

bankruptcy or insolvency of the foreign custodian.

4. Applicants believe that the requested exemption is closely analogous to, and appropriate in light of, the foreign custodial arrangements available to management companies under rule 17f-5. Rule 17f-5 permits management companies to use foreign banks that meet the rule's capital requirements, transnational securities depositories, and securities depositories that operate the central system for handling securities or equivalent book-entries in a particular country. In addition, applicants believe that securities held by a foreign custodian, subject to the conditions listed below, will be at least as effectively protected as the same securities would be if directly deposited with a foreign branch of a United States bank, or shipped to the United States for custody. Applicants also believe that the exposure to certain custodial risks is reduced when securities are held through certain foreign securities depositories rather than through a foreign branch of a United States bank since securities held in those depositories do not have to be physically transported in certificate form for deposit outside the system to effect a trade and then retransported and redeposited upon sale.

5. Applicants believe that the use of eligible foreign custodians and Qualifying Custodians would result in efficiencies, cost savings, and enhanced liquidity of the Funds' foreign securities. Substantial costs and inefficiencies currently arise, in part, because all sales of certain depository-eligible portfolio securities must be settled only through that depository. Thus, since a unit investment trust that purchases securities that must be settled through the depository must also hold those securities outside of the depository, the unit investment trust must withdraw the securities from the depository, send them out for registration, and then transport them to an eligible sub-custodian (*i.e.*, a foreign branch of a United States bank). In order to subsequently resell the portfolio securities, they must be transported back to the depository for redeposit.

6. During the delay due to sending securities out for registration, corporate action information is not readily available. This could lead, for example, to delays in the crediting of dividends to the Trust for the benefit of unit holders. In addition, the delay could give rise to significant liquidity problems if sales of securities were needed to meet redemptions.

7. If a trust were permitted to hold securities in the foreign depository, this delay would be virtually eliminated. This is because securities held in the depository are automatically reregistered in the name of the depository common nominee and participants may continue to settle their delivery obligations according to sufficiency of their book-entry balances in their depository stock clearing accounts, even when the underlying certificates have been submitted to share registrars for registration.

8. The Trustees will be required to exercise reasonable care in selecting foreign custodians, and each Trustee will maintain written records regarding the basis for the choice or continued use of each foreign custodian. In addition, the prospectus of each Series will provide appropriate disclosure regarding foreign securities and foreign custody. Applicants believe that in view of the cost savings and increased efficiency and liquidity described above, and the proposed indemnification and oversight by the Trustees, the requested exemption is appropriate and should be granted.

#### Applicants' Conditions

Applicants agree that the order granting the requested relief shall be subject to the following conditions:

#### *I. Conditions Applicable to All Foreign Custodians*

1. The Indenture will contain provisions under which the Trustee agrees to indemnify the Series against any loss occurring as a result of willful misfeasance, bad faith, or negligence by the foreign custodian in the performance of its duties or by reason of the foreign custodian's reckless disregard of its duties.

2. The Indenture will contain provisions under which the Trustee agrees to be liable to the Series for any loss occurring as a result of the Trustee's willful misfeasance, bad faith or negligence in the performance of its duties under the Indenture or by reason of its reckless disregard of those duties.

3. The Indenture will contain provisions under which the Trustee agrees to perform all of the duties assigned by rule 17f-5, as now in effect or as it may be amended in the future, to boards of directors of management companies. A Trustee's duties under this condition will not be delegated.

4. The Series' prospectus will contain such disclosure regarding foreign securities and foreign custody as is required for management investment companies by Forms N-1A and N-2.

5. The Trustee will maintain and keep current written records regarding the basis for the choice or continued use of each foreign custodian. These records will be preserved for a period of not less than six years from the end of the fiscal year in which the unit investment trust was terminated, the first two years in an easily accessible place. Such records will be available for inspection at the Trustee's main office during the Trustee's usual business hours, by unitholders and by the SEC or its staff.

#### *II. Condition Applicable to Foreign Custodians With Insufficient Shareholders' Equity*

1. Any foreign custodian that fails to meet the definition of "eligible foreign custodian" solely because it does not meet the shareholders' equity requirement of rule 17f-5(c)(2) (i) or (ii), whichever is applicable, shall not be given custody of the assets of any Series unless and until the Trustee of that Series has entered into one of the following contractual agreements, which will remain in effect at all times during which the foreign custodian fails to have the minimum shareholders' equity specified in rule 17f-5(c)(2):

a. An agreement between the Series, the Trustee, the Sponsors, and the foreign custodian, which provides that the Trustee will indemnify the Series against any loss arising out of or in connection with the bankruptcy or insolvency of the foreign custodian; or

b. An agreement between the Series, the Trustee, the Sponsors, the foreign custodian, and an affiliated person of the foreign custodian that (i) is a bank (as defined in section 2(a)(5) of the Act) or bank holding company or (ii) meets the definition of "eligible foreign custodian" under rule 17f-5(c)(2)(i), which provides that the affiliated person will indemnify the Series against any loss arising out of or in connection with the bankruptcy or insolvency of the foreign custodian.

By the Commission.  
Margaret H. McFarland,  
*Deputy Secretary.*  
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#### **Issuer Delisting; Notice of Application to Withdraw from Listing and Registration; (Ocelot Energy Inc., Class B Subordinate Voting Shares No Par Value) File No. 1-12076**

November 13, 1995.

Ocelot Energy 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 America Stock Exchange, Inc. ("Amex").

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

The Company has determined that the trading volumes of the Security on the Amex do not justify the costs of maintaining a listing on the Amex. The Security will continue to trade on the Toronto Stock Exchange.

Any interested person may, on or before December 5, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges 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. 95-28614 Filed 11-22-95; 8:45 am]

BILLING CODE 8010-01-M

**Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Solitron Devices, Inc., Common Stock, \$.01 Par Value) File No. 1-4978**

November 16, 1995.

Solitron Devices, 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 Pacific Stock Exchange Incorporated ("PSE").

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

According to the Company, they no longer meet the PSE's continued listing requirements. Currently, the Security is

traded on the Nasdaq electronic bulletin board.

Any interested person may, on or before December 7, 1995, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the exchanges 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. 95-28618 Filed 11-22-95; 8:45 am]

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[Release No. 34-36481; File No. S7-24-89]

**Joint Industry Plan; Solicitation of Comments and Order Partially Approving Amendment No. 6 to Reporting Plan for Nasdaq/National Market Securities Traded on an Exchange on an Unlisted or Listed Basis, Submitted by the National Association of Securities Dealers, Inc., and the Boston, Chicago and Philadelphia Stock Exchanges**

November 13, 1995.

On November 13, 1995, the National Association of Securities Dealers, Inc., and the Boston, Chicago, and Philadelphia Stock Exchanges (collectively, "Participants")<sup>1</sup> submitted to the Commission proposed Amendment No. 6 to a joint transaction reporting plan ("Plan") for Nasdaq/National Market securities traded on an exchange on an unlisted or listed basis.<sup>2</sup>

<sup>1</sup> The signatories to the Plan, i.e., the National Association of Securities Dealers, Inc. ("NASD"), and the Chicago Stock Exchange, Inc. ("Chx") (previously, the Midwest Stock Exchange, Inc.), Philadelphia Stock Exchange, Inc. ("Phlx"), and the Boston Stock Exchange, Inc. ("BSE"), are the "Participants." The BSE, however, joined the Plan as a "Limited Participant," and reports quotation information and transaction reports only in Nasdaq/National Market (previously referred to as "Nasdaq/NMS") securities listed on the BSE. Originally, the American Stock Exchange, Inc., was a Participant to the Plan, but did not trade securities pursuant to the Plan, and withdrew from participation in the Plan in August 1994.

<sup>2</sup> The Commission notes that Section 12(f) of the Act describes the circumstances under which an exchange may trade a security that is not listed on the exchange, i.e., by extending unlisted trading privileges ("UTP") to the security. Section 12(f) was

The Commission is approving the proposed amendment to the Plan insofar as the proposal requests an extension of the effectiveness of the Plan. The Commission, however, is partially approving the proposal by approving operation of the Plan and trading pursuant to the Plan on a temporary basis to expire on December 12, 1995, and not through the entire period requested which would have been through December 29, 1995.

**I. Background**

The Commission originally approved the Plan on June 26, 1990.<sup>3</sup> The Plan governs the collection, consolidation and dissemination of quotation and transaction information for Nasdaq/National Market securities listed on an exchange or traded on an exchange pursuant UTP. The Commission originally approved trading pursuant to the Plan on a one-year pilot basis, with the pilot period to commence when transaction reporting pursuant to the Plan commenced. Consequently, the pilot period commenced on July 12, 1993. As requested by the Participants in Amendment Nos. 1, 2, 3, 4, and 5 to the Plan, the Commission has extended the effectiveness of the Plan five times. Accordingly, the effectiveness of the Plan was scheduled to expire on November 12, 1995.<sup>4</sup>

As originally approved by the Commission, the Plan required the

amended on October 22, 1994, 15 U.S.C. § 78f (1991) (as amended 1994). Prior to the amendment, Section 12(f) required exchanges to apply to the Commission before extending UTP to any security. In order to approve an exchange UTP application for a registered security not listed on any exchange ("OTC/UTP"), Section 12(f) required the Commission to determine that various criteria had been met concerning fair and orderly markets, the protection of investors, and certain national market initiatives. These requirements operated in conjunction with the Plan currently under review. The recent amendment to Section 12(f), among other matters, removes the application requirement and permits OTC/UTP only pursuant to a Commission order or rule. The order or rule is to be issued or promulgated under essentially the same standards that previously applied to Commission review of UTP applications. The present order fulfills these Section 12(f) requirements.

<sup>3</sup> See Securities Exchange Act Release No. 28146 (June 26, 1990), 55 FR 27917 ("1990 Approval Order"). For a detailed discussion of the history of UTP in OTC securities, and the events that led to the present plan and pilot program, see 1994 Extension Order, *infra* note 4.

<sup>4</sup> See Securities Exchange Act Release No. 34371 (July 13, 1994), 59 FR 37103 ("1994 Extension Order"). See also Securities Exchange Act Release No. 35221, (January 11, 1995), 60 FR 3886 ("January 1995 Extension Order"), Securities Exchange Act Release No. 36102 (August 14, 1995), 60 FR 43626 ("August 1995 Extension Order"), Securities Exchange Act Release No. 36226 (September 13, 1995), 60 FR 49029 ("September 1995 Extension Order"), and Securities Exchange Act Release No. 36368 (October 13, 1995), 60 FR 54091 ("October 1995 Extension Order").