

For premium payment years beginning in August 1997, the assumed interest rate to be used in determining variable-rate premiums for RPU plans (determined using an applicable percentage of 80 percent) is 5.21 percent. For "partial" RPU plans, the assumed interest rates to be used in determining variable-rate premiums can be computed by applying the rules in § 4006.5(g) of the premium rates regulation. The PBGC's premium payment instruction booklet also describes these rules and provides a worksheet for computing the assumed rate.

Multiemployer Plan Valuations Following Mass Withdrawal

The PBGC's regulation on Duties of Plan Sponsor Following Mass Withdrawal (29 CFR part 4281) prescribes the use of interest assumptions under the PBGC's regulation on Allocation of Assets in Single-employer Plans (29 CFR part 4044). The interest assumptions applicable to valuation dates in September 1997 under part 4044 are contained in an amendment to part 4044 published elsewhere in today's **Federal Register**. Tables showing the assumptions applicable to prior periods are codified in appendix B to 29 CFR part 4044.

Issued in Washington, D.C., on this 8th day of August 1997.

David M. Strauss,

Executive Director, Pension Benefit Guaranty Corporation.

[FR Doc. 97-21598 Filed 8-14-97; 8:45 am]

BILLING CODE 7708-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26753]

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

August 8, 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 September 2, 1997, 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.

Central and South West Corporation, et al. (70-8423)

Central and South West Corporation ("CSW"), a registered holding company, CSW International, Inc. ("CSWI"), and CSW Energy, Inc. ("Energy"), both wholly owned nonutility subsidiary companies of CSW, all at 1616 Woodall Rodgers Freeway, Dallas, Texas 75202, have filed a post-effective amendment under sections 6(a), 7, 9(a), 10, 12(b), and 13(b) of the Act and rules 43, 45, 54, 83, 86, 87, 90 and 91 under the Act to their application-declaration previously filed under sections 6(a), 7, 9(a), 10, 12(b), 13(b), 32 and 33 of the Act and rules 43, 45, 54, 83, 86, 87, 90 and 91 under the Act.

By order dated November 3, 1994 (HCAR No. 26156) ("1994 Order"), CSW was authorized, through December 31, 1997, to (a) organize and invest in CSW de Mexico, S.A. de C.V. ("CSWM"), and CSW de Mexico Servicios ("CSWM Servicios");¹ (b) invest either directly or indirectly, through CSWI, CSWM or other special purpose subsidiaries ("Project Parents"), in exempt wholesale generators ("EWGs") and foreign utility companies ("FUCOs") and, together with EWGs, "Exempt Facilities"; (c) provide directly or indirectly, through CSWI and/or CSWM, certain operational and management services to Exempt Facilities and to foreign electric utility enterprises ("Service Activities" and together with the businesses of the Exempt Facilities, "Permitted Activities"); (d) guarantee, or provide other forms of credit support for, the securities or contractual obligations of CSWI, CSWM and the Project Parents issued or incurred in connection with

the Permitted Activities; and (e) fund such investments from time to time through issuances by CSW, CSWI, CSWM, CSWM Servicios and/or the Project Parents of stock, partnership interests, promissory notes, commercial paper or other debt or equity securities.

The 1994 Order limited the amounts of investment by CSW in subsidiaries engaged in the Permitted Activities and of guaranties or other forms of credit support issued or arranged by CSW on behalf of such subsidiaries (collectively, "Aggregate General Authority") to \$400 million. By order dated September 27, 1995 (HCAR No. 26383) ("1995 Order"), CSW was authorized to increase its authority to make investments under the Aggregate General Authority up to an amount not to exceed 50% of its "consolidated retained earnings," as determined in accordance with rule 53(a)(1).² By order dated January 24, 1997 (HCAR No. 26653) (together with the 1994 Order and the 1995 Order, "Orders"), the Commission authorized CSW to increase its investments in Exempt Facilities in amounts which, when aggregated with the guaranties of the obligations of such entities, would not exceed 100% of CSW's "consolidated retained earnings," as determined in accordance with rule 53(a)(1).

CSW now seeks an extension, through December 31, 2002, of the authority granted in the Orders to (a) invest directly or indirectly in Exempt Facilities, (b) guarantee or provide other forms of credit support for subsidiaries engaged in the ownership and/or operation of Exempt Facilities, (c) fund such investments and/or guaranties through the issuance of securities to third parties, and (d) engage directly or indirectly in Service Activities. In addition, CSWI and Energy seek an extension through December 31, 2002 of authority granted in the 1994 Order and the 1995 Order for CSWI, CSWM, CSWM Servicios and/or the Project Parents to issue equity securities to third parties in connection with the Permitted Activities.

Energy and CSWI also request authority, through December 31, 2002, to (a) acquire the securities of companies ("Intermediate Subsidiaries") that would have direct or indirect ownership interests in companies engaged in Service Activities

¹ Energy was authorized to hold directly one share in CSWM to comply with a requirement of Mexican law that CSWM have a minimum of two shareholders. CSWM was authorized to hold all shares of CSWM Servicios except for one share to be held by CSWI.

² The 1994 Order had also authorized CSWI, CSWM and the Project Parents to issue securities to third parties without recourse to CSW in connection with the Permitted Activities in amounts not to exceed \$600 million in the aggregate. The 1995 Order raised this limit to \$3 billion.

outside the United States ("Foreign Service Companies") and in companies that are organized pursuant to rule 58 under the Act ("Rule 58 Companies") and (b) guarantee or otherwise provide credit support for the securities or contractual obligations of such companies, in amounts not to exceed \$200 million outstanding at any one time. The obligations under the requested guarantees or other forms of credit support would be nonrecourse to CSW.

Further, CSW requests authority for Foreign Service Companies to offer services to those affiliates of such Foreign Service Companies that do not derive, directly or indirectly, any material part of their income from sources within the United States. In accordance with rule 83, compensation for such services would be charged without regard to the restrictions imposed by rule 90(a)(2).

Entergy Power UK plc (70-9081)

Entergy Power UK plc ("EPUK"), Templar House, 81-87 High Holborn, London WC1V 6NU, England, a wholly-owned subsidiary company of Entergy Corporation ("Entergy"), a registered holding company, has filed an application-declaration under sections 6(a), 7, 9(a), 10, 12 (b), (c) and (f) of the Act and rules 45 and 54 thereunder.

EPUK³ proposes to organize an entity ("Issuing Entity") in the form of a special purpose limited partnership ("Limited Partnership") or statutory business trust ("Trust") to issue and sell one or more series of preferred securities ("Entity Interests") in an aggregate principal amount up to \$500 million, from time to time through December 31, 2000.⁴ EPUK will make an equity contribution to the Issuing Entity at the time the Entity Interests are issued. If the Issuing Entity is formed as a Limited Partnership, EPUK or a special purpose corporation wholly-owned by EPUK will acquire all of the general partner interest of the Limited Partnership and act as its general partner. If the Issuing Entity is formed as a Trust, EPUK would acquire all of the Trust's voting interests and the business of the Trust would be conducted by one or more trustees. Holders of the Entity Interests will be either the limited partners of the

Limited Partnership or the holders of preferred interests in the Trust. EPUK represents that its equity contribution to the Issuing Entity will at all times constitute at least 3% of the aggregate equity contributions by all security holders of the Issuing Entity.

In connection with the issuance of Entity Interests, EPUK proposes to issue and sell one or more series of junior subordinated debentures or capital interests (collectively, "Subordinated Securities") to the Issuing Entity. The Issuing Entity will purchase the Subordinated Securities with the proceeds from the sale of its Entity Interests, plus the equity contributions it received from EPUK. Each series of Subordinated Securities will have either a stated maturity date or not stated maturity date, and interest will be paid by EPUK at either a fixed or adjustable rate. The distribution rates, payment dates, redemption, maturity, if any, and other terms of the Subordinated Securities will be substantially similar to those of the Entity Interests, and will be determined by EPUK at the time of issuance pursuant to a subordinated securities agreement ("Subordinated Securities Agreement"). The interest paid by EPUK on the Subordinated Securities will constitute the only source of income for the Issuing Entity to pay monthly, quarterly, or semi-annual distributions on the Entity Interests, as determined at the time of issuance.

Each series of Entity Interests and any corresponding series of Subordinated Securities will be sold at such price and will be entitled to receive such distributions or interest payments on such periodic basis, as determined at the time of sale. No series of Entity Interests or corresponding series of Subordinated Securities will be sold if the interest rate, whether fixed or the initial adjustable rate, would exceed the lower of 15% per annum or market rates at the time of pricing for comparable securities of issuers of comparable credit quality bearing comparable maturities. Interest or distributions calculated in accordance with an adjustable rate will be established by reference to a benchmark rate, such as the London Interbank Offered Rate, the Treasury Rate or orders received in an auction procedure, and will not exceed 15% per annum. Subsequent rate adjustments may be made at established intervals or simultaneously with changes in the benchmark rate.

EPUK may guarantee the payment of distributions on the Entity Interests, payments to the holders of Entity Interests of amounts due upon liquidation of the Issuing Entity or

redemption of the Entity Interests, and certain additional "gross-up" amounts that may be payable in respect of Entity Interests.

EPUK may have the right to defer payment of interest on the Subordinated Securities for specified periods or for an indefinite period so long as dividends are not being paid on, or certain actions are not being taken with respect to the retirement of, the common or preferred stock of EPUK or one or more of the direct or indirect parent companies of EPUK during the period of deferral. The Subordinated Securities would be expressly subordinated to senior indebtedness of EPUK.

Distributions on Entity Interests will be paid periodically, as determined at the time of sale of such series, will be cumulative and will be mandatory to the extent that the Issuing Entity has legally available funds sufficient for such purposes. The availability of funds will depend entirely upon the Issuing Entity's receipt of the amounts paid under the Subordinated Securities. The Issuing Entity may also defer payment of distributions for a specified period or for an indefinite period, but only if and to the extent that EPUK defers interest payments on the Subordinated Securities.

EPUK expects that its interest payments on the Subordinated Securities will be deductible by it for United Kingdom income tax purposes and that the Issuing Entity will not be subject to United States or United Kingdom income tax on the interest received on the Subordinated Securities.

At the option of the Issuing Entity with the consent of EPUK, the Issuing Entity may redeem the Entity Interests, in whole or in part, at a price equal to their stated liquidation preference plus any accrued and unpaid distributions, on or before a date approximately five years after the date of issuance, upon the occurrence of certain adverse tax or regulatory events.⁵ The Entity Interests also may be subject to mandatory redemption under certain circumstances. Moreover, EPUK may reserve the right to exchange the Subordinated Securities for the Entity Interests or to distribute the Subordinated Securities to holders of

³ EPUK was incorporated in 1996 as a public limited company under the laws of England to acquire London Electricity plc ("LE"), a foreign utility company ("FUCO"), as defined in section 33 under the Act. EPUK's sole investment and significant asset is the entire share capital of LE.

⁴ The application states that tax considerations will influence whether the Issuing Entity is formed as a Limited Partnership or Trust.

⁵ Examples of such adverse events include if the Issuing Entity may become subject to United States or United Kingdom income tax on the interest it received on Subordinated Securities, a determination that the interest payments by EPUK on its Subordinated Securities are not deductible for the United States earnings and profits or United Kingdom income tax purposes, the Issuing Entity becomes subject to a more than minimal amount of other taxes, or if the Issuing Entity becomes subject to regulation as an "investment company" under the Investment Company Act of 1940, as amended.

Entity Interests, whereupon the Entity Interests would be canceled.

In the event Subordinated Securities are not treated as indebtedness for United Kingdom income tax purposes or the Issuing Entity is not treated as a partnership or trust, as the case may be, for United States income tax purposes, and the Issuing Entity is required to withhold or deduct certain amounts from payments on the Entity Interests, the Issuing Entity may have the obligation, if the Entity Interests are not redeemed or exchanged, to "gross up" such payments so that the holders of the Entity Interests will receive the same payment after withholding or deduction as they would have received if no withholding or deduction were required.

In the event of liquidation, dissolution or winding up of the Issuing Entity, holders of Entity Interests will be entitled to receive out of assets available for distribution before any distribution of assets to the general partner if the Issuing Entity is a Limited Partnership or to EPUK if the Issuing Entity is a Trust, an amount equal to the stated liquidation preference of the Entity Interests plus any accrued and unpaid distributions.

EPUK states that the constituent documents governing the Issuing Entity will contain provisions limiting the Issuing Entity's activities to (i) the issuance and sale of Entity Interests, (ii) the use of proceeds from the sale of Entity Interests and the equity contributions from EPUK to purchase Subordinated Securities, (iii) the receipt of interest on the Subordinated Securities and (iv) the payment of distributions on the Entity Interests. Moreover, EPUK represents that the constituent documents of the Issuing Entity will not include any interest or distribution coverage or capitalization ratio restrictions on the issuing Entity's ability to issue and sell additional Entity Interests.⁶ Transfer restrictions will apply to transfers of the general partner interest or voting interests, as the case may be.

EPUK anticipates that the issuance and sale of Entity Interests will be by means of competitive bidding,⁷ or negotiated public offering or private placement with institutional investors. The commission payable to underwriters is not expected to exceed

⁶In EPUK's view, such restrictions would not be necessary because the interest payments by EPUK on the Subordinated Securities will be sufficient to fully service the distributions on Entity Interests.

⁷The price for Entity Interests to be sold through the competitive bidding process is expected to range from 95% to 105% of the liquidation amount of that particular series of Entity Interests.

the lesser of 3.25% of the principal amount of the Entity Interests to be sold or an amount payable for comparable issuances of securities having terms, conditions and features similar to those of the Entity Interests.

EPUK intends to use the net proceeds from the issuance and sale of Entity Interests to repay a portion of the credit facility used to finance the acquisition of LE ("LE Credit Facility").⁸ In connection with such repayment, the LE Credit Facility may be amended and restated, and one or more subsidiaries of Energy formed to hold, with EPUK, LE, may be required to become a guarantor or co-maker of, or jointly or severally obligated to make payments under the amended and restated LE Credit Facility.

Central and South West Corporation, et al. (70-9083)

Central and South West Corporation, a Delaware corporation ("CSW") and a registered holding company under the Act, CSW Energy, Inc., a Texas corporation, and EnerShop, Inc., a Delaware corporation, all located at 1616 Woodall Rodgers Freeway, P.O. Box 660164, Dallas, Texas 75202, and collectively referred to as the "Applicants," have filed a declaration under sections 6(a), 7 and 12(b) of the Act, and rules 45 and 54 thereunder.

Applicants state that under rule 58 of the Act, they intend to acquire the securities of or interests in one or more companies that will engage in all forms of brokering and marketing transactions involving electricity and other energy commodities, including natural gas, oil and coal, at wholesale and retail, through one or more associate energy-related companies (hereinafter referred to as "Marketing Companies"), and to provide incidental related services, such as fuel management, storage and procurement ("Marketing Activities"). In addition, the Applicants from time to time state that they may acquire the securities of or interests in the business of one or more other companies, each of which will engage exclusively in energy-related activities under rule 58 (collectively with Marketing Companies, "Energy-Related Companies").

In connection with the activities of the Energy-Related Companies, the Applicants seek authority to issue or arrange various kinds of credit support in an aggregate amount that will not exceed \$250 million, as required or

⁸EPUK states that neither the proceeds from the issuance and sale of Entity Interests nor any savings derived from the repayment of the LE Credit Facility will be used to make new investments in an exempt wholesale generator, as defined in section 32 of the Act, or any other FUCO.

appropriate for any Energy-Related Company, directly or indirectly: (i) to secure debt financing; (ii) to satisfy bid bond requirements; and/or (iii) to satisfy credit support requirements in connection with exempt activities conducted by Energy-Related Companies and/or financing documents and agreements to which any Energy-Related Company (directly or indirectly) becomes a party ("Guarantees"). The Applicants state that any Guarantee issued by them on behalf of any Energy-Related Company will be included in the determination of aggregate investment for purposes of rule 58.

The debt financing guaranteed by the Applicants will not: (i) exceed a term of fifteen years; or (ii)(a) bear a rate equivalent to a floating interest rate in excess of 2% over the prime rate, London Interbank Offered Rate or other appropriate index, in effect from time to time, or (b) bear a fixed rate in excess of 2.5% above the yield at the time of issuance of United States Treasury obligations of a comparable maturity. Any commitment or other fees with respect to the debt will not exceed one percent per annum of the total amount of debt financing.

The Applicants state that the Energy-Related Companies will take appropriate measures in the normal course of their business to mitigate the risks associated with electric power and fuel purchase or sale contracts. CSW will not seek recovery through higher rates to customers of its operating utility company subsidiaries to compensate CSW for any possible losses that it may sustain in connection with Guarantees or its investment in Energy-Related Companies.

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

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 97-21594 Filed 8-14-97; 8:45 am]

BILLING CODE 8010-01-M

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-38911; File No. SR-DCC-97-08]

Self-Regulatory Organizations; Delta Clearing Corp.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to the Amendment of Fees Charged for Options

August 8, 1997.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934