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U.S. SECURITIES AND
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INVESTMENT COMPANY ACT RELEASES

AMERICAN LIFE/ANNUITY SERIES, ET AL.

An order has been issued under Section 17(b) of the Investment Company Act exempting American Life/Annuity Series (AL), American Variable Insurance Series (VI) and Capital Research and Management Company from Section 17(a) of the Act to the extent necessary to permit certain purchase and sale transactions between AL and VI involving AL's portfolio securities. (Rel. IC-17246 - Nov. 29)

CONFEDERATION LIFE INSURANCE AND ANNUITY COMPANY, ET AL.

A notice has been issued giving interested persons until December 26 to request a hearing on an application by Confederation Life Insurance and Annuity Company, CLIAC Separate Account A (Account), and Confederation Financial Services, (U.S.), Inc. for an order under Section 6(c) of the Investment Company Act granting exemptions from the provisions of Section 26(a)(2)(C) and 27(c)(2) of the Act to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of the Account in connection with certain variable annuity contracts. (Rel. IC-17247 - Nov. 29)

AMERICAN TAX CREDIT PROPERTIES II L.P.

A notice has been issued giving interested persons until December 26 to request a hearing on an application filed by American Tax Credit Properties II L.P. (Partnership) and its general partner, Richman Tax Credit Properties II, exempting the Partnership from all provisions of the Investment Company Act. The Partnership will operate as a "two-tier" limited partnership by investing in other limited partnerships that in turn will engage in the ownership, operation, and possibly development or rehabilitation of housing for low or moderate income persons. These investments are expected to generate tax benefits to the Limited Partners of the Partnership in the form of low income credits and, in some instances, rehabilitation credits. (Rel. IC-17248 - Nov. 30)

USAA LIFE PORTFOLIO SERIES, INC. VARIABLE ACCOUNT A OF USAA LIFE INSURANCE COMPANY

Notices have been issued giving interested persons until December 26 to request a hearing on applications filed by USAA LIFE PORTFOLIO SERIES, INC. (Portfolio Series) and VARIABLE ACCOUNT A OF USAA LIFE INSURANCE COMPANY (Account A) seeking orders declaring that Portfolio Series and Account A have ceased to be investment companies. (Rels. IC-17249 and IC-17250 - Dec. 1)

DEAN WITTER REYNOLDS, INC.

An order has been issued on an application filed by Dean Witter Reynolds, Inc., et al. for an order of the Commission, under Section 11(a) of the Investment Company Act, allowing applicants to make, until April 23, 1990, exchange offers that are otherwise not in accordance with Rule 11a-3. (Rel. IC-17251 - Dec. 1)

HOLDING COMPANY ACT RELEASES

EASTERN UTILITIES ASSOCIATES ET AL.
YANKEE ATOMIC ELECTRIC COMPANY

Notices have been issued giving interested persons until December 18 to request a hearing on proposals by: EASTERN UTILITIES ASSOCIATES (EUA) and its wholly owned electric public-utility subsidiary, Eastern Edison Company (Eastern Edison), for EUA to apply up to an aggregate \$15 million of the proceeds from the issuance and sale of up to 1,500,000 shares of common stock, authorized by Commission order of July 28, 1989 under Release No. 35-24930, to purchase the common stock of, and to make capital contributions and/or loans to, EUA Cogenex Corporation, a wholly owned nonutility subsidiary of EUA; and YANKEE ATOMIC ELECTRIC COMPANY, electric public-utility subsidiary of New England Electric System and Northeast Utilities, each a registered holding company, to enter into a revolving credit and term loan financing agreement with The Bank of New York (BNY) and a syndicate of banks pursuant to which Yankee Atomic proposes to issue notes up to \$40 million at any one time outstanding. In addition, Yankee Atomic proposes to enter into an interest rate swap with BNY during the life of the revolving credit commitment. (Rel. 35-24990 -Nov. 24)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING GRANTED

Orders have been granted on the applications of the following exchanges for unlisted trading privileges in the specified number of issues of common stock which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system: Midwest Stock Exchange -15 issues (Rel. 34-27478); Cincinnati Stock Exchange, Inc. - 7 issues (Rel. 34-27479); and Philadelphia Stock Exchange - 8 issues (Rel. 34-27482).

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration the Class A common stock (1 cent par) of SEAMAN'S CORPORATION. (Rel. 34-27483 - Nov. 29)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved proposed rule changes under Section 19(b) of the Securities Exchange Act of 1934 filed by: Options Clearing Corporation (SR-OCC-89-06) to increase minimum required contributions to OCC's clearing funds (Rel. 34-27480); and Philadelphia Stock Exchange (SR-PHLX-89-27) to create a one-year pilot program which provides for a hedged position limit exemption for Utility Index Options (Rel. 34-27486).

NOTICES OF PROPOSED RULE CHANGES

Proposed rule changes have been filed under Rule 19(b) of the Securities Exchange Act of 1934 by: Cincinnati Stock Exchange (SR-CSE-89-6) to extend its minor rule disciplinary plan to members failing to comply in a timely manner with surveillance data requests (Rel. 34-27481); and Municipal Securities Rulemaking Board (SR-MSRB-89-12) to amend the Board's rules on supervision and preservation of records to provide more specific guidance as to supervisory responsibilities of dealers and to clarify the rule on the retention of records (Rel. 34-27484) and (SR-MSRB-89-9) to provide for the creation of a Board-run municipal repository and require the delivery of official statements and other information to the Board of its designee, and amend Rule G-8 concerning recordkeeping (Rel. 34-27488). Publication of the proposed rule changes is expected to appear in the Federal Register during the week of December 4.

NOTICE OF PROPOSED RULE CHANGES

Proposed rule changes have been filed under Rule 19(b) of the Securities Exchange Act of 1934 by: Philadelphia Stock Exchange (SR-PHLX-89-53) to amend its Options Floor Procedure Advice E-1 regarding the required staffing on the options trading floor after the close (Rel. 34-27487); and National Association of Securities Dealers (SR-NASD-89-42) to modify Schedule D to the NASD By-Laws, which requires shareholder approval of certain transactions by issuers of securities traded in the NASDAQ National Market System. The rule change alters from 25% to 20% the threshold at which shareholder approval of issuances of stock in connection with certain acquisitions is required. The rule change also makes other clarifications and modifications of the current rule (Rel. 34-27489). Publication of the proposed rule changes is expected to appear in the Federal Register during the week of December 4.

TRUST INDENTURE ACT RELEASES

UNION TANK CAR COMPANY

An order has been issued under the Trust Indenture Act of 1939 on an application filed by Union Tank Car Company that the trusteeship of Citibank, N.A. under two indentures is not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify the Bank from acting as Trustee under either indenture. (Rel. TI-2232)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-3 IMATRON INC, 389 OYSTER POINT BLVD, SOUTH SAN FRANCISCO, CA 94080 (415) 583-9964 - 5,984,954 (\$5,958,952) COMMON STOCK. 150,000 (\$31,250) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-32218 - NOV. 27) (BR. 8)
- S-8 GAYLORD CONTAINER CORP /DE/, 500 LAKE COOK RD STE 400, DEERFIELD, IL 60015 (312) 405-5500 - 359,877 (\$2,853,824.61) COMMON STOCK. (FILE 33-32221 - NOV. 27) (BR. 8)
- S-3 NORTHWEST NATURAL GAS CO, 220 NW SECOND AVE, ONE PACIFIC SQ, PORTLAND, OR 97209 (503) 226-4211 - 700,000 (\$17,850,000) COMMON STOCK. (FILE 33-32222 - NOV. 27) (BR. 7)
- S-18 I FLOW CORP /CA/, SUITE 106, 2691 RICHTER AVE, IRVINE, CA 92714 (714) 553-0888 - 1,495,002 (\$2,990,004) COMMON STOCK. 498,334 (\$1,495,002) COMMON STOCK. 707,639 (\$1,273,750) COMMON STOCK. 707,639 (\$1,415,278) COMMON STOCK. UNDERWRITER: MEYERSON M H & CO. (FILE 33-32263-LA - NOV. 20) (BR. 8 - NEW ISSUE)
- S-3 HARCOURT BRACE JOYANOVICH INC, ORLANDO, FL 32887 (407) 345-2000 - 1,312,570 (\$8,121,526) COMMON STOCK. (FILE 33-32278 - NOV. 27) (BR. 11)
- S-3 AMERICAN BARRICK RESOURCES CORP, 24 HAZELTON AVE, TORONTO ONTARIO CANADA M5R 2E2, A6 (416) 923-9400 - 3,000,000 (\$95,062,500) FOREIGN COMMON STOCK. (FILE 33-32286 - NOV. 27) (BR. 1)
- S-18 CARDINAL FUNDING INC, 2629 HOLIDAY LN, COLORADO SPRINGS, CO 80909 (719) 632-8358 - 1,000,000 (\$100,000) COMMON STOCK. 1,000,000 (\$250,000) COMMON STOCK. 1,000,000 (\$500,000) COMMON STOCK. 1,000,000 (\$750,000) COMMON STOCK. (FILE 33-32300 - NOV. 28) (BR. 11 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND MULTISTATE SERIES 60, ONE LIBERTY PLZ -13TH FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10006 DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH INC, PAINWEBBER INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-32314 - NOV. 28) (BR. 22 - NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD ONE HUNDRED FORTY FIFTH INTERM TERM SER, ONE LIBERTY PLZ - 13TH FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10006 DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH, PAINWEBBER INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-32315 - NOV. 28) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD FOUR HUNDRED NINETY FOURTH MONTHLY PAYM, ONE LIBERTY PLZ - 13TH FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10006 DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH INC, PAINWEBBER INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-32316 - NOV. 28) (BR. 22 - NEW ISSUE)
- S-6 CORPORATE INCOME FUND TWO HUNDRED NINETY EIGHTH MON PYMT SER, ONE LIBERTY PLZ - 13TH FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10006 DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH INC, PAINWEBBER INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-32317 - NOV. 28) (BR. 17 - NEW ISSUE)
- S-3 SOUTH CAROLINA NATIONAL CORP, 1426 MAIN ST, COLUMBIA, SC 29226 (803) 765-8270 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-32339 - NOV. 28) (BR. 2)