

For further details with respect to this proposed action, see the application from the Toledo Edison Company and CSC dated December 13, 1996, and the supplemental letter dated February 14, 1997 (from Licensees' counsel), which are available for public inspection at the Commission's Public Document Room, the Gelman Building, 2120 L Street, NW., Washington, DC, and at the local public document room located at the University of Toledo, William Carlson Library, Government Documents Collection, 2801 West Bancroft Avenue, Toledo, Ohio 43606.

Dated at Rockville, Maryland, this 8th day of April 1997.

For the Nuclear Regulatory Commission.  
**Allen G. Hansen,**

*Project Manager, Project Directorate III-3, Division of Reactor Projects III/IV, Office of Nuclear Reactor Regulation.*

[FR Doc. 97-9557 Filed 4-11-97; 8:45 am]  
BILLING CODE 7590-01-P

## NUCLEAR REGULATORY COMMISSION

[Docket No. 50-213]

### Receipt of Petition for Director's Decision Under 10 CFR 2.206

Notice is hereby given that by a Petition dated March 11, 1997, Ms. Rosemary Bassilakis on behalf of the Citizens Awareness Network and the Nuclear Information and Resource Service requested the U.S. Nuclear Regulatory Commission (NRC or Commission) to take action with regard to the Connecticut Yankee Atomic Power Company Haddam Neck Plant. This letter is being treated as a Petition pursuant to 10 CFR 2.206.

The Petition requests a modification of the license of the Connecticut Yankee Atomic Power Company's Haddam Neck Plant that would prohibit any decommissioning activity for at least six months without any contamination events occurring, enforcement action against this licensee by means of a large civil penalty and that the facility be placed on the NRC watch list.

The Petition is being treated pursuant to 10 CFR 2.206 of the Commission's regulations, and has been referred to the Director of Nuclear Reactor Regulation (NRR). As provided by Section 2.206, appropriate action will be taken on this Petition within a reasonable time.

Petitioner's March 11 request has been made available in the Commission's Public Document Room, 2120 L Street, NW., Washington, DC 20555.

Dated at Rockville, Maryland this 3rd day of April 1997.

For the Nuclear Regulatory Commission.

**Samuel J. Collins,**  
*Director, Office of Nuclear Reactor Regulation.*

[FR Doc. 97-9559 Filed 4-11-97; 8:45 am]  
BILLING CODE 7590-01-P

## POSTAL RATE COMMISSION

### Sunshine Act Meeting

**AGENCY:** Postal Rate Commission.

**TIME AND DATE:** 10:30 a.m., May 13, 1997.

**PLACE:** Conference Room, 1333 H Street, NW., Suite 300, Washington, DC 20268.

**STATUS:** Closed.

**MATTERS TO BE CONSIDERED:** Docket No. MC96-2, Classroom Mail Rates.

**CONTACT PERSON FOR MORE INFORMATION:** Margaret P. Crenshaw, Secretary, Postal Rate Commission, Suite 300, 1333 H Street, NW., Washington, DC 20268-0001, Telephone (202) 789-6840.

**Margaret P. Crenshaw,**

*Secretary*

[FR Doc. 97-9619 Filed 4-10-97; 11:27 am]

BILLING CODE 7710-FW-P

## RAILROAD RETIREMENT BOARD

### Notification of Items Added to Agenda

On April 9, 1997, the Board voted unanimously to add the following items to the open portion of its agenda for the April 16, 1997 Board Meeting:

(7) Requests to Post Field Service Vacancies

A. One permanent GS-09 Contact Representative position in the Tampa, FL, district office.

B. One permanent GS-10 Contact Representative position and one permanent GS-09 Contact Representative position, both in the Nashville, TN, district office.

C. One GS-10 Contact Representative position in the Oakland, CA, district office.

D. One GS-09 Contact Representative position in the Salt Lake City, UT, district office; and one GS-09 Contact Representative position in the West Covina, CA, district office.

E. One permanent GS-10 Contact Representative position in the Portland, OR, district office.

Dated: April 9, 1997.

**Beatrice Ezerski,**  
*Secretary to the Board.*

[FR Doc. 97-9634 Filed 4-10-97; 8:45 am]  
BILLING CODE 7905-01-M

## SECURITIES AND EXCHANGE COMMISSION

[Rel. No. IC-22604; 812-10378]

### Arnhold and S. Bleichroeder, Inc.; Notice of Application for Permanent Order

April 7, 1997.

**AGENCY:** Securities and Exchange Commission ("SEC").

**ACTION:** Notice of application for Permanent Order of Exemption under the Investment Company Act of 1940 (the "Act").

**APPLICANT:** Arnhold and S. Bleichroeder, Inc. ("A&SB").

**RELEVANT ACT SECTIONS:** Order requested under section 9(c) of the Act granting an exemption from section 9(a).

**SUMMARY OF APPLICATION:** A&SB has requested an order under section 9(c) of the Act exempting it from section 9(a) to the extent necessary to permit A&SB to employ an individual who is subject to a securities-related injunction.

**FILING DATES:** The application was filed on October 2, 1996, and was amended on February 6, 1997, and April 1, 1997.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving A&SB with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on April 28, 1997, and should be accompanied by proof of service on A&SB, 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 SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, N.W., Washington, D.C. 20549. A&SB, 45 Broadway, New York, New York 10006.

**FOR FURTHER INFORMATION CONTACT:** Brian T. Hourihan, Senior Counsel, at (202) 942-0526, or Mercer E. Bullard, Branch Chief, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained for a fee from the SEC's Public Reference Branch.

### Applicant's Representations

1. A&SB, a New York corporation, is a registered broker-dealer and parent to Arnhold and S. Bleichroeder Advisers ("A&SB Advisers"), a registered investment adviser. A&SB serves as the principal underwriter to, and A&SB Advisers serves as the investment adviser to, First Eagle Fund of America, Inc. and First Eagle International Fund, Inc., both registered open-end investment companies (the "Funds").

2. A&SB proposes to employ Geoffrey W. Collier ("Mr. Collier") as senior vice president in its institutional equity department. Mr. Collier's primary responsibility at A&SB will be to work with its institutional equity businesses. He will coordinate the effort among A&SB's institutional sales, research and sales trading areas, and evaluate and make recommendations with respect to staff, products and process. Mr. Collier will report directly to Mr. John P. Arnhold ("Mr. Arnhold"), Co-President and Director of A&SB. He will work with Mr. Arnhold on personnel issues and strategic planning but will not have unilateral decision-making authority in these areas. He will not be responsible for proprietary trading, market-making, underwriting, or corporate finance activities or have supervision over employees' personal trading activities.

3. Mr. Collier is subject to a securities-related injunction, as described below. On July 20, 1988, in an action instituted by the SEC, Mr. Collier consented to the entry of a final judgment and order of permanent injunction (the "Injunction") by the United States District Court for the Central District of California.<sup>1</sup> The court permanently enjoined Mr. Collier from violating section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and rule 10b-5 thereunder. The SEC's complaint alleged that Mr. Collier, between August and November 1986, violated section 10(b) and rule 10b-5 with respect to several trades in the securities of Cadbury-Schweppes, PLC and Associated Engineering, PLC (the "United Kingdom Corporations"). At that time, Mr. Collier was a managing director of Morgan Grenfell Securities, Ltd. ("Morgan Grenfell") in charge of securities trading. The complaint alleged that Mr. Collier, through his position at Morgan Grenfell, learned that Morgan Grenfell was assisting two U.S. corporations in an attempt to acquire the United Kingdom Corporations in two unrelated transactions. The complaint further alleged that Mr. Collier made use of this

material non-public information to cause an off-shore corporation that he controlled to purchase shares of the United Kingdom Corporations' stock. Mr. Collier was also charged in the United Kingdom in connection with the same activities. Applicants represent that no foreign regulatory authority has ever made any finding set forth in section 9(b)(4) of the Act, with respect to Mr. Collier. A&SB requests exemptive relief to permit it to employ Mr. Collier.

### Applicant's Legal Analysis

1. Section 9(a)(2) of the Act, in pertinent part, disqualifies any person from acting in the capacity of employee, officer, director, member of an advisory board, investment adviser, or depositor for any registered investment company, or principal underwriter for any registered open-end company, registered unit investment trust, or registered face amount company, if such person is, by reason of any misconduct, permanently or temporarily enjoined from acting as an underwriter, broker, dealer, or investment adviser, or as an affiliated person or employee of an investment company, or from engaging in or continuing any conduct or practice in connection with any such activity or in connection with the purchase or sale of any security. A company with an employee or other affiliated person ineligible to serve in any of these capacities under section 9(a)(2) is similarly ineligible by reason of section 9(a)(3) of the Act.

2. Section 9(c) of the Act provides that, upon application, the SEC shall grant an exemption from the disqualification provisions of section 9(a), either unconditionally or on an appropriate temporary or other conditional basis, if it is established that the prohibitions of section 9(a), as applied to an applicant, are unduly or disproportionately severe or that the conduct of such person has been such that it would not be against the public interest or protection of investors to grant such application.

3. A&SB believes that, absent relief, Mr. Collier's employment would cause it to become disqualified under section 9(a) of the Act from acting in any of the capacities specified in that section with respect to the Funds, and therefore requests an order granting the requested relief. A&SB states that it is requesting relief so that it and any of its affiliated persons will not be disqualified from acting in any of the capacities specified in section 9(a) by reason of employing Mr. Collier. A&SB represents that it has received all necessary approvals from all applicable self-regulatory organizations, including the New York

Stock Exchange, with respect to the proposed employment of Mr. Collier. A&SB notes that it currently is not disqualified from acting in any of the capacities specified in section 9(a) of the Act.

4. In support of its request for exemptive relief, A&SB asserts that:

(a) Neither A&SB nor any affiliated person of A&SB was the subject of the Injunction, and the facts and circumstances to which the Injunction relate did not involve any activities of A&SB or its affiliates.

(b) The Funds were not in any way involved in any of the circumstances referred to in the Injunction.

(c) As an employee of A&SB's institutional equities department, Mr. Collier will have no involvement with, or responsibility for, the Funds.

(d) The allegations in the SEC's complaint against Mr. Collier and the terms of the Injunction and the circumstances to which they relate in no way involved any activities of a registered investment company. A&SB states that during Mr. Collier's tenure with Morgan Grenfell, he was not involved with the activities of any of Morgan Grenfell's investment companies other than on a purely arm's-length basis.

(e) A&SB notes that over eight years have passed since the entry of the Injunction and Mr. Collier has not been subject to any similar actions, or sanctioned in any way by the SEC, any self-regulatory organization, or any state securities commission, nor are there any customer complaints, lawsuits, or regulatory actions pending against Mr. Collier.

(f) The prohibitions of section 9(a) deprive Mr. Collier of the opportunity to serve as an employee of any company, such as A&SB, that serves as an investment adviser or principal underwriter for any investment company, in circumstances in which he would have no involvement investment company operations.

(g) The prohibitions of section 9(a) would be unduly and disproportionately severe as applied to A&SB because they would deprive it of Mr. Collier's services in an area totally unrelated to the activities of an investment company.

### Applicant's Condition

A&SB agrees that any order granted pursuant to the application will be subject to the condition that neither A&SB, nor any affiliated person of A&SB relying upon relief granted pursuant to the application, will employ Mr. Collier in any capacity directly related to the provision of investment

<sup>1</sup> SEC Litigation Release No. 11817 (July 26, 1988).

advisory services to, or acting as a depositor for, any registered investment company, or related to acting as a principal underwriter for, any registered open-end investment company, unit investment trust or registered face amount certificate company without first making further application to the SEC.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 97-9459 Filed 4-11-97; 8:45 am]

BILLING CODE 8010-01-M

## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 22603; 811-5764]

### Tri-Magna Corporation; Notice of Application

April 7, 1997.

**AGENCY:** Securities and Exchange Commission ("SEC").

**ACTION:** Notice of Application for Deregistration under the Investment Company Act of 1940 (the "Act").

**APPLICANT:** Tri-Magna Corporation.

**RELEVANT SECTION OF ACT:** Order requested under section 8(f).

**SUMMARY OF APPLICATION:** Applicant seeks an order declaring that it has ceased to be an investment company.

**FILING DATES:** The application was filed on August 27, 1996, and amended on February 20, 1997.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC's Secretary and serving 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 May 2, 1997, 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 may request notification of a hearing by writing to the SEC's Secretary.

**ADDRESSES:** Secretary, SEC, 450 Fifth Street, NW., Washington, DC 20549. Applicant, 205 East 42nd Street, Suite 2020, New York, NY 10017.

**FOR FURTHER INFORMATION CONTACT:** H.R. Hallock, Jr., Special Counsel, at (202) 942-0564, or Mercer E. Bullard,

Branch Chief, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The summary includes information from a prior application by applicant and certain affiliates that was granted on May 21, 1996 and has been incorporated in the application by reference.<sup>1</sup> The complete application and prior application incorporated by reference may be obtained for a fee at the SEC's Public Reference Branch.

### Applicant's Representations

1. Applicant is a closed-end management investment company. It was organized as a Delaware corporation in 1989 for the purpose of acquiring all the outstanding voting capital stock of Medallion Funding Corp. ("MFC"), a New York corporation registered under the Act since 1981 as a closed-end investment company and licensed by the Small Business Administration ("SBA") as a Specialized Small Business Investment Company.

2. On February 3, 1989, Applicant registered under section 8(a) of the Act by filing a Form N-8A. On the same date, applicant filed a registration statement on Form N-14 under the Securities Act of 1933 to register 665,900 shares of common stock. Such registration statement became effective and applicant commenced an initial public offering of its shares on April 21, 1989.

3. Applicant's business consisted primarily of making loans through MFC and another wholly-owned subsidiary, Medallion Taxi Media, Inc. ("Media"), to finance the purchase of taxicab medallions, taxicabs and related assets by persons defined by the SBA as socially or economically disadvantaged. After 1992, several trends affecting the finance industry in general and applicant in particular had combined to produce lower yields on applicant's loan portfolio and corresponding smaller shareholder returns.

4. Applicant's management pursued several alternatives to resolve these ongoing problems. Management first considered raising additional capital through an offering of applicant's common stock. Then, after receiving a uniformly negative response to any such offering in meetings with investment bankers, the board of directors directed management to pursue efforts to sell

applicant. Management did not succeed, however, in obtaining any offer to buy applicant at any price.

5. Subsequently, in January 1995, management began to consider a purchase of applicant and, in May 1995, submitted a proposal to applicant's board that involved the acquisition of applicant and certain other similar companies by Medallion Financial Corp. ("Medallion"). Medallion, a business development company under the Act, was organized in 1995 for the purpose of acquiring applicant and such other companies. Medallion proposed to acquire all of applicant's outstanding shares in a cash merger at a price of \$20 per share.

6. In August 1995, an independent committee of applicant's board engaged Gruntal & Co., Inc. ("Gruntal"), to evaluate the fairness of Medallion's proposal. Gruntal provided its opinion, by letter dated October 11, 1995, that the terms of the proposed merger were fair to applicant and its shareholders. Using discounted cash flow and other analyses, Gruntal valued applicant's shares at between \$19.57 and \$27.79, before applying a discount of up to 30% to account for the limited trading market for applicant's common stock and other items.

7. Based on their review of Gruntal's opinion, the independent directors recommended that applicant's board approve an Agreement of Merger (the "Agreement") with Medallion. At a meeting on October 18, 1995, applicant's full board approved the Agreement, which was executed on December 21, 1995.

8. As of March 31, 1996, applicant had 668,900 shares of common stock outstanding and a net asset value of \$17,505,681, or \$26.17 per share. Applicant states that such valuation omits the effect of an arrangement with the SBA under which applicant in 1995 had repurchased its preferred stock owned by the SBA at a substantial discount. Under this arrangement, the SBA retained a liquidating interest based on the amount of the discount, which initially amounted to more than \$6 million, or approximately \$9.00 per share. Applicant treated the full amount of the discount, which was amortizable over a five year period, as an increase in capital. In connection with the merger, Medallion agreed to assume liability for any payment due on the liquidating interest. Accordingly, when the liquidating interest is considered, applicant asserts that the \$20 per share merger price for its shares is greater than its net asset value per share.

9. In April 1996, the board renegotiated the Agreement to permit

<sup>1</sup> Medallion Financial Corp., Investment Company Act Release Nos. 21915 (April 24, 1996) (notice) and 21969 (May 12, 1996) (order).