

Southern for the benefit of the grantee without payment of consideration by the grantee. The Committee will establish a restriction period of one through ten years for each award. The grantee's right to transfer the shares is subject to restrictions, but the grantee will be entitled to dividends paid on the Restricted Stock and will have the right to vote the shares.

Southern proposes to make a total of 40 million shares of Common Stock available for grants under the Plan. The maximum number of shares of Common Stock that may be the subject of any award to a grantee during any calendar year is one million.

The Plan will terminate February 17, 2001, unless terminated sooner by the Board of Directors. The Board of Directors of Southern may terminate or amend the Plan at any time, but may not, without stockholder approval, increase the total number of shares of Common Stock available for grants.

Approval of the Plan requires the affirmative vote of the holders of a majority of the shares of Common Stock represented in person or by proxy at the annual meeting, scheduled to be held on May 28, 1997. Southern may employ professional proxy solicitors to assist in the solicitation of proxies, and may pay their expenses and compensation for such assistance in an amount not to exceed \$30,000.

Southern proposes to mail the notice of meeting, proxy statement and proxy to its shareholders for the annual meeting, and has filed its proxy solicitation materials relating to the Plan. It appears to the Commission that Southern's declaration, to the extent that it relates to the proposed solicitation of proxies, should be permitted to become effective forthwith pursuant to rule 62(d).

It is ordered, that the declaration, to the extent that it relates to the proposed solicitation of proxies in connection with proposed approval of the Plan be, and it hereby is, permitted to become effective forthwith, pursuant to rule 62 and subject to the terms and conditions prescribed in rule 24 under the Act.

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

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

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 April 21, 1997.

A closed meeting will be held on Thursday, April 24, 1997, at 10:00 a.m. An open meeting will be held on Friday, April 25, 1997, at 9:30 a.m.

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 the 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 Thursday, April 24, 1997, at 10:00 a.m., will be:

Institution and settlement of injunctive actions.

Institution and settlement of administrative proceedings of an enforcement nature.

The subject matter of the open meeting scheduled for Friday, April 25, 1997, at 9:30 a.m., will be:

(1) The Commission will hear oral argument on appeal by Suzanne L. Cook from an administrative law judge's initial decision. For further information, contact Sara P. Crovitz at (202) 942-0982.

(2) The Commission will hear oral argument on appeal by Richard H. Morrow from an administrative law judge's initial decision. For further information, contact Joan L. Loizeaux at (202) 942-0950.

At times, changes in Commission priorities require alterations 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 at (202) 942-7070.

Dated: April 18, 1997.

Jonathan G. Katz,

Secretary.

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SMALL BUSINESS ADMINISTRATION

[Declaration of Disaster #2949]

State of Minnesota

As a result of the President's major disaster declaration on April 8, 1997, I find that the following counties in the State of Minnesota constitute a disaster area due to damages caused by severe flooding, severe winter storms, snowmelt, high winds, rain, and ice beginning March 21, 1997 and continuing: Benton, Big Stone, Brown, Chippewa, Clay, Kittson, LacQui Parle, Marshall, Norman, Pennington, Polk, Red Lake, Roseau, Sherburne, Stearns, Swift, Traverse, Washington, Wilkin, Wright, and Yellow Medicine. Applications for loans for physical damages may be filed until the close of business on June 7, 1997, and for loans for economic injury until the close of business on January 8, 1998 at the address listed below or other locally announced locations: U.S. Small Business Administration, Disaster Area 2 Office, One Baltimore Place, Suite 300, Atlanta, GA 30308.

In addition, applications for economic injury loans from small businesses located in the following contiguous counties may be filed until the specified date at the above location: Anoka, Becker, Beltrami, Blue Earth, Carver, Chisago, Clearwater, Cottonwood, Dakota, Douglas, Grant, Hennepin, Isanti, Kandiyohi, Lake of the Woods, Lincoln, Lyon, Mahnomen, McLeod, Meeker, Mille Lacs, Morrison, Nicollet, Otter Tail, Pope, Ramsey, Redwood, Renville, Stevens, Todd, and Watonwan in the State of Minnesota; and Pierce, Polk, and St. Croix in the State of Wisconsin. Any counties contiguous to the above-named primary counties and not listed herein have been covered under a separate declaration for the same occurrence.

Interest rates are:

	Percent
For Physical Damage:	
Homeowners with credit available elsewhere	7.625
Homeowners without credit available elsewhere	3.875
Businesses with credit available elsewhere	8.000
Businesses and non-profit organizations without credit available elsewhere	4.000
Others (including non-profit organizations) with credit available elsewhere	7.250
For Economic Injury:	