

CONTACT PERSON FOR MORE INFORMATION: Mr. Joseph R. Coyne, Assistant to the Board; (202) 452-3204. You may call (202) 452-3207, beginning at approximately 5 p.m. two business days before this meeting, for a recorded announcement of bank and bank holding company applications scheduled for the meeting.

Dated: May 12, 1995.

Jennifer J. Johnson,

Deputy Secretary of the Board.

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SECURITIES AND EXCHANGE COMMISSION

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meetings during the week of May 15, 1995.

A closed meeting will be held on Tuesday, May 16, 1995, at 10:00 a.m. Open meetings will be held on Wednesday, May 17, 1995, at 9:00 a.m. and on Friday, May 19, 1995, at 11:00 a.m., in Room 1C30.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has

certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(4), (8), (9)(A) and (10) and 17 CFR 200.402(a)(4), (8), (9)(i) and (10), permit consideration of the scheduled matters at a closed meeting.

Commissioner Wallman, as duty officer, voted to consider the items listed for the closed meeting in a closed session.

The subject matter of the closed meeting scheduled for Tuesday, May 16, 1995, at 10:00 a.m., will be:

- Institution of injunctive actions.
- Institution of administrative proceedings of an enforcement nature.
- Settlement of injunctive actions.
- Formal orders of investigation.
- Withdraw settlement of administrative proceedings of an enforcement nature.
- Opinions.

The subject matter of the open meeting scheduled for Wednesday, May 17, 1995, at 9:00 a.m., will be:

The Commission will hold a roundtable discussion with members of the Federal Regulation of Securities Committee of the ABA's Business Law Section. The topics discussed may include alternative approaches to an improved safe harbor for forward looking documents; pending legislative proposals that affect the Securities & Exchange Commission; and sales practices for sophisticated investment products and evolving suitability standards. For further information, please contact Jonathan Katz (202) 942-7070.

The subject matter of the open meeting scheduled for Friday, May 19, 1995, at 11:00 a.m., will be:

1. Consideration of whether to propose amendments to the all-holder's/best price provisions of: (i) Rule 13e-4; and (ii) 14d-10 to prohibit a tender offeror from paying a soliciting dealer fee to a security holder with respect to any tender by that holder for its own account. For further information, please contact Gregg Corso or Laurie Green at (202) 942-2920, Division of Corporation Finance; Nancy Sanow or Carlene Kim at (202) 942-0772, Division of Market Regulation.

2. Consideration of whether to approve a National Association of Securities Dealers ("NASD") proposed rule change (SR-NASD-94-62) to amend its Interpretation under Article III, Section 1 of the NASD Rules of Fair Practice to prohibit a Nasdaq market maker from trading ahead of customer limit orders sent to it for execution from another broker-dealer. For further information, please contact Ethan Corey at (202) 942-0174.

At times, changes in Commission priorities require alternations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary (202) 942-7070.

Dated: May 12, 1995.

Jonathan G. Katz,

Secretary.

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