cases exceed the then authorized capital stock of such Subsidiary. In addition, the Subsidiary may choose to use other forms of capital stock. As needed to accommodate the proposed transactions and to provide for future issues, request is made for authority to increase the amount or change the terms of any such Subsidiary's authorized capital stock capitalization by an amount deemed appropriate by Ameren or other immediate parent company in the instant case. A Subsidiary would be able to change the par value, or change between par and no-par stock, without additional Commission approval.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 98-3007 Filed 2-5-98; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-23016; File No. 812-10850]

Security Benefit Life Insurance Company, et al.; Notice of Application

January 30, 1998.

AGENCY: Securities and Exchange Commission (the "Commission").

ACTION: Notice of application for order pursuant to sections 17(b) and 26(b) of the Investment Company Act of 1940 ("1940 Act").

SUMMARY OF APPLICATION: Applicants seeks an order approving the substitution of shares of the Prime Obligations Series of the Parkstone Advantage Fund (the "Trust") for shares of Series C of SBL Fund. Thereafter, Series C of SBL Fund, together with other series of the Trust, SBL Fund and Liberty Variable Investment Trust will continue to serve as the eligible funding vehicles for individual deferred variable annuity contracts ("Contracts") offered by Security Benefit Life Insurance Company (the "Company") for which the Parkstone Variable Annuity Account of Security Benefit Life Insurance Company serves as the funding medium.

APPLICANTS: Security Benefit Life Insurance Company and Parkstone Variable Annuity Account of Security Benefit Life Insurance Company (the "Account").

FILING DATE: The application was filed on October 30, 1997 and amended and restated on January 8, 1998.

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 regarding this application by writing to the Secretary of the Commission and serving Applicants with a copy of the request, in person or by mail. Hearing requests must be received by the Commission by 5:30 p.m. EST on February 24, 1998, and should be accompanied by proof of service on the Applicants in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the requester's interest, the reason for the request and the issues contested. Persons who wish to be